

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

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**2015**
Open to Public Inspection

For calendar year 2015 or tax year beginning

12/01, 2015, and ending

11/30, 2016

Name of foundation

ELIZABETH MORSE GENIUS CHARITABLE TRUST

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

A Employer identification number

36-7010559

B Telephone number (see instructions)

312-828-6763

BANK OF AMERICA, NA, 135 S LASALLE ST

City or town, state or province, country, and ZIP or foreign postal code

CHICAGO, IL 60603

G Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) ▶ \$ 58,125,003.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is
pending, check here☐

D 1 Foreign organizations, check here

☐2 Foreign organizations meeting the
85% test, check here and attach
computation☐E If private foundation status was terminated
under section 507(b)(1)(A), check here☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here☐**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)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (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	1,135,757.	1,129,142.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	140,433.			
b Gross sales price for all assets on line 6a 16,838,950.				
7 Capital gain net income (from Part IV, line 2)		140,433.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	55,051.	120,259.		STMT 2
12 Total. Add lines 1 through 11	1,331,241.	1,389,834.		
13 Compensation of officers, directors, trustees, etc.	737,684.	292,893.		444,791.
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) STMT 3	1,250.	NONE	NONE	1,250.
c Other professional fees (attach schedule) STMT 4	51,952.	51,952.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	40,898.	34,063.		
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) STMT 6	76,940.	103,053.		5,625.
24 Total operating and administrative expenses. Add lines 13 through 23.	908,724.	481,961.	NONE	451,666.
25 Contributions, gifts, grants paid	2,503,505.			2,503,505.
26 Total expenses and disbursements. Add lines 24 and 25	3,412,229.	481,961.	NONE	2,955,171.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-2,080,988.			
b Net investment income (if negative, enter -0-)		907,873.		
c Adjusted net income (if negative, enter -0-)				

678

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		1,885,497.	1,754,928.	1,755,054.
	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)		33,240,430.	30,135,455.	32,751,774.
	c	Investments - corporate bonds (attach schedule)		6,978,839.	7,367,327.	7,317,298.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)		7,145,470.	7,220,901.	6,763,651.
14		Land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶)		8,853,516.	9,384,423.	9,537,226.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		58,103,752.	55,863,034.	58,125,003.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		58,103,752.	55,863,034.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)		58,103,752.	55,863,034.		
31	Total liabilities and net assets/fund balances (see instructions)		58,103,752.	55,863,034.		

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	58,103,752.
2	Enter amount from Part I, line 27a	2	-2,080,988.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	24,847.
4	Add lines 1, 2, and 3	4	56,047,611.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	184,577.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	55,863,034.

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 16,606,329.		16,353,945.	252,384.
b 232,605.		344,556.	-111,951.
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			252,384.
b			-111,951.
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	140,433.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	2,994,192.	60,835,282.	0.049218
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

2 Total of line 1, column (d)	2	0.236748
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	0.047350
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	57,777,685.
5 Multiply line 4 by line 3	5	2,735,773.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,079.
7 Add lines 5 and 6	7	2,744,852.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	2,955,171.

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		1	9,079.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	9,079.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		4	NONE
6 Credits/Payments		5	9,079.
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 15,658.	7	15,658.
b Exempt foreign organizations - tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	15,658.
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	6,579.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax ☐ 6,579. Refunded ☐ ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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 2015 or the taxable year beginning in 2015 (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

Form 990-PF (2015)

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 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 2015, 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. If "Yes," enter the name of the foreign country ►	16	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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ Yes ☒ No	
If "Yes," list the years ►		
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 2015 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 2015)	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 2015?	4b	X

Form 990-PF (2015)

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)?Organizations relying on a current notice regarding disaster assistance check here ☐**5b****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

6b**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**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Bank of America, N.A.	Co-Trustee			
135 S LaSalle St., Chicago, IL 60603	20	394,251.	-0-	-0-
James L Alexander	Co-Trustee			
208 S LaSalle Street, Suite 1660, Chicago, IL 60604	20	343,433.	-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**

Form 990-PF (2015)

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	Included in trustees compensation under Part VIII(1)(c) above
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	

Form 990-PF (2015)

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	55,555,015.
b	Average of monthly cash balances	1b	3,102,533.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	58,657,548.
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	58,657,548.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	879,863.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	57,777,685.
6	Minimum investment return. Enter 5% of line 5	6	2,888,884.

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	2,888,884.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	9,079.
b	Income tax for 2015 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,079.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,879,805.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	2,879,805.
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	2,879,805.

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	2,955,171.
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	2,955,171.
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	9,079.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,946,092.
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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,879,805.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			2,493,981.	
b Total for prior years 20 <u>13</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010	NONE			
b From 2011	NONE			
c From 2012	NONE			
d From 2013	NONE			
e From 2014	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>2,955,171.</u>				
a Applied to 2014, but not more than line 2a			2,493,981.	
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 2015 distributable amount				461,190.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2015 . (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 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				2,418,615.
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 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2011	NONE			
b Excess from 2012	NONE			
c Excess from 2013	NONE			
d Excess from 2014	NONE			
e Excess from 2015	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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
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 11

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		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a <i>Paid during the year</i>					
SEE ATTACHED SCHEDULE					2,503,505.
Total				▶ 3a	2,503,505.
b <i>Approved for future payment</i>					
Total				▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments .				
4 Dividends and interest from securities			14	1,135,757.
5 Net rental income or (loss) from real estate				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property. .				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	140,433.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory . . .				
11 Other revenue a _____				
b <u>OTHER INCOME</u>			1	30.
c <u>EXCISE TAX REFUND</u>			1	55,021.
d _____				
e _____				
12 Subtotal Add columns (b), (d), and (e)				1,331,241.
13 Total. Add line 12, columns (b), (d), and (e)				1,331,241.

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

[illegible]

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

- | | | | |
|---|--------------|-----|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets

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

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here**

Karen J. Kiser

03/24/2017
Date

SVP
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed	PTIN
---	------

Firm's name

Firm's EIN ▶

Firm's address ▶

Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	3,208.	3,208.
FOREIGN DIVIDENDS	265,446.	265,446.
NONDIVIDEND DISTRIBUTIONS	6,242.	
DOMESTIC DIVIDENDS	392,872.	392,872.
OTHER INTEREST	197,699.	197,699.
FOREIGN INTEREST	3,471.	3,471.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	20,788.	20,788.
NON-TAXABLE FOREIGN INCOME	373.	
MARKET DISCOUNT - OTHER INTEREST	9,695.	9,695.
NONQUALIFIED FOREIGN DIVIDENDS	48,509.	48,509.
NONQUALIFIED DOMESTIC DIVIDENDS	187,454.	187,454.
	-----	-----
TOTAL	1,135,757.	1,129,142.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INCOME	30.	30.
EXCISE TAX REFUND	55,021.	
PARTNERSHIP INCOME		120,229.
	-----	-----
TOTALS	55,051.	120,259.
	=====	=====

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	51,952. -----	51,952. -----
TOTALS	51,952. =====	51,952. =====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	17,792.	17,792.
EXCISE TAX ESTIMATES	6,835.	
FOREIGN TAXES ON QUALIFIED FOR	7,148.	7,148.
FOREIGN TAXES ON NONQUALIFIED	9,123.	9,123.
	-----	-----
TOTALS	40,898.	34,063.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
COMMUNITY ANNIVERSARY EVENT	910.		910.
ILLINOIS ATTORNEY GENERAL FEE	15.		15.
INVESTMENT DEPOSITOR FEE	5,304.	5,304.	
MEMBERSHIP DUES	850.		850.
MUTUAL FUND INVESTMENT FEES	66,011.	66,011.	
PARTNERSHIP INVESTMENT EXPENSE	31,738.	31,738.	
WEBSITE	3,850.		3,850.
TOTALS	76,940.	103,053.	5,625.
	=====	=====	=====

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

NET GAIN POSTED IN FOLLOWING YEAR	23,313.
YEAR END INCOME REVERSAL ADJUSTMENT	1,435.
YEAR END WASH SALE ADJUSTMENT	99.

TOTAL	24,847.
	=====

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

DESCRIPTION -----	AMOUNT -----
CARRYING VALUE ADJUSTMENTS	2,212.
PARTNERSHIP BASIS ADJUSTMENT	177,884.
NET ROC BASIS ADJUSTMENT	2,207.
TYE ACCRED INTEREST PAID ADJUSTMENT	2,274.

TOTAL	184,577.
	=====

36-7010559

[illegible]

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-115,576.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-115,576.00
=====

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:

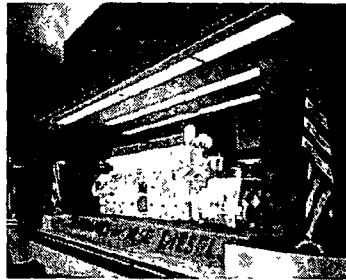
SEE ATTACHED

STATEMENT 11

[About the Trust](#)[How to Apply](#)[Our Values](#)[Grantees](#)[Contact Us](#)

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] *U.S. Trust Bank of America* is a qualified financial institution; public charity; please see **About the Trust**

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

60603 by permission of the Chicago Office of the Metropolitan Chicago Police Department

Elizabeth Morse Genius Charitable Trust

U.S. Trust Bank of America, IL4-135 14 40, 135 South LaSalle Street, 14th Floor, Chicago, Illinois 60603 | 312.828.6703 | lauren.k.macdonald@ustrust.com

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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

Part XV, Grants and Contributions Paid During the Year

Name and address	Relationship	Foundation		Purpose of grant or contribution	Amount
		status	Relationship		
ANGEL FLIGHT CENTRAL 10 Richards Road, Kansas City, MO. 64116	N/A	PC	SUPPORT FOR PROGRAMS IN THE GREATER CHICAGO AREA	10,100	
BOTTOM LINE 65 E. Wacker Place, Suite 800, Chicago, IL 60601	N/A	PC	UNRESTRICTED GENERAL SUPPORT	15,000	
C.A.R.E. 151 Ellis Street NE, Atlanta, GA 30303	N/A	PC	UNRESTRICTED GENERAL SUPPORT	100,000	
CARA PROGRAM 237 S. Desplaines, Chicago, IL 60661	N/A	PC	UNRESTRICTED GENERAL SUPPORT	50,000	
CATHOLIC CHARITIES OF THE ARCHDIOCESE OF CHICAGO 721 N Lasalle St, Chicago, IL 60654	N/A	PC	FOR SERVICES PROVIDED TO PREVIOUSLY HOMELESS VETERANS AT ST LEO RESIDENCE	50,000	
CHICAGO COLLEGE OF PERFORMING ARTS 430 S Michigan Ave, Chicago, IL 60615	N/A	PC	TO SUPPORT CENTER FOR ARTS LEADERSHIP FIRST INSTALLMENT OF A THREE YEAR GRANT	25,000	
CHICAGO COMMONS ASSOCIATION 515 E 50th St, Chicago, IL 60606	N/A	PC	HEALTH AND WELLNESS PROGRAMMING IN THE CHILD DEVELOPMENT PROGRAM	35,000	
CHICAGO COUNCIL ON SCIENCE & TECHNOLOGY 10 W 35th St, 10th Floor, Chicago, IL 60616	N/A	PC	SUPPORT THE PUBLIC EDUCATION ON ISSUES OF SCIENCE AND TECHNOLOGY	25,000	
CHICAGO HISTORY MUSEUM 1601 North Clark Street, Chicago, IL 60614-6038	N/A	PC	CAMPAIGN LEADERSHIP GIFT	1,050,000	
CHICAGO HISTORY MUSEUM 1601 North Clark Street, Chicago, IL 60614-6038	N/A	PC	OPERATIONAL SUPPORT FOR THE BURNHAM VIEW OF VIEW CHICAGO	25,000	
CHICAGO PUBLIC MEDIA 848 E. Grand Ave. 3rd floor, Chicago, IL 60611	N/A	PC	INSTALLMENT OF A TWO YEAR GRANT FOR DIGITAL SERVICE EXPANSION	50,000	

