Form 990-PF

Department of the Treasury
Internal Revenue Service

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

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

MITCHELL AND JUNE MORRIS FOUNDATION
4277 PARK TERRACE DRIVE
SALT LAKE CITY, UT 84124

A Employer identification number 87-0529714

B Telephone number (see the instructions) (801) 277-5101

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► [ ]

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 4,533,295.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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))*

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)	3,500,000.			
	2 Ck ► [ ] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	120.	120.		
	4 Dividends and interest from securities	75,503.	75,503.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	38,014.			
	b Gross sales price for all assets on line 6a 799,527.				
	7 Capital gain net income (from Part IV, line 2)		38,014.		
	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/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	-13,930.	877.		
	12 **Total.** Add lines 1 through 11	3,599,707.	114,514.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 2	2,065.	2,065.		
	c Other prof fees (attach sch) See St 3	13,650.	13,650.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 4	2,379.	779.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	18,094.	16,494.		
	25 Contributions, gifts, grants paid Part XV	1,847,450.			1,847,450.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,865,544.	16,494.	0.	1,847,450.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,734,163.			
	b **Net investment income** (if negative enter -0-)		98,020.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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BAA For Paperwork Reduction Act Notice, see instructions. TEEA0504L 10/18/13 Form 990-PF (2013)

Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	430,607.	463,472.	463,472.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		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 (attach schedule)			
	b	Investments – corporate stock (attach schedule) Statement 5	791,682.	2,520,412.	4,010,873.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) Statement 6	86,382.	58,950.	58,950.
	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)	1,308,671.	3,042,834.	4,533,295.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & 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 ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	1,308,671.	3,042,834.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,308,671.	3,042,834.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,308,671.	3,042,834.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,308,671.
2	Enter amount from Part I, line 27a	2	1,734,163.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,042,834.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,042,834.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Publicly Traded Securities	P		
b				
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	799,527.		761,513.	38,014.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a				38,014.
b				
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	38,014.
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	0.

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 (column (b) divided by column (c))
2012	36,000.	1,434,766.	0.025091
2011	20,850.	1,342,047.	0.015536
2010	179,861.	1,465,340.	0.122744
2009	19,000.	1,410,927.	0.013466
2008	61,363.	1,660,823.	0.036947

2 **Total** of line 1, column (d)	2	0.213784
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	0.042757
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,471,911.
5 Multiply line 4 by line 3	5	191,205.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	980.
7 Add lines 5 and 6	7	192,185.
8 Enter qualifying distributions from Part XII, line 4	8	1,847,450.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _______ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b		1	980.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	980.
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	980.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a 797.		
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	797.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	183.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ►	Refunded ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► UT			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► JUNE MORRIS Telephone no ► (801) 277-5101

Located at ► 4277 PARK TERRACE DRIVE SALT LAKE CITY UT ZIP + 4 ► 84124

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c		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? ☐ Yes ☒ 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)	2 b	N/A	
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__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 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)*	3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
JUNE MORRIS 4277 PARK TERRACE DRIVE SALT LAKE CITY, UT 84124	Trustee 1.00	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 N/A	
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 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a Average monthly fair market value of securities		1a	3,269,249.
b Average of monthly cash balances		1b	1,198,096.
c Fair market value of all other assets (see instructions)		1c	72,666.
d **Total** (add lines 1a, b, and c)		1d	4,540,011.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	4,540,011.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	68,100.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,471,911.
6 **Minimum investment return.** Enter 5% of line 5		6	223,596.

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	223,596.
2a Tax on investment income for 2013 from Part VI, line 5	2a 980.		
b Income tax for 2013 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	980.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	222,616.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	222,616.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	222,616.

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	1,847,450.
b Program-related investments — total from Part IX-B	1b	
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	1,847,450.
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	980.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,846,470.

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				222,616.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			25,608.	
b Total for prior years 20 ___, 20 ___, 20 ___		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 ► $ 1,847,450.				
a Applied to 2012, but not more than line 2a			25,608.	
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				222,616.
e Remaining amount distributed out of corpus	1,599,226.			
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	1,599,226.			
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)	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	1,599,226.			
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 1,599,226.				

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 ►

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 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))

JUNE MORRIS

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 7				
Total			► 3a	1,847,450.
b *Approved for future payment*				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	120.	
4 Dividends and interest from securities			14	75,503.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	38,014.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Nondividend Distributions			14	877.	
b S Corp & Partnership Inc.		-14,807.			
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-14,807.		114,514.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	99,707.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

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

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

2 a 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

June McMain 11/17/14 ▶ Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICHARD E. SILER, CPA	RICHARD E. SILER, CPA	11-17-14		P00447745

Firm's name ▶ Pritchett, Siler & Hardy — Firm's EIN ▶ 87-0472894

Firm's address ▶ 515 S 400 E Ste 100, Salt Lake City, UT 84111-3584 — Phone no (801) 328-2727

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

► Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545 0047

2013

Name of the organization

MITCHELL AND JUNE MORRIS FOUNDATION

Employer identification number

87-0529714

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of $5,000 or more during the year ► $ ____________

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: MITCHELL AND JUNE MORRIS FOUNDATION

Employer identification number: 87-0529714

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	G. Mitchell Morris Living Trust 101 South 200 East, Suite 700 Salt Lake City , Ut 84111	$ 3,500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization
MITCHELL AND JUNE MORRIS FOUNDATION

Employer identification number
87-0529714

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

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

Name of organization: MITCHELL AND JUNE MORRIS FOUNDATION

Employer identification number: 87-0529714

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8) or (10) organizations that total more than $1,000 for the year.** Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once See instructions) ► $ N/A

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Nondividend Distributions	$ 877.	$ 877.	
S Corp & Partnership Inc.	-14,807.		
Total	$ -13,930.	$ 877.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	$ 2,065.	$ 2,065.		
Total	$ 2,065.	$ 2,065.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Brokerage Fees	$ 13,650.	$ 13,650.		
Total	$ 13,650.	$ 13,650.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise Tax	$ 1,600.			
Foreign Taxes on Dividends	779.	$ 779.		
Total	$ 2,379.	$ 779.	$ 0.	$ 0.

Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Schedule Attch - Stocks Acct #HTZ-030819	Cost	$ 823,369.	$ 1,990,228.
Schedule Attch - Stocks Acct #676-042589	Cost	491,009.	614,396.
Schedule Attch - Stocks Acct #676-042590	Cost	253,685.	280,628.
Schedule Attch - Stocks Acct #676-042591	Cost	316,011.	379,153.
Schedule Attch - Stocks Acct #676-042597	Cost	275,292.	323,831.
Schedule Attch - Stocks Acct #676-042598	Cost	146,791.	171,209.
Schedule Attch - Stocks Acct #676-042602	Cost	214,255.	251,428.
	Total	$ 2,520,412.	$ 4,010,873.

