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

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

2009

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE FOX FAMILY FOUNDATION		A Employer identification number 23-3092389
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (610) 272-0800
	City or town, state, and ZIP code C/O 2011 RENAISSANCE BOULEVARD KING OF PRUSSIA, PA 19406		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 ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,398,786. (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			N/A	
	2 Check ☒ If the foundation is not required to attach Sch. B interest on savings and temporary cash investments	25,802.	25,802.		STATEMENT 1
	3 Dividends and interest from securities	22,201.	22,201.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<159,903.>			
	b Gross sales price for all assets on line 6a	752,513.			
	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	<42,380.>	<42,380.>		STATEMENT 3	
12 Total. Add lines 1 through 11	<154,280.>	5,623.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	4,500.	4,500.		0.
	c Other professional fees				
	17 Interest	6,613.	6,613.		0.
	18 Taxes	527.	527.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	29,490.	29,490.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	41,130.	41,130.		0.
	25 Contributions, gifts, grants paid	47,500.			47,500.
26 Total expenses and disbursements. Add lines 24 and 25	88,630.	41,130.		47,500.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<242,910.>				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			N/A		

3

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
Assets	1 Cash - non-interest-bearing	197,283.	414,658.	414,658.
	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 STMT 8	163,237.	212,967.	137,789.
	b Investments - corporate stock STMT 9	1,611,175.	1,030,935.	1,016,804.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	726,253.	778,227.	829,535.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	2,697,948.	2,436,787.	2,398,786.
	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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	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	2,742,312.	2,742,312.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	<44,364.>	<305,525.>		
30 Total net assets or fund balances	2,697,948.	2,436,787.		
31 Total liabilities and net assets/fund balances	2,697,948.	2,436,787.		

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	2,697,948.
2 Enter amount from Part I, line 27a	2	<242,910.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,455,038.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	18,251.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,436,787.

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			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 752,513.		912,416.	<159,903.>

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			<159,903.>

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	<159,903.>
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

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))
2008	115,000.	2,912,825.	.039481
2007	209,000.	3,405,966.	.061363
2006	135,250.	3,072,953.	.044013
2005	149,625.	3,044,024.	.049154
2004	71,564.	2,540,476.	.028170

2 Total of line 1, column (d)	2	.222181
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	.044436
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,142,893.
5 Multiply line 4 by line 3	5	95,222.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	95,222.
8 Enter qualifying distributions from Part XII, line 4	8	47,500.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,594.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	2,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,594.	
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	4,594.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ 4,594. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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
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. ☐ \$ 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) ☐ NJ		
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 2009 or the taxable year beginning in 2009 (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?	X	

Website address **N/A**

14 The books are in care of **THE FOUNDATION** Telephone no. **(610) 272-0800**
 Located at **C/O 2011 RENAISSANCE BOULEVARD, KING OF PRUSSIA,** ZIP+4 **19406**

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?	☐ 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 page 20 of the instructions)?	N/A	
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If "Yes," list the years N/A		
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
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 2009 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 2009.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2009?		X

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Part VII 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)?

Organizations relying on a current notice regarding disaster assistance check here

N/A
▶ ☐

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?

If "Yes" to 6b, file Form 8870.

6b

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
SEE STATEMENT 11		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	988,236.
b	Average of monthly cash balances	1b	326,702.
c	Fair market value of all other assets	1c	860,588.
d	Total (add lines 1a, b, and c)	1d	2,175,526.
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	2,175,526.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,633.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,142,893.
6	Minimum investment return. Enter 5% of line 5	6	107,145.

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	107,145.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	107,145.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	107,145.
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	107,145.

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	47,500.
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	47,500.
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	47,500.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				107,145.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005	837.			
c From 2006				
d From 2007	45,693.			
e From 2008				
f Total of lines 3a through e	46,530.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	47,500.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				47,500.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	46,530.			46,530.
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				13,115.
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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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)

- 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.

- 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 the 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 STATEMENT 12

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:

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

c Any submission deadlines:

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

Part 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
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	25,802.		
4 Dividends and interest from securities			14	22,201.		
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			14	<42,380.>		
8 Gain or (loss) from sales of assets other than inventory			18	<159,903.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		<154,280.>		0.
13 Total. Add line 12, columns (b), (d), and (e)						<154,280.>

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES - MORGAN STANLEY	311.	311.		0.	
FOREIGN TAXES - STIFEL NICHOLAUS	22.	22.		0.	
FOREIGN TAXES - UBS TOWER	58.	58.		0.	
FOREIGN TAXES - GRAMERCY MEXICO K-1	136.	136.		0.	
TO FORM 990-PF, PG 1, LN 18	527.	527.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
GRAMERCY MEXICO LLC - PORTFOLIO DEDUCTIONS FROM K-1	8,098.	8,098.		0.	
MAYERCAP FINANCING FUND LP - PORTFOLIO DEDUCTIONS FROM K-1	11,313.	11,313.		0.	
MORGAN STANLEY - INVESTMENT & ADVISORY FEES	2,832.	2,832.		0.	
SMITH BARNEY - INVESTMENT & ADVISORY FEES	1,053.	1,053.		0.	
STIFEL NICHOLAS - INVESTMENT & ADVISORY FEES	1,942.	1,942.		0.	
UBS 77791 - SCHRODER - INVESTMENT & ADVISORY FEES	1,047.	1,047.		0.	
UBS 01006 - TOWER - INVESTMENT & ADVISORY FEES	2,911.	2,911.		0.	
BOARDWALK PIPELINE PARTNERS, LP - OTHER DEDUCTIONS FROM K-1	1.	1.		0.	
LINN ENERGY, LLC - OTHER DEDUCTIONS FROM K-1	134.	134.		0.	
POWERSHARES DB AGRICULTURE FUND - OTHER DEDUCTIONS FROM K-1	9.	9.		0.	
UBS 76533 - TRADING - INVESTMENT AND ADVISORY FEES	150.	150.		0.	
TO FORM 990-PF, PG 1, LN 23	29,490.	29,490.		0.	

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
GRAMERCY MEXICO LLC - PASSTHROUGH FROM K-1	443.	443.		
MAYERCAP FINANCING FUND - PASSTHROUGH FROM K-1	<7,460.>	<7,460.>		
POWERSHARES DB AGRICULTURE FUND - PASSTHROUGH FROM PARTNERSHIP	<5.>	<5.>		
CALUMET SPECIALTY PRODUCTS PARTNERS LP - PASSTHROUGH FROM K-1	24.	24.		
DREAM VOYPORT LLC - PASSTHROUGH FROM K-1	<9,332.>	<9,332.>		
SDS/PROCIDIA EQUITIES, LLC - PASSTHROUGH FROM PARTNERSHIP	<67,045.>	<67,045.>		
90 WILLIAM HOLDING LLC - PASSTHROUGH FROM PARTNERSHIP	79,817.	79,817.		
BOARDWALK PIPELINE PARTNERS, LP - PASSTHROUGH FROM PARTNERSHIP	<659.>	<659.>		
LINN ENERGY, LLC - PASSTHROUGH FROM PARTNERSHIP	523.	523.		
REGENCY ENERGY PARTNERS, L.P. - PASSTHROUGH FROM PARTNERSHIP	<2,916.>	<2,916.>		
SDS/PROCIDIA DEVELOPMENT GROUP	1,873.	1,873.		
SDS/PROCIDIA EQUITIES, LLC - 2008 DEFERRED LOSS	<37,643.>	<37,643.>		
TOTAL TO FORM 990-PF, PART I, LINE 11	<42,380.>	<42,380.>		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX RETURN PREPARATION	4,500.	4,500.		0.
TO FORM 990-PF, PG 1, LN 16B	4,500.	4,500.		0.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
90 WILLIAM HOLDING LLC - K-1	728.
BOARDWALK PIPELINE PARTNERS, LP - K-1	28.
DREAM VOYPORT LLC - K-1	18.
GRAMERCY MEXICO LLC - K-1	6,633.
MAYERCAP FINANCING FUND LP - K-1	6,958.
POWERSHARES DB AGRICULTURE FUND - K-1	2.
REGENCY ENERGY PARTNERS, L.P. - K-1	10.
SDS/PROCIDIA EQUITIES, LLC - K-1	2,619.
STIFEL NICHOLAS	33.
TD BANK, N.A.	280.
UBS 76533 - TRADING - OID	1,026.
UBS 77791 - SCHRODER	7,467.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	25,802.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CALUMET SPECIALTY PRODUCTS PARTNERS - K-1	1.	0.	1.
MAYERCAP FINANCING FUND LP - K-1	5,055.	0.	5,055.
MORGAN STANLEY	3,151.	4.	3,147.
SMITH BARNEY	3,528.	0.	3,528.
STIFEL NICHOLAS	4,122.	0.	4,122.
UBS 01006 - TOWER	6,323.	43.	6,280.
UBS 76533 - TRADING	56.	0.	56.
UBS 77791 - SCHRODER	12.	0.	12.
TOTAL TO FM 990-PF, PART I, LN 4	22,248.	47.	22,201.

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	90 WILLIAM HOLDING LLC - PASSTHROUGH FROM PARTNER	P		
b	CALUMET SPECIALTY PRODUCTS PARTNERS - PASSTHROUGH			
c	DREAM VOYPORT LLC - PASSTHROUGH FROM PARTNERSHIP			
d	GRAMERCY MEXICO NPL FUND II LLC - PASSTHROUGH FROM	P		
e	LINN ENERGY, LLC - PASSTHROUGH FROM PARTNERSHIP			
f	MAYERCAP FINANCING FUND, LP - PASSTHROUGH FROM PA			
g	MAYERCAP FINANCING FUND, LP - PASSTHROUGH FROM PA			
h	REGENCY ENERGY PARTNERS, L.P. - PASSTHROUGH FROM			
i	KOTAK INDIA MID-CAP FUND - SALE OF SHARES	P	01/01/05	07/28/09
j	CALUMET SPECIALTY PRODUCTS PARTNERS - SALE OF PAR	P	08/12/08	04/13/09
k	MORGAN STANLEY 098905 - SEE ATTACHED	P	VARIOUS	VARIOUS
l	UBS 77791 - SEE ATTACHED	P	VARIOUS	VARIOUS
m	UBS 76533 - SEE ATTACHED	P	VARIOUS	VARIOUS
n	UBS 76533 - SEE ATTACHED	P	VARIOUS	VARIOUS
o	UBS 01008 - SEE ATTACHED	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,021.			1,021.
b		2.	<2.>
c		413.	<413.>
d 2,143.			2,143.
e		7.	<7.>
f		24.	<24.>
g		1,429.	<1,429.>
h		77.	<77.>
i 88,982.		63,319.	25,663.
j 1,990.		2,601.	<611.>
k 32,417.		47,871.	<15,454.>
l 10,000.		10,647.	<647.>
m 65,164.		76,436.	<11,272.>
n 348,337.		485,968.	<137,631.>
o 19,678.		19,801.	<123.>

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			1,021.
b			<2.>
c			<413.>
d			2,143.
e			<7.>
f			<24.>
g			<1,429.>
h			<77.>
i			25,663.
j			<611.>
k			<15,454.>
l			<647.>
m			<11,272.>
n			<137,631.>
o			<123.>

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

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

THE FOX FAMILY FOUNDATION

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	STIFEL NICHOLAS 6787 - SEE ATTACHED	P	VARIOUS	VARIOUS
b	STIFEL NICHOLAS 6787 - SEE ATTACHED	P	VARIOUS	VARIOUS
c	MORGAN STANLEY 43003 - SEE ATTACHED	P	VARIOUS	VARIOUS
d	MORGAN STANLEY 43003 - SEE ATTACHED	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
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 49,453.		48,460.	993.
b 38,590.		40,935.	<2,345.>
c 44,399.		30,107.	14,292.
d 50,292.		84,319.	<34,027.>
e 47.			47.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			993.
b			<2,345.>
c			14,292.
d			<34,027.>
e			47.
f			
g			
h			
i			
j			
k			
l			
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	<159,903.>
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

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)
► See separate instructions.