Elizabeth Morse Genius Charitable Trust
36-7010559

Part XV, Grants and Contributions Paid During the Year

Name and address	Relationship	Foundation		Purpose of grant or contribution	Amount
		status	TO SUPPORT FUNDRAISING EXPENSES FOR THE CALL		
CHICAGO SHAKESPEARE THEATER 800 E Grand, Chicago, IL 60611	N/A	PC	CENTER	75,000	
CHICAGO URBAN LEAGUE 4510 S Michigan, CHICAGO, IL 60653	N/A	PC	URBAN YOUTH CONNECTION PROGRAM ELIZABETH GENIUS CHAR TRUST	75,000	
FOREFRONT (F.K.A. DONORS FORUM) 208 S LaSalle St. Ste 1540, Chicago, IL 60604	N/A	PC	SUPPORT THE FIVE KEY STRATEGIC INITIATIVES	35,000	
FOREFRONT (F.K.A. DONORS FORUM) 208 S LaSalle St. Ste 1540, Chicago, IL 60604	N/A	PC	UNRESTRICTED GENERAL SUPPORT	5,405	
FOREFRONT (F.K.A. DONORS FORUM) 208 S LaSalle St. Ste 1540, Chicago, IL 60604	N/A	PC	UNRESTRICTED GENERAL SUPPORT	75,000	
GARFIELD PARK CONSERV. ALLIANCE 300 N Central Park Ave. , Chicago, IL 60624	N/A	PC	FIRST INSTALLMENT OF A FOUR YEAR CHALLENGE GRANT FOR THE GARDEN LOOKOUT	250,000	
GIRL SCOUTS OF GRREATER CHICAGO & NORTHWEST INDIANA 20 S N Clark St, 2nd floor, Chicago, IL 60603	N/A	PC	SUPPORT THE GIRLSPACE CHICAGO HEALTHY LIVING	15,000	
ILLINOIS HOLOCAUST MUSEUM & EDUCATION CENTER 9603 Woods Dr, Skokie, IL 60077	N/A	PC	WOMEN HOLD UP HALF THE SKY EXHIBITION ELIZABETH GENIUS CHAR TRUST	63,000	
METROPOLITAN PLANNING COUNCIL 140 S Dearborn St, Ste 1400, Chicago, IL 60603	N/A	PC	SUPPORT THE FUTURE OF REGIONAL	25,000	
MIDNIGHT CIRCUS IN THE PARKS 2233 W Cullom Ave, Chicago, IL 60618	N/A	PC	HONORARY GRANTELIZABETH GENIUS CHAR TRUST	25,000	

Elizabeth Morse Genius Charitable Trust
36-7010559

Part XV, Grants and Contributions Paid During the Year

Name and address	Relationship	Foundation		Purpose of grant or contribution	Amount
		status	status		
MILLENNIUM PARK, INC 201 E Randolph Street, Chicago, IL 60601	N/A	PC		GRANT TO SUSTAIN & EXPAND FREE PROGRAMS	5,000
NATIONAL ARCHIVES FOUNDATION 700 Pennsylvania Ave NW Ste G12, Washington, DC 20408	N/A	PC		TO SUPPORT AMENDING AMERICA PROGRAM ELIZABETH GENIUS CHAR TRUST	10,000
READING IN MOTION 65 East Wacker Place, Suite 305, Chicago, IL 60601-7247	N/A	PC		FOR EXPANSION OF THE BENCHMARK PROGRAM	75,000
REVIVE CENTER FOR HOUSING & HEALING 1668 W Ogden Ave, Chicago, IL 60612	N/A	PC		SUPPORTIVE HOUSING PROGRAM	10,000
SHEDD AQUARIUM 1200 S Lake Shore Dr, Chicago, IL 60605	N/A	PC		ENHANCE THE AQUARIUM EXPERIENCE FOR THE BLIND AND LOW VISION COMMUNITY	50,000
THE CHICAGO COMMUNITY TRUST 3111 N WESTERN AVE, Chicago, IL 60601-7672	N/A	PC		FOR THE UNITY CHALLENGE	50,000
THE ORIENTAL INSTITUTE OF UNIVERSITY OF CHICAGO 1155 E 58 St, Chicago, IL 60637	N/A	PC		THE ORIENTAL INST OF UNIV OF CHICAGO TEACHER CO HORT ACADEMY FOR THE 2016-2017 SCHOOL YEAR	20,000
TURNING THE PAGE 1625 K St, NW Ste102, Washington, DC 20006-1667	N/A	PC		FOR FAMILY ENGAGEMENT PROGRAMS	120,000
WINDOW TO THE WORLD COMMUNICATIONS 5400 North Saint Louis Avenue, Chicago, IL 60625	N/A	PC		FOR NATURE CAT PROGRAMMING	50,000
WOMEN EMPLOYED INSTITUTE 65 E. Wacker Place, Suite 1500, Chicago, IL 60601-7253	N/A	PC		EDUCATION AND TRAINING AGENDA	35,000
				Total	2,503,505

Part IX-A:

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 2016, CHM had raised \$25 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 attended all board committee meetings and hosted a social event for the board, at which the Chicago Children's Choir and Puerto Rican Arts Alliance performed, and the board celebrated the fundraising success of the campaign.

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Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
CASH/CURRENCY			
CASH EQUIVALENTS			
BANK OF AMERICA TEMPORARY OVERNIGHT DEPOSIT	263.340	263.34	263.34
FEDERATED GOVT OBLIGS FUND PREMIER CLASS	1,154,887.220	1,154,887.22	1,154,887.22
FIDELITY TREASURY ONLY INSTITUTIONAL CLASS	450,341.820	450,341.82	450,341.82
UNITED STATES TREAS BILL DTD 02/04/16 DUE 02/02/17	50,000.000	49,868.75	49,963.00
UNITED STATES TREAS BILL DTD 07/21/16 DUE 07/20/17	100,000.000	99,567.17	99,599.00
Total CASH EQUIVALENTS		1,754,928.30	1,755,054.38
Total CASH/CURRENCY		1,754,928.30	1,755,054.38
EQUITIES			
U.S. LARGE CAP			
ABBOTT LABS COM	1,564.000	53,258.45	59,541.48
ACTIVISION BLIZZARD INC COM	333.000	5,523.74	12,191.13
ALLSTATE CORP COM	150.000	8,453.64	10,488.00
ALPHABET INC CL A COM	145.000	81,343.49	112,502.60
ALPHABET INC CL C COM	145.000	35,135.83	109,915.80
AMAZON COM INC COM	354.000	113,495.99	265,701.78
AMERICAN ELEC PWR INC COM	202.000	9,342.85	11,928.10
AMERICAN EXPRESS CO COM	1,473.000	112,318.70	106,114.92
AMGEN INC COM	520.000	84,070.65	74,916.40
AMPHENOL CORP NEW			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
CL A	403 000	15,098 45	27,508.78
ANADARKO PETE CORP			
COM	53 000	1,868 39	3,664 95
ANALOG DEVICES INC			
COM	252.000	15,982 23	18,708 48
ARCHER DANIELS MIDLAND CO			
COM	1,459.000	60,009 66	63,072.57
AUTOMATIC DATA PROCESSING INC			
COM	374.000	32,164.54	35,911.48
BB&T CORP			
COM	151 000	5,010.93	6,832.75
BECTON DICKINSON & CO			
COM	39 000	5,599.54	6,594 90
BOSTON SCIENTIFIC CORP			
COM	482 000	6,323 35	9,861 72
CARDINAL HEALTH INC			
COM	81 000	4,939 17	5,751 81
CHINA BIOLOGIC PRODS INC			
COM	71 000	3,818 03	8,500 12
CIGNA CORP			
COM	336 000	46,819 04	45,272 64
CISCO SYS INC			
COM	6,402 000	177,725 70	190,907.64
CITIGROUP INC			
NEW COM	1,500 000	65,611 31	84,585 00
COCA COLA CO			
COM	2,975.000	120,079.94	120,041.25
COGNIZANT TECHNOLOGY SOLUTIONS			
CL A	372 000	21,582 50	20,489.76
COMCAST CORP			
NEW CL A COM	1,529 000	57,014.61	106,280 79
CONCHO RES INC			
COM	59 000	5,934.46	8,438 18
CONSTELLATION BRANDS INC			
CL A	12.000	602 27	1,813.68
CVS HEALTH CORP			
COM	1,041 000	44,802 34	80,042 49
DANAHER CORP DEL			
COM	823.000	37,152.18	64,333 91

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
DEERE & CO			
COM	960.000	81,332.05	96,192.00
DISCOVER FINL SVCS			
COM	250.000	11,780.31	16,942.50
DU PONT E I DE NEMOURS & CO			
COM	447.000	30,385.13	32,903.67
EBAY INC			
COM	262.000	6,206.90	7,286.22
EDISON INTL			
COM	196.000	9,380.47	13,478.92
EDWARDS LIFESCIENCES CORP			
COM	179.000	19,685.33	14,830.15
ELECTRONIC ARTS INC			
COM	200.000	13,535.68	15,848.00
EOG RES INC			
COM	813.000	73,548.60	83,348.76
FACEBOOK INC			
CL A COM	2,054.000	155,681.91	243,234.68
FIDELITY NATL INFORMATION SVCS			
INC COM	1,159.000	57,911.91	89,463.21
FIFTH THIRD BANCORP			
COM	656.000	11,309.76	17,069.12
FISERV INC			
COM	510.000	53,599.66	53,356.20
FORTIVE CORP			
COM	246.000	12,094.63	13,527.54
GOLDMAN SACHS GROUP INC			
COM	591.000	72,934.25	129,600.39
HONEYWELL INTL INC			
COM	618.000	37,928.80	70,414.92
ILLINOIS TOOL WKS INC			
COM	485.000	41,482.44	60,712.30
INTERCONTINENTAL EXCHANGE INC			
COM	340.000	12,364.28	18,836.00
INTUIT			
COM	183.000	16,183.63	20,803.44
ISHARES CORE S&P 500 ETF	36,479.000	7,571,224.93	8,081,192.87
J P MORGAN CHASE & CO			
COM	2,509.000	102,803.75	201,146.53

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
JARDINE STRATEGIC HLDGS LTD			
BERMUDA ADR	1,901.000	31,432.50	31,490.07
JOHNSON & JOHNSON			
COM	1,107.000	72,037.76	123,209.10
KEYCORP NEW			
COM	763.000	8,927.10	13,207.53
LEVEL 3 COMMUNICATIONS INC			
NEW COM	281.000	11,876.98	15,474.67
MARATHON PETE CORP			
COM	156.000	5,720.49	7,335.12
MARSH & MCLENNAN COS INC			
COM	140.000	5,414.22	9,703.40
MCKESSON CORP			
COM	297.000	56,132.88	42,711.57
MERCK & CO INC			
NEW COM	2,361.000	138,105.37	144,469.59
METLIFE INC			
COM	1,687.000	59,355.16	92,801.87
MICROSOFT CORP			
COM	1,687.000	68,761.95	101,658.62
MOLSON COORS BREWING CO			
CL B COM	104.000	10,834.92	10,195.12
MONSTER BEVERAGE CORP			
COM	3,603.000	168,524.96	161,234.25
NEWELL RUBBERMAID INC			
COM	640.000	25,380.30	30,086.40
NORTHERN TR CORP			
COM	109.000	8,871.04	8,954.35
NORTHROP GRUMMAN CORP			
COM	411.000	62,749.66	102,606.15
O REILLY AUTOMOTIVE INC			
NEW COM	26.000	6,717.38	7,137.00
OCCIDENTAL PETE CORP DEL			
COM	887.000	67,091.42	63,296.32
OMNICOM GROUP INC			
COM	64.000	3,909.24	5,564.16
ORACLE CORP			
COM	4,123.000	174,496.92	165,703.37
PFIZER INC			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
COM	2,323 000	37,527 11	74,661.22
PG&E CORP			
COM	166.000	7,754 61	9,760.80
PHILIP MORRIS INTL INC			
COM	1,844.000	163,774 71	162,788 32
PNC FINL SVCS GROUP INC			
COM	859.000	75,154 71	94,953.86
PPG INDS INC			
COM	1,157 000	121,608.16	110,991 01
PROCTER & GAMBLE CO			
COM	1,497 000	119,530.85	123,442 62
QUALCOMM INC			
COM	2,520 000	161,282 46	171,687 60
REGENERON PHARMACEUTICALS			
COM	233 000	95,532 70	88,362.92
ROSS STORES INC			
COM	283 000	15,480 91	19,127.97
SCHLUMBERGER LTD			
COM			
CURACAO	2,914 000	226,390 76	244,921.70
SCHWAB CHARLES CORP NEW			
COM	68.000	1,398 56	2,628 88
SHERWIN WILLIAMS CO			
COM	17 000	4,262 46	4,567.39
ST JUDE MED INC			
COM	46 000	2,844 70	3,643 20
STATE STR CORP			
COM	82 000	5,283 72	6,461 60
SUNTRUST BKS INC			
COM	235.000	7,160.43	12,208 25
SYNCHRONY FINL			
COM	87 000	2,748.12	3,006.72
TD AMERITRADE HLDG CORP			
COM	349.000	8,228 24	14,312.49
TE CONNECTIVITY LTD			
COM			
SWITZERLAND	104 000	4,776 68	7,034.56
TEXAS INSTRS INC			
COM	1,635 000	78,633 42	120,875.55

