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

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning DEC 1, 2008, and ending NOV 30, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

Use the IRS label. Otherwise, print or type See Specific Instructions.

Name of foundation  
**FOX FOUNDATION, INC.**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**1445 CINCINNATI ZANESVILLE ROAD SW**

City or town, state, and ZIP code  
**LANCASTER, OH 43130**

A Employer identification number  
**31-6023906**

B Telephone number  
**740-653-9581**

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 ☐

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)  
\$ **10,590,985.** (Part I, column (d) must be on cash basis)

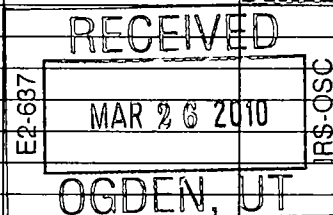
J Accounting method: ☒ Cash ☐ Accrual  
☐ Other (specify)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	162.	162.		STATEMENT 2
	4 Dividends and interest from securities	406,090.	406,090.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-16,962.			STATEMENT 1
	b Gross sales price for all assets on line 6a	265,559.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	389,290.	406,252.	0.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	2,700.	2,160.	0.	540.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	6,311.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	225.	180.	0.	45.
	24 Total operating and administrative expenses. Add lines 13 through 23	9,236.	2,340.	0.	585.
	25 Contributions, gifts, grants paid	407,500.			407,500.
26 Total expenses and disbursements. Add lines 24 and 25	416,736.	2,340.	0.	408,085.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-27,446.				
b Net investment income (if negative, enter -0-)		403,912.			
c Adjusted net income (if negative, enter -0-)			0.		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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SCANNED MAR 29 2010



**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	36,088.	29,950.	29,950.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations <b>STMT 7</b>	112,507.	0.	0.
	b Investments - corporate stock <b>STMT 8</b>	1,632,170.	1,737,311.	10,249,542.
	c Investments - corporate bonds <b>STMT 9</b>	371,688.	357,746.	311,493.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
<b>16 Total assets</b> (to be completed by all filers)	<b>2,152,453.</b>	<b>2,125,007.</b>	<b>10,590,985.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
<b>23 Total liabilities</b> (add lines 17 through 22)	<b>0.</b>	<b>0.</b>		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	1,611,313.	1,611,313.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	541,140.	513,694.	
<b>30 Total net assets or fund balances</b>	<b>2,152,453.</b>	<b>2,125,007.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>2,152,453.</b>	<b>2,125,007.</b>		

**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	2,152,453.
2 Enter amount from Part I, line 27a	2	-27,446.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,125,007.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,125,007.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENT			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 265,559.		282,521.	-16,962.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			-16,962.

<b>2</b> 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 }	<b>2</b>	-16,962.
--	---	----------	----------

<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	N/A
--	-----	----------	-----

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

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

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

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

☒ Yes ☐ No

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

**1** Enter the appropriate amount in each column for each year; see 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))
2007			
2006			
2005			
2004	0.	0.	.000000
2003			

<b>2</b> Total of line 1, column (d)	<b>2</b>
<b>3</b> 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	<b>3</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	<b>4</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>
<b>7</b> Add lines 5 and 6	<b>7</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		1	8,078.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	8,078.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	8,078.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	8,440.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	8,440.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	362.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) <u>OH</u>		
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	X	
14	The books are in care of ► <u>ROBERT L. FOX</u> Telephone no. ► <u>740-653-9581</u> Located at ► <u>1445 CINCINNATI ZANESVILLE RD SW, LANCASTER, OH</u> ZIP+4 ► <u>43130</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	N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ► _____ , _____ , _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2008 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 2008)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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?

6b

If you answered "Yes" to 6b, also file Form 8870.

X

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
ROBERT L. FOX	TRUSTEE			
1445 CINCINNATI ZANESVILLE ROAD SW				
LANCASTER, OH 43130	2.50	0.	0.	0.
ELIZABETH Q. FOX	TRUSTEE			
1445 CINCINNATI ZANESVILLE ROAD SW				
LANCASTER, OH 43130	2.50	0.	0.	0.
DONALD R. SUTTON	TRUSTEE			
1445 CINCINNATI ZANESVILLE ROAD SW				
LANCASTER, OH 43130	2.50	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	9,154,362.
b	Average of monthly cash balances	1b	100,052.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	9,254,414.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,254,414.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	138,816.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,115,598.
6	Minimum investment return Enter 5% of line 5	6	455,780.