OMB No 1545-0790

Attachment
Sequence No **84**

Name(s) shown on return

THE FOX FAMILY FOUNDATION

Identifying number

23-3092389

Part I General Information

1 Check boxes that apply: (a) ☒ Notice of inconsistent treatment (b) ☐ Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) ☐ Yes ☐ No

3 Identify type of pass-through entity:
(a) ☒ Partnership (b) ☐ Electing large partnership (c) ☐ S corporation (d) ☐ Estate (e) ☐ Trust (f) ☐ REMIC

4 Employer identification number of pass-through entity
26-0342690

6 Tax shelter registration number (if applicable) of pass-through entity
NOT APPLICABLE

5 Name, address, and ZIP code of pass-through entity
**SDS/PROCIDIA EQUITIES, LLC
456 EAST 173RD STREET
BRONX, NY 10457-8106**

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01 / 01 / 2009 to **12 / 31 / 2009**

9 Your tax year
01 / 01 / 2009 to **12 / 31 / 2009**

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)		(d) Amount you are reporting		(e) Difference between (c) and (d)	
	Amount of item	Treatment of item						
10 ORDINARY LOSS FROM 2009 K-1	☒		-67,045		-67,045		0	
11 ORDINARY LOSS (DEFERRED FROM 2008)	☒				-37,643		-37,643	
12								
13								

Part III Explanations—Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

ITEM 10 EXPLANATION - SEE STATEMENT ATTACHED

The Fox Family Foundation
23-3092389
December 31, 2009

**Form 8082, Notice of Inconsistent Treatment or Administrative
Adjustment Request**

PART III - Explanations:

Taxpayer is a partner in SDS/Procida Equities, LLC (26-0342690). See lines 4 and 5 on form 8082.

Based upon any and all information available to Taxpayer:

- Taxpayer believes that SDS/Procida Equities LLC's and two of its pass through entities entered into two sale transactions with related parties in 2008 that resulted in losses. Taxpayer believes that the losses recognized by SDS/Procida Equities LLC in 2008 for these transactions in 2008 were as follows:

<u>Passthrough Entity to SDS Procida Equities LLC</u>	<u>Tax ID #</u>	2008 SDS/Procida Equities
		Ordinary Loss Not Reported <u>By Taxpayer in 2008</u>
90 William St. Development Group, LLC	20-2467432	(5,883,758)
196 Livingston Street Development Group LLC	20-2919636	(6,801,415)
GPF 196 Livingston, LLC	20-3995286	(1,201,513)
		13,886,686

- Taxpayer believes that these losses were required to be deferred in 2008 and a portion of these losses are still required to be deferred in 2009, since there is not substantial authority to claim the benefit of these losses.
- Taxpayer believes that the benefit from the loss transactions is required to be deferred:
 - In accordance with IRC § 707(b)(1); and
 - Pursuant to Common Law doctrines such as "lack of business purpose", "sham transaction", "substance over form" and "lack of economic substance".
- Taxpayer did not claim the benefits of these loss transactions on their tax return for the period ended December 31, 2008; rather, Taxpayer treated the loss as deferred.
- Based upon all financial information available to Taxpayer, Taxpayer believes that part of the 2008 benefits of the loss transaction resulting in \$5,883,758 of loss that was treated as deferred in 2008 are now allowable in 2009 as a result of the sale of 70.38% of the partnership assets involved in this transaction to independent third parties.

The following Schedule computes the portion on the net 2008 deferred loss deducted in 2009 for Taxpayer.

		<u>2008 Ordinary Loss Recognized by SDSP & Not Reported By Taxpayer in 2008</u>		<u>Nature of Loss Not Reported By Tax Payer in 2008</u>
<u>Passthrough Entity to SDS Procida Equities LLC</u>	<u>Tax ID #</u>			
90 William St Development Group, LLC	20-2467432	(5,883,758)		Ordinary loss from sale of condo units held in inventory to 90 William Holding LLC (tax ID #26-3942153)
196 Livingston Street Development Group LLC	20-2919636	(6,801,415)		Ordinary loss from sale of 50% interest in 196 Livingston Development LLC to SDSP Schermerhorn LLC (tax ID #26-3977068)
GPF 196 Livingston, LLC	20-3995286	(1,201,513)		Loss from sale of GPF 196 Livingston LLC's sale of a 50% interest in 196 Livingston St Dev Group to SDSP Schermerhorn LLC

SDSP Equities Gross Loss Deemed Recoverable in 2009 from Sale of 70.38% of assets related to 2008 loss passthrough from 90 Wm Dev Grp #20-2467436	(4,140,989)
---	-------------

<u>SDS PROCIDA EQUITIES, LLC---Partial List of Partners</u>	<u>2008 SDS Procida Equities Income Reported by Taxpayer on 2008 return</u>	<u>2008 Gross Unreported Losses Deemed Recoverable in 2009 (from 1A)</u>	<u>Net Losses Deemed Recoverable in 2009 (Line 1)</u>	<u>Add in 2008 Net RE Income & 1231 gains from Lines 2 & 10</u>	<u>SDS Procida Equities Final Net Loss Deemed Recognizable in 2009</u>
Fox Family Foundation	71,693	(47,998)	(42,394)	4,751	(37,643)
Fox Financial Investments	28,112	(18,821)	(16,628)	1,864	(14,764)
Fox Grandchildren, LP	19,681	(13,177)	(11,635)	1,304	(10,331)
Fox IV Investments, LLC	120,891	(80,936)	(71,492)	8,011	(63,481)
Sandra W Fox (old JWTR0S w/GWF)	112,460	(75,291)	(66,501)	7,452	(59,049)
Sandra W Fox	112,460	(75,291)	(66,500)	7,452	(59,048)
G William Fox Trust	12,649	(8,468)	(7,482)	839	(6,643)
Michael Ratliff	14,059	(9,412)	(8,311)	932	(7,379)
Nancy Fox Lyons	7,026	(4,704)	(4,158)	466	(3,692)
Sara Fox	12,649	(8,468)	(7,484)	838	(6,646)
Tacie Fox	49,204	(32,942)	(29,095)	3,260	(25,835)
Tacie Fox & Michael Ratliff	28,112	(18,821)	(16,628)	1,863	(14,765)
TOTALS	588,996	(394,330)	(348,307)	39,032	(309,275)

The adjustments disclosed in Part II are necessary to recognize the part of the loss treated as deferred in 2008.

A copy of Form 8886 filed in 2008 for 2008 is attached. Refer to the detail description for additional information.

**BOX 2
RENTAL REAL ESTATE ACTIVITIES**

PROPERTY DESCRIPTION	GROSS INCOME	NET EXPENSES	NET INCOME	PASSIVE NONPASS	SEC. 1231 TOTAL
PASSTHROUGH RENTAL REAL ESTATE			1,140.		
		TOTAL	\$ 1,140.		

**BOX 18
OTHER TAX-EXEMPT INCOME AND NONDEDUCTIBLE EXPENSES***** DESCRIPTIVE INFORMATION**

C	DISALLOWED TRAVEL AND ENTERTAINMENT	\$	4.
C	EXPENSES ON BOOKS NOT ON SCH. K (PERMANENT)		193.

**BOX 20
OTHER INFORMATION***** DESCRIPTIVE INFORMATION**

V	UNRELATED BUSINESS TAXABLE INCOME	\$	-67,301.
---	-----------------------------------	----	----------

SUPPLEMENTAL INFORMATION

90 WILLIAM DEVELOPMENT GROUP, LLC, A LOWER TIER LLC OWNED BY SDS/PROCIDA EQUITIES, LLC, FILED A FINAL RETURN FOR TAX YEAR ENDED 12/31/2009.

GPF 196 LIVINGSTON, LLC, A LOWER TIER LLC OWNED BY SDS/PROCIDA EQUITIES, LLC, FILED A FINAL RETURN FOR TAX YEAR ENDED 12/31/2009.

2009 PARTNER'S SHARE OF INVESTMENT IN PASSTHROUGH ENTITIES**Note:** The amounts on this schedule are provided for informational purposes only. These amounts are already included on Schedule K-1.

Partner's Name FOX FAMILY FOUNDATION	Partner's identification number 23-3092389
--	--

Name of Passthrough Entity	Employer Identification No.	Type of Entity	Check box if fully disposed in current year
A 405 WEST 53RD STREET MANAGERS, LLC	20-8479714	NON PASSIVE	☐
B GPF 405 WEST 53RD, LLC	20-4141823	NON PASSIVE	☐
C GPF 196 LIVINGSTON, LLC	20-3995286	NON PASSIVE	☒
D 90 WILLIAM ST. DEVELOPMENT GROUP, LLC	20-2467432	NON PASSIVE	☒

		Passthrough Entities			
		A	B	C	D
Income (Loss)	Ordinary business income (loss)			-17.	8,821.
	Net rental real estate income (loss)				146.
	Other net rental income (loss)				
	Guaranteed payments				
	Interest	21.	14.	136.	1,674.
	Ordinary dividends				
	Qualified dividends				
	Royalties				
	Net short-term capital gain (loss)				
	Net long-term capital gain (loss)				
	Collectibles (28%) gain (loss)				
	Unrecaptured section 1250 gain				
	Net section 1231 gain (loss)				
	Other income (loss)				
Deductions	Section 179 deduction				
	Charitable contributions				
	Investment interest expense				
	Section 59(e)(2) expense: Intangible Drilling costs				
	Section 59(e)(2) expense: Dry Hole expense				
	Other section 59(e)(2) expenses				
	Other deductions				
Self-Employment	Net earnings (loss) from self-employment				8,821.
	Gross farming or fishing income				
	Gross nonfarm income				
Credits	Low-income housing credit				
	(A) Section 42(j)(5): Pre-2008				
	(B) Other: Pre-2008				
	(C) Section 42(j)(5): Post-2007				
	(D) Other: Post-2007				
	Qualified rehabilitation expenditures related to rental real estate act.				
	Other rental real estate credits				
	Other rental credits				
	Work opportunity credit				
	Alcohol and cellulosic biofuel fuels credit				
	Welfare-to-work credit				
	Disabled access credit				
	Empowerment zone employment credit				
	Credit for increasing research activities				
	Credit for employer Soc. Sec. tax paid on certain employee tips				
	Orphan drug credit				
	Enhanced oil recovery credit				
	Indian employment credit				
	Small employer pension plan startup costs credit				
	Credit for employer-provided childcare				
	Alternative motor vehicle credit				
	Other credits				

2009 PARTNER'S SHARE OF INVESTMENT IN PASSTHROUGH ENTITIES**Note:** The amounts on this schedule are provided for informational purposes only. These amounts are already included on Schedule K-1.