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
THERMO FISHER SCIENTIFIC CORP			
COM	446.000	26,119.74	62,489.06
TIME WARNER INC			
NEW COM	455.000	31,636.18	41,778.10
TRAVELERS COS INC			
COM	708.000	39,560.89	80,251.80
UNION PAC CORP			
COM	662.000	56,689.41	67,080.46
UNITED PARCEL SVC INC			
CL B	961.000	93,897.34	111,399.12
UNITED TECHNOLOGIES CORP			
COM	671.000	46,801.03	72,280.12
US BANCORP DEL			
COM NEW	2,424.000	103,605.40	120,278.88
VERIZON COMMUNICATIONS INC			
COM	1,238.000	58,506.95	61,776.20
VISA INC			
CL A COM	2,427.000	112,152.13	187,655.64
WELLS FARGO & CO			
NEW COM	2,486.000	91,877.26	131,559.12
WESTERN DIGITAL CORP			
COM	39.000	1,169.13	2,482.74
XCEL ENERGY INC			
COM	1,022.000	40,472.93	39,868.22
YUM BRANDS INC			
COM	1,094.000	87,287.23	69,348.66
YUM CHINA HLDGS INC			
COM	1,564.000	12,568.60	43,979.68
ZIMMER BIOMET HLDGS INC			
COM	43.000	4,409.68	4,379.98
ZOETIS INC			
CL A COM	338.000	13,969.32	17,028.44
3M CO			
COM	374.000	41,490.37	64,230.76
Total U.S. LARGE CAP		12,610,383.55	14,542,242.83
U.S. MID CAP			
ADVANCED AUTO PTS INC			
COM	116.000	17,884.15	19,687.52

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
AECOM			
COM	399 000	12,854.57	14,503 65
AFFILIATED MANAGERS GROUP			
COM	109.000	15,313.05	16,142.90
AGILENT TECHNOLOGIES INC			
COM	284.000	8,868 11	12,490 32
ALLEGHANY CORP DEL			
COM	24.000	9,398 77	13,630 80
ALLIANCE DATA SYS CORP			
COM	22.000	4,143 94	5,033 16
ALLIANT CORP			
COM	154 000	2,779 80	5,531 68
ALLY FINL INC			
COM	131 000	2,782 57	2,544 02
AMDOCS LTD			
COM			
GUERNSEY	238 000	6,871 21	14,034 86
AMEREN CORP			
COM	100 000	3,312 64	4,912 00
ARROW ELECTRS INC			
COM	161 000	6,425 36	10,991.47
ASHLAND GLOBAL HLDGS INC			
COM	133 000	15,687.89	14,989 10
ASSURED GUARANTY LTD			
COM			
BERMUDA	202.000	5,171.40	7,223 52
AUTODESK INC			
COM	1,593 000	94,554 35	115,667 73
AVERY DENNISON CORP			
COM	177 000	12,584 05	12,754 62
BANK OF THE OZARKS INC			
COM	263 000	10,932 04	12,760.76
BARD C R INC			
COM	79.000	15,776 82	16,633.45
BE AEROSPACE INC			
COM	552.000	29,977 16	33,142.08
BERKLEY W R CORP			
COM	127.000	6,166 85	7,847.33
BERRY PLASTICS GROUP INC			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
COM	187.000	6,572.29	9,306.99
BEST BUY INC			
COM	73.000	2,442.90	3,336.10
BLACK KINGHT FINL SVCS INC			
COM	338.000	9,213.69	12,506.00
BLUE BUFFALO PET PRODS INC			
COM	555.000	11,197.41	13,003.65
BORG WARNER INC			
COM	106.000	3,670.57	3,773.60
BROADRIDGE FINL SOLUTIONS INC			
COM	115.000	4,663.04	7,445.10
BROWN FORMAN CORP			
CL B	282.000	13,732.78	12,788.70
BRUNSWICK CORP			
COM	214.000	7,065.13	10,725.68
BURLINGTON STORES INC			
COM	284.000	13,143.80	24,969.28
CEB INC			
COM	220.000	12,339.54	12,969.00
CELANESE CORP DEL			
SER A COM	257.000	15,617.15	20,385.24
CERNER CORP			
COM	1,598.000	91,484.25	79,548.44
CHIPOTLE MEXICAN GRILL INC			
CL A COM	37.000	15,852.07	14,664.21
CIMAREX ENERGY CO			
COM	17.000	1,372.64	2,343.96
COLUMBIA SPORTSWEAR CO			
COM	300.000	14,917.10	17,061.00
COMMSCOPE HLDG CO INC			
COM	119.000	3,668.22	4,281.62
COMPUTER SCIENCES CORP			
COM	71.000	3,659.60	4,304.73
COPART INC			
COM	199.000	6,435.13	10,889.28
COTY INC			
CL A COM	2,385.000	54,917.32	44,623.35
CRACKER BARREL OLD CTRY STORE			
INC COM	109.000	14,235.02	17,738.66

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
CROWN HLDGS INC			
COM	50 000	1,990.00	2,719 50
CURTISS WRIGHT CORP			
COM	58 000	2,076 00	5,830 16
DAVITA INC			
COM	85 000	5,536 90	5,384 75
DELPHI AUTOMOTIVE PLC			
COM			
JERSEY	558 000	19,264 54	35,712.00
DIAMONDBACK ENERGY INC			
COM	115 000	7,833 37	12,402 75
DOLBY LABORATORIES INC			
CL A COM	240 000	8,085.91	11,076.00
EAGLE MATERIALS INC			
COM	114.000	6,286 52	11,080.80
EAST WEST BANCORP INC			
COM	202 000	5,623 21	9,671.76
EMCOR GROUP INC			
COM	188.000	10,751 30	13,041.56
ENERGEN CORP			
COM	227 000	10,252 75	14,089 89
EQT CORP			
COM	127 000	9,244 34	8,900.16
EXELIXIS INC			
COM	177 000	2,174 99	2,994 84
EXPEDIA INC DEL			
NEW COM	147 000	15,200 03	18,235 35
EXPEDITORS INTL WASHINGTON INC			
COM	2,234.000	108,116 58	117,821 16
FACTSET RESH SYS INC			
COM	440 000	71,105 07	70,474 80
FIRST HORIZON NATL CORP			
COM	931.000	10,835 27	17,763 48
FIRST REP BK SAN FRANCISCO			
CA NEW COM	197.000	9,298 49	16,134 30
FIRSTENERGY CORP			
COM	63 000	2,031 06	1,971.27
FLEETCOR TECHNOLOGIES INC			
COM	98.000	8,091 22	14,635.32

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
FLUOR CORP			
COM NEW	76.000	3,854.72	4,066.76
FORTUNE BRANDS HOME & SEC INC			
COM	207.000	9,557.57	11,416.05
G-III APPAREL GROUP LTD			
COM	343.000	12,373.71	9,315.88
GARTNER GROUP INC NEW			
CL A	42.000	4,355.61	4,318.44
GLOBAL PMTS INC			
COM	283.000	11,517.20	19,399.65
GNC HLDGS INC			
COM	572.000	16,504.41	8,265.40
GREAT PLAINS ENERGY INC			
COM	229.000	5,292.41	6,043.31
HARLEY DAVIDSON INC			
COM	55.000	3,142.41	3,348.95
HARRIS CORP DEL			
COM	150.000	9,332.47	15,534.00
HASBRO INC			
COM	58.000	4,612.12	4,952.62
HD SUPPLY HLDGS INC			
COM	142.000	4,465.79	5,572.08
HEXCEL CORP NEW			
COM	285.000	8,088.00	14,740.20
HUBBELL INC			
COM	117.000	11,342.72	13,136.76
HUNTINGTON BANCSHARES INC			
COM	1,174.000	9,244.73	14,628.04
HUNTINGTON INGALLS INDS INC			
COM	29.000	1,597.46	5,184.04
IAC / INTERACTIVECORP			
PAR \$.001 COM	76.000	3,452.06	5,119.36
IHS MARKIT LTD			
COM			
BERMUDA	1,095.000	31,589.22	39,354.30
ILLUMINA INC			
COM	33.000	4,508.36	4,393.62
INCYTE CORP			
COM	86.000	8,182.05	8,796.94

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
INTERACTIVE BROKERS GROUP INC			
COM	334 000	7,690 69	12,264.48
INTERPUBLIC GROUP COS INC			
COM	261 000	6,271 82	6,282 27
INVESTORS BANCORP INC NEW			
COM	3,333 000	35,098 28	45,128 82
ISHARES CORE S&P MID CAP ETF	7,760.000	945,041 19	1,261,155 20
JABIL CIRCUIT INC			
COM	205.000	3,842 49	4,335 75
LABORATORY CORP AMER HLDGS			
NEW COM	61.000	6,244 10	7,676.85
LEIDOS HLDGS INC			
COM	77 000	3,728.18	3,942.40
LOEWS CORP			
COM	167.000	6,406.37	7,456 55
MANPOWERGROUP INC			
COM	116 000	6,543 78	9,907 56
MARATHON OIL CORP			
COM	579 000	8,234 59	10,456 74
MASCO CORP			
COM	276 000	4,672 86	8,735 40
MATCH GROUP INC			
COM	157 000	2,219 61	2,822 86
MCCORMICK & CO INC			
COM NON VTG	146 000	9,525 35	13,315 20
METTLER TOLEDO INTERNATIONAL			
COM	46 000	11,464 12	18,952.92
MICROSEMI CORP			
COM	154.000	3,925.48	8,431.50
MIDDLEBY CORP			
COM	175 000	18,019.19	23,971 50
MOODYS CORP			
COM	25.000	1,441.75	2,512.50
NASDAQ INC			
COM	1,008 000	40,607.31	64,602 72
NAVIENT CORP			
COM	412.000	5,076 62	7,098 76
NEWFIELD EXPL CO			
COM	214.000	8,959 47	9,677.08

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
ON SEMICONDUCTOR CORP			
COM	337.000	3,079.74	3,969.86
PACKAGING CORP AMER			
COM	84 000	4,936 62	7,119 84
PANERA BREAD CO			
CL A	113 000	18,510.52	23,968 43
PARSLEY ENERGY INC			
COM	356 000	5,851 46	13,581 40
PATTERSON-UTI ENERGY INC			
COM	111 000	1,457 94	2,960 37
PRIVATEBANCORP INC			
COM	291 000	8,112 30	13,612 98
PULTEGROUP INC			
COM	124 000	2,180 95	2,338 64
PVH CORP			
COM	48.000	4,863.68	5,085.12
QEP RES INC			
COM	181 000	3,282 34	3,558.46
QORVO INC			
COM	213 000	11,455.52	11,376 33
RAYMOND JAMES FINL INC			
COM	171 000	7,115 07	12,301 74
RED HAT INC			
COM	140 000	10,384 59	11,075.40
REINSURANCE GROUP AMER INC			
COM	93 000	6,459 49	11,350 65
RICE ENERGY INC			
COM	98 000	2,454 51	2,386 30
ROBERT HALF INTL INC			
COM	288.000	9,391 54	12,922 56
ROPER TECHNOLOGIES INC			
COM	128 000	22,694.41	23,182 08
RPM INTL INC			
COM	313 000	14,085.48	16,560.83
SBA COMMUNICATIONS CORP			
COM	111 000	7,897.23	10,984 56
SEALED AIR CORP NEW			
COM	186.000	8,952 89	8,481 60
SEI INVESTMENTS CO			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
COM	2,445 000	105,865.95	1 15,355 10
SERVICENOW INC			
COM	97.000	4,799.15	8,065 55
SLM CORP			
COM	477 000	3,892 55	4,803 39
SMUCKER J M CO			
NEW COM	551 000	72,798 96	69,398 45
SPLUNK INC			
COM	108 000	6,493 01	6,222 96
STANLEY BLACK & DECKER INC			
COM	110 000	9,544.31	13,049 30
STEEL DYNAMICS INC			
COM	260.000	5,209.07	9,224 80
TELEFLEX INC			
COM	63 000	7,595 35	9,319 59
TESORO CORP			
COM	49 000	2,719 48	3,986 15
TESSERA TECHNOLOGIES INC			
COM	254 000	7,606 14	10,058 40
TEXTRON INC			
COM	154 000	6,288 18	7,088 62
TORCHMARK CORP			
COM	83.000	3,525 21	5,817.47
TOTAL SYS SVCS INC			
COM	299.000	12,828 80	14,716 78
TREEHOUSE FOODS INC			
COM	122 000	8,154 87	8,457 04
UBIQUITI NETWORKS INC			
COM	151 000	8,156.23	8,449 96
ULTA SALON COSMETICS & FRAGRANCE			
INC COM	84 000	7,736 28	21,798 00
UNDER ARMOUR INC			
CL A COM	157 000	4,198 57	4,835 60
UNIVERSAL HLTH SVCS INC			
CL B	22 000	2,676 30	2,706 44
UNUM GROUP			
COM	348 000	11,570.53	14,709 96
VALVOLINE INC			
COM	132 000	3,110 67	2,770 68