**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	455,780.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	8,078.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,078.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	447,702.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	447,702.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	447,702.

**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	408,085.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	408,085.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	408,085.

**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.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				447,702.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			399,156.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 408,085.				
a Applied to 2007, but not more than line 2a			399,156.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				8,929.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				438,773.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or

4942(1)(5)

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

**b** 85% of line 2a

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

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

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon.

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

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

## 1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

**a The name, address, and telephone number of the person to whom applications should be addressed:**

ROBERT L. FOX

1445 CINCINNATI ZANESVILLE ROAD SW, LANCASTER, OH 43130

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

NO SPECIAL REOUIREMENTS

**c Any submission deadlines:**

NON-SPECIFIED

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

NON-SPECIFIED

**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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)				
<b>a Paid during the year</b>				
PLEASE SEE ATTACHED STATEMENT				407,500.
<b>Total</b>			<b>▶ 3a</b>	407,500.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	0.



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

<p><b>1</b> 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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> 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.</p>		<b>Yes</b>	<b>No</b>
	<b>1a(1)</b>		<b>X</b>
	<b>1a(2)</b>		<b>X</b>
	<b>1b(1)</b>		<b>X</b>
	<b>1b(2)</b>		<b>X</b>
	<b>1b(3)</b>		<b>X</b>
	<b>1b(4)</b>		<b>X</b>
	<b>1b(5)</b>		<b>X</b>
	<b>1b(6)</b>		<b>X</b>
	<b>1c</b>		<b>X</b>

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

**b** If "Yes," complete the following schedule.

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee <u>Robert L. Fox</u>		Date <u>3/21/10</u>	Title <u>President</u>
	Preparer's signature <u>[Signature]</u>		Date <u>3/15/10</u>	Check if self-employed <input type="checkbox"/>
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code <u>JOHN GERLACH &amp; COMPANY LLP</u> <u>37 W BROAD ST #530</u> <u>COLUMBUS OH 43215</u>		Preparer's identifying number _____	
	EIN <u>                    </u>		Phone no. <u>                    </u>	

Form **990-PF** (2008)

## FOX FOUNDATION, INC.

**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	FEDERAL NAT. MORTG. ASSN., 12/15/21, 50,000 SHS.	P	01/11/07	04/09/09
b	US TREASURY NOTE, DUE 2/26	P	01/10/06	04/17/09
c	US TREASURY NOTE, DUE 2/26	P	01/10/06	04/17/09
d	BANK OF AMERICA, .4 SHS.	P	01/23/08	06/26/09
e	AT & T GLOBAL NOTES, 12,000 SHS.	P	01/10/06	07/22/06
f	FED. NAT. MORTG. ASSN., 09/27/20, 50,000 SHS.	P	11/30/06	10/01/09
g	GRAMERCY CAPITAL CORPORATION, 2,000 SHS.	P	VARIOUS	10/01/09
h	IDEARC, INC., 1,000 SHS.	P	VARIOUS	10/01/09
i	NEW YORK TIMES CL A COM, 1,000 SHS.	P	10/30/07	10/01/09
j	CITIGROUP, INC.	P	01/10/06	10/01/09
k	DWS GLOBAL COMMODITIES CAP GAIN DIVIDEND	P	01/26/06	01/12/09
l	DWS GLOBAL COMMODITIES CAP GAIN DIVIDEND	P	01/26/06	02/27/09
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 50,000.		50,241.	-241.
b 88,283.		70,064.	18,219.
c 44,824.		42,443.	2,381.
d 5.		7.	-2.
e 13,680.		12,291.	1,389.
f 50,000.		50,563.	-563.
g 4,338.		29,425.	-25,087.
h 1.		3,496.	-3,495.
i 7,636.		20,185.	-12,549.
j 2,022.		3,806.	-1,784.
k 4,761.			4,761.
l 9.			9.
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-241.
b			18,219.
c			2,381.
d			-2.
e			1,389.
f			-563.
g			-25,087.
h			-3,495.
i			-12,549.
j			-1,784.
k			4,761.
l			9.
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-16,962.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