Partner's Name FOX FAMILY FOUNDATION	Partner's identification number 23-3092389
--	--

Name of Passthrough Entity		Employer Identification No.	Type of Entity	Check box if fully disposed in current year	
A	405 WEST 53RD STREET MANAGERS, LLC	20-8479714	NON PASSIVE	☐	☐
B	GPF 405 WEST 53RD, LLC	20-4141823	NON PASSIVE	☐	☐
C	GPF 196 LIVINGSTON, LLC	20-3995286	NON PASSIVE	☒	☐
D	90 WILLIAM ST. DEVELOPMENT GROUP, LLC	20-2467432	NON PASSIVE	☒	☐

		Passthrough Entities			
		A	B	C	D
Foreign Transactions	Gross income from all sources				
	Gross income sourced at partner level				
	Foreign gross income sourced at partnership level				
	Passive category				
	General category				
	Other				
	Deductions allocated & apportioned at partner level				
	Interest expense				
	Other				
	Deductions allocated & apportioned at partnership level				
Passive category					
General category					
Other					
	Foreign taxes paid				
	Foreign taxes accrued				
	Reduction in tax available for credit				
	Foreign trading gross receipts				
	Extraterritorial income exclusion				
	Other foreign transactions				
Alternative Minimum Tax (AMT) Items	Post-1986 depreciation adjustment				
	Adjusted gain or loss				
	Depletion (other than oil and gas)				
	Oil, gas and geothermal properties — gross income				
	Oil, gas and geothermal properties — deductions				
	A.C.E. depreciation adjustment				
	A.C.E. adjusted gain or (loss)				
	Accel. depreciation on real property placed in service before 1987				
	Accel. depr. on leased personal prop. placed in service before 1987				
	Other AMT items				
Tax-Exempt Inc. & Non-deductible Exp	Tax-exempt interest income				
	Other tax-exempt income				
	Nondeductible expenses				193.
Other Information	Investment income	21.	14.	136.	1,674.
	Investment expenses				
	Recapture of low-income housing credit — 42(j)(5) partnerships				
	Recapture of low-income housing credit — other				
	Supplemental Information.				

PARTNER 4: FOX FAMILY FOUNDATION 23-3092389

2009 PARTNER'S SHARE OF INVESTMENT IN PASSTHROUGH ENTITIES**Note:** The amounts on this schedule are provided for informational purposes only. These amounts are already included on Schedule K-1.

Partner's Name FOX FAMILY FOUNDATION	Partner's identification number 23-3092389
--	--

Name of Passthrough Entity	Employer Identification No.	Type of Entity	Check box if fully disposed in current year	
A EASTERN PLAZA DEVELOPERS, LLC	20-3939778	NON PASSIVE	☐	☐
B			☐	☐
C			☐	☐
D			☐	☐

		Passthrough Entities			
		A	B	C	D
Income (Loss)	Ordinary business income (loss)	-73,052.			
	Net rental real estate income (loss)	994.			
	Other net rental income (loss)				
	Guaranteed payments				
	Interest	503.			
	Ordinary dividends				
	Qualified dividends				
	Royalties				
	Net short-term capital gain (loss)				
	Net long-term capital gain (loss)				
	Collectibles (28%) gain (loss)				
	Unrecaptured section 1250 gain				
	Net section 1231 gain (loss)				
	Other income (loss)				
Deductions	Section 179 deduction				
	Charitable contributions				
	Investment interest expense				
	Section 59(e)(2) expense: Intangible Drilling costs				
	Section 59(e)(2) expense: Dry Hole expense				
	Other section 59(e)(2) expenses				
	Other deductions				
Self-Employment	Net earnings (loss) from self-employment	-73,052.			
	Gross farming or fishing income				
	Gross nonfarm income				
Credits	Low-income housing credit				
	(A) Section 42(j)(5): Pre-2008				
	(B) Other: Pre-2008				
	(C) Section 42(j)(5): Post-2007				
	(D) Other: Post-2007				
	Qualified rehabilitation expenditures related to rental real estate act.				
	Other rental real estate credits				
	Other rental credits				
	Work opportunity credit				
	Alcohol and cellulosic biofuel fuels credit				
	Welfare-to-work credit				
	Disabled access credit				
	Empowerment zone employment credit				
	Credit for increasing research activities				
	Credit for employer Soc. Sec. tax paid on certain employee tips				
	Orphan drug credit				
	Enhanced oil recovery credit				
	Indian employment credit				
	Small employer pension plan startup costs credit				
	Credit for employer-provided childcare				
	Alternative motor vehicle credit				
	Other credits				

2009 PARTNER'S SHARE OF INVESTMENT IN PASSTHROUGH ENTITIES**Note:** The amounts on this schedule are provided for informational purposes only. These amounts are already included on Schedule K-1.

Partner's Name FOX FAMILY FOUNDATION	Partner's identification number 23-3092389
--	--

Name of Passthrough Entity	Employer Identification No.	Type of Entity	Check box if fully disposed in current year
A EASTERN PLAZA DEVELOPERS, LLC	20-3939778	NON PASSIVE	
B			
C			
D			

		Passthrough Entities			
		A	B	C	D
Foreign Transactions	Gross income from all sources				
	Gross income sourced at partner level				
	Foreign gross income sourced at partnership level				
	Passive category				
	General category				
	Other				
	Deductions allocated & apportioned at partner level				
	Interest expense				
	Other				
	Deductions allocated & apportioned at partnership level				
Alternative Minimum Tax (AMT) Items	Passive category				
	General category				
	Other				
	Foreign taxes paid				
	Foreign taxes accrued				
	Reduction in tax available for credit				
	Foreign trading gross receipts				
	Extraterritorial income exclusion				
	Other foreign transactions				
	Post-1986 depreciation adjustment				
Tax-Exempt Inc. & Non-deductible Exp	Adjusted gain or loss				
	Depletion (other than oil and gas)				
	Oil, gas and geothermal properties — gross income				
	Oil, gas and geothermal properties — deductions				
	A.C.E. depreciation adjustment				
	A.C.E. adjusted gain or (loss)				
	Accel. depreciation on real property placed in service before 1987				
	Accel. depr. on leased personal prop. placed in service before 1987				
	Other AMT items				
	Tax-exempt interest income				
Other Information	Other tax-exempt income				
	Nondeductible expenses				
	Investment income	503.			
	Investment expenses				
	Recapture of low-income housing credit — 42(j)(5) partnerships				
	Recapture of low-income housing credit — other				
	Supplemental Information:				

PARTNER 4: FOX FAMILY FOUNDATION 23-3092389

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
BOOK ADJUSTMENT - BOOK LOSS IN EXCESS OF TAX	18,251.
TOTAL TO FORM 990-PF, PART III, LINE 5	18,251.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL SECURITIES		X	212,967.	137,789.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			212,967.	137,789.
TOTAL TO FORM 990-PF, PART II, LINE 10A			212,967.	137,789.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,030,935.	1,016,804.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,030,935.	1,016,804.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GRAMERCY MEXICO NPL FUND II LLC	COST	20,501.	43,087.
KOTAK INDIAN MID-CAP FUND	COST	0.	0.
MAYERCAP FINANCING FUND LP	COST	146,250.	146,250.
SDS/PROCIDA EQUITIES LLC	COST	52,166.	52,166.
DREAM VOYPORT LLC	COST	8,492.	8,492.
CRESCENT ASSET MANAGEMENT LTD	COST	100,000.	100,000.
CALUMET SPECIALTY PRODUCTS PARTNERS LP	COST	0.	0.

THE FOX FAMILY FOUNDATION

23-3092389

SDS 2008 LLC	COST	100,000.	100,000.
BOARDWALK PIPELINE	COST	33,367.	45,045.
EDISON PHARMASEUTICALS	COST	99,992.	99,992.
REGENCY ENERGY	COST	29,754.	41,900.
LINN ENERGY	COST	36,922.	41,820.
AMPERE LIFE SCIENCES	COST	100,000.	100,000.
90 WILLIAM HOLDING	COST	23,295.	23,295.
HOLDING PARTICIPANTS	COST	27,488.	27,488.
TOTAL TO FORM 990-PF, PART II, LINE 13		778,227.	829,535.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SANDRA W. FOX 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
G. WILLIAM FOX, JR. 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
TACIE J. FOX 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
NANCY E. FOX LYONS 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
SARA L. FOX 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 12

NAME OF MANAGER

SANDRA W. FOX
 G. WILLIAM FOX, JR.
 TACIE J. FOX
 NANCY E. FOX LYONS
 SARA L. FOX

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
EPILEPSY FOUNDATION OF EASTERN PA 919 WALNUT STREET, SUITE 700 PHILADELPHIA, PA 19107	NONE GENERAL FUND	PUBLIC CHARITY	2,500.
FELLOWSHIP HOUSE 1722 BROADWAY CAMDEN, NJ 08104	NONE GENERAL FUND	PUBLIC CHARITY	5,000.
HUNTINGTON'S DISEASE SOCIETY OF AMERICA, DELAWARE COUNTY CHAPTER 502 W GERMANTOWN PIKE, SUITE 405 PLYMOUTH MEETING, PA 19462	NONE GENERAL FUND	PUBLIC CHARITY	2,500.
MEDICAL UNIVERSITY OF SOUTH CAROLINA FOUNDATION 261 CALHOUN STREET, MSC 182 CHARLESTON, SC 29425	NONE GENERAL FUND	PUBLIC CHARITY	5,000.
RONALD MCDONALD HOUSE ONE KROC DRIVE OAK BROOK, IL 60523	NONE GENERAL FUND	PUBLIC CHARITY	2,500.
SACRED HEART CHURCH 1739 FERRY AVENUE CAMDEN, NJ 08104	NONE GENERAL FUND	PUBLIC CHARITY	5,000.

THE FOX FAMILY FOUNDATION

23-3092389

UNIVERSITY OF ROCHESTER
590 MT. HOPE AVENUE ROCHESTER,
NY 14620

NONE
GENERAL FUND

PUBLIC
CHARITY 25,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

47,500.