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
VARIAN MED SYS INC			
COM	1,013.000	95,911.59	90,997.79
VCA INC			
COM	96.000	6,739.61	6,009.60
VERTEX PHARMACEUTICALS INC			
COM	50.000	2,629.49	4,080.50
WABCO HLDGS INC			
COM	51.000	4,635.54	5,024.01
WESTERN ALLIANCE BANCORP			
COM	383.000	13,960.01	17,893.76
WESTROCK CO			
COM	144.000	5,046.31	7,372.80
WHOLE FOODS MKT INC			
COM	291.000	10,997.90	8,843.49
WPX ENERGY INC			
COM	1,098.000	6,758.32	17,062.92
WYNDHAM WORLDWIDE CORP			
COM	63.000	4,593.10	4,535.37
XL GROUP LTD			
COM			
BERMUDA	94.000	3,027.49	3,396.22
XYLEM INC			
COM	437.000	16,724.40	22,540.46
ZEBRA TECHNOLOGIES CORP			
CL A	278.000	14,669.55	21,975.90
Total U.S. MID CAP		2,833,137.40	3,530,823.08
U.S. SMALL CAP			
ACADIA PHARMACEUTICALS INC			
COM	181.000	2,488.13	4,885.19
ACI WORLDWIDE INC			
COM	967.000	17,651.68	17,995.87
ACTUANT CORP			
COM CL A NEW	595.000	14,288.58	15,440.25
ADTRAN INC			
COM	410.000	6,616.78	8,343.50
AGIOS PHARMACEUTICALS INC			
COM	72.000	6,720.26	4,191.12
AKORN INC			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
COM	503 000	13,822 03	10,673.66
ALDER BIOPHARMACEUTICALS INC			
COM	203 000	7,634.22	4,780 65
ALEXANDER & BALDWIN INC NEW			
COM	172 000	5,655.98	7,580 04
ALLSCRIPTS-MISYS HEALTHCARE			
SOLUTIONS INC COM	752 000	9,083 00	8,256.96
AMERICAN EAGLE OUTFITTERS NEW			
COM	341 000	3,661 76	5,646 96
AMERICAN HOMES 4 RENT			
CL A REITS	135 000	2,153.64	2,844 45
AMN HEALTHCARE SVCS INC			
COM	406 000	11,994 90	13,519 80
ANI PHARMACEUTICALS INC			
COM	195 000	9,862 83	11,491.35
APOLLO INVT CORP			
SH BEN INT COM	1,547.000	12,346.95	9,529.52
APPLIED INDL TECHNOLOGIES INC			
COM	167.000	6,461 11	9,994 95
ARGAN INC COM	179 000	7,669 71	10,820.55
ARMSTRONG FLOORING INC			
COM	83 000	863 02	1,554 59
ARMSTRONG WORLD INDS INC			
NEW COM	287 000	10,371 83	11,967.90
ARTISAN PARTNERS ASSET MGMT INC			
COM CL A	391 000	10,995.09	11,651 80
AZZ INC			
COM	248 000	11,132 33	16,144 80
B & G FOODS INC			
CL A COM	303 000	11,133 62	12,968 40
BANCORP INC			
DELAWARE COM	642 000	9,135.56	4,442 64
BEACON ROOFING SUPPLY INC			
COM	240 000	10,900 46	11,133.60
BIG LOTS INC			
COM	260 000	12,899.81	13,158 60
BOFI HLDG INC			
COM	465 000	14,032 36	10,987 95
BOSTON BEER INC			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
CL A COM	70 000	14,595.57	12,117 00
BRINKER INTL INC			
COM	262 000	12,274.30	13,914 82
BRINKS CO			
COM	227 000	6,142.33	9,170 80
BROADSOFT INC			
COM	309 000	10,290 20	12,823.50
BRUKER CORP			
COM	102 000	1,973 31	2,313.36
CABOT CORP			
COM	200 000	6,620 40	10,186.00
CAL MAINE FOODS INC			
NEW COM	258 000	11,150 91	10,500 60
CAMBREX CORP			
COM	417 000	14,869.00	20,891 70
CARRIZO OIL & CO INC			
COM	331 000	17,995 97	14,014 54
CENTRAL GARDEN & PET CO			
COM	306 000	8,261 60	8,837 28
CHARLES RIV LABORATORIES INTL			
INC COM	175 000	9,380.99	12,442 50
CHEMED CORP			
COM	126.000	13,088.68	18,770.22
CIENA CORP			
NEW COM	599.000	12,052.77	12,848.55
CIRRUS LOGIC CORP			
COM	260.000	7,831.95	14,300 00
CLEAN HBRS INC			
COM	363 000	17,056.21	19,184 55
CNO FINL GROUP INC			
COM	906.000	14,544 20	16,217 40
COMMERCIAL METALS CO			
COM	521 000	6,984 16	11,467 21
COMPUTER PROGRAMS & SYS INC			
COM	110 000	7,172 00	2,645 50
COMSCORE INC			
COM	309.000	14,347 13	8,973 36
CONVERGYS CORP			
COM	548 000	11,422 73	14,176 76

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
COOPER TIRE & RUBR CO			
COM	363 000	14,203 85	13,902 90
CORE-MARK HLDG CO INC			
COM	273 000	12,965 30	9,967 23
DAVE & BUSTERS ENTMT INC			
COM	267 000	12,619.00	12,508 95
DINEEQUITY INC			
COM	142.000	13,290 57	11,868 36
DRIL-QUIP INC			
COM	63 000	5,566.66	3,562 65
DYCOM INDS INC			
COM	157 000	14,900 59	11,497 11
EAGLE BANCORP INC MD			
COM	209 000	8,450 84	12,278.75
EL PASO ELEC CO			
COM NEW	227 000	8,085 85	10,226 35
ENERGIZER HLDGS INC			
COM	139 000	4,466 12	6,236 93
EURONET WORLDWIDE INC			
COM	374 000	16,258 02	26,823.28
EVERCORE PARTNERS INC			
CL A COM	207 000	13,733 26	13,951 80
EXLSERVICE HLDGS INC			
COM	251.000	12,888 58	11,937.56
FIFTH ST FIN CORP			
COM	1,202 000	10,591.22	6,454 74
FINANCIAL ENGINES INC			
COM	300 000	10,700 01	10,455.00
FIVE BELOW INC			
COM	172 000	6,318.58	6,769.92
GENTHERM INC			
COM	334.000	9,890.19	10,637.90
GIGAMON INC			
COM	196 000	7,280 04	10,456.60
GLATFELTER			
COM	676 000	14,611 43	15,527.72
GLOBUS MED INC CL A			
COM	294 000	7,233 51	6,362.16
GRAPHIC PACKAGING HLDG CO			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
COM	894.000	6,721 10	11,237 58
GREENHILL & CO INC			
COM	273 000	10,862.91	7,562 10
GUESS INC			
COM	387 000	6,936 74	5,928 84
GULFPORT ENERGY CORP			
NEW COM	131 000	3,730 90	3,365 39
HAEMONETICS CORP			
COM	351 000	13,056 41	13,910 13
HARMONIC INC			
COM	968.000	6,994 42	4,501 20
HARSCO CORP			
COM	378 000	3,049 96	5,292 00
HAWAIIAN HLDGS INC			
COM	288 000	13,636 55	14,788 80
HFF INC			
CL A COM	255.000	8,122 16	7,395 00
HOPE BANCORP INC			
COM	1,358 000	20,703 10	27,024 20
HYSTER-YALE MATLS HANDLING INC			
CL A COM	95.000	4,717 55	6,133 20
INSPERITY INC			
COM	158 000	10,679 08	11,439 20
INSULET CORP			
COM	195 000	4,321 09	6,561 75
INTERSIL CORP			
CL A	803.000	9,556 07	17,786 45
INVESTMENT TECHNOLOGY GRP NEW			
COM	430 000	7,426 25	8,015 20
ISHARES RUSSELL 2000 ETF	7,358 000	765,570 17	968,386 38
J & J SNACK FOODS CORP			
COM	117 000	13,750 48	14,207 31
JANUS CAP GROUP INC			
COM	1,769.000	25,182.87	23,881 50
JOHN BEAN TECHNOLOGIES CORP			
COM	54.000	4,471.87	4,870 80
J2 GLOBAL INC			
COM	118.000	8,175 39	8,674 18
KATE SPADE & CO			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
COM	513 000	9,555.94	7,618.05
KENNAMETAL INC			
COM	308 000	6,041.23	10,622.92
KLX INC			
COM	686 000	24,935.22	26,747.14
KOPPERS HLDGS INC			
COM	347 000	14,311.32	13,307.45
LA Z BOY INC			
COM	550 000	15,205.65	14,712.50
LITHIA MTRS INC			
CL A	170 000	13,373.83	15,623.00
MANHATTAN ASSOCS INC			
COM	236.000	7,609.11	12,366.40
MARRIOTT VACATIONS WORLDWIDE			
CORP COM	197.000	13,118.77	15,295.08
MASIMO CORP			
COM	64 000	1,346.32	3,959.68
MATADOR RES CO			
COM	366 000	9,044.00	9,750.24
MATRIX SVC CO			
COM	462 000	14,355.74	9,632.70
MATSON INC			
COM	449 000	12,141.26	16,886.89
MAXIMUS INC			
COM	280.000	12,296.48	15,481.20
MEDIDATA SOLUTIONS INC			
COM	290 000	13,750.73	16,016.70
MILLER HERMAN INC			
COM	74 000	2,072.64	2,405.00
MOMENTA PHARMACEUTICALS INC			
COM	613.000	7,000.89	8,673.95
MRC GLOBAL INC			
COM	621 000	8,840.16	12,500.73
MTS SYS CORP			
COM	235 000	15,191.61	12,654.75
NATUS MEDICAL INC COM	364 000	9,621.03	14,505.40
NEVRO CORP			
COM	63 000	6,160.94	4,789.89
OPHTHOTEC CORP			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
COM	199.000	7,564.98	6,099.35
PBF ENERGY INC			
CL A COM	565.000	14,649.47	13,554.35
PEBBLEBROOK HOTEL TR			
COM	337.000	8,292.40	9,692.12
PHARMERICA CORP			
COM	130.000	3,531.78	3,126.50
POLYONE CORP			
COM	252.000	8,209.94	8,308.44
PORTLAND GEN ELEC CO			
COM NEW	113.000	4,071.85	4,700.80
POWER INTEGRATIONS INC			
COM	232.000	11,530.04	15,613.60
PRA GROUP INC			
COM	315.000	14,628.36	11,324.25
PRESTIGE BRANDS HLDGS INC			
COM	193.000	10,269.72	9,181.01
PROTO LABS INC			
COM	168.000	12,838.66	8,752.80
QUALYS INC			
COM	256.000	7,731.72	8,499.20
RADIUS HEALTH INC			
COM	84.000	5,304.18	4,470.48
RSP PERMIAN INC			
COM	196.000	4,897.72	8,751.40
RUTHS HOSPITALITY GROUP INC			
COM	432.000	7,592.81	7,344.00
SALLY BEAUTY HLDGS INC			
COM	477.000	11,770.87	12,492.63
SCIENCE APPLICATIONS INTL CORP			
NEW COM	216.000	11,588.23	17,835.12
SELECT COMFORT CORP			
COM	234.000	3,657.74	5,293.08
SHUTTERSTOCK INC			
COM	165.000	7,532.77	7,764.90
SKECHERS U S A INC			
CL A	653.000	10,820.25	14,875.34
SOTHEBYS HLDGS INC			
CL A	120.000	2,438.58	4,687.20

