

AMENDED

Form 990-PF

Return of Private Foundation

OMB No. 1545-0052

2014

Department of the Treasury
Internal Revenue Service

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

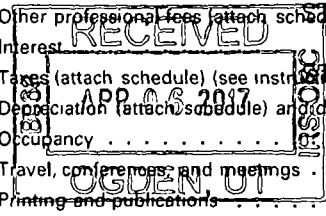
Open to Public Inspection

For calendar year 2014 or tax year beginning 12/01, 2014, and ending 11/30, 2015

Name of foundation ELIZABETH MORSE GENIUS CHARITABLE TRUST		A Employer identification number 36-7010559
Number and street (or P O box number if mail is not delivered to street address) BANK OF AMERICA, NA, 135 S LASALLE ST		B Telephone number (see instructions) 312-828-6763
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60603		C If exemption application is pending, check here ☐
G Check all that apply. ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 59,806,840.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ 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))		(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 ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,435,537.	1,427,775.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,902,963.			
	b Gross sales price for all assets on line 6a	31,702,268.			
	7 Capital gain net income (from Part IV, line 2)		2,902,963.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	7,989.	10,612.		STMT 2
	12 Total. Add lines 1 through 11	4,346,489.	4,341,350.		
	13 Compensation of officers, directors, trustees, etc.	779,599.	309,158.		470,441.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule)	65,630.	65,630.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	119,461.	29,773.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)	73,347.	108,997.		1,654.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,039,287.	513,558.	NONE	473,345.
	25 Contributions, gifts, grants paid	2,559,125.			2,559,125.
	26 Total expenses and disbursements. Add lines 24 and 25	3,598,412.	513,558.	NONE	3,032,470.
	27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements		748,077.			
b Net investment income (if negative, enter -0-)			3,827,792.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			1,682,209.	1,885,497.	1,885,497.
	3 Accounts receivable ▶					
	Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less allowance for doubtful accounts ▶		NONE			
	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)			32,627,411.	33,240,430.	35,438,078.
	c Investments - corporate bonds (attach schedule)			7,534,750.	6,978,839.	7,026,000.
	11 Investments - land, buildings, and equipment basis					
Liabilities	Less accumulated depreciation (attach schedule) ▶					
	12 Investments - mortgage loans					
	13 Investments - other (attach schedule)			6,812,551.	7,145,470.	6,963,568.
	14 Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶					
	15 Other assets (describe ▶)			8,553,666.	8,853,516.	8,493,697.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			57,210,587.	58,103,752.	59,806,840.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
Net Assets or Fund Balances	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)				NONE	
	24 Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	25 Unrestricted					
	26 Temporarily restricted					
	27 Permanently restricted					
	28 Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	29 Capital stock, trust principal, or current funds			57,210,587.	58,103,752.	
	30 Paid-in or capital surplus, or land, bldg, and equipment fund					
	31 Retained earnings, accumulated income, endowment, or other funds					
	32 Total net assets or fund balances (see instructions)			57,210,587.	58,103,752.	
	33 Total liabilities and net assets/fund balances (see instructions)			57,210,587.	58,103,752.	

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	57,210,587.
2 Enter amount from Part I, line 27a	2	748,077.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	172,256.
4 Add lines 1, 2, and 3	4	58,130,920.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	27,168.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	58,103,752.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES				
b OTHER GAINS AND LOSSES				
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 31,873,436.		28,799,170.	3,074,266.	
b -171,303.			-171,303.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			3,074,266.	
b			-171,303.	
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 2,902,963.
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.

(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))
2013	2,866,139.	62,398,544.	0.045933
2012	2,736,722.	59,735,938.	0.045814
2011	2,768,078.	56,662,227.	0.048852
2010	2,686,921.	57,253,061.	0.046931
2009	2,290,759.	52,896,927.	0.043306
2 Total of line 1, column (d)			2 0.230836
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 0.046167
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 60,835,282.
5 Multiply line 4 by line 3			5 2,808,582.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 38,278.
7 Add lines 5 and 6			7 2,846,860.
8 Enter qualifying distributions from Part XII, line 4			8 3,032,470.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	38,278.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b.			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2.		3	38,278.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	38,278.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014.	6a	102,499.	
b Exempt foreign organizations - tax withheld at source.	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868).	6c	NONE	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d. O.R.. OVERPAYMENT \$.-55,021..		7	47,478.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	9,200.
11 Enter the amount of line 10 to be Credited to 2015 estimated tax. 8,823. Refunded.		11	377.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>http://www.emgeniustrust.org/</u>	13	X	
14	The books are in care of ► <u>BANK OF AMERICA, N.A.</u> Telephone no. ► <u>(312) 828-6763</u> Located at ► <u>135 SOUTH LASALLE STREET, CHICAGO, IL</u> ZIP+4 ► <u>60603</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2014 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 2014)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Bank of America, N A 135 S LaSalle St., Chicago, IL 60603	Co-Trustee 20	420,693.	-0-	-0-
James L. Alexander 208 S. LaSalle Street, Suite 1660, Chicago, IL 60604	Co-Trustee 20	358,906.	-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		NONE	NONE	NONE

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE ATTACHED STATEMENT FOR LINE 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 NOT APPLICABLE	
2	
All other program-related investments See instructions.	
3 NONE	
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	60,449,699.
b	Average of monthly cash balances	1b	1,312,009.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	61,761,708.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	61,761,708.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	926,426.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	60,835,282.
6	Minimum investment return. Enter 5% of line 5	6	3,041,764.

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	3,041,764.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	38,278.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	38,278.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,003,486.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	3,003,486.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,003,486.

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	3,032,470.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,032,470.
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	38,278.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,994,192.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				3,003,486.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			2,522,965.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>3,032,470.</u>				
a Applied to 2013, but not more than line 2a . . .			2,522,965.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				509,505.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2014 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				2,493,981.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2010 . . .	NONE			
b Excess from 2011 . . .	NONE			
c Excess from 2012 . . .	NONE			
d Excess from 2013 . . .	NONE			
e Excess from 2014 . . .	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 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).)

SEE ATTACHED DETAIL

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

SEE ATTACHED DETAIL

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE				2,559,125.
Total			▶ 3a	2,559,125.
b Approved for future payment				
Total			▶ 3b	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	298.	298.
FOREIGN DIVIDENDS	280,351.	280,351.
NONDIVIDEND DISTRIBUTIONS	7,324.	
DOMESTIC DIVIDENDS	448,424.	448,424.
OTHER INTEREST	209,123.	209,123.
FOREIGN INTEREST	2,532.	2,532.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	21,955.	21,955.
NON-TAXABLE FOREIGN INCOME	438.	
NONDISTRIBUTIVE OTHER INTEREST	-41.	-41.
MARKET DISCOUNT - OTHER INTEREST	9,617.	9,617.
NONQUALIFIED FOREIGN DIVIDENDS	95,583.	95,583.
NONQUALIFIED DOMESTIC DIVIDENDS	359,933.	359,933.
	-----	-----
TOTAL	1,435,537.	1,427,775.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NET ACCRUED INCOME PAID	7,989.	10,612.
PARTNERSHIP INCOME		
TOTALS	7,989. =====	10,612. =====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
BANK OF AMERICA, INV. ADVISORY	65,630.	65,630.
TOTALS	65,630.	65,630.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	14,933.	14,933.
EXCISE TAX ESTIMATES	89,688.	
FOREIGN TAXES ON QUALIFIED FOR	9,599.	9,599.
FOREIGN TAXES ON NONQUALIFIED	5,241.	5,241.
	-----	-----
TOTALS	119,461.	29,773.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
ASSOCIATION MEMBERSHIP DUES	850.		850.
US TREASURY, FORM 8802 FILING	85.	85.	
IL CHARITY, AG 990 FILING	15.		15.
DEPOSITARY FEES	3,751.	3,751.	
WEBSITE FEES	789.		789.
DIVIDEND INVESTMENT EXPENSE	67,544.	67,544.	
NON DEDUCTIBLE EXPENSES	313.		
PARTNERSHIP INVESTMENT EXPENSE		37,617.	
TOTALS	73,347.	108,997.	1,654.

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

DESCRIPTION	AMOUNT
PARTNERSHIP BASIS ADJUSTMENT	171,303.
DEFERRED INCOME	953.

TOTAL	172,256.
	=====

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

DESCRIPTION	AMOUNT
-----	-----
CARRYING VALUE ADJUSTMENTS	8,586.
NET ROC BASIS ADJUSTMENT	6,022.
PRIOR PERIOD ADJUSTMENT	3,250.
NET GAIN TAXED IN PRIOR YEAR	939.
NET GAIN POSTED IN FOLLOWING YEAR	8,371.

TOTAL	27,168.
	=====

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

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

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-171,303.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-171,303.00
=====

ELIZABETH MORSE GENIUS CHARITABLE TRUST
FORM 990PF, PART XV - LINES 2a - 2d

36-7010559

=====

RECIPIENT NAME:

ELIZABETH MORSE GENIUS CHARITABLE TRUST

ADDRESS:

135 S. LASALLE STREET

CHICAGO, IL 60603

RECIPIENT'S PHONE NUMBER: 312-828-6763

FORM, INFORMATION AND MATERIALS:

SEE ATTACHED

SUBMISSION DEADLINES:

SEE ATTACHED

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHED

STATEMENT 10

FEDERAL FOOTNOTES

=====

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

FEDERAL FOOTNOTES

=====

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

ELIZABETH MORSE GENIUS CHARITABLE TRUST

36-7010559

BALANCE SHEET

11/30/2015

Asset Type	Units	Fed Tax Cost	Market Value
CASH/CURRENCY			
CASH EQUIVALENTS			
BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT	3,297 900	3,297 90	3,297 90
BOFA CASH RESERVES			
TRUST CLASS	1,882,199 180	1,882,199 18	1,882,199 18
Total CASH EQUIVALENTS		1,885,497 08	1,885,497 08
Total CASH/CURRENCY		1,885,497 08	1,885,497 08
EQUITIES			
U.S. LARGE CAP			
ABBOTT LABS COM	1,842 000	62,834 46	82,742 64
ACCENTURE PLC CL A COM			
IRELAND ACE LTD COM	1,595 000	113,075 76	171,015 90
SWITZERLAND	618 000	42,954 83	70,977 30
ACTIVISION BLIZZARD INC COM	503 000	8,710 13	18,942 98
ADVANCED AUTO PTS INC COM	141 000	21,866 73	22,944 93
AGILENT TECHNOLOGIES INC COM	265 000	8,036 63	11,082 30
ALLIANCE DATA SYS CORP COM	32 000	6,462 84	9,179 20
ALLSTATE CORP COM	68 000	3,470 40	4,267 68
ALPHABET INC CL A COM	181 000	101,539 12	138,075 85
ALPHABET INC CL C COM	181 000	46,181 70	134,410 60
AMAZON COM INC COM	467 000	152,831 81	310,461 60

ELIZABETH MORSE GENIUS CHARITABLE TRUST

36-7010559

BALANCE SHEET

11/30/2015

Asset Type	Units	Fed Tax Cost	Market Value
AMEREN CORP			
COM	134 000	4,514 60	5,863 84
AMERICAN ELEC PWR INC			
COM	227 000	10,321 16	12,714 27
AMERICAN EXPRESS CO			
COM	1,524 000	120,538 47	109,179 36
AMETEK INC NEW			
COM	304 000	15,319 56	17,163 84
AMGEN INC			
COM	654 000	105,411 00	105,359 40
AMPHENOL CORP NEW			
CL A	368 000	13,456 80	20,258 40
ANALOG DEVICES INC			
COM	316 000	20,046 14	19,475 08
ARCHER DANIELS MIDLAND CO			
COM	1,305 000	62,724 11	47,619 45
AUTOMATIC DATA PROCESSING INC			
COM	473 000	40,629 86	40,800 98
BB&T CORP			
COM	329 000	10,947 21	12,705 98
BECTON DICKINSON & CO			
COM	43 000	6,178 90	6,460 75
BEST BUY INC			
COM	122 000	4,188 33	3,877 16
BOSTON SCIENTIFIC CORP			
COM	517 000	6,497 41	9,450 76
BROWN FORMAN CORP			
CL B	105 000	10,270 07	10,766 70
CARDINAL HEALTH INC			
COM	283 000	21,434 61	24,578 55
CBS CORP			
NEW CL B COM	63 000	2,924 84	3,180 24
CERNER CORP			
COM	265 000	13,988 48	15,794 00
CHINA BIOLOGIC PRODS INC			
COM	240 000	13,789 60	28,204 80
CISCO SYS INC			
COM	8,052 000	222,543 58	219,417 00
COCA COLA CO			

ELIZABETH MORSE GENIUS CHARITABLE TRUST

36-7010559

BALANCE SHEET

11/30/2015

Asset Type	Units	Fed Tax Cost	Market Value
COM	3,691 000	148,921 60	157,310 42
COCA-COLA ENTERPRISES INC			
NEW COM	101 000	3,455 21	5,080 30
COMCAST CORP			
NEW CL A SPL COM	1,807 000	63,117 25	110,299 28
CONSTELLATION BRANDS INC			
CL A	68 000	3,412 91	9,537 68
CVS HEALTH CORP			
COM	968 000	29,358 84	91,079 12
DANAHER CORP DEL			
COM	1,408 000	95,430 92	135,717 12
DAVITA HEALTHCARE PARTNERS INC			
COM	54 000	3,349 92	3,944 16
DELPHI AUTOMOTIVE PLC			
COM			
JERSEY	881 000	28,656 43	77,422 28
DELTA AIR LINES INC DEL			
NEW COM	86 000	2,779 19	3,995 56
DISCOVER FINL SVCS			
COM	217 000	10,371 57	12,316 92
EDISON INTL			
COM	203 000	9,516 13	12,050 08
EOG RES INC			
COM	717 000	69,027 19	59,819 31
EQUIFAX INC			
COM	139 000	8,365 50	15,498 50
FACEBOOK INC			
CL A COM	2,438 000	184,455 33	254,137 12
FIDELITY NATL INFORMATION SVCS			
INC COM	1,397 000	67,601 80	88,946 99
FIRSTENERGY CORP			
COM	94 000	3,034 15	2,950 66
FLEETCOR TECHNOLOGIES INC			
COM	106 000	8,933 13	16,293 26
FRANKLIN RES INC			
COM	1,858 000	93,951 03	77,887 36
GENERAL MLS INC			
COM	1,866 000	73,109 88	107,780 16
GOLDMAN SACHS GROUP INC			