Schedule # 1

	Initial Cash		Allocated Share of
SDSP GAINS WITH NO YE BULK SALE AT 90 WM AND SCMRHN	Contribution	% Ownership	Taxable Income
			Including 704C Adjust
USING GAIN OF:			6,185,437
USING SDSP SPECIAL ALLOCATION OF:			5,529,512
GAIN ALLOCATED TO FOX ENTITIES:			
G William Fox Trust	45,000	0.2045%	12,649
Tacie Fox	175,000	0.7955%	49,205
Tacie Fox Michael Ratliff	100,000	0.4545%	28,113
Michael Ratliff	50,000	0.2273%	14,059
Fox Grandchildren LP	70,000	0.3182%	19,682
Fox Family Foundation	255,000	1.1591%	71,695
Fox IV Investments, LLC	430,000	1.9545%	120,894
Sandra W. Fox	400,000	1.8182%	112,464
William Fox & Sandra W. Fox, JTWROS	400,000	1.8182%	112,464
nancy Fox Lyons	25,000	0.1136%	7,027
Sara Fox	45,000	0.2045%	12,649
Fox Financial Invest. LP	100,000	0.4545%	28,113
TOTAL FOX ENTITIES		9.5226%	589,014
OTHER INVESTORS:			
Marci Stapler & Richard Brand	100,000	0.4545%	28,113
Barbara G. Heyman	500,000	2.2727%	140,576
Hilda Forman	50,000	0.2273%	14,059
CTUS LLC (Steven Etkind is managing member)	400,000	1.8182%	112,464
Patricia Perlman	300,000	1.3636%	84,345
Samuel Herschkowitz	500,000	2.2727%	140,576
PENSCO Trust Company Custodian	200,000	0.9091%	56,232
David Katz	60,000	0.2727%	16,868
A. Butts	300,000	1.3636%	84,345
L. Shapiro & D. Shapiro	100,000	0.4545%	28,113
Mira A Kurien	140,000	0.6364%	39,364
Robert Kraybill	100,000	0.4545%	28,113
H. Greenley, S. Greenley	30,000	0.1364%	8,437
Ashman Investments LLC	50,000	0.2273%	14,059
Infrastructure Finance Advisors, LLC	50,000	0.2273%	14,059
Alan J. Schulman	5,000	0.0227%	1,404

H Koplewicz, Linda Sirow	100,000	0.4545%	28,113
istance Forman	30,000	0.1364%	8,437
Helen Burguiere and Morton Goldstein	20,000	0.0909%	5,623
M & N Capital LLC (Sarah Williams)	5,000	0.0227%	1,404
Emad Khalil	500,000	2.2727%	140,576
PENSCO Trust Company Custodian	60,000	0.2727%	16,868
Dream SDS, LLC (Foster/Kodsi)	12,000,000	54.5455%	3,373,877
SDS46--LINDA GRECO	2,152,500	9.7841%	3,369,945
MJP Fund I--MARIO PROCIDA	<u>2,152,500</u>	<u>9.7841%</u>	<u>3,369,945</u>
Grand Total	22,000,000	100.000%	11,714,929

SCHEDULE # 2

	Initial Cash Contribution	% Ownership	Alloc Sha Taxable Inc
SDSP GAINS WITH NO YE BULK SALE AT 90 WM AND SCMRHN			
USING GAIN OF:			
USING SDSP SPECIAL ALLOCATION OF:			
GAIN ALLOCATED TO FOX ENTITIES			
G William Fox Trust	45,000	0.2045%	(13,08
Tacie Fox	175,000	0.7955%	(50,86
Tacie Fox Michael Ratliff	100,000	0.4545%	(29,06
Michael Ratliff	50,000	0.2273%	(14,53
Fox Grandchildren LP	70,000	0.3182%	(20,34
Fox Family Foundation	255,000	1.1591%	(74,12
Fox IV Investments, LLC	430,000	1.9545%	(124,9
Sandra W. Fox	400,000	1.8182%	(116,2
G William Fox & Sandra W. Fox, JTWROS	400,000	1.8182%	(116,2
Nancy Fox Lyons	25,000	0.1136%	(7,26
Sara Fox	45,000	0.2045%	(13,08
Fox Financial Invest. LP	100,000	0.4545%	(29,06
TOTAL FOX ENTITIES		9.5226%	
OTHER INVESTORS:			
Marci Stapler & Richard Brand	100,000	0.4545%	(29,06
Barbara G. Heyman	500,000	2.2727%	(145,3
Hilda Forman	50,000	0.2273%	(14,53
CTUS LLC (Steven Etkind is managing member)	400,000	1.8182%	(116,2
Patricia Perlman	300,000	1.3636%	(87,20
Samuel Herschkowitz	500,000	2.2727%	(145,3
PENSCO Trust Company Custodian	200,000	0.9091%	(58,11
David Katz	60,000	0.2727%	(17,44
A. Butts	300,000	1.3636%	(87,20
L.Shapiro & D.Shapiro	100,000	0.4545%	(29,06
Mira A Kurien	140,000	0.6364%	(40,69
Robert Kraybill	100,000	0.4545%	(29,06
H. Greenley, S. Greenley	30,000	0.1364%	(8,72
Ashman Investments LLC	50,000	0.2273%	(14,53
Infrastructure Finance Advisors, LLC	50,000	0.2273%	(14,53
Dan J. Schulman	5,000	0.0227%	(1,41
H.Koplewicz, Linda Sirow	100,000	0.4545%	(29,06
Constance Forman	30,000	0.1364%	(8,72

Helen Burguiere and Morton Goldstein	20,000	0.0909%	(5,8'
M & N Capital LLC (Sarah Williams)	5,000	0.0227%	(1,4'
Emad Khalil	500,000	2.2727%	(145,3
PENSCO Trust Company Custodian	60,000	0.2727%	(17,4'
Dream SDS, LLC (Foster/Kodsi)	12,000,000	54.5455%	(3,488,0
			(625,6
SDS46--LINDA GRECO	2,152,500	9.7841%	1,872,5
MJP Fund I--MARIO PROCIDA	<u>2,152,500</u>	<u>9.7841%</u>	2,498,2
Grand Total	22,000,000	100.000%	(1,398,3

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period December 1-31, 2009

Activity

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3

INTERESTED PARTY COPY

MMF AND BANK DEPOSITS ACTIVITY (CONTINUED)

Date	Activity Type	Description	Bank Deposit Program/ Money Market Funds
12/2	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	53.40
12/3	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	13.88
12/4	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	3.84
12/7	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	44.05
12/8	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	3.51
12/10	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	483.10
12/11	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(67.95)
12/14	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	26.63
12/15	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	26.20
12/16	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	90.80
12/17	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(396.57)
12/21	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	257.00
12/24	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	385.41
12/28	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	291.56
12/29	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	14.75
12/30	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	449.27
12/31	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	330.12
NET ACTIVITY FOR PERIOD			\$2,027.75

UNSETTLED TRADE ACTIVITY

Transaction Settlement Date	Activity Type	Description	Comments	Quantity	Price	Pending Inflows/(Outflows)
12/31	1/6	Sold	UNSETTLED SALE	15.000	\$29.7060	\$445.57

Unsettled Trades are shown for informational purposes only and will be included in totals when the transactions settle.

REALIZED GAIN/(LOSS) DETAIL

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
AIR PROD & CHEM INC	10/16/08	08/18/09	5.000	\$368.11	\$275.61	\$92.50	
	10/23/08	09/04/09	5.000	373.92	260.57	112.95	
ALBEMARLE CORPORATION	01/12/05	05/06/09	5.000	138.41	87.76	50.65	

CONTINUED

Morgan Stanley Smith Barney

CLIENT STATEMENT | For the Period December 1-31, 2009

Activity

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ALLIANT TECHSYSTEM	05/02/05	06/26/09	10.000	248.47	181.86	66.61	
	05/02/05	12/18/09	5.000	176.99	90.93	86.06	
	05/21/07	01/05/09	5.000	430.80	504.14	(73.34)	
	05/30/07	01/26/09	2.000	165.59	198.56	(32.97)	
	05/30/07	02/04/09	3.000	241.52	297.84	(56.32)	
AMERICAN ELECTRIC POWER CO	10/05/07	02/04/09	1.000	80.51	111.89	(31.38)	
	10/05/07	02/24/09	5.000	356.98	559.45	(202.47)	
	11/02/06	03/13/09	4.000	100.94	164.86	(63.92)	
ARROW ELECTRONICS	11/02/06	09/11/09	5.000	153.30	206.07	(52.77)	
	10/04/06	06/09/09	5.000	115.51	136.78	(21.27)	
	10/19/06	06/09/09	5.000	115.51	147.67	(32.16)	
	10/19/06	10/07/09	10.000	273.17	295.33	(22.16)	
	10/19/06	12/17/09	5.000	137.85	147.66	(9.81)	
ASSURANT INC	12/01/06	12/17/09	10.000	275.69	318.48	(42.79)	
	12/16/04	10/14/09	15.000	456.30	461.46	(5.16)	
	12/16/04	10/29/09	10.000	305.16	307.64	(2.48)	
AUTONATION INC	12/16/04	03/02/09	5.000	49.43	91.70	(42.27)	
	12/16/04	03/25/09	9.000	127.33	165.06	(37.73)	
	11/15/06	03/25/09	2.000	28.30	40.79	(12.49)	
	11/15/06	04/30/09	15.000	269.08	305.96	(36.88)	
	11/15/06	07/29/09	10.000	199.71	203.97	(4.26)	
AUTOZONE INC	12/16/04	03/02/09	1.000	140.19	88.36	51.83	
	03/15/05	03/02/09	4.000	560.74	345.47	215.27	
	05/24/05	03/27/09	5.000	217.13	189.28	27.85	
BALL CORPORATION	10/04/05	03/27/09	3.000	130.28	111.96	18.32	
	03/06/07	02/04/09	5.000	233.73	298.08	(64.35)	
	02/22/07	06/22/09	10.000	164.34	220.22	(55.88)	
BROWN FORMAN CORP CL B BURGER KING HOLDINGS, INC.	02/22/07	07/17/09	10.000	162.61	220.22	(57.61)	
	07/09/07	07/17/09	6.000	97.56	160.16	(62.60)	
	07/09/07	08/04/09	14.000	234.51	373.70	(139.19)	
	01/05/06	06/25/09	5.000	94.65	120.42	(25.77)	
	02/07/07	06/25/09	5.000	94.65	150.02	(55.37)	
CABLEVISION SYSTEMS CORP	12/16/04	07/29/09	10.000	309.36	317.02	(7.66)	
	07/22/08	01/29/09	5.000	21.34	267.08	(245.74)	
	07/25/08	01/29/09	5.000	21.34	266.10	(244.76)	
CARLISLE CO INC CENTURY ALUMINUM CO	09/17/08	01/29/09	10.000	42.68	383.71	(341.03)	