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
SPORTSMANS WHSE HLDGS INC			
COM	792 000	10,969 12	7,128 00
SUPERIOR ENERGY SVCS INC			
COM	593 000	10,774 45	10,223 32
SYKES ENTERPRISES INC			
COM	352 000	5,311 64	9,919 36
SYNAPTICS INC			
COM	133.000	10,256 26	7,259.14
TENNECO INC			
COM	97 000	4,140 57	5,718.15
TEREX CORP NEW			
COM	218 000	4,851 32	6,653.36
TETRA TECHNOLOGIES INC DEL			
COM	1,241 000	8,036.01	6,738 63
TIMKEN CO			
COM	108 000	3,922.96	4,217.40
TRAVELPORT WORLDWIDE LTD			
COM			
BERMUDA	590.000	7,711.81	8,260.00
TREX INC			
COM	223.000	10,240 11	14,671 17
TRI POINTE HOMES INC			
COM	339 000	3,799 91	3,939 18
TUPPERWARE BRANDS CORP			
COM	121.000	7,022 96	6,708 24
VERIFONE SYS INC			
COM	663 000	13,796 63	11,198 07
VERINT SYS INC			
COM	230 000	9,423.52	8,636 50
VITAMIN SHOPPE INC			
COM	322 000	10,553.07	8,001 70
WADDELL & REED FINL INC			
CL A	536 000	10,694.58	10,468.08
WAGeworks INC			
COM	218 000	12,633.77	16,099 30
WESCO INTL INC			
COM	139.000	8,216.86	9,438.10
WHITE MTNS INS GROUP LTD			
COM			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
ISIN BMG9618E1075 BERMUDA	26 000	15,612.14	21,761.22
WILEY JOHN & SONS INC			
CL A	270.000	12,810.61	14,809.50
Total U.S. SMALL CAP		2,165,021.98	2,485,952.53
INTERNATIONAL DEVELOPED			
ACCENTURE PLC			
CL A COM			
IRELAND	1,210 000	87,476.77	144,510.30
ADECCO GROUP S A			
ADR			
SWITZERLAND	2,122.000	52,016.78	65,255.75
ADIDAS AG			
SPONSORED ADR			
GERMANY	260 000	16,900.91	19,168.76
ADIENT PLC			
COM			
IRELAND	0 100	0 00	5 36
AEGON N V			
NY REGISTRY SHS	8,412.000	59,268.16	42,901.20
AERCAP HOLDINGS NV			
COM			
ISIN NL0000687663 NETHERLANDS	972 000	36,639.64	41,650.20
AIA GROUP LTD			
SPONSORED ADR			
HONG KONG	1,775.000	31,821.05	43,295.80
AIRBUS GROUP			
UNSPONSORED ADR			
NETHERLANDS	3,731 000	53,941.38	59,636.30
ALKERMES PLC			
COM			
IRELAND	157 000	6,749.78	8,922.31
AON PLC			
COM			
ISIN GB00B5BT0K07 UNITED KINGDOM	734 000	78,604.26	83,749.40
ARRIS INTERNATIONAL PLC			
COM			
UNITED KINGDOM	445 000	13,846.78	12,767.05
ASML HOLDINGS NV			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
ADR			
ISIN USN070592100 NETHERLANDS	121 000	13,302 49	12,478 73
ASSA ABLOY AB			
UNSPONSORED ADR			
SWEDEN	2,949 000	29,009 91	27,853.31
ASTELLAS PHARMA INC			
SER A ADR			
JAPAN	2,069 000	33,927 46	28,680.48
ASTRAZENECA PLC			
SPONSORED ADR			
UNITED KINGDOM	1,120 000	36,331.29	29,276 80
ATOS ORIGIN SA			
UNSPONSORD ADR			
FRANCE	1,727.000	26,077.94	35,735 08
AVIVA PLC			
SPON ADR			
UNITED KINGDOM	1,579.000	18,161 50	17,826 91
AXA SA			
SPONSORED ADR			
FRANCE	2,433 000	55,802 02	57,375.01
BANCO BILBAO VIZCAYA ARGENTARIA			
S A SPONSORED ADR			
SPAIN	10,831 000	84,985 61	66,718 96
BARCLAYS PLC			
ADR			
UNITED KINGDOM	1,694 000	18,565 23	18,210.50
BASF SE			
SPONSORED ADR			
GERMANY	409 000	30,120 01	35,139 24
BAYER A G			
SPONSORED ADR			
GERMANY	268.000	26,366.13	25,185.84
BAYERISCHE MOTOREN WERKE A G			
SPONSORED ADR			
GERMANY	1,293.000	46,646.87	36,700 51
BHP BILLITON LTD			
SPONSORED ADR			
AUSTRALIA	677 000	30,268 52	25,414 58
BHP BILLITON PLC			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
SPONSORED ADR			
UNITED KINGDOM	1,399.000	37,280.80	46,334.88
BOC HONG KONG HLDGS LTD			
SPONSORED ADR			
HONG KONG	391.000	24,424.17	29,337.51
BRAMBLES LTD			
ADR			
AUSTRALIA	1,871.000	27,921.49	32,568.50
BRENNTAG AG			
UNSPONSORED ADR			
GERMANY	1,871.000	21,235.95	19,714.73
BRIDGESTONE CORP			
ADR COM			
JAPAN	2,000.000	35,596.11	38,326.00
BROADCOM LTD			
COM			
SINGAPORE	26.000	1,194.33	4,432.74
BURBERRY GROUP PLC			
SPONSORED ADR			
UNITED KINGDOM	1,870.000	39,624.08	33,386.98
CANADIAN PAC RY LTD			
COM			
CANADA	174.000	23,119.34	26,665.50
CAPITA PLC			
UNSPONSORED ADR			
UNITED KINGDOM	471.000	31,624.27	12,346.32
CARDTONICS PLC			
COM			
UNITED KINGDOM	144.000	5,732.64	7,123.68
CARLSBERG AS			
SPONSORED ADR			
DENMARK	1,951.000	32,642.37	33,213.82
CARREFOUR SA			
SPONSORED ADR			
FRANCE	6,934.000	36,972.07	32,506.59
CHUBB LTD			
COM			
SWITZERLAND	668.000	52,111.85	85,504.00
CIVEO CORP			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
COM			
CANADA	644.000	5,608 96	1,223 60
CK HUTCHISON HLDGS LTD			
UNSPONSORED ADR			
CAYMAN ISLANDS	3,273.000	41,282.79	39,652 40
COCA COLA EUROPEAN PARTNERS PLC			
COM			
UNITED KINGDOM	126.000	4,368 38	4,089 96
CONTINENTAL AG			
SPONSORED ADR			
GERMANY	578.000	24,205 83	20,528.25
CRITEO S A			
SPONSORED ADR			
FRANCE	171 000	7,455 24	7,057 17
DANONE			
SPONSORED ADR			
FRANCE	12,108.000	163,892 46	152,488 15
DB X-TRACKERS MSCI EAFE HEDGED			
EQUITY FUND	66,961 000	1,970,611 94	1,807,947 00
DBS GROUP HLDGS LTD			
SPONSORED ADR			
SINGAPORE	830 000	37,251 40	40,677 47
DEUTSCHE POST AG			
SPONSORED ADR			
GERMANY	1,289.000	35,322 48	40,323 79
DEUTSCHE TELEKOM AG			
SPONSORED ADR			
GERMANY	1,808 000	30,480.71	28,510.35
DIAGEO PLC			
SPONSORED ADR NEW			
UNITED KINGDOM	324.000	37,333 97	32,801 76
DNB NOR ASA			
SPONSORED ADR REPSTG			
NORWAY	393 000	53,910 31	57,889 69
E ON SE			
SPONSORED ADR			
GERMANY	5,119 000	48,517 90	33,816.11
EATON CORP PLC			
COM			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
IRELAND	742 000	46,473 05	49,350 42
ENGIE			
SPONSORED ADR			
FRANCE	2,294 000	37,384 01	28,349.25
ESSILOR INTL			
ADR			
FRANCE	286 000	14,331 02	15,184.60
FLEXTRONICS			
COM			
SINGAPORE	539 000	4,155 35	7,675 36
FRESENIUS MED CARE AG			
SPONSORED ADR			
GERMANY	1,672 000	72,896 22	65,141.12
GEA GROUP AG			
SPONSORED ADR			
GERMANY	656 000	30,143 73	24,474.70
GEMALTO NV			
SPONSORED ADR			
NETHERLANDS	1,223 000	39,679 70	31,214 63
GOLDCORP INC			
NEW COM			
CANADA	949 000	17,021 26	12,517 31
HARBOR INTERNATIONAL FUND			
INSTL CL	0 241	11 74	14 25
HEIDELBERGCEMENT AG			
ADR			
GERMANY	1,211 000	15,811 57	21,738 66
HORIZON PHARMA PLC			
COM			
IRELAND	580.000	10,865 53	11,484 00
HSBC HLDGS PLC			
SPON ADR NEW			
UNITED KINGDOM	1,401 000	69,370 04	55,395.54
ICON PLC			
COM			
ISIN IE0005711209 IRELAND	265.000	11,050 52	20,044.60
IMAX CORP			
COM			
CANADA	334 000	11,690 47	10,671.30

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
INGERSOLL-RAND CO LTD			
COM			
IRELAND	157.000	10,078 16	11,702 78
INTESA SANPAOLO			
SPONSORED ADR			
ITALY	5,151 000	86,787 08	68,719.49
JAPAN TOB INC			
UNSPONCERED ADR			
JAPAN	1,494.000	29,932 59	25,868 61
JOHNSON CONTROLS INTL PLC			
COM			
IRELAND	2,031 000	92,600.61	91,354 38
JULIUS BAER GROUP LTD			
ADR			
SWITZERLAND	4,488 000	41,526 95	39,593 14
KASIKORNBANK PUB CO LTD			
UNSPONSORED ADR			
THAILAND	1,131.000	21,825 02	21,492 39
KBC GROUP NV			
UNSPONSORED ADR			
BELGIUM	732 000	24,082.72	21,967.32
KDDI CORP			
ADR			
JAPAN	2,643 000	29,370.69	34,781 88
KERRY GROUP PLC			
SPONSORED ADR			
IRELAND	360 000	24,468.38	25,521 84
KONINKLIJKE PHILIPS NV			
SPONSORED ADR NY REGISTRY SH NEW			
2000 NETHERLANDS	1,456.000	37,605 16	41,656 16
KUBOTA LTD			
SPONSORED ADR			
JAPAN	496.000	37,268 55	37,598 78
LLOYDS BANKING GROUP PLC			
SPONSORED ADR			
UNITED KINGDOM	7,573 000	36,768 44	22,113 16
MAZDA MTR CORP			
ADR COM			
JAPAN	4,480.000	35,718.59	36,055.04

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
MEDTRONIC PLC COM			
IRELAND	1,327 000	100,911 32	96,884 27
MITSUBISHI ESTATE LTD UNSPONSORED ADR JAPAN	1,954 000	40,162 58	39,535 28
MOBILEYE NV COM			
NETHERLANDS	110 000	4,398 18	4,095 30
MURATA MFG CO CO LTD ADR JAPAN	1,227.000	41,211 25	41,525 36
NESTLE S A SPONSORED ADR SWITZERLAND	1,910 000	115,540 21	128,252 68
NORSK HYDRO A S SPONSORED ADR NORWAY	4,562 000	18,350 64	21,509 83
NOVARTIS A G SPONSORED ADR SWITZERLAND	1,103 000	108,291.76	75,842 28
NOVO-NORDISK A S ADR DENMARK	3,383 000	167,281.41	113,668 80
ORANGE S A SPONSORED ADR FRANCE	2,174.000	37,041.93	31,044 72
ORIX CORP SPONSORED ADR JAPAN	365 000	28,630 42	28,988 30
OTSUKA HLDGS CO LTD ADR JAPAN	3,082 000	52,425 53	62,845.07
PERRIGO CO COM IRELAND	28 000	3,409.11	2,417 52
RECKITT BENCKISER PLC SPONSORED ADR UNITED KINGDOM	1,498.000	25,405.86	25,316 20