ELIZABETH MORSE GENIUS CHARITABLE TRUST

36-7010559

BALANCE SHEET

11/30/2015

Asset Type	Units	Fed Tax Cost	Market Value
COM	702 000	94,529 95	133,394 04
GRAINGER W W INC			
COM	82 000	20,530 00	16,444 28
HARRIS CORP DEL			
COM	144 000	8,887 44	11,970 72
HEWLETT PACKARD ENTERPRISE CO			
COM	309 000	4,251 84	4,591 74
HILTON WORLDWIDE HLDGS INC			
COM	580 000	16,037 81	13,467 60
HONEYWELL INTL INC			
COM	733 000	43,011 30	76,195 35
ILLINOIS TOOL WKS INC			
COM	793 000	66,162 19	74,526 14
INTERCONTINENTAL EXCHANGE INC			
COM	95 000	16,294 50	24,684 80
INTERNATIONAL BUSINESS MACHS			
COM	252 000	32,193 19	35,133 84
INTERNATIONAL PAPER CO			
COM	123 000	5,178 99	5,145 09
INTUIT			
COM	242 000	21,138 95	24,248 40
ISHARES CORE S&P 500 ETF	42,560 000	8,797,577 60	8,932,067 20
J P MORGAN CHASE & CO			
COM	3,206 000	133,294 54	213,776 08
JARDINE STRATEGIC HLDGS LTD			
BERMUDA ADR	2,256 000	37,999 69	30,456 00
JOHNSON & JOHNSON			
COM	1,302 000	80,995 43	131,814 48
JOHNSON CTLS INC			
COM	1,548 000	47,286 08	71,208 00
L BRANDS INC			
COM	120 000	5,155 88	11,449 20
LABORATORY CORP AMER HLDGS			
NEW COM	65 000	6,692 62	7,900 10
LEVEL 3 COMMUNICATIONS INC			
NEW COM	178 000	6,629 85	9,047 74
LINKEDIN CORP			
CL A COM	98 000	20,723 41	23,824 78
LOEWS CORP			

ELIZABETH MORSE GENIUS CHARITABLE TRUST

36-7010559

BALANCE SHEET

11/30/2015

Asset Type	Units	Fed Tax Cost	Market Value
COM	152 000	5,839 69	5,759 28
LOWES COS INC			
COM	912 000	68,351 84	69,859 20
MARATHON PETE CORP			
COM	178 000	6,442 46	10,396 98
MARSH & MCLENNAN COS INC			
COM	202 000	7,811 95	11,170 60
MCGRAW HILL FINL INC			
COM	49 000	2,636 94	4,727 03
MERCK & CO INC			
NEW COM	3,292 000	193,077 70	174,508 92
METLIFE INC			
COM	2,044 000	72,111 92	104,427 96
MICROSOFT CORP			
COM	2,131 000	86,859 35	115,819 85
MONSANTO CO			
NEW COM	663 000	68,874 78	63,091 08
MONSTER BEVERAGE CORP			
COM	1,414 000	197,437 16	218,618 54
MOODYS CORP			
COM	57 000	3,287 19	5,877 84
MOSAIC CO			
NEW COM	130 000	4,605 10	4,113 20
NEWELL RUBBERMAID INC			
COM	356 000	9,044 21	15,898 96
NORTHROP GRUMMAN CORP			
COM	665 000	102,670 02	123,929 40
OCCIDENTAL PETE CORP DEL			
COM	1,046 000	84,246 92	79,067 14
OMNICOM GROUP INC			
COM	132 000	8,368 22	9,757 44
ORACLE CORP			
COM	4,782 000	206,396 19	186,354 54
PARKER HANNIFIN CORP			
COM	61 000	5,648 42	6,384 26
PFIZER INC			
COM	3,169 000	48,197 60	103,848 13
PG&E CORP			
COM	100 000	4,189 57	5,273 00

ELIZABETH MORSE GENIUS CHARITABLE TRUST

36-7010559

BALANCE SHEET

11/30/2015

Asset Type	Units	Fed Tax Cost	Market Value
PHILIP MORRIS INTL INC			
COM	2,010 000	178,199 88	175,653 90
PNC FINL SVCS GROUP INC			
COM	513 000	45,492 03	48,996 63
PPG INDS INC			
COM	1,329 000	143,581 87	140,528 46
PROCTER & GAMBLE CO			
COM	1,885 000	151,175 91	141,073 40
PRUDENTIAL FINL INC			
COM	528 000	28,830 69	45,698 40
QUALCOMM INC			
COM	2,967 000	192,912 53	144,759 93
RAYTHEON CO			
COM NEW	51 000	5,163 58	6,325 53
SCHLUMBERGER LTD			
COM			
CURACAO	2,773 000	222,071 77	213,936 95
SCHWAB CHARLES CORP NEW			
COM	160 000	3,290 73	5,393 60
ST JUDE MED INC			
COM	104 000	6,917 01	6,562 40
STANLEY BLACK & DECKER INC			
COM	90 000	7,500 50	9,824 40
STATE STR CORP			
COM	699 000	41,799 28	50,733 42
SUNTRUST BKS INC			
COM	260 000	7,922 18	11,289 20
TARGET CORP			
COM	974 000	54,393 61	70,615 00
TD AMERITRADE HLDG CORP			
COM	563 000	13,297 39	20,622 69
TE CONNECTIVITY LTD			
COM			
SWITZERLAND	94 000	4,138 72	6,306 46
TESORO CORP			
COM	54 000	2,996 98	6,219 18
TEXAS INSTRS INC			
COM	1,456 000	67,983 25	84,622 72
TEXTRON INC			

ELIZABETH MORSE GENIUS CHARITABLE TRUST

36-7010559

BALANCE SHEET

11/30/2015

Asset Type	Units	Fed Tax Cost	Market Value
COM	132 000	5,494 17	5,632 44
THERMO FISHER SCIENTIFIC CORP			
COM	529 000	28,068 80	73,213 60
TIME WARNER INC			
NEW COM	1,056 000	73,079 44	73,898 88
TRAVELERS COS INC			
COM	1,326 000	84,558 55	151,919 82
TWITTER INC			
COM	150 000	5,568 95	3,810 00
UNDER ARMOUR INC			
CL A COM	182 000	9,741 14	15,692 04
UNION PAC CORP			
COM	334 000	28,228 58	28,039 30
UNITED PARCEL SVC INC			
CL B	1,199 000	116,384 17	123,508 99
UNITED TECHNOLOGIES CORP			
COM	1,194 000	98,458 49	114,683 70
US BANCORP DEL			
COM NEW	953 000	42,273 44	41,827 17
V F CORP			
COM	188 000	11,203 03	12,163 60
VERIZON COMMUNICATIONS INC			
COM	2,194 000	104,061 16	99,717 30
VERTEX PHARMACEUTICALS INC			
COM	58 000	3,050 21	7,502 88
VISA INC			
CL A COM	2,995 000	136,718 00	236,634 95
WELLS FARGO & CO			
NEW COM	3,849 000	142,851 94	212,079 90
YUM BRANDS INC			
COM	1,275 000	101,677 78	92,450 25
ZIMMER BIOMET HLDGS INC			
COM	552 000	63,757 32	55,757 52
ZOETIS INC			
CL A COM	405 000	16,810 88	18,913 50
3M CO			
COM	324 000	30,030 11	50,731 92
Total U.S. LARGE CAP		15,110,889 68	16,706,606 78

ELIZABETH MORSE GENIUS CHARITABLE TRUST

36-7010559

BALANCE SHEET

11/30/2015

Asset Type	Units	Fed Tax Cost	Market Value
U.S. MID CAP			
AES CORP			
COM	426 000	5,034 70	4,255 74
ALLEGHANY CORP DEL			
COM	21 000	7,866 81	10,696 56
ALLIANT CORP			
COM	136 000	5,077 41	8,185 84
ALLY FINL INC			
COM	313 000	6,824 19	6,247 48
AMDOCS LTD			
COM			
GUERNSEY	245 000	7,073 71	13,859 65
AMERICAN EAGLE OUTFITTERS NEW			
COM	688 000	7,970 45	10,712 16
AMTRUST FINL SVCS INC			
COM	158 000	7,357 78	9,876 58
ANACOR PHARMACEUTICALS INC			
COM	61 000	7,828 10	7,120 53
ARRIS GROUP INC NEW			
COM	530 000	17,012 90	16,202 10
ARROW ELECTRS INC			
COM	152 000	5,759 26	8,597 12
ASHLAND INC			
NEW COM	90 000	11,602 53	10,138 50
AUTODESK INC			
COM	1,830 000	108,004 41	116,150 10
AVERY DENNISON CORP			
COM	112 000	5,504 82	7,387 52
AVNET INC			
COM	189 000	6,162 55	8,565 48
AXALTA COATING SYSTEMS LTD			
COM			
BERMUDA	662 000	18,263 01	19,211 24
BE AEROSPACE INC			
COM	651 000	39,359 61	30,089 22
BERKLEY W R CORP			
COM	118 000	5,618 25	6,567 88
BLACK KINGHT FINL SVCS INC			
COM	507 000	14,371 79	17,592 90

ELIZABETH MORSE GENIUS CHARITABLE TRUST

36-7010559

BALANCE SHEET

11/30/2015

Asset Type	Units	Fed Tax Cost	Market Value
BLUE BUFFALO PET PRODS INC			
COM	332 000	7,073 64	5,966 04
BORG WARNER INC			
COM	390 000	20,769 87	16,649 10
BOSTON BEER INC			
CL A COM	66 000	14,491 32	14,098 92
BRINKER INTL INC			
COM	187 000	8,961 64	8,530 94
BROADRIDGE FINL SOLUTIONS INC			
COM	262 000	10,667 29	14,404 76
BROCADE COMMUNICATIONS SYS INC			
NEW COM	207 000	1,159 36	1,942 70
BRUNSWICK CORP			
COM	166 000	5,070 68	8,736 58
BURLINGTON STORES INC			
COM	514 000	24,850 28	24,728 54
CABOT CORP			
COM	309 000	10,577 42	13,453 86
CASEYS GEN STORES INC			
COM	222 000	22,842 42	25,811 94
CELANESE CORP DEL			
SER A COM	288 000	17,508 63	20,376 00
CHARLES RIV LABORATORIES INTL			
INC COM	338 000	18,562 70	25,880 66
CHEMED CORP			
COM	153 000	16,371 79	23,636 97
CIENA CORP			
NEW COM	715 000	14,552 13	17,903 60
CIMAREX ENERGY CO			
COM	22 000	2,586 98	2,618 44
CLEAN HBRS INC			
COM	537 000	27,799 50	23,246 73
CNO FINL GROUP INC			
COM	1,430 000	23,651 75	28,928 90
COLUMBIA SPORTSWEAR CO			
COM	544 000	30,264 58	25,475 52
CONVERGYS CORP			
COM	1,148 000	24,723 83	29,572 48
COOPER TIRE & RUBR CO			

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Asset Type	Units	Fed Tax Cost	Market Value
COM	434 000	17,134 06	18,223 66
COPART INC			
COM	930 000	33,041 70	36,707 10
CROWN HLDGS INC			
COM	266 000	10,593 41	13,808 06
CURTISS WRIGHT CORP			
COM	70 000	2,505 52	4,928 70
DEXCOM INC COM	127 000	9,094 31	10,797 54
DIAMONDBACK ENERGY INC			
COM	310 000	21,776 45	24,186 20
DRIL-QUIP INC			
COM	148 000	13,998 98	9,340 28
DYCOM INDS INC			
COM	128 000	3,853 03	11,184 64
EAST WEST BANCORP INC			
COM	250 000	6,634 05	10,845 00
ENERGEN CORP			
COM	201 000	11,284 11	11,917 29
EQT CORP			
COM	80 000	6,246 54	4,577 60
EURONET WORLDWIDE INC			
COM	519 000	24,104 50	40,336 68
EXPEDIA INC DEL			
NEW COM	203 000	19,166 89	24,991 33
EXPEDITORS INTL WASHINGTON INC			
COM	2,826 000	136,524 06	137,174 04
FACTSET RESH SYS INC			
COM	521 000	83,726 67	88,325 13
FIFTH THIRD BANCORP			
COM	713 000	12,669 68	14,737 71
FIRST DATA CORP			
NEW CL A COM	532 000	8,483 11	8,937 60
FIRST HORIZON NATL CORP			
COM	1,156 000	13,739 45	17,189 72
FIRST REP BK SAN FRANCISCO			
CA NEW COM	307 000	12,095 10	21,140 02
FLUOR CORP			
COM NEW	89 000	4,870 21	4,325 40
FORTUNE BRANDS HOME & SEC INC			