Statement 6
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
Partnership/S Corp Interests	Cost	$ 58,950.	$ 58,950.
	Total	$ 58,950.	$ 58,950.

Statement 7
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Natonal Parks Conservation Assoc 777 6th Street, NW, Suite 700 Washington, DC 20001	None	501 (c)3	National Parks Conservation and Protection.	$ 1,000.
LDS Church 50 East North Temple Street Salt Lake City, Ut 84150	None	501 (c)3	Religious	30,000.
NAMI 1600 West 2200 South, Suite 202 West Valley City, Ut 84119	None	501 (c)3	Treatment of Mental Illness.	30,000.

Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
U of U Eccles School of Business 540 Arapeen Drive, Suite 250 Salt Lake City, Ut 84108	None	501 (c)3	Student Scholarship	$ 2,000.
Moran Eye Center 540 Arapeen Drive, Suite 250 Salt Lake City, Ut 84108	None	501 (c)3	Eye Research	5,000.
U of U Educational Resource Dev. Council 540 Arapeen Drive, Suite 120 Salt Lake City, Ut 84108	None	501 (c)3	Student Scholarship	10,000.
Susan G. Komen Race for the Cure 4900 South Highland Drive, Suite B Salt Lake City, Ut 84117	None	501 (c)3	Breast Cancer Research	500.
Primary Children's Hospital Foundation P.O. Box 58249 Salt Lake City, Ut 84158	None	501 (c)3	Facility and Equipment Improvements.	750,000.
Smile Train 41 Madison Ave., 28th Floor New York, NY 10010	None	501 (c)3	Cleft Surgeries.	1,000.
United Way 257 East 200 South, Suite 300 Salt Lake City, Ut 84111	None	501 (c)3	Advance Education, Income, and Health of children in local communities	450.
Huntsman Cancer Institute 2000 Circle of Hop Drive Salt Lake City, Ut 84112	None	501 (c)3	Childrens Cancer Research.	1,000,000.
Judge Memorial Catholic School 650 South 1100 East Salt Lake City, Ut 84102	None	501 (c)3	Educational Supplies and scholarship	500.
Boston University - EDRT 595 Commonwealth Avenue Boston, MA 02215	None	501 (c)3	Educational Development.	5,000.

Statement 7 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Junior Achievemdnt of Utah 515 E 100 S #200 Salt Lake City, UT 84102	None	501 (c)3	Educational Development	$ 5,000.
Juvenile Diabetes Research Fund 132 S 600 E #100 Salt Lake City, UT 84102	None	501 (c)3	Research Cure for Diabetes	2,000.
Edmonds Community College 20000 68th Ave W Lynnwood, WA 98036	None	501 (c)3	Educational Development and Scholarship.	5,000.
			Total	$ 1,847,450.

MITCHELL & JUNE MORRIS FOUNDATION - Trust: Under Agreemnt
Account Number: HTZ-030819

HIGHTOWER
SECURITIES, LLC

Holdings

NFS-provided cost basis, realized gain (loss) and holding period information may not reflect all adjustments necessary for tax purposes. Please refer to Footnotes and Cost Basis Information at the end of this statement for more information.

CASH AND CASH EQUIVALENTS - 15 10% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/13	Current Market Value	Estimated Annual Income
Money Markets					
PRIME FUND DAILY MONEY CLASS 7 DAY YIELD .01% Dividend Option Cash Capital Gain Option Cash	FDAXX CASH	354,002 86	$1.00	$354,002 86	
Total Cash and Cash Equivalents				$354,002.86	

HOLDINGS > EQUITIES - 84.24% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/13	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Equity							
AEGON NV AMER REGD CERT(1 SH EUR0.12) Estimated Yield 3 03% Dividend Option Cash Capital Gain Option Cash	AEG MARGIN	23,234	$9.48	$220,258 32	$6,678.92		
JPMORGAN CHASE & CO Estimated Yield 2 59% Dividend Option Cash Capital Gain Option Cash Next Dividend Payable 01/31/14	JPM MARGIN	30,000	$58.48	$1,754,400.00	$45,600.00		
Total Equity				$1,974,658.32	$52,278.92		
Total Equities				$1,974,658.32	$52,278.92		

HIGHTOWER
SECURITIES, LLC

HOLDINGS > MUTUAL FUNDS - 0 66% of Total Account Value

Description	Symbol/Cusip Account Type	Quantity	Price on 12/31/13	Current Market Value	Estimated Annual Income	Total Cost Basis	Unrealized Gain (Loss)
Equity							
VAN ECK FDS INTL INVS GOLD FD CL C Estimated Yield 0 85% Dividend Option Cash Capital Gain Option Cash	IIGCX MARGIN	2,006 421	$7.76	$15,569.83	$132.42	$25,000.00	($9,430.17)
Total Mutual Funds				$15,569.83	$132.42	$25,000.00	($9,430.17)
Total Securities				$1,990,228.15	$52,411.34	$25,000.00	($9,430.17)
TOTAL PORTFOLIO VALUE				$2,344,231.01	$52,411 34	$25,000.00	($9,430.17)

Activity

CORE FUND ACTIVITY

Settlement Date	Account Type	Transaction	Description	Quantity	Amount
12/03/13	CASH	YOU BOUGHT	PRIME FUND DAILY MONEY CLASS @ 1	1,429	($1,429.00)
12/10/13	CASH	YOU BOUGHT	PRIME FUND DAILY MONEY CLASS @ 1	397	($397 00)
12/20/13	CASH	YOU SOLD	PRIME FUND DAILY MONEY CLASS @ 1	(2,065)	$2,065.00
12/26/13	CASH	YOU BOUGHT	PRIME FUND DAILY MONEY CLASS @ 1	132.42	($132.42)
12/31/13	CASH	YOU BOUGHT	PRIME FUND DAILY MONEY CLASS @ 1	3 02	($3.02)
TOTAL CORE FUND ACTIVITY					$103.56

/

Brokerage **676-042602** MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE
Your Financial Advisor· THE BAPTIS GROUP