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
ROCHE HLDG LTD			
SPONSORED ADR			
SWITZERLAND	2,960.000	81,344.58	82,344.24
ROYAL DSM N V			
SPONSORED ADR	2,174.000	28,327.22	32,990.45
ROYAL DUTCH SHELL PLC			
SPONSORED ADR CL A			
DUTCH LISTING	1,975.000	112,331.55	100,922.50
ROYAL KPN NV			
SPONSORED ADR			
NETHERLANDS	10,845.000	41,549.80	31,276.98
SAP SE			
SPONSORED ADR			
GERMANY	614.000	47,474.43	51,097.08
SCHNEIDER ELEC SE			
ADR			
FRANCE	2,138.000	25,532.74	28,495.26
SECOM LTD			
ADR			
JAPAN	1,931.000	30,027.05	35,244.61
SEIKO EPSON CORP			
UNSPONSORED ADR			
JAPAN	4,294.000	33,794.24	43,206.23
SEKISUI HOUSE LTD			
SPONSORED ADR COM			
JAPAN	1,644.000	21,141.53	26,979.68
SENSATA TECH HLDG NV			
COM			
NETHERLANDS	342.000	11,741.89	12,780.54
SMITH & NEPHEW PLC			
SPDN ADR NEW			
UNITED KINGDOM	1,099.000	38,864.47	31,288.53
SOCIETE GENERALE FRANCE			
SPONSORED ADR			
FRANCE	5,080.000	39,029.55	43,743.88
STATOIL ASA			
SPONSORED ADR			
NORWAY	1,652.000	30,562.68	28,744.80
SUMITOMO MITSUI FINL GROUP INC			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
SPONSORED ADR			
JAPAN	5,584 000	44,876.50	42,047.52
SUNTORY BEVERAGE & FOOD LTD			
ADR			
JAPAN	2,760.000	53,734 37	59,284.80
TORONTO DOMINION BK ONTARIO			
COM			
CANADA	788 000	31,114 87	37,343.32
TOTAL S A			
SPONSORED ADR			
FRANCE	1,152 000	55,829.55	54,904 32
UCB S A			
ADR			
BELGIUM	656.000	26,222 92	21,119 92
VANGUARD FTSE DEVELOPED MARKETS			
ETF	47,949 000	1,856,148.25	1,724,246 04
VIVENDI SA			
ADR			
FRANCE	1,899 000	43,978.33	36,240 52
Total INTERNATIONAL DEVELOPED		8,002,156 20	7,634,832.87
EMERGING MARKETS			
ALIBABA GROUP HLDG LTD			
ADS			
CAYMAN ISLANDS	2,386 000	184,898 03	224,331 72
AMBEV S A			
SPONSORED ADR			
BRAZIL	6,298 000	37,930 96	31,427.02
CHECK POINT SOFTWARE TECH LTD			
ORD			
ISRAEL	439.000	21,732.83	36,142 87
CHINA MOBILE LTD			
SPONSORED ADR			
HONG KONG	908.000	55,060.42	49,658.52
COLUMBIA EMERGING MARKETS FUND			
CLASS Z SHARES	292,983.037	2,729,448.19	2,768,689 70
GRUPO FINANCIERO BANORTE S A B			
DE C V ADR			
MEXICO	632.000	17,985 14	15,229.94

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
HDFC BK LTD			
ADR REPSTG 3 SHS			
INDIA	369 000	21,064 34	23,807 88
MELLANOX TECHNOLOGIES LTD			
COM			
ISRAEL	167.000	8,438.18	6,922 15
NETEASE INC			
SPONSORED ADR COM			
CAYMAN ISLAND	29 000	1,994 23	6,498 90
SAMSONITE INTL SA			
UNSPONSORED ADR			
LUXEMBOURG	1,138 000	18,170 58	17,862.05
TAIWAN SEMICONDUCTOR MFG LTD			
SPONSORED ADR			
TAIWAN	1,224 000	13,415 86	36,340 56
TELEFONICA BRASIL SA			
SPONSORED ADR			
BRAZIL	1,418 000	17,053 01	18,504 90
TEVA PHARMACEUTICAL INDS LTD			
ADR			
ISRAEL	591.000	35,176.89	22,280 70
VANGUARD FTSE EMERGING MKTS ETF	35,898.000	1,362,386 83	1,300,225 56
Total EMERGING MARKETS		4,524,755 49	4,557,922.47
Total EQUITIES		30,135,454 62	32,751,773 78
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	6,000 000	6,272.50	6,072 42
ALLSTATE CORP			
SR UNSECD NT			
DTD 06/07/13 3.150% DUE 06/15/23	75,000 000	75,097 59	76,299.00
ANHEUSER BUSCH INBEV FIN INC			
SR UNSECD NT			
DTD 01/27/14 3 700% DUE 02/01/24	12,000 000	13,034.78	12,431 88

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
ANHEUSER-BUSCH INBEV FIN INC			
SR UNSECD NT CALL 11/1/25 @100			
DTD 01/25/16 3 650% DUE 02/01/26	63,000 000	64,292 49	63,492 03
AT&T INC			
SR UNSECD NT			
DTD 03/10/14 2 300% DUE 03/11/19	50,000 000	50,600 89	50,115 50
AUTOZONE INC			
SR UNSECD NT CALL 01/21/26 @100			
DTD 04/21/16 3 125% DUE 04/21/26	50,000.000	51,020.64	48,094 50
BANK NEW YORK INC UNSECD MEDIUM			
TERM SR NT SER G C1/24/25 @100			
DTD 02/24/15 3 000% DUE 02/24/25	100,000 000	105,124 47	98,719.00
BERKSHIRE HATHAWAY FIN CORP			
CO GTD SR NT			
DTD 01/11/11 4 250% DUE 01/15/21	75,000.000	74,228 25	80,816.25
BLACKROCK INC			
SR UNSECD NT			
DTD 05/25/12 3 375% DUE 06/01/22	75,000 000	77,137 11	78,246 75
CAPITAL ONE FINL CORP			
SR UNSECD NT CALL 01/02/25 @100			
DTD 02/05/15 3.200% DUE 02/05/25	50,000 000	47,430 50	48,621 00
CBRE SVCS INC			
SR UNSECD NT C3/15/18 @102 500			
DTD 03/14/13 5 000% DUE 03/15/23	11,000 000	10,945 00	11,361 02
CITIGROUP INC			
UNSECD NT			
DTD 02/20/13 3 375% DUE 03/01/23	75,000 000	72,135.00	75,412.50
COMM 2013-LC6 MTG TR			
COML MTG PASSTHRU CTF CL A-2			
DTD 01/01/13 1.906% DUE 01/10/46	100,000 000	100,761 72	100,290.00
COMM 2014-CCRE15 MTG TR			
COML MTG PASS THRU CTF CL A-2			
DTD 02/01/14 2 928% DUE 02/10/47	100,000 000	102,531.25	102,074 00
D R HORTON INC			
SR UNSECD NT			
DTD 02/09/15 4.000% DUE 02/15/20	5,000 000	5,045 33	5,156 25
D R HORTON INC			
UNSECD SR NT CALL 05/15/23 @100			
DTD 08/05/13 5 750% DUE 08/15/23	5,000 000	5,482 38	5,387 50

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
DUKE ENERGY CORP NEW			
SR UNSECD NT CALL 05/15/18 @100			
DTD 06/13/13 2 100% DUE 06/15/18	30,000 000	30,185.70	30,159 00
EL PASO PIPELINE PARTNERS OPER			
CO L L C CO GTD SR NT			
DTD 09/20/11 5 000% DUE 10/01/21	5,000 000	5,149 51	5,331 10
FEDERAL HOME LN MTG CORP			
SER 4549 CL JA			
DTD 02/01/16 3 500% DUE 12/15/42	212,747 280	223,259 98	219,127 57
FEDERAL NATL MTG ASSN			
POOL #AB4482			
DTD 01/01/12 3 000% DUE 02/01/27	297,822 400	314,435.33	306,512 86
FEDERAL NATL MTG ASSN			
POOL #AJ7495			
DTD 12/01/11 3 000% DUE 12/01/26	217,566 869	227,527 35	224,054 71
FEDERAL NATL MTG ASSN			
POOL #AL8073			
DTD 02/01/16 3.500% DUE 10/01/30	260,936.389	277,163.38	272,005 31
FEDERAL NATL MTG ASSN			
POOL #AS3604			
DTD 09/01/14 3 000% DUE 10/01/29	38,344 610	39,830 46	39,463 51
FEDERAL NATL MTG ASSN			
POOL #AX5237			
DTD 10/01/14 3 000% DUE 11/01/29	39,941.130	41,501 32	41,106 61
FEDERAL NATL MTG ASSN			
POOL #890696			
DTD 09/01/15 3 000% DUE 09/01/30	164,999 819	172,935 45	169,994 36
FEDERAL NATL MTG ASSN			
POOL #890704			
DTD 01/01/16 3 000% DUE 09/01/28	230,691 902	241,109 09	237,566 52
FORD MTR CR CO LLC			
SR UNSECD NT			
DTD 03/27/15 1.461% DUE 03/27/17	50,000 000	49,692.50	50,012 50
GENERAL ELEC CAP CORP			
SR UNSECD MTN			
DTD 10/17/11 4.650% DUE 10/17/21	75,000.000	76,472.77	82,686 00
GOLDMAN SACHS GROUP INC			
SR UNSECD NT			
DTD 03/03/14 4.000% DUE 03/03/24	75,000 000	74,676 00	77,642.25

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
HSBC USA INC NEW			
SR UNSECD NT			
DTD 12/20/12 1 625% DUE 01/16/18	100,000 000	100,063 00	99,910.00
J P MORGAN CHASE COML MTG SECS			
TR 2012-LC9 MTG PASSTHRU CTF A-5			
DTD 12/01/12 2 840% DUE 12/15/47	75,000 000	77,314 45	76,201.50
JPMBB COML MTG SECS TR			
SER 2014-C26 CL A4			
DTD 12/01/14 3 494% DUE 01/15/48	75,000 000	78,779 30	77,117 25
JPMORGAN CHASE & CO			
UNSECD NT CALL 4/15/25 @100			
DTD 07/21/15 3.900% DUE 07/15/25	75,000 000	79,063.11	77,386 50
KRAFT FOODS GROUP INC			
SR UNSECD NT			
DTD 08/23/12 6 125% DUE 08/23/18	50,000 000	53,940 41	53,504 50
KROGER CO			
SR NT			
DTD 01/16/08 6 150% DUE 01/15/20	75,000 000	86,665 93	83,269 50
MCDONALDS CORP			
SR UNSECD MTN			
DTD 10/18/07 5 800% DUE 10/15/17	50,000.000	47,398.00	51,853.00
METLIFE INC			
SR UNSECD NT CALL 8/13/25 @100			
DTD 11/13/15 3.600% DUE 11/13/25	100,000 000	103,978 13	102,341 00
MICROSOFT CORP			
SR UNSECD NT			
DTD 08/08/16 1 100% DUE 08/08/19	100,000.000	99,892 32	98,620.00
MORGAN STANLEY			
UNSECD SR MTN			
DTD 01/27/16 3.875% DUE 01/27/26	75,000.000	78,306 47	75,994 50
ORACLE CORP			
SR UNSECD NT CALL 04/08/24 @100			
DTD 07/08/14 3 400% DUE 07/08/24	75,000 000	76,173.23	76,457 25
PROCTER & GAMBLE CO			
SR UNSECD NT			
DTD 08/13/13 3 100% DUE 08/15/23	75,000 000	76,390 18	77,184 00
PRUDENTIAL FINL INC			
SR UNSECD MTN			
DTD 05/15/14 3 500% DUE 05/15/24	75,000.000	74,676 00	76,542 75