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Asset Type	Units	Fed Tax Cost	Market Value
COM	237 000	10,942 80	13,027 89
G-III APPAREL GROUP LTD			
COM	429 000	15,733 12	19,678 23
GLOBAL PMTS INC			
COM	478 000	17,413 34	33,866 30
GNC HLDGS INC			
COM	426 000	14,159 37	12,699 06
GRACO INC			
COM	260 000	16,164 59	19,619 60
GRAPHIC PACKAGING HLDG CO			
COM	1,248 000	9,382 47	17,060 16
GREAT PLAINS ENERGY INC			
COM	251 000	5,752 65	6,774 49
HAIN CELESTIAL GROUP INC			
COM	242 000	7,410 66	10,333 40
HARLEY DAVIDSON INC			
COM	79 000	4,915 00	3,864 68
HEALTH NET INC			
COM	153 000	6,106 21	9,678 78
HEARTLAND PMT SYS INC			
COM	590 000	26,093 95	46,810 60
HEXCEL CORP NEW			
COM	339 000	10,178 52	15,963 51
HUBBELL INC			
CL B	163 000	15,807 98	16,184 27
HUNTINGTON BANCSHARES INC			
COM	1,083 000	8,529 71	12,660 27
HUNTINGTON INGALLS INDS INC			
COM	98 000	5,398 33	12,830 16
IAC / INTERACTIVECORP			
PAR \$ 001 COM	71 000	3,752 00	4,458 09
INTERACTIVE BROKERS GROUP INC			
COM	399 000	9,613 76	17,300 64
INVESTORS BANCORP INC NEW			
COM	4,703 000	51,373 22	60,292 46
ISHARES CORE S&P MID CAP ETF	6,141 000	694,695 71	897,568 56
JABIL CIRCUIT INC			
COM	389 000	7,213 86	9,954 51
JANUS CAP GROUP INC			

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Asset Type	Units	Fed Tax Cost	Market Value
COM	1,787 000	26,640 65	28,216 73
KANSAS CITY SOUTHERN			
NEW COM	198 000	19,493 19	18,002 16
KAPSTONE PAPER & PACKAGING CORP			
COM	592 000	16,965 15	14,367 84
KATE SPADE & CO			
COM	619 000	14,492 42	12,404 76
KENNAMETAL INC			
COM	598 000	21,454 49	17,491 50
KEURIG GREEN MTN INC			
COM	151 000	14,099 85	7,912 40
KOSMOS ENERGY LLC			
COM			
BERMUDA	244 000	2,492 25	1,637 24
LEAR CORP			
NEW COM	103 000	4,427 27	12,967 70
LITHIA MTRS INC			
CL A	205 000	16,630 67	25,469 20
LKQ CORP			
COM	552 000	15,231 20	16,278 48
MANHATTAN ASSOCS INC			
COM	454 000	16,028 84	34,776 40
MANPOWERGROUP INC			
COM	130 000	6,977 17	11,736 40
MASCO CORP			
COM	424 000	7,522 79	12,681 84
MAXIMUS INC			
COM	337 000	15,334 56	19,124 75
MCCORMICK & CO INC			
COM NON VTG	259 000	17,188 91	22,253 28
MEDIVATION INC			
COM	96 000	2,208 05	4,058 88
METTLER TOLEDO INTERNATIONAL			
COM	36 000	7,866 53	12,340 08
MIDDLEBY CORP			
COM	175 000	18,606 88	19,257 00
NASDAQ INC			
COM	1,435 000	54,872 36	84,119 70
NAVIENT CORP			

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Asset Type	Units	Fed Tax Cost	Market Value
COM	357 000	5,230 29	4,251 87
ON SEMICONDUCTOR CORP			
COM	185 000	1,426 33	2,027 60
OPHTHOTECH CORP			
COM	242 000	9,450 48	15,383 94
PACKAGING CORP AMER			
COM	89 000	5,540 58	6,051 11
PANERA BREAD CO			
CL A	122 000	19,701 61	22,179 60
PARSLEY ENERGY INC			
COM	293 000	4,655 30	5,757 45
PBF ENERGY INC			
CL A COM	514 000	14,446 58	20,811 86
PIEDMONT NAT GAS INC			
COM	662 000	23,555 81	38,495 30
POLYONE CORP			
COM	93 000	3,699 17	3,346 14
PVH CORP			
COM	193 000	21,044 21	17,618 97
QEP RES INC			
COM	219 000	6,307 13	3,460 20
QORVO INC			
COM	362 000	25,464 74	21,021 34
RADIUS HEALTH INC			
COM	102 000	7,007 15	6,202 62
RAYMOND JAMES FINL INC			
COM	297 000	12,428 56	17,442 81
REINSURANCE GROUP AMER INC			
COM	78 000	5,140 99	7,166 64
RESTORATION HARDWARE HLDGS INC			
COM	332 000	25,832 38	29,836 84
ROBERT HALF INTL INC			
COM	366 000	12,009 26	18,731 88
SABRE CORP			
COM	591 000	15,513 31	17,292 66
SALLY BEAUTY HLDGS INC			
COM	869 000	22,074 02	22,472 34
SBA COMMUNICATIONS CORP			
COM	207 000	14,731 17	21,768 12

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Asset Type	Units	Fed Tax Cost	Market Value
SCHEIN HENRY INC			
COM	132 000	12,069 40	20,655 36
SEI INVESTMENTS CO			
COM	3,097 000	133,452 73	168,445 83
SERVICENOW INC			
COM	194 000	9,794 12	16,879 94
SKECHERS U S A INC			
CL A	792 000	14,385 04	23,918 40
SPLUNK INC			
COM	193 000	11,987 31	11,483 50
STANCORP FINL GROUP INC			
COM	261 000	15,811 39	29,660 04
STERICYCLE INC			
COM	52 000	6,283 59	6,277 44
SYMETRA FINL CORP			
COM	1,015 000	20,425 50	31,952 20
SYNTEL INC			
COM	285 000	11,840 00	13,802 55
TELEFLEX INC			
COM	80 000	9,258 87	10,536 00
TENNECO INC			
COM	131 000	6,718 10	7,058 28
TEREX CORP NEW			
COM	629 000	18,674 46	12,881 92
TIMKEN CO			
COM	95 000	3,739 02	3,062 80
TORCHMARK CORP			
COM	91 000	3,864 99	5,516 42
TOTAL SYS SVCS INC			
COM	156 000	4,889 83	8,729 76
TOWERS WATSON & CO			
CL A COM	111 000	4,712 55	14,930 61
TRACTOR SUPPLY CO			
COM	250 000	22,017 97	22,337 50
TREEHOUSE FOODS INC			
COM	130 000	8,717 14	11,239 80
TRIPADVISOR INC			
COM	83 000	8,104 90	6,836.71
TUPPERWARE BRANDS CORP			

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Asset Type	Units	Fed Tax Cost	Market Value
COM	301 000	22,753 74	17,087 77
ULTA SALON COSMETICS & FRAGRANCE			
INC COM	140 000	13,101 67	23,380 00
ULTRAGENYX PHARMACEUTICAL INC			
COM	27 000	3,151 89	2,654 64
UNUM GROUP			
COM	361 000	12,351 03	13,241 48
VALSPAR CORP			
COM	138 000	10,045 54	11,659 62
VARIAN MED SYS INC			
COM	1,255 000	118,723 00	101,378 90
WABCO HLDGS INC			
COM	38 000	3,334 92	4,084 24
WESTAR ENERGY INC			
COM	158 000	4,709 49	6,743 44
WESTERN DIGITAL CORP			
COM	240 000	12,111 21	14,978 40
WESTERN REFNG INC			
COM	105 000	4,407 89	4,752 30
WHITE MTNS INS GROUP LTD			
COM			
ISIN BMG9618E1075 BERMUDA	35 000	20,886 44	28,280 00
WHOLE FOODS MKT INC			
COM	712 000	32,064 60	20,754 80
WILEY JOHN & SONS INC			
CL A	177 000	9,658 02	9,131 43
WYNDHAM WORLDWIDE CORP			
COM	70 000	5,103 44	5,314 40
ZS PHARMA INC			
COM	91 000	6,102 30	8,186 36
Total U.S. MID CAP		3,140,401 56	3,771,967 11
U.S. SMALL CAP			
ABIOMED INC			
COM	321 000	8,048 05	26,183 97
ACADIA PHARMACEUTICALS INC			
COM	229 000	3,470 24	8,690 55
ACI WORLDWIDE INC			
COM	1,213 000	22,646 23	28,529 76

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Asset Type	Units	Fed Tax Cost	Market Value
ACTUANT CORP			
COM CL A NEW	1,222 000	35,538 95	30,256 72
ADEPTUS HEALTH INC			
CL A COM	209 000	19,918 22	12,558 81
ADTRAN INC			
COM	794 000	13,041 54	12,950 14
AGIOS PHARMACEUTICALS INC			
COM	84 000	8,058 85	5,425 56
AKORN INC			
COM	554 000	15,410 41	18,448 20
ALDER BIOPHARMACEUTICALS INC			
COM	144 000	6,884 85	5,365 44
ALLSCRIPTS-MISYS HEALTHCARE			
SOLUTIONS INC COM	1,294 000	16,218 54	19,707 62
AMERICAN HOMES 4 RENT			
CL A REITS	255 000	4,186 45	4,278 90
AMN HEALTHCARE SVCS INC			
COM	488 000	14,462 34	14,396 00
ANI PHARMACEUTICALS INC			
COM	238 000	12,509 17	10,429 16
APOLLO INVT CORP			
SH BEN INT COM	2,105 000	17,321 40	13,366 75
APPLIED INDL TECHNOLOGIES INC			
COM	252 000	10,052 07	10,747 80
ASTRONICS CORP COM	346 000	13,791 52	13,386 74
AZZ INC			
COM	298 000	13,601 44	17,742 92
B & G FOODS INC			
CL A COM	368 000	13,634 48	13,903 04
BANCORP INC			
DELAWARE COM	776 000	11,259 40	5,959 68
BBCN BANCORP INC			
COM	1,844 000	28,169 86	34,870 04
BLUEBIRD BIO INC			
COM	64 000	8,240 38	5,680 00
BOFI HLDG INC			
COM	568 000	17,744 20	11,377 04
BRINKS CO			
COM	272 000	7,476 76	8,752 96

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Asset Type	Units	Fed Tax Cost	Market Value
BRISTOW GROUP INC			
COM	78 000	2,677 32	2,382 90
BRUKER CORP			
COM	190 000	3,787 19	4,301 60
CAMBREX CORP			
COM	398 000	14,139 49	21,344 74
CARDTRONICS INC			
COM	262 000	7,972 88	9,853 82
CARRIZO OIL & CO INC			
COM	400 000	22,560 63	16,152 00
CEPHEID			
COM	333 000	12,118 96	11,968 02
CIRRUS LOGIC CORP			
COM	452 000	13,621 61	14,943 12
COMMERCIAL METALS CO			
COM	1,618 000	27,364 37	23,930 22
COMPUTER PROGRAMS & SYS INC			
COM	150 000	9,780 00	7,308 00
COMSCORE INC			
COM	369 000	17,800 47	15,534 90
DOLBY LABORATORIES INC			
CL A COM	647 000	24,528 10	22,373 26
EAGLE BANCORP INC MD			
COM	148 000	5,389 98	8,085 24
EL PASO ELEC CO			
COM NEW	778 000	28,063 83	30,069 70
ENANTA PHARMACEUTICALS INC			
COM	287 000	11,569 86	9,040 50
EVERI HOLDINGS INC			
COM	912 000	7,642 48	3,483 84
FIFTH ST FIN CORP			
COM	1,626 000	14,543 90	10,520 22
FINANCIAL ENGINES INC			
COM	356 000	12,869 47	12,826 68
FIRST NIAGARA FINL GROUP INC			
NEW COM	3,848 000	33,371 01	41,481 44
FIVE BELOW INC			
COM	393 000	15,492 79	11,007 93
GENWORTH FINL INC			

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Asset Type	Units	Fed Tax Cost	Market Value
CL A COM	2,531 000	30,206 99	12,781 55
GLATFELTER			
COM	866 000	20,463 91	15,406 14
GLOBUS MED INC CL A			
COM	348 000	8,622 41	9,441 24
GREEN DOT CORP			
COM CL A	752 000	16,505 79	12,648 64
GREENHILL & CO INC			
COM	832 000	33,106 03	22,056 32
GUESS INC			
COM	221 000	5,483 97	4,351 49
HAEMONETICS CORP			
COM	464 000	18,467 13	14,959 36
HARMONIC INC			
COM	1,315 000	9,558 75	7,271 95
HARSCO CORP			
COM	911 000	13,570 22	9,510 84
HFF INC			
CL A COM	315 000	10,105 20	10,826 55
INFINERA CORP			
COM	1,015 000	17,781 68	22,857 80
INSULET CORP			
COM	236 000	6,210 78	8,635 24
INTERSIL CORP			
CL A	1,320 000	16,931 02	19,113 60
INVESTMENT TECHNOLOGY GRP NEW			
COM	492 000	8,779 12	9,874 44
ISHARES RUSSELL 2000 ETF	13,202 000	1,400,789 79	1,572,358 20
J2 GLOBAL INC			
COM	251 000	17,836 57	20,197 97
KLX INC			
COM	817 000	34,423 14	26,225 70
KOPPERS HLDGS INC			
COM	478 000	20,057 08	10,912 74
KORN FERRY INTL			
COM NEW	518 000	16,168 93	19,062 40
LA Z BOY INC			
COM	668 000	18,600 75	17,909 08
MAGNUM HUNTER RES CORP DEL			