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
Stocks					
EATON CORP PLC COM (ETN)	$144.90	135 000	$76 120	$8,340 51	$10,276 20
AT&T INC COM (T)	310 50	230.000	35.160	8,190.27	8,086 80
ABBOTT LABORATORIES (ABT)	63.00	150.000	38.330	5,030 55	5,749 50
ALTRIA GROUP INC (MO)	275 80	240 000	38.390	8,123 71	9,213 60
AUTOMATIC DATA PROCESSING INC (ADP)	91.35	70.000	80.799	4,246.19	5,655.93
BRISTOL MYERS SQUIBB (BMY)	115 50	110.000	53.150	4,021.27	5,846 50
CATERPILLAR INC (CAT)	146.60	95.000	90.810	8,732.26	8,626 95
CHEVRON CORP NEW (CVX)	199.50	68.000	124.910	8,046.37	8,493.88
CINCINNATI FINL CORP (CINF)	155.12	185 000	52.370	8,476.73	9,688 45
COCA COLA CO (KO)	207 20	210 000	41.310	8,118 27	8,675 10
DU PONT E I DE NEMOURS & CO (DD)	241.20	150 000	64.970	7,258 18	9,745 50
DUKE ENERGY CORP COM USD0 001 ISIN #US26441C2044 SEDOL #B7JZSK0 (DUK)	271.20	115 000	69.010	8,018.52	7,936 15
EMERSON ELECTRIC CO (EMR)	187.10	130.000	70 180	7,507.00	9,123 40
GENUINE PARTS CO (GPC)	96.75	60.000	83.190	4,114.80	4,991.40
ILLINOIS TOOL WORKS (ITW)	141.60	120.000	84.080	7,530 55	10,089 60
INTEL CORP (INTC)	293.63	370.000	25.955	7,832.51	9,603 35
INTL BUSINESS MACH (IBM)	97.75	45.000	187.570	8,794 05	8,440 65
JOHNSON & JOHNSON (JNJ)	142.45	55.000	91.590	4,069.99	5,037 45
MCDONALDS CORP (MCD)	203.60	85 000	97.030	8,151 00	8,247.55
MEDTRONIC INC (MDT)	139.40	170 000	57.390	7,849.73	9,756.30
MICROSOFT CORP (MSFT)	249.10	290.000	37 410	8,112 72	10,848 90
PFIZER INC (PFE)	198 00	275 000	30.630	7,743 31	8,423 25
PHILLIPS 66 COM (PSX)	54 60	140 000	77.130	8,179 16	10,798 20
T ROWE PRICE GROUP INC (TROW)	125 40	110.000	83 770	8,037 14	9,214.70
PROCTER & GAMBLE CO (PG)	99.24	55.000	81 410	4,134.74	4,477 55
QUALCOMM INC (QCOM)	141.00	120 000	74.250	7,816 75	8,910 00
SCHLUMBERGER LIMITED COM USD0 01 (SLB)	78 13	100.000	90 110	7,656.00	9,011 00

Brokerage 676-042602 MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE

Your Financial Advisor: THE BAPTIS GROUP

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
UNITED TECHNOLOGIES CORP (UTX)	98 79	45.000	113.800	4,040.10	5,121 00
V F CORP (VFC)	161.25	200 000	62.340	7,877.25	12,468 00
WILLIAMS COS INC (WMB)	293.37	230 000	38.570	8,205.73	8,871.10
Core Account					
CASH	6.90	39,120 140	1.000	not applicable	39,120.14
Total Market Value as of December 31, 2013					**$290,548.10**
2013 Income Earned	**$ 5,029.93**				

All positions held in cash account unless indicated otherwise

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Transaction Details of Core Account

Core Account - *Cash*

Description	Amount	Balance
Beginning		$0 00
Securities bought	-$214,255 36	
Exchanges in	250,000 00	
Core account income	6.90	
Income	5,023 03	
Account fees and charges	-1,654 43	
Ending		$39,120 14

Additional Information About Your Annual Investment Report

The account on this Annual Investment Report is registered to

JUNE M MORRIS
MITCHELL & JUNE MORRIS FND
4277 S PARK TERRACE DR
SALT LAKE CTY UT 84124-3441

Brokerage 676-042598 MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE
Your Financial Advisor: THE BAPIS GROUP
Separate Account Manager: LAZARD ASSET MANAGEMENT LLC - INTERNATIONAL EQUITY

2013 Account Summary

Beginning value as of Jan 1	$0 00
Other Tax Withheld	-476 14
Transaction costs, loads and fees	-1,151 27
Transfers between Fidelity accounts	150,000.00
Change in investment value	28,462.83
Ending value as of Dec 31	**$176,835.42**

Income Summary

Taxable	
Ordinary Dividends	
Dividends	$3,507.72
Interest	0 63
Total	**$3,508.35**

Foreign taxes paid on securities you owned are included in Ordinary Dividends Detailed reporting and instructions to help you file your federal tax return are found on your Form 1099-DIV

Holdings (Symbol) as of 12/31

Stocks	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
SIGNET JEWELERS LTD COM STK USD0 18 (SIG)	$16.65	30.000	$78 700	$2,095 76	$2,361 00
ANHEUSER-BUSCH INBEV ADR EAH REP 1 ORD NPV (BUD)	204.28	55.000	106 460	5,240.95	5,855 30
ASSA ABLOY SPON ADR EA REPR 0 50 ORD SHS (ASAZY)	83 68	137.000	26 454	2,683 01	3,624.19
ASSOCIATED BRITISH FOODS ADR EACH CNV INTO 1 ORD GBP0 0568 (ASBFY)	8 34	60.000	40 496	1,711.80	2,429 76
ATLANTIA SPA UNSP ADR EACH REPR 0 50 ORD (ATASY)	83.73	330 000	11 237	2,557.27	3,708 21
BG GROUP ADR REP 1 ORD GBP0.10 (BRGYY)	32.52	119 000	21 490	2,136.29	2,557 31
BNP PARIBAS ADR EACH REPR 1/2 ORD LVL I(SPON) (BNPQY)	144 58	125 000	39.030	3,292.22	4,878.75

Brokerage 676-042598 MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE
Your Financial Advisor: THE BAPIS GROUP
Separate Account Manager: LAZARD ASSET MANAGEMENT LLC - INTERNATIONAL EQUITY