CONTINUED

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period December 1-31, 2009

Activity

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
CINCINNATI FINANCIAL OHIO	04/25/06	01/05/09	12.000	343.02	500.26	(157.24)	
	03/05/07	01/05/09	3.000	85.76	128.86	(43.10)	
CLOROX CO DE	07/26/05	08/05/09	5.000	288.78	275.23	13.55	
CMS ENERGY CP	07/03/07	02/04/09	15.000	173.89	263.31	(89.42)	
	07/03/07	04/02/09	10.000	120.77	175.54	(54.77)	
COLUMBIA SPORTSWEAR CO	12/06/07	05/25/09	10.000	317.84	472.17	(154.33)	
COMMUNITY HLTH SYS INC NEW	11/20/06	02/04/09	15.000	288.47	507.26	(218.79)	
COVENTRY HEALTH CARE INC	04/06/06	07/28/09	5.000	110.33	267.04	(156.71)	
	05/01/06	07/28/09	5.000	110.33	247.88	(137.55)	
CULLEN FROST BANKERS INC	12/16/04	01/05/09	5.000	231.83	236.14	(4.31)	
	04/29/05	05/09/09	5.000	262.38	215.75	46.63	
	12/06/05	07/21/09	5.000	233.58	279.20	(45.62)	
DOVER CORP	12/05/07	01/28/09	5.000	157.71	229.11	(71.40)	
	08/06/08	01/28/09	5.000	157.71	244.75	(87.04)	
	08/06/08	10/28/09	5.000	188.17	244.75	(56.58)	
	08/06/08	10/29/09	10.000	387.72	489.50	(101.78)	
	08/06/08	11/02/09	5.000	190.62	244.75	(54.13)	
ENERGEN CORP	05/25/05	06/24/09	15.000	586.50	458.90	127.60	
	05/25/05	07/29/09	5.000	202.83	152.97	49.86	
EVEREST RE GROUP LTD	02/16/07	05/29/09	5.000	342.60	491.38	(148.78)	
	02/16/07	06/10/09	1.000	72.90	98.28	(25.38)	
	04/30/08	06/10/09	4.000	291.61	361.58	(69.97)	
	04/30/08	07/09/09	5.000	363.81	451.98	(88.17)	
	04/30/08	07/27/09	1.000	80.11	90.40	(10.29)	
	07/02/08	07/27/09	2.000	160.23	160.20	0.03	
	07/02/08	10/05/09	3.000	261.70	240.30	21.40	
FIRSTENERGY CORP	01/12/07	06/19/09	5.000	194.33	291.86	(97.53)	
	01/12/07	07/16/09	10.000	406.63	583.72	(177.09)	
FORTUNE BRANDS INC	04/26/06	01/29/09	5.000	168.40	404.66	(236.26)	
	08/02/06	01/29/09	5.000	168.40	364.63	(196.23)	
	10/06/06	04/02/09	5.000	145.04	373.37	(228.33)	
GENUINE PARTS CO	04/27/06	06/26/09	10.000	331.55	439.55	(108.00)	
	04/27/06	09/08/09	5.000	179.87	219.77	(39.90)	
HELI ENERGY SOLUTIONS GRP INC	10/26/06	02/25/09	5.000	11.55	164.29	(152.74)	
	11/02/06	02/25/09	15.000	34.66	470.70	(436.04)	
	07/23/07	02/25/09	20.000	46.21	857.04	(810.83)	

CONTINUED

Access Active Assets Account

626-098905-042

BUSINESS
ACCOUNTS

TRUST
ACCOUNTS

EDUCATION
ACCOUNTS

PERSONAL
ACCOUNTS

Activity

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 315

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
ILL TOOL WORKS INC	01/29/08	02/25/09	10,000	23.11	372.70	(349.59)	
	03/03/08	02/25/09	10,000	23.11	350.54	(327.43)	
	01/27/09	12/04/09	5,000	241.55	173.20	68.35	
	02/04/09	12/04/09	5,000	241.55	176.12	65.43	
	02/24/09	12/15/09	5,000	245.00	144.56	100.44	
JACK HENRY & ASSOC INC	02/24/09	12/16/09	5,000	244.13	144.56	99.57	
	11/01/07	09/11/09	10,000	241.46	285.19	(43.73)	
	01/24/08	05/08/09	10,000	120.90	353.11	(232.21)	
	03/03/08	05/08/09	10,000	120.90	335.24	(214.34)	
	03/27/08	05/29/09	10,000	113.08	391.20	(278.12)	
KINDER MORGAN MGMT LLC	11/18/08	05/29/09	5,000	56.54	83.20	(26.66)	
	11/18/08	10/07/09	15,000	181.64	249.61	(67.97)	
	12/05/08	10/07/09	5,000	60.55	79.33	(18.78)	
	10/24/07	02/13/09		32.59	0.00	32.59	Cash In Lieu
	10/24/07	05/15/09		30.53	0.00	30.53	Cash In Lieu
LAMAR ADVERTISING CO CL A	10/24/07	08/14/09		30.75	0.00	30.75	Cash In Lieu
	10/24/07	11/13/09		30.95	0.00	30.95	Cash In Lieu
	10/15/07	01/12/09	10,000	142.03	534.54	(392.51)	
	01/04/08	01/12/09	5,000	71.02	230.69	(159.67)	
	02/28/08	03/02/09	5,000	277.66	380.30	(102.64)	
LORILLARD INC	05/04/07	04/13/09	5,000	271.23	566.88	(295.65)	
	05/30/07	04/17/09	5,000	300.03	552.44	(252.41)	
	10/31/07	05/05/09	5,000	119.96	205.10	(85.14)	
	10/31/07	07/30/09		4.76	0.00	4.76	Cash In Lieu
	10/31/07	08/28/09	5,000	122.92	205.10	(82.18)	
M&T BANK CORP	11/07/07	08/28/09	10,000	245.84	375.02	(129.18)	
	10/31/07	09/03/09		5.06	0.00	5.06	Cash In Lieu
	12/11/07	10/07/09	5,000	135.17	182.81	(47.64)	
	12/11/07	12/03/09		3.51	0.00	3.51	Cash In Lieu
	12/11/07	12/07/09	10,000	270.38	365.61	(95.23)	
MEAD JOHNSON NUTRITION CO A	07/21/09	09/22/09	5,000	203.18	170.00	33.18	
	11/30/06	05/01/09	15,000	151.51	307.01	(155.50)	
	10/04/07	05/01/09	25,000	252.52	626.02	(373.50)	
	12/16/04	09/11/09	10,000	118.24	197.19	(78.95)	
	10/18/07	01/05/09	5,000	141.35	264.43	(123.08)	
OMNICOM GROUP	02/16/07	01/29/09	5,000	37.94	286.28	(248.34)	
OSHKOSH CORP							

CONTINUED

Activity

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
OWENS CORNING INC	03/20/07	01/29/09	15,000	113.83	779.94	(666.11)	
	12/19/07	01/29/09	5,000	37.94	234.42	(196.48)	
	01/04/08	02/04/09	10,000	139.93	192.41	(52.48)	
	01/29/08	02/04/09	5,000	69.97	97.61	(27.64)	
	01/29/08	04/03/09	15,000	159.02	292.82	(133.80)	
PEOPLE'S UNITED FINANCIAL INC.	03/27/08	04/03/09	10,000	106.02	185.37	(79.35)	
	07/06/07	08/17/09	5,000	82.58	90.20	(7.62)	
	09/14/07	08/17/09	15,000	247.75	254.98	(7.23)	
	09/14/07	11/03/09	10,000	158.68	169.99	(11.31)	
	02/07/06	04/02/09	5,000	189.81	185.76	4.05	
PG&E CORPORATION	01/24/07	09/04/09	10,000	400.01	464.70	(64.69)	
	03/02/07	03/25/09	10,000	284.07	391.62	(107.55)	
	02/07/06	05/07/09	10,000	218.38	471.92	(253.54)	
	03/31/06	05/07/09	5,000	109.19	245.82	(136.63)	
	08/01/07	03/25/09	1,000	54.90	70.62	(15.72)	
PLUM CREEK TIMBER CO INC REI	03/03/08	03/25/09	3,000	164.71	246.34	(81.63)	
	03/03/08	04/22/09	2,000	125.28	164.23	(38.95)	
	11/18/08	04/22/09	3,000	187.91	195.22	(7.31)	
	03/09/06	01/05/09	5,000	181.59	174.38	7.21	
	03/09/06	01/30/09	5,000	170.65	174.38	(3.73)	
QUESTAR CORP	04/25/06	01/30/09	5,000	170.65	191.76	(21.11)	
	04/25/06	02/17/09	10,000	323.38	383.51	(60.13)	
	04/25/06	04/17/09	5,000	159.15	191.76	(32.61)	
	04/09/07	01/05/09	2,000	60.14	86.75	(26.61)	
	04/25/07	01/05/09	3,000	90.22	132.30	(42.08)	
RAYONIER INCORPORATED	04/25/07	09/11/09	5,000	208.12	220.50	(12.38)	
	04/25/07	12/21/09	7,000	291.56	308.70	(17.14)	
	12/29/08	11/05/09	5,000	196.45	102.48	93.97	
	12/29/08	12/07/09	5,000	197.53	102.48	95.05	
	05/14/08	04/02/09	5,000	255.55	290.93	(35.38)	
SHERWIN WILLIAMS COMPANY OHIO	05/14/08	04/16/09	5,000	275.87	290.93	(15.06)	
	07/28/08	12/24/09	5,000	307.01	237.41	69.60	
	10/04/07	08/28/09	15,000	327.62	326.08	1.54	
	04/03/07	03/26/09	5,000	76.30	195.24	(118.94)	
	11/09/07	03/26/09	20,000	305.22	740.70	(435.48)	
SMUCKER JM CO COM NEW	05/04/07	12/18/09	15,000	29.69	205.02	(175.33)	
STAPLES INC							
SUPERVALU INC							
SYNOVUS FINCL							

CONTINUED

Activity

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3

INTERESTED PARTY COPY

REALIZED GAIN/(LOSS) DETAIL (CONTINUED)

Security Description	Date Acquired	Date Sold	Quantity	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)	Comments
	05/11/07	12/18/09	10.000	19.80	136.83	(117.03)	
	05/30/07	12/18/09	20.000	39.59	279.03	(239.44)	
	07/06/07	12/18/09	15.000	29.69	198.19	(168.50)	
	09/10/07	12/18/09	25.000	49.49	285.52	(236.03)	
	11/26/07	12/18/09	30.000	59.39	287.49	(228.10)	
	11/27/07	12/18/09	5.000	9.90	48.42	(38.52)	
	07/30/08	12/18/09	10.000	19.80	95.54	(75.74)	
	09/17/09	12/18/09	55.000	108.88	216.80	(107.92)	
SYSO CORP	03/25/09	08/21/09	10.000	248.76	237.72	11.04	
T ROWE PRICE GROUP INC	06/24/05	04/22/09	5.000	186.99	152.50	34.49	
	07/18/07	04/22/09	5.000	186.99	269.66	(82.67)	
TEEKAY CORP	03/07/07	01/09/09	10.000	208.97	499.06	(290.09)	
TEL & DATA SYSTEMS SPECIAL	10/07/05	09/11/09	5.000	144.75	184.62	(39.87)	
TIFFANY & COMPANY NEW	09/06/06	04/30/09	10.000	288.81	314.07	(25.26)	
TJX COS INC NEW	02/14/07	11/02/09	8.000	305.88	227.52	78.36	
TOTAL SYSTEM SVCS	12/07/06	01/02/09	1.000	14.36	37.11	(22.75)	
	05/04/07	01/02/09	7.000	100.50	280.33	(179.83)	
	05/11/07	01/02/09	5.000	71.78	187.09	(115.31)	
	05/30/07	01/02/09	7.000	100.50	267.08	(166.58)	
	05/30/07	05/01/09	3.000	37.48	114.46	(76.98)	
	07/06/07	05/01/09	7.000	87.45	271.01	(183.56)	
	09/10/07	05/01/09	10.000	124.93	325.33	(200.40)	
	09/10/07	05/19/09	2.000	26.42	65.07	(38.65)	
	11/26/07	05/19/09	15.000	198.13	393.11	(194.98)	
	11/27/07	05/19/09	2.000	26.42	66.21	(39.79)	
V F CORPORATION	12/16/04	03/02/09	5.000	247.69	269.10	(21.41)	
	12/16/04	07/30/09	5.000	322.43	269.10	53.33	
	12/16/04	12/07/09	5.000	361.91	269.10	92.81	
VCA ANTECH INC	04/03/08	07/01/09	5.000	132.31	138.48	(6.17)	
VORNADO REALTY TR S B I	09/21/05	06/26/09	5.000	218.10	430.79	(212.69)	
WASHINGTON POST COMPANY CL B	03/14/07	12/23/09	1.000	443.02	749.89	(306.87)	
WESTERN UN CO	08/28/07	09/11/09	5.000	92.85	94.59	(1.74)	
	08/28/07	09/28/09	10.000	195.41	189.19	6.22	
	04/30/08	09/28/09	20.000	390.82	462.19	(71.37)	
WILLIAMS CO INC	02/28/06	05/27/09	15.000	239.52	315.93	(76.41)	
XCEL ENERGY INC	02/07/07	11/02/09	7.000	130.64	167.91	(37.27)	
XL CAPITAL LTD CL A	07/30/08	01/06/09	35.000	136.58	627.08	(490.50)	