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Asset Type	Units	Fed Tax Cost	Market Value
WT EXPIRES 04/15/16	250 000	0 00	2 38
MARKETAXESS HLDGS INC			
COM	124 000	7,064 52	13,240 72
MASIMO CORP			
COM	216 000	4,893 32	8,959 68
MATADOR RES CO			
COM	435 000	10,878 18	11,179 50
MATRIX SVC CO			
COM	552 000	17,492 87	12,690 48
MATSON INC			
COM	448 000	12,838 53	23,166 08
MEDIDATA SOLUTIONS INC			
COM	353 000	17,066 46	16,177 99
MENTOR GRAPHICS CORP			
COM	587 000	12,892 27	10,994 51
MICROSEMI CORP			
COM	204 000	5,226 69	7,346 04
MOMENTA PHARMACEUTICALS INC			
COM	345 000	3,867 93	6,161 70
MRC GLOBAL INC			
COM	885 000	16,955 88	13,089 15
MTS SYS CORP			
COM	324 000	21,925 76	20,612 88
NATUS MEDICAL INC COM	436 000	12,195 28	21,268 08
PATTERSON-UTI ENERGY INC			
COM	649 000	10,260 42	10,526 78
PHARMERICA CORP			
COM	177 000	5,042 05	6,021 54
PINNACLE ENTMT INC			
COM	271 000	6,889 82	8,886 09
POWER INTEGRATIONS INC			
COM	276 000	13,768 62	14,269 20
PRA GROUP INC			
COM	276 000	14,945 25	11,401 56
PRIVATEBANCORP INC			
COM	300 000	8,489 92	13,233 00
PROTO LABS INC			
COM	203 000	15,791 65	13,741 07
PURE STORAGE INC			

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Asset Type	Units	Fed Tax Cost	Market Value
CL A COM	119 000	1,942 43	1,536 29
RICE ENERGY INC			
COM	177 000	4,468 69	2,385 96
RSP PERMIAN INC			
COM	109 000	2,427 52	3,093 42
SAIA INC			
COM	401 000	17,619 87	9,828 51
SILGAN HOLDINGS INC			
COM	300 000	14,723 49	16,299 00
SLM CORP			
COM	1,555 000	13,081 64	10,504 03
SPORTSMANS WHSE HLDGS INC			
COM	954 000	13,438 02	10,923 30
SUPER MICRO COMPUTER INC			
COM	340 000	13,668 48	8,350 40
SYKES ENTERPRISES INC			
COM	594 000	8,993 54	18,901 08
SYNAPTICS INC			
COM	161 000	12,561 70	14,452 97
TANDEM DIABETES CARE INC			
COM	357 000	4,975 64	3,680 67
TETRA TECHNOLOGIES INC DEL			
COM	1,437 000	12,203 23	13,392 84
TIDEWATER INC			
COM	568 000	14,092 97	5,401 68
TUTOR PERINI CORP			
COM	556 000	16,636 95	10,475 04
VERINT SYS INC			
COM	342 000	18,479 78	16,022 70
VIRTUSA CORP			
COM	381 000	13,718 57	18,764 25
VITAMIN SHOPPE INC			
COM	312 000	11,765 93	9,516 00
WESCO INTL INC			
COM	112 000	7,501 89	5,381 60
WPX ENERGY INC			
COM	1,269 000	8,922 18	10,888 02
Total U.S. SMALL CAP		2,760,356 89	2,888,783 37

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Asset Type	Units	Fed Tax Cost	Market Value
INTERNATIONAL DEVELOPED			
ACCOR SA			
SPONSORED ADR			
FRANCE	6,924 000	69,090 38	58,417 79
ADIDAS AG			
SPONSORED ADR			
GERMANY	1,079 000	40,408 55	52,186 91
AEGON N V			
NY REGISTRY SHS	6,797 000	52,037 41	41,461 70
AIA GROUP LTD			
SPONSORED ADR			
HONG KONG	1,881 000	33,184 93	44,938 97
AKZO NOBEL NV			
SPONSORED ADR			
NETHERLANDS	1,449 000	37,263 43	34,341 30
ALKERMES PLC			
COM			
IRELAND	120 000	4,923 64	8,803 20
AON PLC			
COM			
ISIN GB00B5BT0K07 UNITED KINGDOM	151 000	14,623 39	14,305 74
ARM HLDGS PLC			
SPONSORED ADR			
UNITED KINGDOM	2,390 000	97,037 23	121,173 00
ASSA ABLOY AB			
UNSPONSORED ADR			
SWEDEN	3,383 000	33,372 16	35,978 21
ASTELLAS PHARMA INC			
SER A ADR			
JAPAN	2,264 000	24,283 86	31,836 37
ASTRAZENECA PLC			
SPONSORED ADR			
UNITED KINGDOM	1,959 000	64,092 11	66,703 95
ATOS ORIGIN SA			
UNSPONSORD ADR			
FRANCE	2,586 000	39,478 22	42,327 65
AVAGO TECHNOLOGIES LTD			
COM			
SINGAPORE	83 000	3,812 66	10,827 35

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Asset Type	Units	Fed Tax Cost	Market Value
BANCO BILBAO VIZCAYA ARGENTARIA			
S A SPONSORED ADR			
SPAIN	8,384 000	70,848 16	69,335 68
BARCLAYS PLC			
ADR			
UNITED KINGDOM	2,960 000	49,840 15	39,812 00
BAYERISCHE MOTOREN WERKE A G			
ADR			
GERMANY	1,299 000	47,625 38	47,240 73
BHP BILLITON LTD			
SPONSORED ADR			
AUSTRALIA	1,016 000	52,849 42	27,106 88
BP P L C			
SPONSORED ADR			
UNITED KINGDOM	15 000	633 67	519 00
BRAMBLES LTD			
ADR			
AUSTRALIA	2,419 000	37,222 82	38,176 66
BRIDGESTONE CORP			
ADR COM			
JAPAN	2,256 000	40,306 51	40,075 58
BURBERRY GROUP PLC			
SPONSORED ADR			
UNITED KINGDOM	1,438 000	34,040 07	26,949 56
CAPITA PLC			
UNSPONSORED ARD			
UNITED KINGDOM	584 000	40,014 05	44,728 56
CARNIVAL PLC			
ADR			
UNITED KINGDOM	514 000	21,075 38	26,815 38
CIMPRESS NV			
COM			
NETHERLANDS	160 000	13,644 42	14,758 40
CIVEO CORP			
COM			
CANADA	861 000	7,855 22	1,670 34
CONTINENTAL AG			
SPONSORED ADR			
GERMANY	654 000	27,735 94	31,593 43

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Asset Type	Units	Fed Tax Cost	Market Value
DAIKIN INDS LTD			
UNSPONSORED ADR			
JAPAN	207 000	28,198 36	29,048 52
DANONE			
SPONSORED ADR			
FRANCE	11,950 000	161,531 50	167,431 45
DB X-TRACKERS MSCI EAFE HEDGED			
EQUITY FUND	74,125 000	2,189,188 30	2,101,443 75
DBS GROUP HLDGS LTD			
SPONSORED ADR			
SINGAPORE	580 000	30,743 61	27,168 94
DENSO CORP			
UNSPONSORED ADR			
JAPAN	1,769 000	40,313 03	42,137 58
DEUTSCHE BK AG			
COM			
GERMANY	693 000	24,961 46	17,803 17
DEUTSCHE POST AG			
SPONSORED ADR			
GERMANY	1,469 000	40,398 48	42,921 24
DIAGEO PLC			
SPONSORED ADR NEW			
UNITED KINGDOM	323 000	37,399 95	37,002 88
DNB NOR ASA			
SPONSORED ADR REPSTG			
NORWAY	138 000	19,176 75	18,183 85
EATON CORP PLC			
COM			
IRELAND	552 000	37,043 21	32,104 32
ERICSSON			
ADR CL B SEK 10 NEW			
SWEDEN	4,422 000	42,910 42	42,849 18
ESSILOR INTL			
ADR			
FRANCE	568 000	30,093 71	37,058 02
FANUC CORP			
UNSP ADR			
JAPAN	946 000	23,174 45	28,033 76
FLEXTRONICS			

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Asset Type	Units	Fed Tax Cost	Market Value
COM			
SINGAPORE	492 000	3,731 42	5,535 00
FRESENIUS MED CARE AG			
SPONSORED ADR			
GERMANY	896 000	37,816 38	36,915 20
GEMALTO NV			
SPONSORED ADR			
NETHERLANDS	1,306 000	42,377 78	41,187 32
GLOBAL LOGISTIC PPTYS LTD			
UNSPONSORED ADR			
SINGAPORE	2,707 000	39,873 59	37,849 27
HARBOR INTERNATIONAL FUND			
INSTL CL	0 241	11 74	15 36
HEIDELBERGCEMENT AG			
ADR			
GERMANY	1,704 000	22,763 68	27,124 27
HORIZON PHARMA PLC			
COM			
IRELAND	837 000	15,747 91	18,020 61
HSBC HLDGS PLC			
SPON ADR NEW			
UNITED KINGDOM	2,346 000	118,269 20	93,605 40
ICON PLC			
COM			
ISIN IE0005711209 IRELAND	602 000	25,992 26	44,746 66
IMAX CORP			
COM			
CANADA	399 000	14,249 91	15,114 12
IMPERIAL TOBACCO GROUP PLC			
SPONSORED ADR			
UNITED KINGDOM	224 000	21,545 63	24,196 48
INFINEON TECHNOLOGIES AG			
SPONSORED ADR			
GERMANY	3,408 000	38,864 52	50,499 74
INGERSOLL-RAND CO LTD			
COM			
IRELAND	134 000	8,837 63	7,861 78
INTESA SANPAOLO			
SPONSORED ADR			

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ITALY	1,719 000	30,783 90	35,380 46
JULIUS BAER GROUP LTD			
ADR			
SWITZERLAND	4,458 000	41,560 50	42,707 64
KASIKORNBANK PUB CO LTD			
UNSPONSORED ADR			
THAILAND	1,348 000	26,080 25	25,726 58
KBC GROUP NV			
UNSPONSORED ADR			
BELGIUM	817 000	27,289 63	24,376 01
KDDI CORP			
ADR			
JAPAN	2,964 000	33,392 82	36,762 49
KERRY GROUP PLC			
SPONSORED ADR			
IRELAND	409 000	28,339 97	32,997 71
KONINKLIJKE PHILIPS NV			
SPONSORED ADR NY REGISTRY SH NEW			
2000 NETHERLANDS	1,567 000	40,645 89	42,669 41
KUBOTA LTD			
SPONSORED ADR			
JAPAN	493 000	37,994 34	41,060 00
LIXIL GROUP CORP			
ADR			
JAPAN	897 000	38,268 23	41,881 83
LLOYDS BANKING GROUP PLC			
SPONSORED ADR			
UNITED KINGDOM	7,224 000	35,153 72	32,002 32
MARKIT LIMITED			
COM			
BERMUDA	1,400 000	40,611 94	41,300 00
MEDTRONIC PLC			
COM			
IRELAND	1,292 000	98,388 32	97,339 28
MITSUBISHI ESTATE LTD			
UNSPONSORED ADR			
JAPAN	1,967 000	40,542 62	41,316 84
NATIONAL GRID PLC			
SPONSORED ADR NEW			

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Asset Type	Units	Fed Tax Cost	Market Value
UNITED KINGDOM	602 000	40,146 67	41,808 90
NESTLE S A			
SPONSORED ADR			
SWITZERLAND	1,957 000	118,429 01	145,354 21
NOKIA CORP			
SPONSORED ADR			
FINLAND	4,649 000	31,971 22	33,519 29
NOVARTIS A G			
SPONSORED ADR			
SWITZERLAND	1,845 000	181,275 15	157,267 80
NOVO-NORDISK A S			
ADR			
DENMARK	2,768 000	148,386 12	152,156 96
ORIX CORP			
SPONSORED ADR			
JAPAN	414 000	32,694 61	29,911.50
OTSUKA HLDGS CO LTD			
ADR			
JAPAN	2,465 000	39,930 06	40,771.10
PENTAIR PLC			
COM			
IRELAND	355 000	23,049 26	20,128 50
PRUDENTIAL PLC			
ADR			
UNITED KINGDOM	915 000	30,999 85	42,465 15
RECKITT BENCKISER PLC			
SPONSORED ADR			
UNITED KINGDOM	2,512 000	43,550 55	47,115.07
ROCHE HLDG LTD			
SPONSORED ADR			
SWITZERLAND	3,592 000	101,828 42	120,335.60
ROYAL DSM N V			
SPONSORED ADR	3,166 000	41,350 90	40,255 69
ROYAL DUTCH SHELL PLC			
SPONSORED ADR CL A			
DUTCH LISTING	2,232 000	129,136 46	111,064 32
ROYAL KPN NV			
SPONSORED ADR			
NETHERLANDS	11,235 000	43,966 08	42,726 71

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SABMILLER PLC			
SPONSORED ADR			
UNITED KINGDOM	2,215 000	116,602 10	134,419 49
SAFRAN S A			
UNSPONSORED ADR			
FRANCE	1,343 000	18,139 05	24,779 69
SANOFI			
SPONSORED ADR			
FRANCE	765 000	38,241 42	33,828 30
SAP SE			
SPONSORED ADR			
GERMANY	628 000	48,594 57	49,612 00
SCHNEIDER ELEC SE			
ADR			
FRANCE	1,706 000	20,416 02	21,621 84
SEAGATE TECH			
COM			
IRELAND	81 000	3,314 28	2,911 14
SECOM LTD			
ADR			
JAPAN	2,526 000	39,651 99	43,217 33
SEIKO EPSON CORP			
UNSPONSORED ADR			
JAPAN	5,283 000	41,597 45	41,545 51
SEKISUI HOUSE LTD			
SPONSORED ADR COM			
JAPAN	1,801 000	23,782 27	30,408 08
SENSATA TECH HLDG NV			
COM			
NETHERLANDS	396 000	13,595 87	18,140 76
SEVEN & I HLDGS CO LTD			
UNSPON ADR			
JAPAN	2,693 000	56,491 68	60,290 88
SKY PLC			
SPONSORED ADR			
UNITED KINGDOM	953 000	61,457 37	63,464 08
SMITH & NEPHEW PLC			
SPDN ADR NEW			
UNITED KINGDOM	1,249 000	44,287 45	42,341 10