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
BAYER AG SPON ADR-EACH REPR 1 ORD NPV (BAYRY)	84 26	38 000	140.481	3,932.79	5,338 27
BAYERISCHE MOTOREN WERKE AG ADR EACH REPR 0.33333 SHS (BAMXY)	81 40	118 000	39.143	3,678.61	4,618 87
BHP BILLITON LIMITED ADR EACH REP 2 ORD NPV(MGT) (BHP)	57.82	49.000	68 200	3,414.81	3,341 80
BRITISH AMERICAN TOBACCO LVL II ADR EACH REP 2 ORD GBP0 25(BNY) (BTI)	50 97	35.000	107.420	3,707.90	3,759.70
CARLSBERG AS SPON ADR EACH REP 1/5 ORD (CABGY)	17.68	86.000	22 164	1,748 72	1,906 10
COMPAGNIE FINANCIERE RICHEMONT SA SPON ADR EACH REPR 0 1 ORD (CFRUY)	25 55	233.000	9 985	2,156.81	2,326 50
DAIKIN INDUSTRIES ADR EACH REPR 2 ORD (DKILY)	11 67	26 000	124 637	2,359.90	3,240.56
DAIWA HOUSE INDUSTRY CO ADR-EACH CNV INTO 10 ORD NPV (DWAHY)	31 15	16.000	193.616	3,263.99	3,097 85
ENI ADR EACH REP 2 ORD EUR1(MGT) (E)	130.00	45.000	48 490	2,080 14	2,182 05
EADS(EURO AERONAUTIC DEFENSE SPACE) UNSPONSORED ADR EACH REPR 1 ORD (EADSY)	0.00	148 000	19 226		2,845 44
EXPERIAN PLC ADR EACH REPR 1 ORD SHS (EXPGY)	24 00	66 000	18.451	1,172.49	1,217 76
FRESENIUS SE&CO KGAA SPON ADR EA REP 0 125 ORD SHS (FSNUY)	0.00	64 000	19 222	1,231 33	1,230 20

Brokerage 676-042598 MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE

Your Financial Advisor: THE BAPIS GROUP
Separate Account Manager: LAZARD ASSET MANAGEMENT LLC - INTERNATIONAL EQUITY

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
HSBC HOLDINGS PLC ADR EACH REPR 5 ORD USD0 50 (HSBC)	174.60	84.000	55.130	4,640.57	4,630 92
INFORMA PLC ADR EA REPR 2 ORD SHS (IFJPY)	37 86	187.000	18 997	2,894.39	3,552 43
KDDI CORPORATION UNSP ADR EACH REPR 1/4 SHS (KDDIY)	0.00	148 000	15.389	2,067 93	2,277 57
KOMATSU ADR EACH REP 1 ORD NPV SHS (KMTUY)	47 51	90.000	20.332	2,136 06	1,829.88
LADBROKES ADR EACH REPR 1 ORD GBP0 28333 (LDBKY)	17.91	260 000	2.963	835 87	770 38
LIXIL GROUP CORPORATION UNSP ADR EA REPR 2 ORD (JSGRY)	50 74	57.000	54.859	2,339.74	3,126 96
LLOYDS BANKING GROUP ADR REP 4 ORD GBP0 10(BNY) (LYG)	0.00	756 000	5 320	2,357 20	4,021.92
MAKITA CORP ADR-EACH CNV INTO 1 ORD NPV (MKTAY)	10 09	57.000	52.519	3,237.33	2,993 58
MEDIOLANUM UNSP ADR EACH REPR 2 ORD (MDLAY)	31.65	150.000	17.362	2,379.70	2,604 30
NOVARTIS AG ADR-EACH REPR 1 CHF0 5(REGD) (NVS)	0.00	83 000	80.380	5,827.43	6,671 54
NOVO-NORDISK AS ADR-EACH CNV INTO 1 CLASS B DKK1 (NVO)	0.00	26 000	184 760	4,399 93	4,803 76
PETROLEUM GEO SERVICES ASA ADS EACH REPR 1 ORD NOK3(CBK N A) (PGSVY)	23 96	125 000	11.777	1,840.62	1,472.12
PRUDENTIAL ADR EACH REPR 2 ORD GBP0 05 (PUK)	141 54	151.000	45.000	5,080.95	6,795 00
RED ELECTRICA CORP UNSP ADR EACH REPR 1/5 SH (RDEIY)	75 17	253.000	13 366	2,834.74	3,381.59

Brokerage 676-042598 MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE
Your Financial Advisor: THE BAPIS GROUP
Separate Account Manager: LAZARD ASSET MANAGEMENT LLC - INTERNATIONAL EQUITY

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
REXAM SPON ADR EA REPR 5 ORD GBP0.00(POST REV (REXMY)	108.47	85.000	43.932	3,303.15	3,734.22
ROGERS COMMUNICATIONS INC CLASS B COM CAD1 62478 ISIN #CA7751092007 SEDOL #2169051 (RCI)	42.49	51.000	45.250	2,481.14	2,307 75
ROYAL DUTCH SHELL ADR EA REP 2 CL A EUR0 07 (RDSA)	126.90	47.000	71.270	3,081.32	3,349 69
RYANAIR HLDGS ADR EACH REPR 5 ORD EUR0 00635 (RYAAY)	0.00	59.000	46.930	2,447.32	2,768.87
SAMPO PLC UNSP ADR EACH REP 0 5 A SH (SAXPY)	146 52	166.000	24.610	3,240.74	4,085 26
SANDS CHINA LTD UNSP ADR EA REPR 10 SHS (SCHYY)	51 04	53 000	81.702	2,578.38	4,330 20
SANOFI SPONSORED ADR (SNY)	181 04	90.000	53.630	4,478 12	4,826.70
SAP AG SPON ADR EACH REP 1 ORD NPV (SAP)	71 08	64.000	87.140	5,281.28	5,576 96
SEVEN & I HOLDINGS CO LTD UNSP ADR EACH REPR 2 ORD (SVNDY)	33 01	50.000	79 540	3,148 69	3,977 00
SUMITOMO MITSUI FINANCIAL GROUP INC ADR EACH REPR 1/5 ORD NPV (SMFG)	145 72	525.000	10.490	4,375 87	5,507 25
SUMITOMO MITSUI TRUST HOLDINGS INC SPON ADR EA REPR 1 ORD SH (SUTNY)	0.00	321 000	5.271	1,649.94	1,691 99
SWATCH GROUP AGADR (SWGAY)	22 43	63 000	33.142	1,771.18	2,087 94
SWEDBANK AB ADR EACH REP 1 SER A SEK20(MGT) (SWDBY)	128.81	85 000	28.182	2,079.10	2,395.47
TULLOW OIL PLC SPON ADR EACH REPR 1/2 SHS (TUWOY)	15 82	170 000	7 081	1,582.02	1,203 77
UNILEVER PLC ADS-EA REPR 1 ORD GPB0 03111 (UL)	116 51	96 000	41.200	3,987.17	3,955.20