## FOX FOUNDATION, INC.

2008 US FORM 990-PF

EIN: 31-6023906

## PART XV, Line 3 - Grants &amp; Contributions Paid During the Year

DATE	NAME	ADDRESS	AMOUNT	RELATIONSHIP	STATUS OF RECIPIENT	PURPOSE OF CONTRIBUTION
04/11/09	Franklin Park Conservatory	1777 E Broad Street Columbus, OH 43203	\$ 25,000 00	None	Public Charity	Capital Campaign
05/17/09	George & Raymond Frank Foundation	P O Box 338 Weare, NH 03281	\$ 2,000 00	None	Public Charity	Memorial -- Wallter & Jane Estabrook
05/22/09	Robert K Fox Family YMCA	465 W Sixth Avenue Lancaster, OH 43130	\$ 7,500 00	None	Public Charity	Partner with Youth
08/25/09	Franklin Park Conservatory Women's Board	1777 E Broad Street Columbus, OH 43203	\$ 3,000 00	None	Public Charity	General
10/21/09	Columbia Museum of Art	PO Box 2068 Columbia, SC 29202	\$ 55,000 00	None	Public Charity	General
10/21/09	Central Carolina Community Foundation	PO Box 11222 Columbia, SC 29201	\$ 27,000 00	None	Public Charity	General
10/21/09	Palmetto Health Foundation	PO Box 247 Columbia, SC 29202	\$ 20,000 00	None	Public Charity	General
10/21/09	United Way of Midlands	1800 Main Street Columbia, SC 29201	\$ 28,000 00	None	Public Charity	General
10/22/09	Lithopolis United Methodist Church	80 North Market Street Lithopolis, OH 43136	\$ 10,000 00	None	Church	General
10/22/09	Wagnalls Memorial Foundation	150 East Columbus Street Lithopolis OH 43136	\$10,000 00	None	Public Charity	General
11/22/09	Big Brother/ Big Sisters of Fairfield County	111 South Broad St Lancaster, OH 43130	\$ 2,500 00	None	Public Charity	General
11/22/09	United Way of Fairfield County	1856 Cedar Hill Rd Lancaster, OH 43130	\$ 10,000 00	None	Public Charity	General
11/22/09	Ohio University Foundation	P O Box 869 Athens, OH 45701	\$ 7,500 00	None	Public Charity	General
11/22/09	Mid Ohio Foodbank	3960 Brookham Dr Grove City, OH 43123	\$ 10,000 00	None	Public Charity	General
11/22/09	Columbus Academy Annual Fund	4300 Cherry Bottom Rd Gahanna, OH 43230	\$ 10,000 00	None	School	General
11/22/09	Denison University	P O Box 734 Granville, OH 43023	\$ 10,000 00	None	School	Annual Fund
11/22/09	The Salvation Army	228 West Hubert Ave Lancaster, OH 43130	\$ 15,000 00	None	Public Charity	General
11/23/09	Prospect Foundation	61 Main St North Adams, MA 01247	\$ 2,500 00	None	Public Charity	Tiger Inn Account
11/23/09	OhioHealth Foundation	180 E Broad Street, Floor 31 Columbus, OH 43215	\$ 2,500 00	None	Public Charity	Peggy Woods Cancer Services Endowment
11/23/09	Rosemont Center	2440 Dawnlight Ave Columbus, OH 43211	\$ 2,500 00	None	Public Charity	Kids from Rosemont
11/23/09	Ohio Historical Society	1982 Velma Ave Columbus, OH 43211	\$ 20,000 00	None	Public Charity	General
11/23/09	The Columbus Museum of Art	480 E Broad Street Columbus, OH 43215	\$ 10,000 00	None	Public Charity	General
11/23/09	The Foundation Dinners	1000 W Fifth Ave Lancaster, OH 43130	\$ 15,000 00	None	Public Charity	General
11/24/09	Robert K Fox Family YMCA	465 W Sixth Avenue Lancaster, OH 43130	\$ 25,000 00	None	Public Charity	General
11/24/09	Fairfield Heritage Association	105 E Wheeling Street Lancaster, OH 43130	\$ 25,000 00	None	Public Charity	General
11/24/09	Easter Seals	565 Childrens Drive West Columbus, OH 43215	\$ 5,000 00	None	Public Charity	General
11/24/09	Forgotten 4-Paws	284 S Harding Road Columbus, OH 43209	\$ 10,000 00	None	Public Charity	General



FOX FOUNDATION, INC.