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SOCIETE GENERALE FRANCE			
SPONSORED ADR			
FRANCE	4,293 000	33,267 49	40,968 10
STATOIL ASA			
SPONSORED ADR			
NORWAY	1,820 000	34,242 82	27,973 40
STERIS PLC			
COM			
UNITED KINGDOM	197 000	11,298 52	15,046 86
SUMITOMO MITSUI FINL GROUP INC			
SPONSORED ADR			
JAPAN	13,721 000	116,478 97	104,965 65
SUNTORY BEVERAGE & FOOD LTD			
ADR			
JAPAN	3,184 000	62,056 87	62,049 80
SWISSCOM AG			
SPONSORED ADR			
SWITZERLAND	548 000	29,788 60	27,028 46
SYNGENTA AG			
SPONSORED ADR			
SWITZERLAND	899 000	61,456 75	66,534 99
TORAY INDS INC			
ADR			
JAPAN	2,270 000	38,521 30	41,209 58
TORONTO DOMINION BK ONTARIO			
COM			
CANADA	882 000	35,010 46	36,003 24
TOTAL S A			
SPONSORED ADR			
FRANCE	852 000	41,434 35	42,131 40
TYCO INTL PLC			
COM			
IRELAND	1,076 000	44,549 00	37,993 56
UCB S A			
ADR			
BELGIUM	732 000	29,653 14	32,671 36
UNIBAIL-RODAMCO SE			
ADR REPSTG SHS			
FRANCE	1,568 000	40,788 43	40,258 40

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Asset Type	Units	Fed Tax Cost	Market Value
VANGUARD FTSE DEVELOPED MARKETS			
ETF	54,913 000	2,145,025 97	2,072,965 75
VIVENDI SA			
ADR			
FRANCE	1,928 000	45,424 61	40,582 47
VODAFONE GROUP PLC NEW			
SPONSORED ADR NO PAR			
UNITED KINGDOM	3,204 000	129,526 59	107,526 24
WILLIAM HILL PLC			
UNSPONSORED ADR-ORD SHS			
UNITED KINGDOM	2,039 000	44,259 62	43,903 75
WPP PLC			
NEW ADR			
JERSEY	619 000	52,766 09	71,482 12
XL GROUP PLC			
COM			
IRELAND	140 000	4,466 65	5,345 20
Total INTERNATIONAL DEVELOPED		9,104,468 28	9,041,564 11
EMERGING MARKETS			
ALIBABA GROUP HLDG LTD			
ADS			
CAYMAN ISLANDS	2,657 000	211,473 39	223,400 56
BITAUTO HLDGS LTD			
SPONSORED ADR			
CAYMAN ISLANDS	171 000	7,472 78	4,591 35
CAESAR STONE SDOT YAM LTD			
COM			
ISRAEL	334 000	16,848 69	13,653 92
CHECK POINT SOFTWARE TECH LTD			
ORD			
ISRAEL	597 000	32,294 73	52,112 13
CHINA MOBILE LTD			
SPONSORED ADR			
HONG KONG	712 000	42,887 79	40,918 64
COLUMBIA EMERGING MARKETS FUND			
CLASS Z SHARES	158,532 618	1,479,448 19	1,448,988 13
E-HOUSE CHINA HLDGS LTD			
ADR			

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CAYMAN ISLANDS	820 000	8,163 56	4,961 00
EMBRAER S A			
SPONSORED ADR REPSTG PFD SHS			
BRAZIL	1,410 000	36,362 11	44,118 90
HDFC BK LTD			
ADR REPSTG 3 SHS			
INDIA	507 000	29,307 68	29,466 84
JD COM INC			
SPON ADR CL A			
CAYMAN ISLANDS	946 000	26,472 48	29,023 28
NETEASE INC			
SPONSORED ADR COM			
CAYMAN ISLAND	51 000	3,507 22	8,499 66
TAIWAN SEMICONDUCTOR MFG LTD			
SPONSORED ADR			
TAIWAN	1,872 000	25,818 44	42,606 72
VANGUARD FTSE EMERGING MKTS ETF	31,255 000	1,186,752 35	1,063,920 20
WUXI PHARMATECH CAYMAN INC			
SPONSORED ADR REPSTG ORD SHS			
CAYMAN ISLANDS	501 000	17,504 05	22,895 70
Total EMERGING MARKETS		3,124,313 46	3,029,157 03
Total EQUITIES		33,240,429 87	35,438,078 40
FIXED INCOME			
INVESTMENT GRADE TAXABLE			
ACCESS MIDSTREAM PARTNERS LP /			
ACMP FIN CORP UNSECD SR NT			
DTD 12/19/12 4 875% DUE 05/15/23	10,000 000	10,514 07	8,799 10
ADOBE SYS INC			
SR UNSECD NT CALL 11/01/24 @100			
DTD 01/26/15 3 250% DUE 02/01/25	75,000 000	75,179 22	74,018 25
ALLSTATE CORP			
SR UNSECD NT			
DTD 06/07/13 3 150% DUE 06/15/23	75,000 000	75,109 88	75,224 25
ANHEUSER BUSCH INBEV WORLDWIDE			
INC CO GTD NT			
DTD 03/29/10 5 000% DUE 04/15/20	75,000 000	77,736 06	82,650 00

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Asset Type	Units	Fed Tax Cost	Market Value
BERKSHIRE HATHAWAY FIN CORP			
CO GTD SR NT			
DTD 01/11/11 4 250% DUE 01/15/21	75,000 000	74,228 25	82,372 50
BLACKROCK INC			
SR UNSECD NT			
DTD 05/25/12 3 375% DUE 06/01/22	75,000 000	77,459 27	77,539 50
CBRE SVCS INC			
SR UNSECD NT C3/15/18 @102 500			
DTD 03/14/13 5 000% DUE 03/15/23	17,000 000	16,915 00	17,116 28
CHEVRON CORP			
SR NT			
DTD 03/03/09 4 950% DUE 03/03/19	75,000 000	76,932 53	82,620 00
CISCO SYS INC			
NT			
DTD 02/22/06 5 500% DUE 02/22/16	50,000 000	45,153 00	50,551 50
CITIGROUP INC			
UNSECD NT			
DTD 02/20/13 3 375% DUE 03/01/23	75,000 000	72,135 00	75,357 75
CLOROX CO			
UNSECD SR NT CALL 06/15/22 @100			
DTD 09/13/12 3 050% DUE 09/15/22	75,000 000	73,618 57	74,325 00
COMCAST CORP NEW			
SR UNSECD NT			
DTD 07/02/12 3 125% DUE 07/15/22	75,000 000	77,539 47	77,065 50
CONTINENTAL RES INC			
UNSECD SR NT CALL 3/15/17 @102 5			
DTD 03/08/12 5 000% DUE 09/15/22	9,000 000	8,095 00	7,897 50
CVS CAREMARK CORP			
SR UNSECD NT			
DTD 05/25/07 5 750% DUE 06/01/17	75,000 000	83,987 38	79,814 25
DOW CHEM CO			
SR UNSECD NT CALL 08/15/20			
DTD 11/09/10 4 250% DUE 11/15/20	75,000 000	77,889 73	79,926 75
FEDERAL HOME LN MTG CORP			
REFERENCE NT			
DTD 06/13/08 4 875 DUE 06/13/18	275,000 000	302,096 37	300,154 25
FEDERAL HOME LN MTG CORP			
REFERENCE NTS			
DTD 03/27/09 3 750% DUE 03/27/19	275,000 000	288,095 37	295,919 25

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Asset Type	Units	Fed Tax Cost	Market Value
FEDERAL NATL MTG ASSN			
MTN			
DTD 06/08/07 5 375% DUE 06/12/17	225,000 000	226,484 79	239,949 00
FEDERAL NATL MTG ASSN			
NT			
DTD 08/17/06 5 250% DUE 09/15/16	225,000 000	248,763 44	233,043 75
FEDERAL NATL MTG ASSN			
POOL #AB4482			
DTD 01/01/12 3 000% DUE 02/01/27	369,467 260	390,076 64	383,858 01
FEDERAL NATL MTG ASSN			
POOL #AS3604			
DTD 09/01/14 3 000% DUE 10/01/29	49,646 060	51,569 84	51,440 27
FEDERAL NATL MTG ASSN			
POOL #AX5237			
DTD 10/01/14 3 000% DUE 11/01/29	48,956 770	50,869 14	50,752 01
FIFTH THIRD BANCORP			
SR UNSCED NT			
DTD 01/25/11 3 625% DUE 01/25/16	50,000 000	49,871 50	50,212 00
GENERAL ELEC CAP CORP			
SR UNSECD MTN			
DTD 10/17/11 4 650% DUE 10/17/21	75,000 000	76,671 05	83,596 50
GEORGIA PWR CO			
SR NT SER 2007B			
DTD 06/12/07 5 700% DUE 06/01/17	75,000 000	81,742 06	79,570 50
GOLDMAN SACHS GROUP INC			
SR UNSECD NT			
DTD 03/03/14 4 000% DUE 03/03/24	75,000 000	74,676 00	77,650 50
HOME DEPOT INC			
SR UNSECD NT CALL 1/21/21 @100			
DTD 03/31/11 4 400% DUE 04/01/21	75,000 000	83,467 28	82,868 25
HONEYWELL INTL INC			
SR UNSECD MTN			
DTD 02/29/08 5 300% DUE 03/01/18	75,000 000	67,232 25	81,420 00
JPMORGAN CHASE & CO			
SR UNSECD NT			
DTD 09/24/12 3 250% DUE 09/23/22	75,000 000	76,701 86	75,855 00
KROGER CO			
SR NT			
DTD 01/16/08 6 150% DUE 01/15/20	75,000 000	88,812 42	85,066 50

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Asset Type	Units	Fed Tax Cost	Market Value
MARKWEST ENERGY PARTNERS LP /			
MARKWEST ENERGY FIN CORP UNSECD			
DTD 08/10/12 5 500% DUE 02/15/23	18,000 000	18,453 48	17,010 00
MCDONALDS CORP			
SR UNSECD MTN			
DTD 10/18/07 5 800% DUE 10/15/17	75,000 000	71,097 00	80,656 50
METLIFE INC			
SR UNSECD NT			
DTD 05/29/09 6 750% DUE 06/01/16	50,000 000	55,355 08	51,455 00
MICROSOFT CORP			
SR NT			
DTD 09/27/10 3 000% DUE 10/01/20	75,000 000	79,203 48	78,556 50
NORTHROP GRUMMAN CORP			
SR UNSECD NT			
DTD 05/31/13 3 250% DUE 08/01/23	75,000 000	77,255 17	75,044 25
ORACLE CORP / OZARK HLDG INC			
NT			
DTD 01/13/06 5 250% DUE 01/15/16	50,000 000	44,126 50	50,282 00
PROCTER & GAMBLE CO			
SR UNSECD NT			
DTD 08/13/13 3 100% DUE 08/15/23	75,000 000	76,567 55	78,172 50
PRUDENTIAL FINL INC			
SR UNSECD MTN			
DTD 05/15/14 3 500% DUE 05/15/24	75,000 000	74,676 00	75,633 75
TARGET CORP			
SR UNSECD NT			
DTD 07/16/10 3 875% DUE 07/15/20	75,000 000	77,578 01	81,140 25
TIME WARNER INC			
CO GTD NT			
DTD 04/01/11 4 750% DUE 03/29/21	75,000 000	81,647 49	81,379 50
UNITED STATES TREAS NT			
DTD 05/16/11 3 125% DUE 05/15/21	300,000 000	315,515 63	320,589 00
UNITED STATES TREAS NT			
DTD 05/17/10 3 500% DUE 05/15/20	100,000 000	107,558 42	108,063 00
UNITED STATES TREAS NT			
DTD 08/15/07 4 750% DUE 08/15/17	225,000 000	243,159 66	239,879 25
UNITED STATES TREAS NT			
DTD 08/15/08 4 000% DUE 08/15/18	150,000 000	154,110 61	161,607 00
UNITED STATES TREAS NT			

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Asset Type	Units	Fed Tax Cost	Market Value
DTD 11/15/13 2 750% DUE 11/15/23 UNITED STATES TREAS NT	315,000 000	332,305 79	330,652 35
DTD 12/31/09 3 250% DUE 12/31/16 UNITED TECHNOLOGIES CORP NT	180,000 000	186,595 31	184,780 80
DTD 12/07/07 5 375% DUE 12/15/17 VERIZON COMMUNICATIONS INC UNSECD SR NT CALL 12/15/23 @100	75,000 000	67,599 00	80,958 75
DTD 03/17/14 4 150% DUE 03/15/24 WAL-MART STORES INC SR NT	75,000 000	75,132 57	78,563 25
DTD 08/24/07 5 800% DUE 02/15/18 WALGREEN CO UNSECD SR NT	75,000 000	70,058 25	82,380 75
DTD 09/13/12 3 100% DUE 09/15/22 WASTE MGMT INC CO GTD SR NT	75,000 000	75,830 99	72,835 50
DTD 06/08/10 4 750% DUE 06/30/20 WELLS FARGO & CO NEW MEDIUM TERM SR NT	75,000 000	77,389 17	81,720 75
DTD 03/29/11 4 600% DUE 04/01/21 21ST CENTY FOX AMER INC SR NT	75,000 000	84,031 16	82,243 50
DTD 04/01/15 3 000% DUE 09/15/22	75,000 000	67,751 25	74,487 00
Total INVESTMENT GRADE TAXABLE		5,592,620 01	5,684,725 07
INTERNATIONAL DEVELOPED BONDS			
PIMCO FOREIGN BD US\$HD INSTL	26,702 845	294,079 57	285,987 47
VANGUARD TOTAL INTL BOND INDEX FUND ETF	5,365 000	289,852 71	285,418 00
Total INTERNATIONAL DEVELOPED BONDS		583,932 28	571,405 47
GLOBAL HIGH YIELD TAXABLE			
AES CORP SR UNSECD NT			
DTD 12/01/08 8 000% DUE 06/01/20	8,000 000	9,212 38	8,860 00
ALLY FINL INC CO GTD SR NT			
DTD 09/15/10 8 000% DUE 03/15/20	15,000 000	17,455 24	17,418 00