Brokerage 676-042598 MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE

Your Financial Advisor: THE BAPIS GROUP

Separate Account Manager: LAZARD ASSET MANAGEMENT LLC - INTERNATIONAL EQUITY

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
VALEO ADR-EACH REPR 0 5 ORD EUR3 (VLEEY)	71 27	60 000	55.414	1,662.92	3,324 84
WOLSELEY SPON ADR 2013 (WOSYY)	0.00	463.000	5.673	2,408.17	2,626 59
YAHOO JAPAN CORPORATION UNSP ADR EA REPR 2 ORD SHS (YAHOY)	21.58	360 000	11.132	3,447.15	4,007.52
Core Account					
CASH	0.63	5,626.630	1.000	not applicable	5,626 63
Total Market Value as of December 31, 2013					**$176,835.42**
Total income earned on positions no longer held	525 72				
2013 Income Earned	**$ 3,508.35**				

All positions held in cash account unless indicated otherwise

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Transaction Details of Core Account

Core Account - *Cash*

Description	Amount	Balance
Beginning		$0.00
Securities bought	-$187,211 27	
Securities sold	40,915 88	
Exchanges in	150,000 00	
Other additions	2 73	
Other disbursements	-476 14	
Core account income	0 63	
Income	3,507.72	
Account fees and charges	-1,112 92	
Ending		$5,626 63

Income Summary

Taxable	$11,187 42
Return of capital	143.55
Total	**$11,330.97**

** If you added an account to your statement-reporting household during this period, the Beginning value line and beginning Net Value heading of Your Portfolio Summary may not accurately reflect the date of the values reported Please refer to the individual Account Summary sections of Your Portfolio Details for the actual dates of the values reported

Your Portfolio Details

Brokerage **676-042597** MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE
Your Financial Advisor THE BAPIS GROUP
Separate Account Manager ANCHOR CAPITAL ADVS/ ENVESTNET - MID CAP CORE

2013 Account Summary

Beginning value as of Jan 1	$0 00
Transaction costs, loads and fees	-1,988 79
Transfers between Fidelity accounts	300,000.00
Change in investment value	53,437.88
Ending value as of Dec 31	**$351,449.09**

Income Summary

Taxable	
Ordinary Dividends	
Dividends	$7,661 63
Interest	4 75
Lt cap gain	12 69
Return of capital	**143.55**
Total	**$7,822.62**

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
Stocks					
AMDOCS LTD ORD GBP0 01 (DOX)	$0.00	104 000	$41 240	$4,205 42	$4,288 96
ENDURANCE SPECIALTY HOLDINGS LTD					
COM	156 16	122.000	58.670	5,412.90	7,157 74
USD1 (ENH)					
INVESCO LTD COM STK USD0 20 (IVZ)	157 74	257 000	36.400	7,459.98	9,354 80

Brokerage 676-042597 MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE

Your Financial Advisor: THE BAPIS GROUP
Separate Account Manager: ANCHOR CAPITAL ADVS/ ENVESTNET - MID CAP CORE

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
ALCOA INC ISIN #US0138171014 (AA)	16.20	820 000	10 630	7,305.47	8,716 60
ANALOG DEVICES INC (ADI)	123 76	83 000	50.930	3,815 24	4,227.19
APPLIED MATERIALS INC (AMAT)	46.80	234.000	17.680	3,598.12	4,137 12
AVERY DENNISON CORP (AVY)	68 40	60.000	50 190	2,469.60	3,011 40
BABCOCK & WILCOX CO NEW COM (BWC)	35 36	136.000	34.190	3,674 42	4,649 84
BOSTON SCIENTIFIC CORP (BSX)	0.00	508.000	12.020	3,768.65	6,106.16
BROADRIDGE FINANCIAL SOLUTIONS LLC (BR)	136.80	240.000	39 520	5,500.32	9,484.80
CHUBB CORP (CB)	79 20	60.000	96.630	5,016.60	5,797.80
CINEMARK HLDGS INC COM (CNK)	86 69	136 000	33.330	3,934.19	4,532 88
CLOROX CO DEL (CLX)	92 70	45 000	92.760	3,711.15	4,174 20
COACH INC (COH)	0.00	70 000	56.130	3,929.78	3,929 10
DIEBOLD INC (DBD)	86 25	100.000	33.010	3,070.72	3,301 00
DUKE ENERGY CORP COM USD0 001 ISIN #US26441C2044 SEDOL #B7JZSK0 (DUK)	146 36	59.000	69 010	4,101.91	4,071.59
ENTERGY CORP NEW (ETR)	131 97	43 000	63.270	2,653.53	2,720.61
EXPEDITORS INTL WASH INC (EXPD)	21 30	71 000	44.250	3,020.14	3,141 75
FIRST AMERICAN FINANCIAL CORP COM USD0 00001 (FAF)	97.92	204 000	28.200	4,983.70	5,752 80
GENUINE PARTS CO (GPC)	112 89	70 000	83.190	4,984 35	5,823 30
GRACE W R & CO DEL NEW (GRA)	0.00	52 000	98.870	3,718 47	5,141 24
HAEMONETICS CORP MASS (HAE)	0.00	90.000	42.130	3,728.57	3,791.70
HASBRO INC (HAS)	222 00	185.000	55.010	7,891 86	10,176 85
ITC HLDGS CORP (ITC)	47 93	58.000	95.820	4,993.26	5,557 56
JANUS CAP GROUP INC (JNS)	53 06	379 000	12.370	3,548.65	4,688.23
KOHLS CORP (KSS)	220 15	174 000	56 750	8,111 09	9,874 50
LEIDOS HOLDINGS INC COM USD0 0001 (LDOS)	25 28	79.000	46.490	2,559 92	3,672.71
M & T BANK CORP (MTB)	174 30	83.000	116 420	8,377.94	9,662 86

Brokerage 676-042597 MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE
Your Financial Advisor: THE BAPIS GROUP
Separate Account Manager: ANCHOR CAPITAL ADVS/ ENVESTNET - MID CAP CORE