EIN. 31-6023906

2008 US FORM 990-PF

PART XV, Line 3 - Grants & Contributions Paid During the Year

DATE	NAME	ADDRESS	AMOUNT	RELATIONSHIP	STATUS OF RECIPIENT	PURPOSE OF CONTRIBUTION
11/24/09	Goodwill Columbus	1331 Edgehill Rd Columbus, OH 43212	\$ 10,000 00	None	Public Charity	General
11/24/09	Fairhope Hospice	282 Sells Road Lancaster, OH 43130	\$ 2,500 00	None	Public Charity	General
11/24/09	The Ohio State University Foundation	2400 Olentangy River Rd Columbus, OH 43210	\$ 25,000 00	None	Public Charity	General
			<u>\$ 407,500 00</u>			

FOX FOUNDATION, INC.  
2008 FORM 990-PF

EIN: 31-6023906

Description	Shares	Cost	FMV
<b>Form 990-PF, Part II, Line 10b, Columns (B) &amp; (C) - Corporate Stock</b>			
American Electric Power	1,000	\$ 26,625	\$ 32,190
AT & T	1,000	\$ 26,394	\$ 26,940
Bank of America	1,000	\$ 24,469	\$ 21,825
BP PLC	600	\$ 38,199	\$ 34,308
BP PLC SPONS ADR	400	\$ 20,933	\$ 22,872
Du Pont El De Nemours and Co	1,000	\$ 28,665	\$ 34,580
DWS Global Commodities Stock Fund Inc	1,000	\$ 16,104	\$ 8,350
Fairpoint Communication, Inc.	9	\$ 88	\$ 0
First Trust Value Line Dividend Index Fund	2,000	\$ 34,978	\$ 26,160
FPL Group Inc	500	\$ 19,675	\$ 25,985
Gabelli Global Gold Natural Resources & Income Trust	1,000	\$ 22,801	\$ 16,660
General Electric Company	750	\$ 12,487	\$ 12,015
Ishares Barclays Aggregate Bond Fund	500	\$ 50,910	\$ 52,915
IShares Barclays Tip	500	\$ 51,206	\$ 53,285
Ishares Dow Jones Select Dividend Index Fund	500	\$ 27,222	\$ 21,440
Ishares Iboxx Inv. Grade	500	\$ 47,993	\$ 53,625
Johnson & Johnson	450	\$ 21,642	\$ 28,278
Kimberly-Clark Corp	300	\$ 20,505	\$ 19,791
Lancaster Colony Corp.	60,269	\$ 785,400	\$ 2,876,037
Lehrs	1,425	\$ 26,363	\$ 6,519,592
Lilly Eli & Co	1,000	\$ 55,554	\$ 36,730
Nisource Inc.	1,500	\$ 31,372	\$ 21,375
Nuveen Real Estate Income Fund	2,000	\$ 44,240	\$ 14,900
Packaging Corp of America	500	\$ 11,364	\$ 9,960
Pfizer Incorporated	500	\$ 7,403	\$ 9,085
PNC Financial Services	200	\$ 9,162	\$ 11,402
Portland General Electric Co	1,000	\$ 26,235	\$ 19,610
Procter & Gamble Co	400	\$ 8,565	\$ 24,940
Questar Corp	600	\$ 24,140	\$ 23,802
Scana Corp New	1,000	\$ 38,882	\$ 35,200
Sempra Energy	500	\$ 24,947	\$ 26,570
Sunstone Hotel Investors	2,095	\$ 35,756	\$ 16,970
Tortoise Energy Infrastructure Corp	1,500	\$ 35,982	\$ 44,250
U S Bancorp De	1,000	\$ 33,254	\$ 24,130
Verizon Communications	500	\$ 19,837	\$ 15,730
Wells Fargo Company	500	\$ 27,959	\$ 28,040
<b>Total Corporate Line 10b:</b>		<b>\$ 1,737,311</b>	<b>\$ 10,249,542</b>

FOX FOUNDATION, INC.