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
SUNTRUST BKS INC			
SR UNSECD NT CALL 10/01/18 @100			
DTD 10/25/13 2.350% DUE 11/01/18	50,000 000	50,307 79	50,475 50
TARGET CORP			
SR UNSECD NT			
DTD 07/16/10 3 875% DUE 07/15/20	75,000 000	77,267 23	79,732 50
UNITED STATES TREAS BILLS			
DTD 10/13/16 DUE 10/12/17	100,000 000	99,392 98	99,380.00
UNITED STATES TREAS NT			
DTD 02/16/16 1 625% DUE 02/15/26	475,000.000	471,010.14	445,664.00
UNITED STATES TREAS NT			
DTD 05/02/16 0 750% DUE 04/30/18	100,000.000	99,691.41	99,641 00
UNITED STATES TREAS NT			
DTD 05/16/11 3 125% DUE 05/15/21	50,000 000	51,826 23	52,826 00
UNITED STATES TREAS NT			
DTD 08/15/07 4 750% DUE 08/15/17	225,000.000	236,584.16	231,248.25
UNITED STATES TREAS NT			
DTD 11/16/15 2 250% DUE 11/15/25	125,000.000	125,125.15	123,911 25
UNITED STATES TREAS NT			
DTD 12/31/09 3 250% DUE 12/31/16	220,000 000	222,898 15	220,536.80
UNITED STATES TREAS NT			
INFLATION INDEX			
DTD 07/29/16 0 125% DUE 07/15/26	151,068.000	151,197 56	146,869 82
UNITED TECHNOLOGIES CORP			
NT			
DTD 12/07/07 5 375% DUE 12/15/17	50,000.000	45,066 00	52,173 50
VERIZON COMMUNICATIONS INC			
UNSECD SR NT CALL 12/15/23 @100			
DTD 03/17/14 4.150% DUE 03/15/24	75,000 000	75,119 25	78,639.00
VISA INC			
UNSECD SR NT CALL 09/14/25 @100			
DTD 12/14/15 3.150% DUE 12/14/25	75,000 000	74,929.50	75,096 00
WAL-MART STORES INC			
SR NT			
DTD 08/24/07 5 800% DUE 02/15/18	50,000.000	46,705 50	52,672.50
WASTE MGMT INC			
CO GTD SR NT			
DTD 06/08/10 4 750% DUE 06/30/20	75,000 000	77,104 83	81,108 00
WELLS FARGO & CO			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
NEW MEDIUM TERM SR NT			
DTD 03/29/11 4 600% DUE 04/01/21	75,000 000	82,752.83	80,913.75
WFRBS COML MTG TR 2012-C10			
COML MTG PASSTHRU CTF CL A-2			
DTD 12/01/12 1.765% DUE 12/15/45	75,000.000	75,023 38	75,203 25
WFRBS COML MTG TR 2013-C18			
COML MTG PASSTHRU CTF CL A-3			
DTD 12/01/13 3 651% DUE 12/15/46	100,000 000	107,453 13	104,850 00
WFRBS COML MTG TR 2014-LC14			
COML MTG PASSTHRU CTF CL A-2			
DTD 02/01/14 2 862% DUE 03/15/47	75,000 000	76,965 82	76,662 75
Total INVESTMENT GRADE TAXABLE		5,914,140 31	5,872,237.52
INTERNATIONAL DEVELOPED BONDS			
ACTAVIS FDG SCS SR UNSECD			
GTD NT C12/15/24 @100 LUXEMBOURG			
DTD 03/12/15 3 800% DUE 03/15/25	50,000 000	51,268.02	50,392.50
PIMCO FOREIGN BD US\$HD INSTL	26,702 845	294,079.57	277,442 56
SEAGATE HDD CAYMAN			
UNSECD SR NT 144A CAYMAN ISLAND			
DTD 05/28/14 4 750% DUE 01/01/25	6,000 000	5,760 00	5,595.00
SHIRE ACQUISITIONS INVTS IRELAND			
UNSECD SR GBL NT IRELAND			
DTD 09/23/16 1 900% DUE 09/23/19	50,000 000	49,930 00	49,342 50
TELEFONICA EMISIONES S A U			
CO GTY SPAIN			
DTD 07/02/07 6 221% DUE 07/03/17	50,000 000	52,151 13	51,321 50
TEVA PHARMACEUTICAL FIN NETH III			
B V SR UNSECD NT NETHERLANDS			
DTD 07/21/16 1.400% DUE 07/20/18	50,000.000	50,102 00	49,513 00
TORONTO DOMINION BK UNSECD			
SR MEDIUM TERM BK NT CANADA			
DTD 05/02/14 1.125% DUE 05/02/17	75,000 000	75,013 22	75,005 25
VANGUARD TOTAL INTL BOND INDEX			
FUND ETF	5,365 000	289,852.71	292,553 45
WESTPAC BKG CORP			
SR UNSECD NT AUSTRALIA			
DTD 05/21/14 1.200% DUE 05/19/17	75,000.000	75,013.92	75,016 50
Total INTERNATIONAL DEVELOPED BONDS		943,170.57	926,182.26