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
MATTEL INC (MAT)	131.76	122 000	47.580	4,994.35	5,804.76
MCKESSON CORP (MCK)	38 36	64.000	161 400	6,813 89	10,329 60
NATIONAL FUEL GAS CO (NFG)	136 03	140.000	71.400	8,211.89	9,996 00
NEW YORK COMMUNITY BANCORP (NYCB)	465 75	621.000	16.850	8,361.55	10,463.85
NISOURCE INC (NI)	117 70	149.000	32.880	4,053.00	4,899 12
OLD REPUBLIC INTL CORP (ORI)	331.02	590 000	17.270	7,928 79	10,189 30
OMNICOM GROUP (OMC)	128 80	93.000	74 370	5,383.07	6,916 41
PEABODY ENERGY CORP (BTU)	15.81	186.000	19.530	3,452.77	3,632.58
QUEST DIAGNOSTICS INC (DGX)	0 00	42.000	53 540	2,603.16	2,248 68
REGAL ENTERTAINMENT GROUP (RGC)	203 49	217.000	19.450	3,387.83	4,220 65
ROCKWELL COLLINS INC (COL)	73 50	107.000	73.920	6,987 10	7,909 44
ST JUDE MEDICAL INC (STJ)	88 00	130.000	61.950	5,543.08	8,053 50
SCIENCE APPLICATION INTL CORP USD0 0001 (SAIC)	12 60	45.000	33 070	1,179.02	1,488 15
SEMPRA ENERGY (SRE)	161 28	62.000	89.760	4,995 00	5,565 12
SONOCO PRODS CO (SON)	108.81	117 000	41.720	3,739.60	4,881.24
STAPLES INC (SPLS)	95.76	399.000	15.890	5,831.58	6,340 11
SUNTRUST BANKS INC (STI)	54 30	181.000	36.810	5,013.16	6,662 61
SYSCO CORP (SYY)	130 20	155.000	36.100	5,017.80	5,595 50
TECO ENERGY INC (TE)	142 56	216 000	17.240	3,740.47	3,723 84
TELEPHONE & DATA SYSTEMS INC COM USD0 01 (TDS)	68 21	214 000	25.780	5,520.76	5,516 92
ULTRA PETROLEUM CORP COM NPV (UPL)	0.00	131 000	21.650	3,057 03	2,836 15
VERIFONE SYSTEMS INC COM (PAY)	0 00	105.000	26 820	2,011.60	2,816 10
XCEL ENERGY INC COM (XEL)	72 21	87 000	27.940	2,501.91	2,430.78
XEROX CORP (XRX)	79.35	460 000	12 170	3,613.30	5,598 20
ZIMMER HLDGS INC (ZMH)	58 00	93.000	93.190	6,933.72	8,666 67

Brokerage 676-042597 MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE

Your Financial Advisor: THE BAPIS GROUP

Separate Account Manager: ANCHOR CAPITAL ADVS/ ENVESTNET - MID CAP CORE

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
Other					
AMERICAN CAP AGY CORP COM (AGNC)	711 25	181.000	19.290	5,717 15	3,491 49
BRANDYWINE RLTY TR SBI NEW (BDN)	81 45	181 000	14 090	2,450 16	2,550 29
HCP INC COM (HCP)	174.84	111 000	36.320	5,341 12	4,031.52
HEALTH CARE REIT INC (HCN)	169.08	102 000	53.570	6,362.72	5,464.14
SUN CMNTYS INC (SUI)	269 64	107.000	42.640	4,987.66	4,562 48
Core Account					
CASH	4.75	27,618 600	1 000	not applicable	27,618 60
Total Market Value as of December 31, 2013					**$351,449.09**
Total income earned on positions no longer held	1,358 89				
2013 Income Earned	**$ 7,822.62**				

All positions held in cash account unless indicated otherwise

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Transaction Details of Core Account

Core Account - *Cash*

Description	Amount	Balance
Beginning		$0 00
Securities bought	-$444,279 37	
Securities sold	155,779 79	
Exchanges in	300,000 00	
Other additions	10,348.42	
Core account income	4.75	
Income	7,750 46	
Account fees and charges	-1,985 45	
Ending		$27,618 60

Brokerage 676-042591 MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE
Your Financial Advisor: THE BAPIS GROUP
Separate Account Manager: M.D. SASS INV. SERVICES, INC. - RELATIVE VALUE EQUITY

2013 Account Summary

Beginning value as of Jan 1	$0 00
Other Tax Withheld	-137.10
Transaction costs, loads and fees	-2,022.06
Transfers between Fidelity accounts	300,000 00
Change in investment value	86,765 60
Ending value as of Dec 31	**$384,606.44**

Income Summary

Taxable	
Ordinary Dividends	
Dividends	$3,010 93
Interest	1 28
Return of capital	**54.88**
Total	**$3,067.09**

Foreign taxes paid on securities you owned are included in Ordinary Dividends Detailed reporting and instructions to help you file your federal tax return are found on your Form 1099-DIV

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
Stocks					
ACTAVIS PLC USD0 0001 (ACT)	$0 00	72 000	$168 000	$10,368.00	$12,096 00
ADT CORP COM (ADT)	87 01	287.000	40.470	13,135 91	11,614 89
AMERICAN AIRLINES GROUP INC COM USD1 (AAL)	0 00	646 000	25 250	11,252 61	16,311.50
CVS CAREMARK CORP (CVS)	110 26	188.000	71.570	10,546 38	13,455.16
CAMERON INTL CORP COM (CAM)	0 00	197.000	59 530	12,260 22	11,727.41
CAPITAL ONE FINANCIAL CORP (COF)	85 20	142.000	76 610	8,808.58	10,878 62
CHICAGO BRIDGE & IRON COMPANY N V. EUR0 01 (REG) (CBI)	20 95	93.000	83.140	5,252.81	7,732.02
DELTA AIR LINES INC DEL COM NEW (DAL)	0.00	543 000	27 470	15,655 53	14,916 21
EBAY INC (EBAY)	0.00	308 000	54 865	15,851 27	16,898.42
EQUINIX INC NEW (EQIX)	0.00	70.000	177 450	11,324 88	12,421.50
FMC CORP NEW (FMC)	46 72	173 000	75.460	10,061.90	13,054 58
FLOWSERVE CORP (FLS)	33.60	103 000	78.830	5,596.30	8,119 49
FOOT LOCKER INC (FL)	110.40	258 000	41.440	8,823.93	10,691 52
GAMING & LEISURE P COM USD0 01 (GLPI)	0 00	221.000	50.810	9,355 82	11,229 01
HERTZ GLOBAL HLDGS INC COM (HTZ)	0.00	479 000	28.620	11,159 05	13,708 98