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Asset Type	Units	Fed Tax Cost	Market Value
ALLY FINL INC			
SR UNSECD NT			
DTD 09/29/14 5 125% DUE 09/30/24	2,000 000	2,047 01	2,072 40
ANTERO RES FIN CORP UNSECD SR NT			
CALL 11/01/16 @104 031			
DTD 05/01/14 5 375% DUE 11/01/21	19,000 000	18,907 50	17,480 00
AVIS BUDGET CAR RENT LLC / AVIS			
BUDGET FIN INC UNSECD SR NT			
DTD 04/03/13 5 500% DUE 04/01/23	9,000 000	8,925 00	9,180 00
BALL CORP			
CO GTD SR NT			
DTD 03/09/12 5 000% DUE 03/15/22	9,000 000	9,220 63	9,121 50
BERRY PLASTICS CORP 2ND LIEN SR			
SECD NT CALL 07/15/18 @103 844			
DTD 06/05/15 5 125% DUE 07/15/23	9,000 000	8,275 00	8,752 50
BOYD GAMING CORP UNSECD SR NT			
CALL 05/15/18 @105 156			
DTD 05/21/15 6 875% DUE 05/15/23	8,000 000	8,230 54	8,370 00
CALPINE CORP SR			
UNSECD NT CALL 10/15/19 @102 875			
DTD 07/22/14 5 750% DUE 01/15/25	9,000 000	8,843 13	8,426 25
CCO HLDGS LLC/CCO HLDGS CAP CORP			
UNSECD SR NT C4/30/15 @104 88			
DTD 05/10/11 6 500% DUE 04/30/21	17,000 000	17,667 07	17,779 11
CCO HLDGS LLC/CCO HLDGS CAP CORP			
UNSECD SR NT C7/15/18 @102 875			
DTD 05/03/13 5 750% DUE 01/15/24	9,000 000	9,073 65	9,244 71
CELANESE US HLDGS LLC			
UNSECD SR NT			
DTD 05/06/11 5 875% DUE 06/15/21	8,000 000	8,367 50	8,480 00
CENTENE CORP DEL			
UNSECD SR NT			
DTD 05/27/11 5 750% DUE 06/01/17	8,000 000	8,402 19	8,280 00
CHESAPEAKE ENERGY CORP			
CO GTD NT			
DTD 02/11/11 6 125% DUE 02/15/21	15,000 000	13,867 72	6,375 00
CHS / CMNTY HEALTH SYS INC			
SR UNSECD NT C07/15/16 @103 563			
DTD 07/18/12 7 125% DUE 07/15/20	9,000 000	9,556 73	8,955 90

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Asset Type	Units	Fed Tax Cost	Market Value
CINEMARK USA INC UNSECD			
SR NT CALL 12/15/17 @102 563			
DTD 12/18/12 5 125% DUE 12/15/22	9,000 000	8,887 50	9,000 00
CIT GROUP INC NEW			
SR UNSECD NT			
DTD 08/03/12 5 000% DUE 08/15/22	17,000 000	17,134 85	17,361 25
CONCHO RES INC			
SR UNSECD NT C10/01/17 @102 750			
DTD 08/17/12 5 500% DUE 04/01/23	9,000 000	8,960 00	8,775 00
CROWN AMERS LLC/CROWN AMERS CAP			
CORP III CO GTD SR NT C2/1/16			
DTD 08/01/11 6 250% DUE 02/01/21	9,000 000	9,439 85	9,303 75
CROWN CASTLE INTL CORP			
UNSECD SR NT			
DTD 04/15/14 4 875% DUE 04/15/22	9,000 000	9,088 03	9,202 50
CSC HLDGS INC			
SR DEBENTURE			
DTD 07/21/98 7 625% DUE 07/15/18	8,000 000	8,899 40	8,360 00
D R HORTON INC			
SR UNSECD NT			
DTD 02/09/15 4 000% DUE 02/15/20	9,000 000	9,103 04	9,148 50
DAVITA HEALTHCARE PARTNERS INC			
SR UNSECD NT C07/15/19 @102 563			
DTD 06/13/14 5 125% DUE 07/15/24	9,000 000	9,068 75	8,977 50
DAVITA INC			
UNSECD SR NT C8/15/17 @102 875			
DTD 08/28/12 5 750% DUE 08/15/22	9,000 000	9,357 31	9,326 25
DISH DBS CORP			
SR NT CO GTD			
DTD 08/17/09 7 875% DUE 09/01/19	3,000 000	3,225 00	3,232 50
DISH DBS CORP			
SR UNSECD NT			
DTD 05/16/12 5 875% DUE 07/15/22	18,000 000	18,412 51	16,717 50
DYNEGY INC NEW DEL			
UNSECD SR NT C06/01/18 @102 938			
DTD 12/01/13 5 875% DUE 06/01/23	10,000 000	9,425 00	8,987 50
ENERGY TRANSFER EQUITY L P			
SR UNSECD NT			
DTD 09/20/10 7 500% DUE 10/15/20	17,000 000	18,793 93	17,765 00

ELIZABETH MORSE GENIUS CHARITABLE TRUST

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Asset Type	Units	Fed Tax Cost	Market Value
EQUINIX INC			
SR UNSECD NT C1/1/20 @102 875			
DTD 11/20/14 5 750% DUE 01/01/25	9,000 000	9,378 16	9,112 50
GENERAL MTRS FINL CO INC			
UNSECD SR NT			
DTD 11/15/13 3 250% DUE 05/15/18	18,000 000	18,243 14	18,172 26
GENERAL MTRS FINL CO INC			
UNSECD SR NT			
DTD 11/15/13 4 250% DUE 05/15/23	9,000 000	9,241 07	9,037 17
GENON ESCROW CORP UNSECD			
SR NT CALL 10/15/15 @104 94			
DTD 10/04/10 9 875% DUE 10/15/20	13,000 000	13,439 78	10,985 00
GLP CAP L P / GLP FING II INC			
UNSECD SR NT CALL 08/01/20 @100			
DTD 05/01/14 4 875% DUE 11/01/20	9,000 000	9,193 11	9,225 00
GOODYEAR TIRE & RUBR CO			
UNSECD SR NT CALL 5/15/17 @103 5			
DTD 02/28/12 7 000% DUE 05/15/22	8,000 000	8,501 40	8,650 00
GRAPHIC PACKAGING INTL INC			
UNSECD SR NT CALL 01/15/21 @100			
DTD 04/02/13 4 750% DUE 04/15/21	9,000 000	9,000 00	9,202 50
HCA INC			
1ST LIEN SR SECD NT			
DTD 03/17/14 3 750% DUE 03/15/19	9,000 000	8,910 00	9,090 00
HCA INC			
1ST LIEN SR SECD NT			
DTD 03/17/14 5 000% DUE 03/15/24	17,000 000	17,234 96	17,127 50
HERTZ CORP			
CO GTD SR NT C4/15/15 @103 38			
DTD 04/15/11 6 750% DUE 04/15/19	9,000 000	9,215 45	9,180 00
HERTZ CORP UNSECD			
SR NT CALL 10/15/17 @103 125			
DTD 10/16/12 6 250% DUE 10/15/22	9,000 000	9,237 82	9,360 00
ICAHN ENTERPRISES L P / ICAHN			
ENTERPRISES FIN CORP UNSECD SR			
DTD 08/01/13 6 000% DUE 08/01/20	9,000 000	9,275 68	9,258 75
INTELSAT JACKSON HLDGS S A			
CO GTD SR NT C4/1/15 @103 63 LU			
DTD 10/01/11 7 250% DUE 04/01/19	19,000 000	19,781 00	16,589 47

ELIZABETH MORSE GENIUS CHARITABLE TRUST

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BALANCE SHEET

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Asset Type	Units	Fed Tax Cost	Market Value
INTERNATIONAL LEASE FIN CORP			
UNSECD SR NT			
DTD 12/07/10 8 250% DUE 12/15/20	15,000 000	17,637 22	17,887 50
IRON MOUNTAIN INC			
SR SUB NT CALL 08/15/17 @102 875			
DTD 08/10/12 5 750% DUE 08/15/24	9,000 000	8,932 50	8,932 50
KINETIC CONCEPTS INC / KCI USA			
INC 2ND LIEN SR SECD NT C11/1/15			
DT 11/01/12 10 500% DUE 11/01/18	8,000 000	8,603 91	7,768 00
LAMAR MEDIA CORP			
SR SUB NT CALL 05/01/18 @102 500			
DTD 10/30/12 5 000% DUE 05/01/23	9,000 000	8,865 00	9,022 50
LEAR CORP			
SR UNSECD NT C01/15/20 @102 625			
DTD 11/21/14 5 250% DUE 01/15/25	8,000 000	8,170 02	8,190 00
LENNAR CORP			
SR UNSECD NT CALL 02/28/25 @100			
DTD 04/28/15 4 750% DUE 05/30/25	9,000 000	8,825 68	8,820 00
LENNAR CORP			
UNSECD SR NT CALL 4/16/19 @100			
DTD 02/12/14 4 500% DUE 06/15/19	2,000 000	2,075 00	2,055 00
LEUCADIA NATL CORP			
UNSECD SR NT CALL 01/18/23 @100			
DTD 10/18/13 5 500% DUE 10/18/23	9,000 000	9,030 65	9,020 88
LEVEL 3 COMMUNICATIONS INC SR			
UNSECD NT CALL 12/01/17 @102 875			
DTD 12/01/14 5 750% DUE 12/01/22	9,000 000	9,243 51	9,090 00
LEVEL 3 FING INC UNSECD GTD			
SR NT CALL 06/01/16 @103 500			
DTD 12/01/12 7 000% DUE 06/01/20	8,000 000	8,397 40	8,450 00
LIMITED BRANDS INC			
SR NT			
DTD 03/25/11 6 625% DUE 04/01/21	8,000 000	8,735 37	8,980 00
MASCO CORP			
SR UNSECD NT			
DTD 03/12/12 5 950% DUE 03/15/22	8,000 000	8,658 39	8,640 00
MGM RESORTS INTL			
SR UNSECD NT			
DTD 04/01/13 6 750% DUE 10/01/20	8,000 000	8,573 25	8,357 52

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Asset Type	Units	Fed Tax Cost	Market Value
MICRON TECHNOLOGY INC			
SR NT			
DTD 02/15/15 5 875% DUE 02/15/22	9,000 000	9,468 31	9,051 57
NATIONSTAR MTG LLC / NATIONSTAR			
CAP CORP UNSECD SR NT C01/01/17			
DTD 02/07/13 6 500% DUE 07/01/21	10,000 000	9,675 00	9,050 00
NRG ENERGY INC			
UNSECD SR NT C9/15/17 @103 313			
DTD 03/15/13 6 625% DUE 03/15/23	20,000 000	20,728 47	18,400 00
POST HLDGS INC SR UNSECD			
NT CALL 2/15/17 @103 688			
DTD 08/15/12 7 375% DUE 02/15/22	17,000 000	17,181 51	17,695 98
RANGE RES CORP			
SR SUB NT CALL 3/15/18 @102 5			
DTD 03/18/13 5 000% DUE 03/15/23	10,000 000	9,523 85	8,850 00
REYNOLDS GROUP ISSUER INC/			
REYNOLDS GROUP ISSUER LLC SR			
DTD 09/28/12 5 750% DUE 10/15/20	3,000 000	3,041 64	3,075 00
RITE AID CORP UNSECD SR NT			
CALL 06/15/16 @105 063			
DTD 07/02/13 6 750% DUE 06/15/21	8,000 000	8,455 00	8,520 00
ROYAL CARIBBEAN CRUISES LTD			
UNSECD SR NT LIBERIA			
DTD 11/07/12 5 250% DUE 11/15/22	2,000 000	2,106 77	2,070 00
SALLY HLDGS LLC / SALLY CAP INC			
CO GTD SR NT CALL 6/1/17 @102 88			
DTD 05/18/12 5 750% DUE 06/01/22	8,000 000	8,213 56	8,340 00
SBA COMMUNICATIONS CORP UNSECD			
SR GBL NT CALL 07/15/17 @103 656			
DTD 01/15/15 4 875% DUE 07/15/22	9,000 000	8,977 50	8,943 75
SPRINT CAP CORP			
CO GTY NT			
DTD 11/16/98 6 875% DUE 11/15/28	11,000 000	10,682 50	7,920 00
SPRINT NEXTEL CORP			
SR UNSECD NT			
DT 05/15/12 11 500% DUE 11/15/21	6,000 000	6,609 92	5,730 00
SPRINT NEXTEL CORP			
SR UNSECD NT			
DTD 11/14/12 6 000% DUE 11/15/22	12,000.000	11,730 00	9,000 00