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period December 1-31, 2009

Activity

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3

INTERESTED PARTY COPY

	Sales Proceeds	Orig / Adj Total Cost	Realized Gain/(Loss)
Net Realized Gain/(Loss) This Period	\$3,803.91	\$4,981.54	\$(1,177.63)
Net Realized Gain/(Loss) Year to Date	\$32,417.40	\$47,871.30	\$(15,453.90)

Gain / loss information is provided for informational purposes only and should not be used for tax preparation. Please refer to the gain / loss section of the disclosures for important information about gain / loss reporting.

PERSONAL
ACCOUNTS

RETIREMENT
ACCOUNTS

EDUCATION
ACCOUNTS

TRUST
ACCOUNTS

BUSINESS
ACCOUNTS

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626-098905-042



Account Number Y1 77791 40
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212-821-7000

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UBS Financial Services Inc.

2009 Consolidated Form 1099

P07L070801-X12

2009 Realized Gain/Loss Summary

(Includes sale proceeds not reported on Form 1099-B)

This Realized Gain/Loss Summary is not a tax reporting document and has not been submitted to the IRS. If your sale amount matches the amount on Form 1099-B, which is reported to the IRS, it is marked as such. Please rely on the confirmations previously provided to you as your official activity record.

Estimated 2009 Gain/Loss for transactions with trade dates through 12/31/09 has been incorporated into this statement. Realized gain/loss is based on the sales amount less the cost basis. Please note that gain or loss recognized on the sale or redemption of certain Structured Products may be ordinary, and not capital, gain or loss. Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products. Note that the Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion.

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order. An asterisk (*) indicates a UBS Financial Services adjustment to cost basis. The number "1" indicates cost basis information has been provided by a source other than UBS Financial Services. Gain/Loss may not have been adjusted for all capital changes. Gain/Loss values that may be subject to Wash Sale provisions are not indicated here. "Earnings" in the Purchase Date column indicates the position sold was acquired on various dates through dividend reinvestment and that the Gain/Loss has been aggregated.

Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium. The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium. Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amount because the reporting requirements are different.

Gain/Loss from short sale closings are reported as short-term regardless of the holding period of property used to close the short position. Clients should consult their tax advisors as to whether exceptions may apply in their particular case to change this classification. The potential application of the "Constructive Sale" provisions (Sec 1259) for short-against-the box transactions is not considered. Clients should discuss the possible application of these provisions with their tax advisor.

	Purchase	Sale	Gains	Losses	Net Gain/Loss
Long-term Gain/Loss:	\$ 10,646.60	\$ 10,000.00	\$	\$ -646.60	\$ -646.60
Sub Total:	\$ 10,646.60	\$ 10,000.00	\$	\$ -646.60	\$ -646.60
Total:	\$ 10,646.60	\$ 10,000.00	\$	\$ -646.60	\$ -646.60

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
BLOOMER WIS SCH DIST SER B FSA TAXABLE B/E/R/ 4.750 100113 DTD 051503	Redemption	5,000.000		06/15/05	10/01/09	5,000.00	5,057.60	-57.60	1	Y
UNIVERSITY N C CHAPEL HL RV LSE ENVRN TAXBL BE/R/ 9.050 021509 DTD 071591	Redemption	5,000.000		10/26/04	02/15/09	5,000.00	5,589.00	-589.00	1	Y
Total Long-Term Gain/Loss						10,000.00	10,646.60	-646.60		

Account Number Y1 76533 40
Your Financial Advisor or Contact
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212-821-7000

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UBS Financial Services Inc.

2009 Consolidated Form 1099

P07L070890-X1

2009 Realized Gain/Loss Summary

(Includes sale proceeds not reported on Form 1099-B)

This Realized Gain/Loss Summary is not a tax reporting document and has not been submitted to the IRS. If your sale amount matches the amount on Form 1099-B, which is reported to the IRS, it is marked as such. Please rely on the confirmations previously provided to you as your official activity record.

Estimated 2009 Gain/Loss for transactions with trade dates through 12/31/09 has been incorporated into this statement. Realized gain/loss is based on the sales amount less the cost basis. Please note that gain or loss recognized on the sale or redemption of certain Structured Products may be ordinary, and not capital, gain or loss. Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products. Note that the Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion.

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order. An asterisk (*) indicates a UBS Financial Services adjustment to cost basis. The number "1" indicates cost basis information has been provided by a source other than UBS Financial Services. Gain/Loss may not have been adjusted for all capital changes. Gain/Loss values that may be subject to Wash Sale provisions are not indicated here. "Earnings" in the Purchase Date column indicates the position sold was acquired on various dates through dividend reinvestment and that the Gain/Loss has been aggregated.

Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium. The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium. Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amount because the reporting requirements are different. Gain/Loss from short sale closings are reported as short-term regardless of the holding period of property used to close the short position. Clients should consult their tax advisors as to whether exceptions may apply in their particular case to change this classification. The potential application of the "Constructive Sale" provisions (Sec 1259) for short-against-the box transactions is not considered. Clients should discuss the possible application of these provisions with their tax advisor.

	Purchase		Sale		Gains		Losses		Net	
Short-term Gain/Loss:	\$	76,436.34	\$	65,163.75	\$		\$	-11,272.59	\$	-11,272.59
Long-term Gain/Loss:		485,968.02		348,336.71		16,216.95		-153,848.26		-137,631.31
Sub Total:	\$	562,404.36	\$	413,500.46	\$	16,216.95	\$	-165,120.85	\$	-148,903.90
Total:	\$	562,404.36	\$	413,500.46	\$	16,216.95	\$	-165,120.85	\$	-148,903.90

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
UBS AG PRINC PROT NTS DUE 05/07/2010 LINKED TO S + P 500 INDEX	Trade	60,000.000	75,455.25	09/03/08	03/31/09	65,163.75	76,436.34	-11,272.59		Y
Total Short-Term Gain/Loss						65,163.75	76,436.34	-11,272.59		



Account Number Y1 76533 40
Your Financial Advisor or Contact
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212-821-7000

Page 5 of 5

UBS Financial Services Inc.

2009 Consolidated Form 1099

P07L070891-X1

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
HSBC RTN OPTMZ SEC-PP EQUITY BASKET 01/13/2009	Redemption	5,000.000		09/10/07	01/13/09	26,053.51	50,000.00	-23,946.49		Y
IMMUNOGEN INC	Trade	2,000.000		04/05/05	10/23/09	15,324.32	9,596.00	5,728.32		Y
	Trade	4,000.000		04/06/05	10/23/09	30,648.63	20,160.00	10,488.63		Y
UBS AG PPN DUE 10/07/10 LINK TO S&P 500 INDEX	Trade	25,000.000	22,937.50	01/24/05	03/31/09	26,310.25	27,456.77	-1,146.52		Y
UBS AG PPN DUE 6/30/09 LINK TO INTL INDEX BASKET	Redemption	100,000.000		01/30/07	06/30/09	100,000.00	135,750.00	-35,750.00		Y
	Redemption	150,000.000		10/11/07	06/30/09	150,000.00	243,005.25	-93,005.25		Y
Total Long-Term Gain/Loss						348,336.71	485,968.02	-137,631.31		

Account Number Y1 01006 40
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 212-821-7000

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UBS Financial Services Inc.

2009 Consolidated Form 1099

P07L070878-X1

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
PROCTER & GAMBLE CO	Trade	200.000		12/31/08	12/11/09	12,481.92	12,329.56	152.36		Y
RAYMOND JAMES FINANCIAL CORP	Trade	400.000		03/19/09	07/21/09	7,196.21	7,471.40	-275.19		Y
Total Short-Term Gain/Loss								19,678.13	19,800.96	-122.83

FEDERAL ID. NO: 43-0538770

TAXPAYER ID: 23-3092389

**SUPPLEMENTAL INFORMATION AS OF 12/31 - COST BASIS TRANSACTIONS
FOR TAX YEAR 2009**

THE FOLLOWING IS BEING PROVIDED FOR YOUR INFORMATION ONLY AND WILL NOT BE FURNISHED TO THE
INTERNAL REVENUE SERVICE.

STIFEL STRIVES TO PROVIDE RELIABLE AND ACCURATE COST BASIS INFORMATION TO OUR CUSTOMERS, WHICH
MAY INCLUDE INFORMATION RECEIVED FROM OUR CLIENTS OR THEIR PRIOR FIRM. BECAUSE THERE ARE EVENTS
WHICH MAY NECESSITATE ADJUSTMENTS, STIFEL CANNOT GUARANTEE THE ACCURACY OF THE COST BASIS
INFORMATION SHOWN HERE. EVENTS WHICH MAY NECESSITATE AN ADJUSTMENT TO COST BASIS AND/OR GAIN OR
LOSS CALCULATIONS INCLUDE, BUT ARE NOT LIMITED TO: ACCRETION, AMORTIZATION, PRINCIPAL PAYMENTS,
AND/OR CAPITAL CHANGES. THE COST BASIS INFORMATION PROVIDED HEREIN IS FOR INFORMATIONAL PURPOSES
ONLY. PLEASE CONSULT WITH YOUR TAX ADVISOR REGARDING YOUR PARTICULAR SITUATION.