Brokerage **676-042591** MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE

Your Financial Advisor: THE BAPIS GROUP

Separate Account Manager: M.D. SASS INV. SERVICES, INC. - RELATIVE VALUE EQUITY

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
JPMORGAN CHASE & CO (JPM)	73.72	224.000	58 480	12,000.34	13,099 52
MCKESSON CORP (MCK)	37.84	114.000	161.400	13,648 24	18,399.60
METLIFE INC COM (MET)	179 58	222 000	53.920	8,463 16	11,970 24
MONSANTO CO NEW (MON)	0.00	91 000	116.550	10,380.79	10,606 05
MYLAN INC (MYL)	0.00	270 000	43.400	7,748 62	11,718 00
PRUDENTIAL FINL INC (PRU)	202 16	152 000	92.220	9,309 27	14,017.44
REALOGY HLDGS CORP COM USD0 01 (RLGY)	0.00	200.000	49.470	8,630.32	9,894.00
REINSURANCE GROUP AMER INC COM NEW (RGA)	136 92	163 000	77.410	9,615.69	12,617.83
SLM CORP COM (SLM)	110.10	367.000	26.280	8,576.63	9,644.76
SANOFI SPONSORED ADR (SNY)	421 24	225 000	53.630	11,444 78	12,066 75
SCHLUMBERGER LIMITED COM USD0 01 (SLB)	79 69	166.000	90.110	12,808 30	14,958 26
SHIRE ADR EACH REPR 3 ORD (SHPG)	10 35	118 000	141 290	12,160.36	16,672 22
SINCLAIR BROADCAST GROUP INC CL A (SBGI)	135 90	505.000	35.730	13,715 83	18,043 65
TRIBUNE CO NEW CL A (TRBAA)	0.00	121.000	77.400	7,632.00	9,365 40
WILLIAMS COS INC (WMB)	202 17	291 000	38 570	10,423 93	11,223 87
Core Account					
CASH	1 28	5,453 540	1 000	not applicable	5,453.54
Total Market Value as of December 31, 2013					**$384,606.44**
Total income earned on positions no longer held	982.00				
2013 Income Earned	**$ 3,067.09**				

All positions held in cash account unless indicated otherwise

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Brokerage 676-042589 MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE
Your Financial Advisor: THE BAPIS GROUP
Separate Account Manager: Alta Capital - LARGE CAP GARP

Transaction Details

Transaction Details of Core Account

Core Account - *Cash*

Description	Amount	Balance
Core account income	1 69	
Income	5,834 66	
Account fees and charges	-3,335 71	
Ending		$18,366.21

Brokerage 676-042590 MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE
Your Financial Advisor. THE BAPIS GROUP
Separate Account Manager: WAKEFIELD ASSET MANAGEMENT, LLLP - LARGE CAP EQUITY

2013 Account Summary

Beginning value as of Jan 1	$0 00
Transaction costs, loads and fees	-1,626 85
Transfers between Fidelity accounts	250,000.00
Change in investment value	41,380.39
Ending value as of Dec 31	**$289,753.54**

Income Summary

Taxable	
Ordinary Dividends	
Dividends	$3,373.76
Interest	0.84
Lt cap gain	46 20
Total	**$3,420.80**

Holdings (Symbol) as of 12/31

	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
Stocks					
GARMIN LTD COM CHF10 00 (GRMN)	$77.85	173.000	$46 190	$8,269 33	$7,990.87
AGL RES INC (GAS)	79 90	170 000	47.230	7,806.42	8,029.10
AVERY DENNISON CORP (AVY)	153.99	177 000	50 190	7,585 85	8,883.63
CHUBB CORP (CB)	73 92	84.000	96 630	7,294 11	8,116 92

Brokerage **676-042590** MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE

Your Financial Advisor: THE BAPIS GROUP

Separate Account Manager: WAKEFIELD ASSET MANAGEMENT, LLLP - LARGE CAP EQUITY

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
CLIFFS NAT RES INC COM (CLF)	44 40	296 000	26.210	8,064.28	7,758 16
COMPUTER SCIENCES CORP (CSC)	0.00	150.000	55.880	7,622.00	8,382 00
CONOCOPHILLIPS (COP)	80 04	116 000	70 650	7,723.58	8,195 40
CONSTELLATION BRANDS INC CL A (STZ)	0 00	121 000	70 380	8,136.79	8,515.98
DEVON ENERGY CORP NEW (DVN)	29.92	136.000	61.870	7,849.29	8,414 32
EOG RESOURCES INC (EOG)	9.19	49 000	167.840	7,659 23	8,224.16
FACEBOOK INC COM USD0 000006 CL A					
(FB)	0.00	173.000	54.649	8,377.30	9,454.27
GOODYEAR TIRE & RUBBER CO (GT)	20.65	413.000	23.850	7,773 49	9,850 05
GREEN MTN COFFEE ROASTERS INC					
(GMCR)	0.00	93.000	75.540	7,693 46	7,025.22
HONEYWELL INTL INC (HON)	128.27	101 000	91.370	7,585.10	9,228 37
HOSPIRA INC (HSP)	0.00	195 000	41 280	7,600.03	8,049 60
INTERCONTINENTAL EXCHANGE GRP INC					
COM	25 35	39 000	224 920	8,290 93	8,771 88
USD0 01 (ICE)					
KIMBERLY CLARK CORP (KMB)	0 00	75.000	104 460	8,132.19	7,834 50
KROGER CO (KR)	104 96	207 000	39 530	6,863.81	8,182 71
LAS VEGAS SANDS CORP (LVS)	39 55	113.000	78.870	8,111 69	8,912 31
LILLY ELI & CO (LLY)	188 16	128 000	51 000	7,203.74	6,528 00
MCKESSON CORP (MCK)	14 88	62 000	161.400	7,599.58	10,006 80
MICRON TECHNOLOGY (MU)	0.00	398 000	21.750	6,035.67	8,656 50
MOTOROLA SOLUTIONS INC COM NEW					
(MSI)	0.00	127 000	67 500	8,143 56	8,572.50
PRUDENTIAL FINL INC (PRU)	96 72	104.000	92.220	7,391.43	9,590.88
PUBLIC SERVICE ENTERPRISE GROUP INC					
(PEG)	234 36	217.000	32.040	7,310.73	6,952.68
RYDER SYSTEM INC (R)	136 62	138.000	73.780	8,192.29	10,181 64
SLM CORP COM (SLM)	46 95	313 000	26 280	7,790 91	8,225 64
SANDISK CORP (SNDK)	58.96	131 000	70.540	7,214.83	9,240 74
TRAVELERS COS INC COM (TRV)	132 00	88.000	90.540	7,350.64	7,967.52

Brokerage **676-042590** MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE
Your Financial Advisor: THE BAPIS GROUP
Separate Account Manager: WAKEFIELD ASSET MANAGEMENT, LLLP - LARGE CAP EQUITY

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
TYSON FOODS INC CL A FRMLY COM (TSN)	30 88	247 000	33.460	7,888.69	8,264.62
VISA INC COM CL A (V)	30 66	42.000	222 680	7,517.58	9,352.56
WELLPOINT INC (WLP)	66 00	88.000	92.390	7,665.20	8,130 32
WYNDHAM WORLDWIDE CORP COM (WYN)	107 88	124.000	73 690	7,940 95	9,137.56
Core Account					
CASH	0.84	9,126 130	1 000	not applicable	9,126 13
Total Market Value as of December 31, 2013					**$289,753.54**
Total income earned on positions no longer held	1,407 90				
2013 Income Earned	**$ 3,420.80**				

All positions held in cash account unless indicated otherwise.