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Asset Type	Units	Fed Tax Cost	Market Value
STEEL DYNAMICS INC			
UNSECD SR NT C4/15/18 @102 625			
DTD 10/15/13 5 250% DUE 04/15/23	9,000 000	8,785 00	8,640 00
T-MOBILE USA INC SR UNSECD			
NT CALL 01/15/18 @103 063			
DTD 11/21/13 6 125% DUE 01/15/22	12,000 000	12,041 19	12,246 12
T-MOBILE USA INC UNSECD SR NT			
CALL 04/28/16 @103 271			
DTD 07/28/13 6 542% DUE 04/28/20	9,000 000	9,220 79	9,292 50
TARGA RES PARTNERS LP/TARGA			
RES PARTNERS FIN UNSECD SR NT			
DTD 10/25/12 5 250% DUE 05/01/23	9,000 000	9,393 60	8,167 50
TENET HEALTHCARE CORP			
SR NT			
DTD 09/27/13 8 125% DUE 04/01/22	9,000 000	9,879 02	8,971 92
TENET HEALTHCARE CORP			
SR SECD NT			
DTD 06/01/13 4 750% DUE 06/01/20	9,000 000	9,213 06	9,090 00
TESORO LOGISTICS LP / TESORO			
LOGISTICS FIN CORP UNSECD SR NT			
DTD 08/01/13 6 125% DUE 10/15/21	8,000 000	8,352 50	8,220 00
TOYS R US PPTY CO II LLC			
SR SECD NT CALL 12/1/13 @104 25			
DTD 06/01/10 8 500% DUE 12/01/17	9,000 000	9,180 38	8,437 50
TRANSDIGM INC			
SR SUB NT CALL 10/15/15 @104 125			
DTD 04/15/13 5 500% DUE 10/15/20	9,000 000	8,775 00	8,888 85
UNITED RENTALS NORTH AMER INC			
UNSECD SR NT C05/15/19 @102 875			
DTD 03/26/14 5 750% DUE 11/15/24	9,000 000	9,133 72	9,095 58
WHITING PETE CORP			
SR UNSECD NT CALL 12/15/18 @100			
DTD 09/12/13 5 000% DUE 03/15/19	9,000 000	8,997 11	8,460 00
WILLIAMS COS INC			
UNSECD SR NT CALL 12/24/43 @100			
DTD 06/24/14 5 750% DUE 06/24/44	12,000 000	8,675 00	8,556 24
Total GLOBAL HIGH YIELD TAXABLE		802,286 33	769,869 18
Total FIXED INCOME			
		6,978,838 62	7,025,999 72

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Asset Type	Units	Fed Tax Cost	Market Value
HEDGE FUNDS			
HEDGE FUND FUND OF FUNDS			
MAN FRM ALTERNATIVE MULTI-STRATEGY FUND LLC	4,364 853	7,145,470 23	6,963,568 28
Total HEDGE FUND FUND OF FUNDS		7,145,470 23	6,963,568 28
Total HEDGE FUNDS		7,145,470 23	6,963,568 28
PRIVATE EQUITY			
PRIVATE EQUITY FUND OF FUNDS			
EXCELSIOR PRIVATE MARKETS FUND II (TE) LLC	2,473 061	2,038,774 47	2,707,374 63
EXCELSIOR PRIVATE MARKETS FUND III (TE) LLC	292 214	297,000 00	399,253 30
EXCELSIOR PRIVATE MARKETS FUND III (TE) LLC			
POTENTIAL	33,000 000	33,000 00	33,000 00
Total PRIVATE EQUITY FUND OF FUNDS		2,368,774 47	3,139,627 93
Total PRIVATE EQUITY		2,368,774 47	3,139,627 93
REAL ESTATE			
PUBLIC REITS			
AG MTG INVT TR INC REITS	400 000	7,680 00	5,912 00
AMERICAN ASSETS TR INC REIT	102 000	2,954 11	4,060 62
APOLLO COML REAL ESTATE FIN INC REITS	853 000	14,321 05	14,970 15
BOSTON PROPERTIES INC COM	110 000	11,508 99	13,748 90
CHATHAM LODGING TR			

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Asset Type	Units	Fed Tax Cost	Market Value
REITS	629 000	14,442 87	14,334 91
COLONY CAPITAL INC			
REITS	1,044 000	22,877 60	21,360 24
DOUGLAS EMMETT INC			
REITS	180 000	5,321 92	5,576 40
EQUINIX INC			
REITS	102 000	17,841 03	30,243 00
EQUITY RESIDENTIAL			
SH BEN INT	200 000	10,940 03	15,964 00
ESSEX PPTY TR INC			
COM	38 000	6,090 28	8,770 02
FRANKLIN STR PPTYS CORP			
REITS	1,719 000	21,116 52	17,997 93
HATTERAS FINL CORP			
REITS	634 000	12,068 56	8,926 72
INLAND REAL ESTATE CORP			
NEW REIT	1,527 000	15,933 69	14,674 47
KILROY RLTY CORP			
COM	81 000	6,135 92	5,405 13
KIMCO REALTY CORP			
COM	418 000	8,871 65	10,905 62
MACERICH CO			
COM	68 000	5,281 29	5,314 20
POTLATCH CORP			
NEW REIT	214 000	6,984 60	7,151 88
PRUDENTIAL GLOBAL REAL ESTATE			
FUND CL Z	130,900 843	2,963,282 12	3,136,384 20
RAYONIER INC			
REIT	798 000	19,564 26	19,255 74
REGENCY CTRS CORP			
COM	194 000	9,366 77	13,071 72
RYMAN HOSPITALITY PPTYS INC			
REITS	157 000	7,352 81	8,531 38
SL GREEN RLTY CORP			
COM	108 000	9,811 42	12,752 64
STARWOOD PPTY TR INC			
REITS	384 000	8,900 32	7,806 72
STARWOOD WAYPOINT RESIDENTIAL TR			
RIET	191 000	5,036 14	4,517 15

ELIZABETH MORSE GENIUS CHARITABLE TRUST

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Asset Type	Units	Fed Tax Cost	Market Value
Total PUBLIC REITS		3,213,683 95	3,407,635 74
Total REAL ESTATE		3,213,683 95	3,407,635 74
TANGIBLE ASSETS			
COMMODITIES			
CREDIT SUISSE COMMODITY-RETURN STRATEGY FUND CL I	345,341 822	2,633,041 26	1,609,292 89
POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT	23,759 000	638,016 20	337,140 21
TOTAL ASSETS		58,103,751 68	59,806,840 25
NET TOTAL		58,103,751 68	59,806,840 25

ELIZABETH MORSE GENIUS CHARITABLE TRUST

EIN: 36-7010559

FORM 990PF

PERIOD 11/30/2015

PART XV GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	ADDRESS	CITY, STATE	RELATION	FND STATUS	PURPOSE	AMOUNT
ACCESS LIVING OF METROPOLITAN	115 West Chicago Avenue The Center For Coordinating Action For Childrens Health 7 S 721 Route 53	Chicago, IL	N/A	PC	GRANT FOR THE ECONOMIC INDEPENDENCE PROJECT	50,000 00
ALMOST HOME KIDS		Naperville, IL 60540	N/A	PC	GRANT FOR THE MEDICAL EDUCATION PROGRAM	10,000 00
C.A.R.E	151 Ellis Street NE	Atlanta, GA 30303	N/A	PC	HONORARY GRANT FOR THE SYRIAN REFUGEE CRISIS	20,000 00
CASA CENTRAL SOCIAL SERVICE CORP	1343 N California Avenue	Chicago, IL 60622	N/A	PC	GRANT FOR THE SAFE START PROGRAM	25,000 00
CENTER FOR INDEPENDENT FUTURES	1015 Daws St 1950 Sheridan Road	Evanston, Highland Park, IL	N/A	PC	FINAL INSTALLMENT OF A TWO YEAR GRANT FOR THE INDEPENDENT LIVING SKILLS TOOL SET	20,000 00
CHAPIN HALL CENTER FOR CHILDREN	1313 E 60TH STREET	Chicago, IL	N/A	PC	HONORARY GRANT	20,000 00
CHICAGO CHILDREN'S MUSEUM	700 East Grand Avenue, Suite 127	Chicago, IL 60611	N/A	PC	GRANT FOR THE PLAY FOR ALL INITIATIVE	20,000 00
CHICAGO HIGH SCHOOL FOR THE ARTS	2714 W Augusta Blvd	Chicago, IL 60622	N/A	PC	FIRST INSTALLMENT OF A THREE YEAR GRANT FOR DEVELOPMENT CAPACITY-BUILDING AND REVENUE DIVERSIFICATION	100,000 00
CHICAGO HISTORY MUSEUM	1601 North Clark Street	Chicago, IL 60614-6038	N/A	PC	FIRST INSTALLMENT OF A 6 YEAR CAMPAIGN LEADERSHIP GIFT	416,666 66
CHICAGO HISTORY MUSEUM	1602 North Clark Street	Chicago, IL 60614-6039	N/A	PC	GRANT FOR THE INITIAL IMPLEMENTATION OF VIEW CHICAGO	60,000 00
CHICAGO TRAINING CENTER	P O BOX 7076	Chicago, IL	N/A	PC	GRANT FOR GENERAL OPERATING SUPPORT	10,000 00
COURT THEATRE	5535 S Ellis Avenue	Chicago, IL 60637	N/A	PC	GRANT FOR THE STUDENT EDUCATION PROGRAM	30,000 00
DEPAUL UNIVERSITY	1 E Jackson Blvd	Chicago, IL 60604-2287	N/A	PC	SECOND INSTALLMENT OF A FOUR YEAR GRANT FOR THE COMMUNITY MUSIC DIVISION AND SCHOLARSHIP PROGRAM	50,000 00
DEPAUL UNIVERSITY	2 E Jackson Blvd	Chicago, IL 60604-2288	N/A	PC	THIRD INSTALLMENT OF A FOUR YEAR GRANT FOR THE COMMUNITY MUSIC DIVISION AND SCHOLARSHIP PROGRAM	50,000 00
DONORS FORUM	208 S LASALLE ST STE 1540	Chicago, IL	N/A	PC	GRANT TO DONORS FORUM	5,024 68

ELIZABETH MORSE GENIUS CHARITABLE TRUST
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PART XV- GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	ADDRESS	CITY, STATE	RELATION	FND STATUS	PURPOSE	AMOUNT
ERIE FAMILY HEALTH CENTER, INC	1701 West Superior, 3rd Floor	Chicago, IL 60622	N/A	PC	GRANT FOR THE PATIENT-CENTERED MEDICAL HOME INITIATIVE AT ERIE TEEN CENTER AND SCHOOL-BASED HEALTH CENTERS	50,000 00
ERIKSON INSTITUTE	4511 N LASALLE ST	Chicago, IL	N/A	PC	HONORARY GRANT	20,000 00
FIELD MUSEUM OF NATURAL HISTORY	1400 S LAKE SHORE DR	Chicago, IL	N/A	PC	HONORARY GRANT	25,000 00
GREATER CHICAGO FOOD DEPOSITORY	4100 West Ann Lurie Place	Chicago, IL 60632	N/A	PC	HONORARY GRANT	25,000 00
HAMDARD CENTER FOR HEALTH AND	228 E Lake Street	Addison, IL 60101	N/A	PC	FINAL INSTALLMENT OF A TWO YEAR GRANT FOR THE EDUCATION AND OUTREACH PROGRAM	60,000 00
HARRIS THEATER	205 E Randolph Drive	Chicago, IL 60601	N/A	PC	2ND OF 3 INSTALLMENTS OF A \$700,000 GRANT FOR THE 10TH ANNIVERSARY CAMPAIGN	233,333 34
ILLINOIS JUSTICE PROJECT	Metropolis Strategies NFP 21 S Clark St Ste 4301	Chicago, IL 60603	N/A	PC	FIRST INSTALLMENT OF A THREE YEAR GRANT FOR A PART-TIME FUNDRAISER AND THE PROGRAMMATIC POLICY AGENDA CONCERNING YOUTH	100,000 00
INTERNATIONAL MUSIC FOUNDATION	30 E ADAMS ST, STE 1206	Chicago IL	N/A	PC	HONORARY GRANT FOR THE DO-IT-YOURSELF MESSIAH	10,000 00
JEWISH FEDERATION METROPOLITAN	30 S Wells Street	Chicago, IL 60606	N/A	PC	HONORARY GRANT	20,000 00
LYRIC OPERA OF CHICAGO	20 N WACKER DR	Chicago, IL	N/A	PC	FIRST INSTALLMENT OF A TWO YEAR GRANT FOR BOARD AND PERSONNEL DIVERSIFICATION EFFORTS AND 2015/2016 AND 2016/2017 PRODUCTIONS	250,000 00
LYRIC OPERA OF CHICAGO	20 N WACKER DR	Chicago, IL	N/A	PC	SECOND AND FINAL INSTALLMENT OF A TWO YEAR GRANT FOR BOARD AND PERSONNEL DIVERSIFICATION EFFORTS AND 2015/2016 AND 2016/2017 PRODUCTIONS	250,000 00
MIDNIGHT CIRCUS IN THE PARKS	2233 W CULLOM AVE	Chicago, IL	N/A	PC	HONORARY GRANT ELIZABETH GENIUS CHAR TRUST	20,000 00
MILLENNIUM PARK, INC.	201 E Randolph Street	Chicago, IL 60601	N/A	PC	SECOND INSTALLMENT OF A FIVE YEAR GRANT TO SUSTAIN & EXPAND FREE PROGRAMS	5,000 00
MILLENNIUM PARK, INC.	202 E Randolph Street	Chicago, IL 60602	N/A	PC	THIRD INSTALLMENT OF A FIVE YEAR GRANT TO SUSTAIN & EXPAND FREE PROGRAMS	5,000 00
MONEY SAVVY GENERATION FDN	730 W Randolph St Ste 600	Chicago, IL 60661-2100	N/A	PC	GRANT TO SUPPORT THE HIRE OF DR MARK C SCHUG, PROFESSOR EMERITUS AT THE UNIVERSITY OF WISCONSIN-MILWAUKEE	10,000 00

ELIZABETH MORSE GENIUS CHARITABLE TRUST
 EIN 36-7010559
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 PERIOD 11/30/2015