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
GLOBAL HIGH YIELD TAXABLE			
AES CORP			
SR UNSECD NT			
DTD 12/01/08 8.000% DUE 06/01/20	5,000.000	5,617.72	5,825.00
ALLY FINL INC			
CO GTD SR NT			
DTD 09/15/10 8.000% DUE 03/15/20	10,000.000	11,288.71	11,150.00
ALLY FINL INC			
SR UNSECD NT			
DTD 09/29/14 5.125% DUE 09/30/24	6,000.000	6,072.72	6,000.00
AMERIGAS PARTNERS L P / AMERIGAS			
FIN CORP UNSECD SR NT			
DTD 06/27/16 5.875% DUE 08/20/26	5,000.000	5,244.58	4,973.45
AMSURG CORP			
SR UNSECD NT C07/15/17 @104.219			
DTD 01/15/15 5.625% DUE 07/15/22	2,000.000	2,030.00	2,042.50
ANTERO RES FIN CORP UNSECD SR NT			
CALL 11/01/16 @104.031			
DTD 05/01/14 5.375% DUE 11/01/21	11,000.000	10,927.50	11,288.75
BALL CORP			
UNSECD SR NT			
DTD 12/14/15 4.375% DUE 12/15/20	5,000.000	5,097.39	5,262.50
BERRY PLASTICS CORP 2ND LIEN SR			
SECD NT CALL 07/15/18 @103.844			
DTD 06/05/15 5.125% DUE 07/15/23	6,000.000	5,505.00	6,052.50
BLUE CUBE SPINCO INC UNSECD SR			
GBL NT CALL 10/15/20 @105.00			
DT 04/15/16 10.000% DUE 10/15/25	2,000.000	2,385.00	2,380.00
BOYD GAMING CORP UNSECD SR NT			
CALL 05/15/18 @105.156			
DTD 05/21/15 6.875% DUE 05/15/23	5,000.000	5,128.57	5,312.50
CALPINE CORP SR			
UNSECD NT CALL 10/15/19 @102.875			
DTD 07/22/14 5.750% DUE 01/15/25	6,000.000	5,857.50	5,730.00
CBS OUTDOOR AMERS CAP LLC/CBS			
OUTDOOR AMERS CAP CORP SR UNSECD			
DTD 11/15/14 5.625% DUE 02/15/24	6,000.000	6,246.62	6,165.00
CCO HLDGS LLC/CCO HLDGS CAP CORP			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
UNSECD SR NT C7/15/18 @102.875			
DTD 05/03/13 5 750% DUE 01/15/24	5,000 000	5,037 04	5,231 25
CDW LLC / CDW FIN CORP UNSECD			
SR NT CALL 08/15/17 @104.500			
DTD 08/05/14 6 000% DUE 08/15/22	6,000 000	6,210.35	6,360 00
CENTENE CORP DEL UNSECD			
SR NT CALL 5/15/19 @102.375			
DTD 04/29/14 4 750% DUE 05/15/22	5,000 000	5,085.83	4,925 00
CHEMOURS CO			
UNSECD SR NT C5/15/18 @104 969			
DTD 05/15/16 6 625% DUE 05/15/23	3,000 000	2,767 50	2,962.50
CHS / CMNTY HEALTH SYS INC 1ST			
LIEN SR SECD NT C2/1/17 @103 844			
DTD 08/01/14 5 125% DUE 08/01/21	6,000 000	5,999 72	5,426.28
CLEAN HBRS INC			
SR NT			
DTD 07/30/12 5 250% DUE 08/01/20	6,000 000	6,079 53	6,135 00
CLEAR CHANNEL WORLDWIDE HLDGS			
INC UNSECD SR NT SER B CALL			
DTD 05/15/13 6 500% DUE 11/15/22	5,000.000	4,606 25	5,050.00
CNH CAP LLC			
SR USECD NT			
DTD 04/08/13 3.625% DUE 04/15/18	6,000 000	5,910 00	6,045 00
CONCHO RES INC			
SR UNSECD NT C10/01/17 @102.750			
DTD 08/17/12 5.500% DUE 04/01/23	6,000 000	5,970 00	6,168.90
CONSOL ENERGY INC UNSECD			
SR NT CALL 04/15/17 @104.406			
DTD 10/15/14 5.875% DUE 04/15/22	6,000 000	3,880 00	5,760 00
CROWN AMERS LLC/CROWN AMERS CAP			
CORP IV UNSECD GTD SR NT			
DTD 07/15/13 4.500% DUE 01/15/23	4,000.000	4,040 00	4,050.00
CSC HLDGS INC			
SR DEBENTURE			
DTD 07/21/98 7 625% DUE 07/15/18	5,000 000	5,381.46	5,300.00
CSC HLDGS LLC			
UNSECD SR NT			
DTD 11/15/11 6 750% DUE 11/15/21	5,000 000	5,332 32	5,256.25
DAVITA HEALTHCARE PARTNERS INC			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
SR UNSECD NT C07/15/19 @102 563			
DTD 06/13/14 5 125% DUE 07/15/24	6,000 000	6,041 06	5,925.00
DAVITA INC			
UNSECD SR NT C8/15/17 @102.875			
DTD 08/28/12 5.750% DUE 08/15/22	6,000 000	6,209 07	6,225.00
DISH DBS CORP			
SR NT CO GTD			
DTD 08/17/09 7 875% DUE 09/01/19	5,000.000	5,279 50	5,537.50
DISH DBS CORP			
SR UNSECD NT			
DTD 05/16/12 5 875% DUE 07/15/22	5,000 000	5,100 75	5,175.00
EQUINIX INC			
SR UNSECD NT C1/1/20 @102 875			
DTD 11/20/14 5 750% DUE 01/01/25	5,000.000	5,188 76	5,156.25
GENERAL MTRS FINL CO INC			
UNSECD SR NT			
DTD 11/15/13 4 250% DUE 05/15/23	6,000 000	6,141 84	6,021.60
GOODYEAR TIRE & RUBR CO			
UNSECD SR NT CALL 5/15/17 @103.5			
DTD 02/28/12 7 000% DUE 05/15/22	6,000.000	6,320.61	6,292.50
GRAPHIC PACKAGING INTL INC			
UNSECD SR NT CALL 01/15/21 @100			
DTD 04/02/13 4 750% DUE 04/15/21	5,000.000	5,000 00	5,262.50
HCA INC			
SR UNSECD NT CALL 8/15/25 @100			
DTD 11/13/15 5 875% DUE 02/15/26	6,000 000	6,405 00	5,977 50
HCA INC			
1ST LIEN SR SECD NT			
DTD 03/17/14 3.750% DUE 03/15/19	6,000 000	5,940 00	6,135.00
HERTZ CORP			
CO GTD SR NT C4/15/15 @103.38			
DTD 04/15/11 6 750% DUE 04/15/19	5,000.000	5,087.98	5,035 90
ICAHN ENTERPRISES L P / ICAHN			
ENTERPRISES FIN CORP UNSECD SR			
DTD 08/01/13 6.000% DUE 08/01/20	6,000 000	6,150.77	5,973.18
INTERNATIONAL LEASE FIN CORP			
UNSECD SR NT			
DTD 12/07/10 8 250% DUE 12/15/20	10,000 000	11,470.27	11,700.00
IRON MOUNTAIN INC			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
SR SUB NT CALL 08/15/17 @102.875			
DTD 08/10/12 5.750% DUE 08/15/24	6,000.000	5,955.00	6,088.80
ISTAR FINL INC			
SR UNSECD NT CALL 8/1/17 @100			
DTD 06/13/14 4.000% DUE 11/01/17	6,000.000	5,895.00	6,015.00
ISTAR FINL INC			
UNSECD SR NT CALL 7/1/16 @102.5			
DTD 06/13/14 5.000% DUE 07/01/19	6,000.000	5,700.00	5,895.00
ISTAR INC UNSECD			
SR NT CALL 07/01/18 @103.250			
DTD 03/29/16 6.500% DUE 07/01/21	6,000.000	5,902.50	6,015.00
KINDRED HEALTHCARE INC UNSECD			
SR GLBL NT C1/15/18 @106.563			
DTD 07/15/15 8.750% DUE 01/15/23	6,000.000	5,875.80	5,340.00
LAMAR MEDIA CORP			
SR SUB NT CALL 05/01/18 @102.500			
DTD 10/30/12 5.000% DUE 05/01/23	5,000.000	4,925.00	5,087.50
LENNAR CORP			
SR UNSECD NT CALL 02/28/25 @100			
DTD 04/28/15 4.750% DUE 05/30/25	6,000.000	5,871.59	5,745.00
LENNAR CORP			
UNSECD SR NT CALL 4/16/19 @100			
DTD 02/12/14 4.500% DUE 06/15/19	6,000.000	6,170.80	6,180.00
LEUCADIA NATL CORP			
UNSECD SR NT CALL 01/18/23 @100			
DTD 10/18/13 5.500% DUE 10/18/23	5,000.000	5,013.68	5,122.40
LEVEL 3 COMMUNICATIONS INC SR			
UNSECD NT CALL 12/01/17 @102.875			
DTD 12/01/14 5.750% DUE 12/01/22	6,000.000	6,143.43	6,135.00
LEVEL 3 FING INC UNSECD GTD			
SR NT CALL 5/1/20 @102.68			
DTD 09/01/15 5.375% DUE 05/01/25	6,000.000	6,122.66	5,970.00
LKQ CORP UNSECD SR NT			
CALL 05/15/18 @102.375			
DTD 11/15/13 4.750% DUE 05/15/23	5,000.000	5,111.87	5,000.00
MASCO CORP			
SR UNSECD NT			
DTD 03/12/12 5.950% DUE 03/15/22	5,000.000	5,355.64	5,572.00
MENS WEARHOUSE INC			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
SR UNSECD NT C07/01/17 @105.250			
DTD 01/01/15 7.000% DUE 07/01/22	3,000.000	2,640.00	2,730.00
MGIC INVT CORP WISCONSIN			
UNSECD SR NT			
DTD 08/05/16 5.750% DUE 08/15/23	8,000.000	8,340.21	8,300.00
MGM RESORTS INTL			
SR UNSECD NT			
DTD 04/01/13 6.750% DUE 10/01/20	10,000.000	10,635.83	10,950.00
NATIONSTAR MTG LLC / NATIONSTAR			
CAP CORP UNSECD SR NT C01/01/17			
DTD 02/07/13 6.500% DUE 07/01/21	6,000.000	5,805.00	6,015.00
NATIONSTAR MTG LLC/NATIONSTAR			
CAP CORP UNSECD SR NT C08/01/15			
DTD 07/22/13 6.500% DUE 08/01/18	6,000.000	5,972.84	6,067.50
NATIONSTAR MTG LLC/NATIONSTAR			
CAP CORP UNSECD SR NT C1/11/16 @			
DTD 05/01/13 9.625% DUE 05/01/19	5,000.000	5,143.84	5,237.50
NRG ENERGY INC			
UNSECD SR NT C9/15/17 @103.313			
DTD 03/15/13 6.625% DUE 03/15/23	6,000.000	6,194.71	5,970.00
PULTEGROUP INC			
UNSECD SR NT CALL 12/1/25 @100			
DTD 03/01/16 5.500% DUE 03/01/26	6,000.000	6,174.25	5,947.50
PVH CORP SR UNSECD NT			
CALL 12/15/17 @102.250			
DTD 12/20/12 4.500% DUE 12/15/22	6,000.000	5,945.00	6,045.00
RADIAN GROUP INC			
UNSECD SR NT			
DTD 03/18/16 7.000% DUE 03/15/21	5,000.000	5,137.46	5,442.25
RICE ENERGY INC			
SR UNSECD NT C05/01/17 @104.688			
DTD 11/01/14 6.250% DUE 05/01/22	6,000.000	6,077.04	6,135.00
RITE AID CORP UNSECD SR NT			
CALL 06/15/16 @105.063			
DTD 07/02/13 6.750% DUE 06/15/21	5,000.000	5,241.95	5,270.35
ROYAL CARIBBEAN CRUISES LTD			
UNSECD SR NT LIBERIA			
DTD 11/07/12 5.250% DUE 11/15/22	2,000.000	2,093.41	2,145.00
SABINE PASS LIQUEFACTION LLC			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
SR SECD NT CALL 12/1/24 @100			
DTD 09/01/15 5 625% DUE 03/01/25	12,000 000	11,722.50	12,510.00
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	5,000 000	5,101 91	5,181.25
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	9,007.47
SLM CORP			
SR UNSECD MTN			
DTD 09/20/13 5 500% DUE 01/15/19	5,000 000	4,750 00	5,160 50
SOUTHWESTERN ENERGY CO			
SR UNSECD NT CALL 12/23/19 @100			
DTD 01/23/15 4 050% DUE 01/23/20	6,000 000	3,616 25	6,120 00
SPRINGLEAF FIN CORP			
UNSECD SR NT			
DTD 04/11/16 8 250% DUE 12/15/20	6,000 000	6,603.75	6,247 50
SPRINT NEXTEL CORP			
SR UNSECD NT			
DT 05/15/12 11.500% DUE 11/15/21	3,000.000	3,255 41	3,585.00
STANDARD PAC CORP NEW			
UNSECD SR NT			
DTD 05/03/10 8 375% DUE 05/15/18	5,000.000	5,335 05	5,425 00
STEEL DYNAMICS INC			
UNSECD SR NT C4/15/18 @102.625			
DTD 10/15/13 5 250% DUE 04/15/23	6,000 000	5,842 50	6,225 00
SUMMIT MATLS LLC/SUMMIT MATLS			
FIN CORP UNSECD SR GBL NT CALL			
DTD 07/08/15 6.125% DUE 07/15/23	6,000 000	6,127 50	6,090 00
SUNOCO LP / SUNOCO FIN CORP			
UNSECD GBL SR NT CALL 8/01/17			
DTD 08/01/16 5 500% DUE 08/01/20	6,000 000	6,120 00	6,030 00
T-MOBILE USA INC SR UNSECD			
NT CALL 01/15/18 @103 063			
DTD 11/21/13 6 125% DUE 01/15/22	6,000 000	6,017 92	6,282.48
T-MOBILE USA INC UNSECD SR NT			
CALL 04/28/16 @103 271			
DTD 07/28/13 6.542% DUE 04/28/20	6,000.000	6,117.73	6,193.14
TEMPUR SEALY INTL INC			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
UNSECD SR NT C6/15/21 @102 750			
DTD 05/24/16 5 500% DUE 06/15/26	6,000 000	6,195 00	5,970 00
TENET HEALTHCARE CORP			
SR SECD NT			
DTD 06/01/13 4.750% DUE 06/01/20	6,000 000	6,115.95	5,932.50
TESORO LOGISTICS LP / TESORO			
LOGISTICS FIN CORP UNSECD SR NT			
DTD 08/01/13 6 125% DUE 10/15/21	6,000 000	6,225 87	6,277.50
TRANSDIGM INC			
SR SUB NT CALL 10/15/15 @104 125			
DTD 04/15/13 5 500% DUE 10/15/20	6,000 000	5,850 00	6,157.50
TRIBUNE MEDIA CO UNSECD SR NT			
CALL 07/15/18 @102 938			
DTD 01/15/16 5 875% DUE 07/15/22	6,000 000	6,063 48	5,851 20
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	9,121 90	9,315 00
VEREIT OPER PARTNERSHIP L P			
UNSECD SR GBL NT C3/1/26 @100			
DTD 06/02/16 4 875% DUE 06/01/26	11,000 000	11,236 25	11,275 00
VERISIGN INC UNSECD SR NT			
CALL 5/1/18 @102 313			
DTD 04/16/13 4 625% DUE 05/01/23	6,000.000	5,953.14	6,097.50
ZAYO GROUP LLC / ZAYO CAP INC			
UNSECD SR NT C04/01/18 @104.50			
DTD 10/01/15 6.000% DUE 04/01/23	6,000 000	6,185 52	6,255 00
Total GLOBAL HIGH YIELD TAXABLE		510,016 56	518,878.65
Total FIXED INCOME		7,367,327 44	7,317,298 43
HEDGE FUNDS			
HEDGE FUND FUND OF FUNDS			
MAN FRM ALTERNATIVE MULTI-			
STRATEGY FUND LLC	4,412.494	7,220,901 28	6,763,651.32
Total HEDGE FUND FUND OF FUNDS		7,220,901 28	6,763,651 32
Total HEDGE FUNDS		7,220,901 28	6,763,651 32

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
PRIVATE EQUITY			
PRIVATE EQUITY FUND OF FUNDS			
EXCELSIOR PRIVATE MARKETS FUND II (TE) LLC	2,802 009	2,396,074 47	3,155,201 70
EXCELSIOR PRIVATE MARKETS FUND III (TE) LLC			
VALUATION DTD 09/30/16	481,176 540	429,000 00	481,176.54
Total PRIVATE EQUITY FUND OF FUNDS		2,825,074.47	3,636,378 24
Total PRIVATE EQUITY		2,825,074 47	3,636,378 24
REAL ESTATE			
PUBLIC REITS			
AG MTG INVT TR INC REITS	369 000	6,379 87	6,490.71
AMERICAN ASSETS TR INC REIT	80 000	2,302 00	3,204 80
APOLLO COML REAL ESTATE FIN INC REITS	666 000	11,156 29	11,428.56
BOSTON PROPERTIES INC COM	103 000	10,885 52	12,759 64
CHATHAM LODGING TR REITS	560 000	12,230.80	10,729.60
COLONY CAPITAL INC REITS	1,431 000	28,433.48	29,349 81
COLONY STARWOOD HOMES REITS	136.000	3,445 10	4,154.80
DOUGLAS EMMETT INC REITS	168.000	5,058 70	6,163 92
EQUINIX INC REITS	57 000	9,633 68	19,309 32
EQUITY RESIDENTIAL SH BEN INT	113.000	6,111.53	6,781.13
ESSEX PPTY TR INC			

Elizabeth Morse Genius Charitable Trust

36-7010559

Balance Sheet

11/30/2016

Asset Type	Units	Fed Tax Cost	Market Value
COM	20.000	3,133.03	4,318.40
FRANKLIN STR PPTYS CORP			
REITS	1,336 000	15,939.47	16,780.16
GENERAL GROWTH PPTYS INC			
NEW REITS	210.000	5,715 05	5,321.40
KIMCO REALTY CORP			
COM	317 000	6,638 26	8,096 18
MACERICH CO			
COM	57 000	4,401 60	3,869.73
POTLATCH CORP			
NEW REIT	181 000	6,005 65	7,434.58
PRUDENTIAL GLOBAL REAL ESTATE			
FUND CL Z	130,900 843	2,963,282 12	2,988,466.25
RAYONIER INC			
REIT	736.000	17,736.56	19,511.36
REGENCY CTRS CORP			
COM	164 000	7,970 98	10,961.76
RYMAN HOSPITALITY PPTYS INC			
REITS	135 000	6,123 34	7,951.50
SL GREEN RLTY CORP			
COM	121 000	10,857.76	12,748.56
STARWOOD PPTY TR INC			
REITS	324.000	7,159 98	7,280.28
VANGUARD REIT			
ETF	4,121 000	350,398 33	331,287.19
Total PUBLIC REITS		3,500,999 10	3,534,399.64
Total REAL ESTATE		3,500,999 10	3,534,399.64
TANGIBLE ASSETS			
COMMODITIES			
CREDIT SUISSE COMMODITY-RETURN			
STRATEGY FUND CL I	476,154 528	3,058,349 90	2,366,488.00
TOTAL ASSETS		55,863,035.11	58,125,043.79
NET TOTAL		55,863,035 11	58,125,043.79