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Transaction Details of Core Account

Core Account - *Cash*

Description	Amount	Balance
Beginning		$0 00
Securities bought	-$525,524 09	
Securities sold	282,822 10	
Exchanges in	250,000 00	
Other additions	28.80	
Core account income	0.84	
Income	3,419 96	
Account fees and charges	-1,621 48	
Ending		$9,126 13

Income Summary

Taxable	$12,269.36
Return of capital	54 88
Total	**$12,324.24**

** *If you added an account to your statement-reporting household during this period, the Beginning value line and beginning Net Value heading of Your Portfolio Summary may not accurately reflect the date of the values reported Please refer to the individual Account Summary sections of Your Portfolio Details for the actual dates of the values reported*

Your Portfolio Details

Brokerage 676-042589 MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE
Your Financial Advisor: THE BAPIS GROUP
Separate Account Manager: Alta Capital - LARGE CAP GARP

2013 Account Summary

Beginning value as of Jan 1	$0.00
Other Tax Withheld	-141 08
Transaction costs, loads and fees	-3,336 64
Transfers between Fidelity accounts	500,000.00
Change in investment value	136,240 28
Ending value as of Dec 31	**$632,762.56**

Income Summary

Taxable	
Ordinary Dividends	
Dividends	$5,834 66
Interest	1.69
Total	**$5,836.35**

Foreign taxes paid on securities you owned are included in Ordinary Dividends Detailed reporting and instructions to help you file your federal tax return are found on your Form 1099-DIV

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
Stocks					
PERRIGO COMPANY LIMITED COM EUR0 001 (PRGO)	$0 00	115.000	$153 460	$17,864 05	$17,647 90
ACE LIMITED ORD CHF27 49 (ACE)	211 40	140 000	103 530	12,302 58	14,494 20
ADVANCED AUTO PARTS INC (AAP)	27 90	155.000	110 680	12,326 42	17,155 40

Brokerage 676-042589 MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE
Your Financial Advisor: THE BAPIS GROUP
Separate Account Manager: Alta Capital - LARGE CAP GARP

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
AMPHENOL CORP CL A (APH)	53.38	175 000	89.180	12,573 75	15,606.50
APPLE INC (AAPL)	549.00	60.000	561 020	26,792 99	33,661 20
BECTON DICKINSON CO (BDX)	168.85	110.000	110 490	10,085 09	12,153.90
BERKSHIRE HATHAWAY INC DEL CL B NEW (BRKB)	0.00	120 000	118.560	12,284 75	14,227 20
COGNIZANT TECH SOLUTIONS CORP (CTSH)	0 00	160 000	100.980	12,406.40	16,156.80
CONOCOPHILLIPS (COP)	428 40	210 000	70.650	12,340.97	14,836.50
DIAMOND OFFSHORE DRILLING INC (DO)	472.50	180 000	56.920	12,428.42	10,245.60
DOLLAR TREE INC COM (DLTR)	0 00	290 000	56.420	12,894.42	16,361.80
ECOLAB INC (ECL)	71.30	155 000	104.270	12,226.62	16,161.85
EXPRESS SCRIPTS HLDG CO COM (ESRX)	0 00	210 000	70.240	12,416 31	14,750 40
GOOGLE INC CL A (GOOG)	0 00	15 000	1,120.710	12,101 92	16,810 65
LKQ CORP (LKQ)	0 00	535.000	32.900	11,329 27	17,601.50
LINCOLN ELECTRIC HOLDINGS (LECO)	132 00	220 000	71 340	12,426 24	15,694 80
MASTERCARD INC CL A (MA)	36 00	20 000	835 460	10,376.80	16,709 20
MCCORMICK & CO INC NON VTG (MKC)	214 20	210 000	68.920	14,847 08	14,473.20
NORFOLK SOUTHERN CRP (NSC)	200.20	130 000	92.830	9,834.50	12,067.90
NOVO-NORDISK AS ADR-EACH CNV INTO 1 CLASS B DKK1 (NVO)	356 71	115.000	184.760	19,238.50	21,247 40
ORACLE CORPORATION (ORCL)	117 60	490.000	38.260	17,794 06	18,747.40
PEPSICO INC (PEP)	255.38	225 000	82.940	17,291 25	18,661 50
PHILLIPS 66 COM (PSX)	197.93	195.000	77.130	12,700 68	15,040 35
PRECISION CASTPARTS CORP (PCP)	5.85	65 000	269 300	12,663.95	17,504 50
PRICELINE COM INC COM NEW (PCLN)	0.00	25 000	1,162.400	17,633.14	29,060 00
QUALCOMM INC (QCOM)	283 50	270.000	74.250	17,477 10	20,047.50
TJX COMPANIES INC (TJX)	121 80	280 000	63 730	12,661 57	17,844 40
THERMO FISHER SCIENTIFIC INC (TMO)	48 00	160 000	111 350	12,313 60	17,816 00
3M COMPANY (MMM)	228.60	120 000	140.250	12,700 79	16,830 00

Brokerage 676-042589 MITCHELL & JUNE MORRIS FND U/A 09/17/94 JUNE M MORRIS TRUSTEE

Your Financial Advisor· THE BAPIS GROUP
Separate Account Manager: Alta Capital - LARGE CAP GARP

Holdings (Symbol) as of 12/31	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
TIM HORTONS INC COM NPV ISIN #CA88706M1032 SEDOL #B4R2V25 (THI)	179 11	240.000	58.380	12,592 90	14,011 20
TUPPERWARE BRANDS CORP (TUP)	198 40	160.000	94 530	12,415 82	15,124 80
UNITED TECHNOLOGIES CORP (UTX)	365 20	220 000	113.800	20,537 66	25,036 00
VALEANT PHARMACEUTICALS INTL INC COM NPV ISIN #CA91911K1021 SEDOL #B3XSX46 (VRX)	0.00	180.000	117.400	13,219.92	21,132.00
VISA INC COM CL A (V)	116.60	110.000	222.680	17,438.23	24,494.80
WELLS FARGO & CO NEW (WFC)	297.00	330.000	45 400	12,471 33	14,982.00
Core Account					
CASH	1.69	18,366.210	1.000	not applicable	18,366.21
Total Market Value as of December 31, 2013					**$632,762.56**
Total income earned on positions no longer held	497 85				
2013 Income Earned	**$ 5,836.35**				

All positions held in cash account unless indicated otherwise

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

Transaction Details of Core Account

Core Account - *Cash*

Description	Amount	Balance
Beginning		$0.00
Securities bought	-$528,774.00	
Securities sold	44,779 50	

Description	Amount	Balance
Exchanges in	500,000 00	
Other additions	1 15	
Other disbursements	-141 08	