SHORT TERM CAPITAL GAIN/(LOSS)

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>ORIGINAL COST BASIS</u>	<u>ADJUSTED COST BASIS</u>	<u>PROCEEDS</u>	<u>GAIN/(LOSS)</u>
AT&T INC CUSIP: 00206R102	175.00	03/09/09	08/25/09	\$3,896.76		\$4,608.22	\$711.46
AT&T INC CUSIP: 00206R102	175.00	06/23/09	08/25/09	\$4,308.40		\$4,608.23	\$299.83
ABBOTT LABORATORIES CUSIP: 002824100	100.00	08/28/08	01/29/09	\$5,864.56		\$5,457.06	(\$407.50)
BRISTOL MYERS SQUIBB CUSIP: 110122108	200.00	03/09/09	07/08/09	\$3,771.54		\$3,936.63	\$165.09
CALUMET SPECIALTY PRODS CUSIP: 131476103	200.00	08/12/08	04/13/09	\$2,670.00	\$2,670.00	\$1,990.20	(\$679.80)
CENTURYTEL INC CUSIP: 156700106	0.20	04/16/09	07/01/09	\$5.16		\$6.19	\$1.03
NOKIA CORP SPONS ADR CUSIP: 654902204	125.00	10/30/08	01/20/09	\$2,049.50		\$1,644.90	(\$404.60)
POWERSHARES DB AGRIC FD CUSIP: 73936B408	85.00	02/27/09	05/19/09	\$2,006.43	\$2,006.43	\$2,279.06	\$272.63
POWERSHARES DB AGRIC FD CUSIP: 73936B408	250.00	04/14/09	05/19/09	\$6,168.15	\$6,168.15	\$6,703.12	\$534.97
DEWRTH SEIX FLTG INC I CUSIP: 76628T678	370.37	10/23/08	09/16/09	\$2,800.00		\$3,148.14	\$348.14
DEWRTH SEIX FLTG INC I CUSIP: 76628T678	438.83	10/30/08	09/16/09	\$3,300.00		\$3,730.06	\$430.06
SWEXP CR ROGRS AGRI ETN CUSIP: 870297603	1,100.00	05/19/09	11/02/09	\$8,591.66		\$8,240.54	(\$351.12)
VERIZON COMMUNICATIONS CUSIP: 92343V104	100.00	04/30/09	08/27/09	\$3,027.96		\$3,100.92	\$72.96
TOTAL SHORT TERM				\$48,460.12	\$48,460.12	\$49,453.27	\$993.16

**STIFEL
NICOLAUS**One Financial Plaza
501 North Broadway
St. Louis, MO 63102

1666 833 91

TACIE JANE FOX LLC AGENT FOR
FOX FAMILY FOUNDATION
U/T/A DTD 07/16/2001
KNALL/COHEN SOLUTIONS MGD ACCT**2009 SUPPLEMENTAL INFORMATION**

CORRECTED AS OF 04/09/2010

I.E.	ACCOUNT	PAGE
IA45	2893-6787	12 of 12

FEDERAL ID. NO: 43-0538770

TAXPAYER ID: 23-3092389

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INTERNAL REVENUE SERVICE.

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WHICH MAY NECESSITATE ADJUSTMENTS, STIFEL CANNOT GUARANTEE THE ACCURACY OF THE COST BASIS
INFORMATION SHOWN HERE. EVENTS WHICH MAY NECESSITATE AN ADJUSTMENT TO COST BASIS INCLUDE, BUT
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BASIS TRANSACTION INFORMATION MAY BE ADJUSTED FOR LISTED OPTION PREMIUMS, WHEN APPLICABLE. THE
COST BASIS INFORMATION PROVIDED HEREIN IS FOR INFORMATIONAL PURPOSES ONLY. PLEASE CONSULT WITH
YOUR TAX ADVISOR REGARDING YOUR PARTICULAR SITUATION.

LONG TERM CAPITAL GAIN/(LOSS)

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>ORIGINAL COST BASIS</u>	<u>ADJUSTED COST BASIS</u>	<u>PROCEEDS</u>	<u>GAIN/(LOSS)</u>
ARCHER DANIELS MIDLAND C CUSIP: 039483102	200.00	06/07/07	11/17/09	\$6,728.00		\$6,406.53	(\$321.47)
ARCHER DANIELS MIDLAND C CUSIP: 039483102	50.00	10/17/07	11/17/09	\$1,763.63		\$1,601.64	(\$161.99)
BP PLC SPONS ADR CUSIP: 055622104	100.00	06/13/07	04/28/09	\$6,799.00		\$4,269.90	(\$2,529.10)
BP PLC SPONS ADR CUSIP: 055622104	50.00	06/21/07	04/28/09	\$3,460.50		\$2,134.95	(\$1,325.55)
BHP BILLITON LIMITED ADR CUSIP: 088606108	75.00	03/15/07	05/26/09	\$3,384.99		\$4,040.15	\$655.16
CENTURYTEL INC CUSIP: 156700106	125.00	04/25/08	07/07/09	\$3,975.00		\$3,809.20	(\$165.80)
CENTURYTEL INC CUSIP: 156700106	70.00	04/25/08	08/25/09	\$2,226.00		\$2,272.53	\$46.53
ISHARES SILVER TRUST CUSIP: 46428Q109	300.00	07/10/07	09/21/09	\$3,827.40		\$4,977.14	\$1,149.74
RIO TINTO PLC SPONS ADR CUSIP: 767204100	15.00	03/15/07	02/12/09	\$3,206.94		\$1,560.40	(\$1,646.54)
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107	15.00	07/10/07	03/26/09	\$981.75		\$1,387.51	\$405.76
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107	70.00	07/10/07	04/14/09	\$4,581.50		\$6,129.83	\$1,548.33
TOTAL LONG TERM				\$40,934.71	\$40,934.71	\$38,589.78	(\$2,344.93)

Ref: 00001309 00032603

FOX FAMILY FOUNDATION
Account Number 651-43003-15 247

Details of Earnings 2009 - continued

Dividends and Distributions, Section 2

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160005900	*** WEST FRASER TIMBER LTD THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		\$ 2.96				
160006000	*** YAMAHYA MTR CO LTD-JPY UNSPONS ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		.49				
Totals		\$ 16.34	\$ 310.61				

Details of Short Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	6,000	BOSIDENG INTERNATIONAL HOLDING-USD MorganStanley SmithBarney LLC acted as your agent	06/24/09	11/13/09	\$ 1,393.76	\$ 643.20		\$ 750.56
125000040	2,000 2,000	CHAODA MODERN AGRICULTURE ORD ORIGINAL S/D 12/22/09 B/C 6E MorganStanley SmithBarney LLC	03/23/09 08/05/09	12/17/09	2,135.35 2,135.34	1,112.60 1,372.00		1,022.75 763.34
125000100	2,000	NINE DRAGONS PAPER (HOLDINGS)-HKD Morgan Stanley Smi th Barney LLC acted as yo	04/21/09	07/23/09	1,855.55	947.20		908.35
125000110	500 500	ORIENT OVERSEAS INTERNATIONAL-HKD	10/22/08 10/28/08	06/01/09	2,102.95 2,102.94	920.70 674.30		1,182.25 1,428.64



MorganStanley SmithBarney

Client Statement 2009 Year End Summary

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Ref: 00001309 00032604

FOX FAMILY FOUNDATION
Account Number 651-43003-15 247

Details of Short Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000120	190	SEAGATE TECHNOLOGY -USD	10/17/08	07/30/09	\$ 2,338.09	\$ 1,662.56		\$ 675.53
		Morgan Stanley Sml th Barney LLC acted as pr						
125000130	60	SEAGATE TECHNOLOGY -USD	10/17/08	09/04/09	827.74	525.02		302.72
	170	Morgan Stanley Sml th Barney LLC acted as pr	04/06/09		2,345.27	1,100.09		1,245.18
125000160	320	TRINITY INTL HLDGS LTD (LIM VOT) ORD	06/16/08	05/07/09	292.08	1,257.41	(965.33)	
125000170	60	XL CAPITAL LTD CLASS A	07/29/08	06/01/09	625.23	1,085.80	(460.57)	
125000200	1,000	MITSUBISHI RAYON CO LTD-JP	11/05/08	08/14/09	3,412.91	2,291.60		1,121.31
		Morgan Stanley Sml th Barney LLC acted as yo ur agent in this transa						
125000250	150	FLEXTRONICS INTL LTD USD	10/16/08	09/18/09	1,087.47	641.04		446.43
		Morgan Stanley Sml th Barney LLC acted as pr incipal in this transac						
125000260	160	FLEXTRONICS INTL LTD USD	10/16/08	09/28/09	1,152.66	683.78		468.88
		MorganStanley SmithBarney LLC acted as principal in this transaction.						
125000270	1,500	PT GUDANG GARAM-IDR	06/27/08	05/26/09	1,467.86	1,048.05		419.81
125000280	500	WEIQIAO TEXTILE CO LTD ORD	06/16/08	03/13/09	117.44	512.65	(395.21)	
125000290	50	ADVANTEST CORP SPON ADR-	11/19/08	09/09/09	1,276.18	589.50		686.68
	110	Morgan Stanley Sml th Barney LLC acted as yo ur agent in this transa	12/16/08		2,807.61	1,611.50		1,196.11
125000310	300	ALCATEL-LUCENT ADR	11/21/08	10/08/09	1,421.63	547.56		874.07
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000350	.5418	BRASIL TELECOM S A SPONSORED ADR REPSTG PFD SHS MERGER 11/16/09 105530109001	11/24/09	11/24/09	17.16	16.87		.29

2 0 0 9 Y E A R E N D S U M M A R Y



Ref: 00001309 00032605

FOX FAMILY FOUNDATION
Account Number 651-43003-15 247

Details of Short Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000360	.9021	BRASIL TELECOM SA ADR MERGER 11/16/09 105530109001	11/24/09	11/24/09	\$ 14.43	\$ 14.84	(\$.41)	
125000370	40	BRASIL TELECOM PARTICIPACO SA SPONSORED ADR	06/04/09	11/24/09	2,454.62	1,712.70		741.92
125000380	320	CELESTICA INC SUB VGT SHS Morgan Stanley Sml th Barney LLC acted as yo ur agent in this transa	02/13/09	08/20/09	2,603.07	1,291.74		1,311.33
125000390	70	CIBA HOLDING AG SPON ADR (SWITZERLAND)	04/30/08	04/16/09	1,507.07	1,157.11		349.96
125000440	1,730	FIRST PACIFIC LTD SPON ADR SALE OF RTS ON 1730.0000 SHS	11/04/09	11/04/09	130.24	.01		130.23
125000460	30	IMPERIAL HLDGS LTD ADR	06/05/08	05/05/09	196.96	194.37		2.59
125000470	240	IMPERIAL HLDGS LTD ADR	06/05/08	05/29/09	1,798.08	1,554.93		243.15
125000480	400	JD GROUP LTD-SPON ADR	03/19/08	01/07/09	1,640.23	1,833.88	(193.65)	
125000490	30	JD GROUP LTD-SPON ADR	05/15/08	03/31/09	103.82	139.55	(35.73)	
125000550	110	NOVA CHEMICALS CORP	10/16/08	02/26/09	611.93	1,490.90	(878.97)	
125000570	150	TIM PARTICIPACOE S A-BRL SPONS ADR REPSTG PFD SALE OF RTS ON 150.0000 SHS RECORD 05/07/09 PAY 05/14/09	05/07/09	05/07/09	.30	.01		.29
125000590	75	VIVO PARTICIPACOE SA ADR SALE OF RTS ON 75.0000 SHS RECORD 03/25/08 PAY 04/03/09	03/25/09	03/25/09	1.53	.01		1.52
125000600	330	WOLSELEY PLC SPONSORED ADR SALE OF RTS ON 330.0000 SHS	04/01/09	04/01/09	696.60	.01		696.59
125000610	70	YAMAHA MTR CO LTD-JPY UNSPONS ADR Morgan Stanley Sml th Barney LLC acted as yo	12/22/08	06/15/09	1,724.92	1,473.51		251.41
Total					\$ 44,399.02	\$ 30,107.00	(\$ 2,929.87)	\$ 17,221.89