PART XV GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME	ADDRESS	CITY, STATE	RELATION	FND STATUS	PURPOSE	AMOUNT
MUSEUM OF SCIENCE AND INDUSTRY	5700 S Lake Shore Dr	Chicago, IL 60637	N/A	PC	GRANT FOR THE SCIENCE ACHIEVERS YOUTH DEVELOPMENT PROGRAM	25,000 00
NATIONAL MUSEUM OF MEXICAN ART	1852 W 19TH STREET	Chicago, IL	N/A	PC	HONORARY GRANT	20,000 00
READING IN MOTION	65 East Wacker Place, Suite 305	Chicago, IL 60601-7247	N/A	PC	FINAL INSTALLMENT OF A GRANT FOR THE AREA ONE EXPANSION PROJECT AND BENCHMARKS PROGRAM	262,500 00
SECOND SENSE	65 E Wacker Place, Suite 1010	Chicago, IL 60601	N/A	PC	GRANT FOR THE EXPANSION OF ORIENTATION AND MOBILITY TRAINING	15,000 00
SILK ROAD RISING	Gilloury Institute 6 E Monroe St #801	Chicago, IL 60603	N/A	PC	HONORARY GRANT ELIZABETH GENIUS CHAR TRUST	20,000 00
SPHINX ORGANIZATION, INC	400 Renaissance Center, Suite 2550	Detroit, MI 48243	N/A	PC	HONORARY GRANT FOR THE SPHINX PERFORMANCE ACADEMY SUMMER MUSIC PROGRAM IN CHICAGO	10,000 00
THE CHICAGO COMMUNITY TRUST	225 N Michigan Ave , Ste 2200	Chicago, IL 60601-7672	N/A	PC	HONORARY GRANT FOR THE LGBT COMMUNITY FUND	25,000 00
THE CHICAGO COMMUNITY TRUST	3111 N WESTERN AVE	Chicago, IL 60601-7672	N/A	PC	HONORARY GRANT FOR THE UNITY CHALLENGE	20,000 00
THE POSSE FOUNDATION, INC.	111 West Jackson Blvd , Suite 1900	Chicago, IL 60604	N/A	PC	GRANT FOR THE EXPANSION OF PROGRAMMING FOR OUTSTANDING YOUNG LEADERS FROM CHICAGO PUBLIC HIGH SCHOOLS	25,000 00
WINDOW TO THE WORLD	5400 North Saint Louis Avenue	Chicago, IL 60625	N/A	PC	FINAL INSTALLMENT OF A THREE YEAR GRANT TO SUPPORT SCIENTIFIC CHICAGO	116,600 00
WOMEN EMPLOYED INSTITUTE	65 E Wacker Place, Suite 1500	Chicago, IL 60601-7253	N/A	PC	GRANT FOR THE EDUCATION AND TRAINING AGENDA	30,000 00
WOODSTOCK INSTITUTE	29 E Madison St , Ste 1710	Chicago, IL 60602-4566	N/A	PC	HONORARY GRANT	20,000 00 2,559,124 68

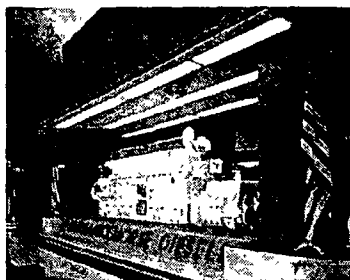
Application Procedures - How to Apply for a Grant

How to Apply

Funding Parameters

Application Procedures

FAQ's



Elizabeth Morse Genius Charitable Trust is a private foundation practicing values-based grant making

Because of this approach, a wide spectrum of funding opportunities falls within the scope of the Trust's grant making

The Trust awards grants to qualifying 501(c)(3) public charities^[1] that persuasively demonstrate a strong connection between their missions programs, and/or projects and one or more of the tenets of the Trust's Values Statement

Please note, before beginning the Letter of Inquiry process, that the Trust's review of a Full Proposal should an applicant be requested to submit one, is robust, rigorous, and comprehensive and can last anywhere from six to nine months, in certain circumstances, the process may take up to a year or longer. The Trust may meet with Full Proposal applicants. Regardless of grant size, the Trust may find it necessary to request that the organization submit revised application materials

Applying to the Elizabeth Morse Genius Charitable Trust for a Grant is a two-step process.

- 1 The Trust requires the submission of a Letter of Inquiry in accordance with the Guidelines below and
- 2 Based upon its review of the Letter of Inquiry, the Trust will send to the applicant either a Decline Letter or a Request for Full Proposal

General Guidelines for Submitting a Letter of Inquiry^[2]

To begin the application process, your organization should submit a Letter of Inquiry, which shall

- 1 Be no more than three pages, **[Helpful Hint]** the Trust strictly enforces this rule, do not send any additional materials with your Letter, including cover letters or attachments, which will be counted towards the three page maximum, letters exceeding the maximum will be returned]
- 2 Be double-spaced and written in Times New Roman 12 point font with standard, one-inch margins, and
- 3 Contain the following **[Helpful Hint]** your Letter should cover each of the following topics. You may cover them in any order you wish, but most successful applicants discuss them in the order provided, successful applicants often begin the discussion of each topic by referencing the name of the specific topic being discussed]
 - I A brief description of the applicant, its mission, and history, **[Helpful Hint]** "brief" is the operative word here, limit the description to no more than four paragraphs]
 - II The amount of the grant being requested, **[Helpful Hint]** if you are requesting a multi-year grant, please list the annual installment amount and the time period for payment]
 - III A description of how the applicant will expend the grant, if awarded, **[Helpful Hint]** this topic, and the one following, is the most important in the Letter and deserves special attention. Indicate whether the grant is for program or general operating support. If the former, describe the specific program or project to which the grant will be applied. If the latter, provide a general description of your organization's programs, most successful applicants propose applying the grant to one specific program, even if the request is for general operating support] and
 - IV A discussion of how the expenditure of the grant, if awarded, will allow the applicant to connect with one or more of the values of the Trust **[Helpful Hint]** See **About The Trust** or **Values Statement** for the Trust's Values Statement. Be thoughtful, creative, and substantive in your discussion, do not simply quote the tenet or tenets of the Values Statement. If your request is for program support, explain how the program connects to one or more of the tenets in the Values Statement. If your request is for general operating support, explain how your organization connects to one or more of the tenets in the Values Statement. Successful applications typically connect to more than one tenet of the Values Statement. If you encounter difficulty in aligning your grant request with the Trust's Values Statement, check out the Trust's **Vicennial Report** or **Example Grantees**, where twelve organizations are featured according to the tenets of the Values Statement]

The purpose of the Letter of Inquiry is to provide the Trust with a brief and broad overview of the applicant, the project or program for which it seeks support, and the connection between the organization and the Trust's Values Statement. If requested to submit a Full Proposal, the applicant will have an opportunity to submit more detail about the specific program or

project

General Procedures for Submitting a Letter of Inquiry:

- 1 Applicants may submit their Letter of Inquiry by mail or personal delivery to

Lauren K. MacDonald
Elizabeth Morse Genius Charitable Trust
U.S. Trust, Bank of America
IL4-135-14-40
135 South LaSalle Street
14th Floor
Chicago, Illinois 60603

- 2 The Trust generally reviews Letters of Inquiry within three months following the month in which the letter is received, though the timing of review may take longer, depending on work volume and pending commitments
- 3 The Trust will advise the applicant of its decision by sending via U.S. mail either a Decline Letter or Request for Full Proposal
- 4 In the event that the Trust invites a Full Proposal, the Trust will at that time advise the applicant of additional procedures, including how to prepare and submit a Full Proposal
- 5 If an applicant has received funding from the Trust in the past, it still must submit a Letter of Inquiry in accordance with the Guidelines. Moreover, prior to submitting a Letter of Inquiry, the applicant must be in compliance with all the terms of its Grant Agreement, including any reporting requirements
- 6 The Trust, as a rule, does not accept Letters of Inquiry from applicants who have previously applied for a grant from its **Sister Trust**, The Elizabeth Morse Charitable Trust
- 7 For further information regarding the Trust and its application procedures, check **FAQ's**

[1] To determine if you are a qualifying 501(c)(3) public charity, please see **About the Trust**

[2] For a complete copy of the General Guidelines and Procedures for Inquiring About a Grant from the Elizabeth Morse Genius Charitable Trust, see **Contact Us**

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Elizabeth Morse Genius Charitable Trust

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Part IX-A:

1. The Chicago High School for the Arts: Beginning in 2004, the Co-trustees periodically convened a group—called the Diversity Working Group (“DWG”)—of representatives from Chicago’s foundation community, educational institutions, and performing arts organizations offering outreach to the area’s underserved communities; the long range purpose of the DWG was to develop mechanisms to promote greater diversity at Chicago’s performing arts organizations; in 2006 the DWG evolved into a larger project to create Chicago’s first public high school for the arts, now known as The Chicago High School for the Arts (“ChiArts”), which is an Illinois not for profit corporation; in 2007 the Chicago Public School Board awarded a contract to ChiArts to operate a public high school for the arts, and in 2008 ChiArts received a determination from the Internal Revenue service that it is a public charity exempt from federal income tax. ChiArts has now graduated three classes of seniors, over 90% of whom gained admission to a college, university, or arts conservatory. ChiArts students come from almost every Ward in the city and reflect the racial and ethnic diversity of Chicago. The individual Co-trustee has committed time, energy, and talent to the project from its initiation to 30 June 2015, when he rotated off the corporation’s Board of Directors and various board committees.

2. The LGBT Community Fund (“The Fund”) at The Chicago Community Trust: The individual Co-trustee has played an important role in the formation of an identity-focused donor advised fund at The Chicago Community Trust (“CCT”) that will provide support for the Lesbian, Gay, Bi-Sexual, and Transgender Community of Chicago, as well as those organizations that provide assistance to that community. CCT has pledged \$500,000.00 as a matching challenge to help establish the endowment for this fund. From 2010 until 2013, the individual Co-trustee served as Co-chair of the Steering Committee of The Fund. The individual Co-trustee continues as a member of the Steering Committee, working with other Committee members to raise the \$1,000,000.00 to meet CCT’s matching challenge. The Fund was the first LGBT identity-focused fund in the country to be established at a major community foundation. During the past year, the individual Co-trustee has assisted in recruiting members for the Steering Committee and obtaining matching challenge grants in an amount over \$1,000,000.00. The Fund has recruited a grant making consultant who has guided the Committee in making its first set of grant awards totaling \$280,000.00, which went to a diverse set of non-profit organizations delivering services to Chicago’s LGBT Community. Due to his background and experience as a grant maker, the individual Co-trustee counseled The Fund’s Steering Committee in making this first set of grants.

3. Music and Dance Theater Chicago, Inc.: Beginning on 1 July 2013, the individual Co-trustee began service as Chair of the Board of Trustees for the Joan B. and Irving J. Harris Theater for Music and Dance at Millennium Park, also known as Music

and Dance Theater Chicago, Inc. ("The Harris Theater"), a 501(c)(3) public charity. The tripartite mission of The Harris Theater is to: provide a centrally-located, competitively-priced venue for Chicago's mid-sized and emerging non-profit performing arts companies; present world-class artists and performing arts companies; and provide community engagement programs that leverage the first two tenets of the mission, focusing on families and children, particularly from under-resourced and diverse communities. As Chair, the individual Co-trustee collaborated with management and led the Board of Trustees in carrying out the foregoing mission. In particular, the Chair supported the Co-chairs of a \$38 million comprehensive fundraising campaign in conjunction with The Harris Theater's tenth anniversary season. Additionally, the Chair labored with the governance committee in identifying and recruiting new board members who will be able to lead the theater in its second decade. The individual Co-trustee's term as Chair ended 30 June 2015.

4. Chicago History Museum: On 1 January 2013 the individual Co-trustee was elected First Vice Chair of the Board of Trustees of the Chicago History Museum ("CHM"), also known as the Chicago Historical Society, the city's oldest non-profit cultural institution. After serving in that role for two years, and commencing on 1 January 2015, the individual Co-trustee began a two year term as Chair of the Board of Trustees. CHM has undertaken a comprehensive fundraising campaign in 2015 through 2016, seeking to raise \$50 million. Previously, the individual Co-trustee worked in 2014 with the President of CHM and fundraising counsel in laying the foundation for that campaign, including the retention of fundraising counsel, development of campaign plan and brand, and identifying and recruiting volunteer campaign leadership. In 2015 the individual Co-trustee and the President of CHM had successfully recruited campaign leadership and implemented all initial stages of the campaign, including creating a campaign steering committee, identifying volunteer leaders for board and planned giving, and crafting and designing campaign materials. By the end of 2015, CHM had raised \$18 million towards its goal, with all members of the Board pledging to make a gift to the campaign. As part of his duties as Chair, the individual Co-trustee attends all board committee meetings and hosted a first-time social event for the board, at which the Chicago Children's Choir performed and the board acknowledged the ten year anniversary of the President.

5. Science Education. The Trust has provided over its lifetime many grants to further science education. In 2006 it began conversations with Window to the World Communication, Inc. (WTTW) about how to educate the public, especially children, about science in general and science specifically occurring within the Chicago community. The conversations culminated in a grant in 2010 to provide funding for an inaugural monthly segment on WTTW's news program, *Chicago Tonight*, called *Scientific Chicago*. A portion of the grant funds an evaluation on whether the program is, in fact, increasing scientific knowledge and education within the Chicago community. The Co-trustees met with WTTW and the outside evaluator to learn how the segments are received by focus groups. The evaluation indicates people are fearful of science, but when shown in an accessible manner, are able to gain knowledge. During 2015, WTTW reported to the Co-trustees that the outside evaluator had concluded that the series

positively impacted viewers' scientific knowledge and awareness of scientific activity in the Chicago region. The Co-trustees continue to monitor the impact of this program.

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