EIN: 31-6023906

**Form 990-PF, Part II, Line 10b, Columns (B) & (C) - Corporate Bonds**

Description	Shares	Cost	FMV
Alabama Power Company Series II Due 3/15/11	1,000	\$ 25,106	\$ 25,100
AT&T Broadband Corp Due 3/15/13	8,000	\$ 8,194	\$ 9,384
CIT Group Inc. Internotes	50,000	\$ 50,000	\$ 34,000
Deutsche Bank Contingent Capital Trust II	1,000	\$ 23,806	\$ 19,750
Ford Motor Credit Co	35,000	\$ 35,623	\$ 34,167
General American Investment Inc	1,000	\$ 25,106	\$ 24,490
General Electric Capital Corp - Global Seniors A	1,000	\$ 25,456	\$ 24,190
Hertz Corp 6/15/10	50,000	\$ 50,379	\$ 49,269
International Lease Finance Corp Senior Note	50,000	\$ 48,971	\$ 40,592
Royal Bank of Scotland	1,000	\$ 25,506	\$ 10,270
Royce Value Trust Inc	1,000	\$ 24,736	\$ 24,239
Verizon Pennsylvania Note 11/15/11	15,000	\$ 14,865	\$ 16,043
<b>Total Corporate Line 10c:</b>		<b>\$ 357,746</b>	<b>\$ 311,493</b>

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
FEDERAL NAT. MORTG. ASSN., 12/15/21, 50,000 SHS.	50,000.	50,241.	0.	0.	-241.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
US TREASURY NOTE, DUE 2/26	88,283.	70,064.	0.	0.	18,219.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
US TREASURY NOTE, DUE 2/26	44,824.	42,443.	0.	0.	2,381.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED DEPREC.	DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BANK OF AMERICA, .4 SHS.	5.	7.	0.	PURCHASED	01/23/08	06/26/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED DEPREC.	DATE ACQUIRED GAIN OR LOSS	DATE SOLD
AT & T GLOBAL NOTES, 12,000 SHS.	13,680.	12,291.	0.	PURCHASED	01/10/06	07/22/06

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED DEPREC.	DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FED. NAT. MORTG. ASSN., 09/27/20, 50,000 SHS.	50,000.	50,563.	0.	PURCHASED	11/30/06	10/01/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED DEPREC.	DATE ACQUIRED GAIN OR LOSS	DATE SOLD
GRAMERCY CAPITAL CORPORATION, 2,000 SHS.	4,338.	29,425.	0.	PURCHASED	VARIOUS	10/01/09

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
IDEARC, INC., 1,000 SHS.	PURCHASED	VARIOUS	10/01/09		
	1.	3,496.	0.	0.	-3,495.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
NEW YORK TIMES CL A COM, 1,000 SHS.	PURCHASED	10/30/07	10/01/09		
	7,636.	20,185.	0.	0.	-12,549.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
CITIGROUP, INC.	PURCHASED	01/10/06	10/01/09		
	2,022.	3,806.	0.	0.	-1,784.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
DWS GLOBAL COMMODITIES CAP GAIN DIVIDEND	PURCHASED	01/26/06	01/12/09		
	4,761.	0.	0.	0.	4,761.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
DWS GLOBAL COMMODITIES CAP GAIN DIVIDEND	PURCHASED	01/26/06	02/27/09	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9.	0.	0.	0.	9.

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A -16,962.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
BANK INTEREST	162.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	162.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE BONDS	25,619.	0.	25,619.
SECURITIES	380,471.	0.	380,471.
TOTAL TO FM 990-PF, PART I, LN 4	406,090.	0.	406,090.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,700.	2,160.	0.	540.
TO FORM 990-PF, PG 1, LN 16B	2,700.	2,160.	0.	540.

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FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES - IRS	6,311.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	6,311.	0.	0.	0.

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FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	225.	180.	0.	45.
TO FORM 990-PF, PG 1, LN 23	225.	180.	0.	45.

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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREAS. NOTE, DUE 5/15/16	X		0.	0.
U.S. TREAS. NOTE, DUE 2/15/26	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED LIST	1,737,311.	10,249,542.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,737,311.	10,249,542.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED LIST	357,746.	311,493.
TOTAL TO FORM 990-PF, PART II, LINE 10C	357,746.	311,493.