2 0 0 9 Y E A R E N D S U M M A R Y



Ref: 00001309 00032606

FOX FAMILY FOUNDATION
Account Number 651-43003-15 247

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	210	PROSIEBEN SAT.1 MEDIA AG, MUENCHEN-EUR Morgan Stanley Sml th Barney LLC acted as yo	06/19/08	08/13/09	\$ 1,815.46	\$ 2,148.72	(\$ 333.26)	
125000020	10 20	CA AQUITANE CCI ORD	11/24/06 11/28/06	11/24/09	496.27 992.54	430.30 866.94		65.97 125.60
125000050	190 360 460	HMV GROUP PLC	01/20/06 12/20/06 02/16/07	04/09/09	389.39 737.80 942.75	537.34 1,050.80 1,208.56	(147.95) (313.00) (265.81)	
125000060	190	HOME RETAIL GROUP PLC-GBP Morgan Stanley Sml th Barney LLC acted as yo ur agent in this transa	06/06/08	07/30/09	958.08	918.18		39.90
125000070	70	NEXT GROUP PLC-GBP	03/14/08	04/09/09	1,424.80	1,666.54	(241.74)	
125000080	70	NEXT GROUP PLC-GBP MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/14/08	11/18/09	2,361.71	1,666.54		695.17
125000090	60	NEXT GROUP PLC-GBP MorganStanley SmithBarney LLC acted as your agent In this transaction.	04/21/08	12/01/09	2,002.48	1,346.80		655.68
125000140	220	TRAVIS PERKINS PLC-GBP Morgan Stanley Sml th Barney LLC acted as yo ur agent in this transa	07/09/08	08/13/09	2,937.43	2,047.94		889.49
125000150	154	RTS TRAVIS PERKINS PLC-GBP EXP DATE 06/11/2009	Unavailable	07/07/09	456.81			
125000160	150 160 320 140 120 230	TRINITY INTL HLDGS LTD (LIM VOT) ORD	10/05/05 12/01/05 04/12/06 06/15/06 12/20/06 04/30/08	05/07/09	136.92 146.04 292.09 127.79 109.53 209.94	1,574.48 1,707.89 3,105.02 1,276.74 1,121.52 1,248.37	(1,437.56) (1,561.85) (2,812.93) (1,148.95) (1,011.99) (1,038.43)	

2 0 0 9 Y E A R E N D S U M M A R Y



Ref: 00001309 00032607

FOX FAMILY FOUNDATION

Account Number 651-43003-15 247

Details of Long Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000180	100 40	CLARIANT AG, MUTTENZ-CHF MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/28/05 08/07/06	11/06/09	\$ 1,069.34 427.74	\$ 1,256.24 453.73	(\$ 186.90) (25.99)	
125000190	60 70	CLARIANT AG, MUTTENZ-CHF MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/07/06 08/18/06	12/11/09	675.42 787.99	680.59 833.43	(5.17) (45.44)	
125000210	200 300	PIONEER CORP TOKYO Morgan Stanley Sml th Barney LLC acted as yo	01/17/08 01/24/08	06/12/09	638.88 958.32	1,561.74 2,138.01	(922.86) (1,179.69)	
125000220	10 10 10	SFCG CO LTD	05/10/06 07/18/06 10/17/06	02/26/09	2.04 2.04 2.04	2,259.61 1,924.28 1,850.91	(2,257.57) (1,922.24) (1,848.87)	
125000230	130	HUHTAMAKI OY SER I	10/26/07	02/06/09	954.94	1,761.06	(806.12)	
125000240	60 40	HUHTAMAKI OY SER I MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/07 11/21/07	11/19/09	806.96 537.97	812.79 487.36	(5.83)	50.61
125000270	3,000	PT GUDANG GARAM-IDR	07/06/06	05/26/09	2,935.72	3,150.00	(214.28)	
125000280	500 1,500 1,500	WEIQIAO TEXTILE CO LTD ORD	05/12/06 08/25/06 02/11/08	03/13/09	117.45 352.35 352.35	646.50 1,718.70 1,878.60	(529.05) (1,366.35) (1,526.25)	
125000300	560	AIFUL CORP ADR MorganStanley SmithBarney LLC acted as principal in this transaction.	03/02/07	11/02/09	239.61	3,735.70	(3,496.09)	
125000320	100	BIOVAIL CORP	12/14/07	01/16/09	1,080.28	1,461.00	(380.72)	
125000330	70	BIOVAIL CORP	12/14/07	01/30/09	769.40	1,022.70	(253.30)	
125000340	90	BIOVAIL CORP Morgan Stanley Sml th Barney LLC acted as yo ur agent in this transa	12/21/07	06/25/09	1,189.59	1,213.89	(24.30)	
125000370	25	BRASIL TELECOM PARTICIPACO SA SPONSORED ADR	06/18/04	11/24/09	1,534.13	729.00		805.13

2 0 0 9 Y E A R E N D S U M M A R Y



Ref: 00001309 00032608

FOX FAMILY FOUNDATION
Account Number 651-43003-15 247

Details of Long Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000400	190	CONTAX PARTICIPACOE S A SPONSORED ADR Morgan Stanley Sml th Barney LLC acted as pr	09/06/05	07/10/09	\$ 258.35	\$ 95.00		\$ 163.35
125000410	230	DEBENHAMS PLC	05/09/07	02/27/09	495.30	2,757.65	(2,262.35)	
	10	ADR	06/06/07		21.53	105.43	(83.90)	
125000420	260	DEBENHAMS PLC	06/06/07	03/13/09	592.09	2,741.18	(2,149.09)	
125000430	10	DEBENHAMS PLC	06/06/07	05/01/09	54.67	105.43	(50.76)	
	210	ADR	10/05/07		1,148.16	1,772.34	(624.18)	
125000450	230	IMPERIAL HLDGS LTD	02/01/08	03/13/09	1,023.08	1,251.43	(228.35)	
	120	ADR	02/21/08		533.78	605.04	(71.26)	
125000460	110	IMPERIAL HLDGS LTD	02/21/08	05/05/09	722.21	554.62		167.59
125000490	330	JD GROUP LTD-SPON ADR	03/19/08	03/31/09	1,142.06	1,512.95	(370.89)	
125000500	220	JD GROUP LTD-SPON ADR Morgan Stanley Sml th Barney LLC acted as yo ur agent in this transa	05/15/08	07/09/09	1,083.65	1,023.38		60.27
125000510	20	JD GROUP LTD-SPON ADR	05/15/08	07/27/09	124.54	93.03		31.51
	310	Morgan Stanley Sml th Barney LLC acted as yo ur agent in this transa	06/17/08		1,930.34	1,062.56		867.78
125000520	280	KINGFISHER PLC SPONSORED ADR NEW MorganStanley SmithBarney LLC acted as principal	10/27/08	11/05/09	2,140.23	876.40		1,263.83
125000530	180	LEE & MAN PAPER MFG LTD-HK Morgan Stanley Sml th Barney LLC acted as yo ur agent in this transa	08/11/08	09/11/09	1,750.18	918.00		832.18
125000540	230	LEE & MAN PAPER MFG LTD-HK MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/11/08	10/22/09	2,267.74	1,173.00		1,094.74

2 0 0 9 Y E A R E N D S U M M A R Y



Ref: 00001309 00032609

FOX FAMILY FOUNDATION
Account Number 651-43003-15 247

Details of Long Term Gain (Loss) 2009 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000560	260	THOMSON SPONS ADR	07/14/06	07/30/09	\$ 325.20	\$ 4,053.19	(\$ 3,727.99)	
	90	ADR	10/05/07		112.57	1,367.98	(1,255.41)	
	80	Morgan Stanley Sml	12/20/07		100.06	1,100.19	(1,000.13)	
	140	th Barney LLC acted as yo	02/15/08		175.11	1,264.41	(1,089.30)	
	150		02/22/08		187.62	1,207.50	(1,019.88)	
	200		05/19/08		250.15	1,390.00	(1,139.85)	
125000580	240	TRANSFORCE INC NEW-CAD	05/22/08	09/30/09	1,881.48	1,789.68		91.80
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
Total					\$ 50,282.49	\$ 84,318.91	(\$ 42,383.83)	\$ 7,900.60

Details of Deposits and Withdrawals 2009

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	09/11/09	TRANSACTION FEE ADJUSTMENT	\$.09
Total			\$.09

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	01/16/09	CONSULTING & ADVISORY SERVICES FROM 01/01/09 TO 03/31/09		\$ 309.38
220000300	02/02/09	DEBENHAMS PLC ADR		6.45
		ADR FEE OF .00500 PER SHR RECORD 12/12/08 PAY 02/02/09		
220000500	04/06/09	VIVO PARTICIPACIOES SA ADR		.15
		ADR FEE OF .00200 PER SHR RECORD 03/25/09 PAY 04/03/09		

Reference number	Date	Description	Referral number	Amount
220000200	01/23/09	BRAN 1ST QTR FEE FROM 01/01/2009 TO 03/31/2009		\$ 267.00
220000400	02/13/09	LEE & MAN PAPER MFG LTD-HK ADR FEE OF .00500 PER SHR RECORD 12/31/08 PAY 02/13/09		2.05
220000600	04/08/09	YAMAHA MTR CO LTD-JPY UNSPONS ADR ADR FEE OF .01120 PER SHR RECORD 12/30/08 PAY 04/08/09		.78



- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization		Employer identification number
	THE FOX FAMILY FOUNDATION		23-3092389
	Number, street, and room or suite no. If a P.O. box, see instructions.		For IRS use only
	C/O 2011 RENAISSANCE BOULEVARD, NO. 102		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	KING OF PRUSSIA, PA 19406		

Check type of return to be filed (File a separate application for each return):

- ☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE FOUNDATION - C/O 2011 RENAISSANCE BOULEVARD, NO. 102

- The books are in the care of **THE FOUNDATION - C/O 2011 RENAISSANCE BOULEVARD, NO. 102**
 Telephone No. **(610) 272-0800** FAX No. **(610) 239-8359**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**
- 5 For calendar year **2009**, or other tax year beginning _____, and ending _____.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension

ADDITIONAL INFORMATION FROM THIRD PARTIES IS REQUIRED IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title

Date

Form 8868 (Rev. 4-2009)