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

OMB No 1545-0052

2010Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , and ending

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

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) C/O 2011 RENAISSANCE BOULEVARD	Room/suite 102	B Telephone number (610) 272-0800
City or town, state, and ZIP code KING OF PRUSSIA, PA 19406		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,377,367.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		20,148.	19,442.		STATEMENT 1
4 Dividends and interest from securities		21,940.	21,615.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		23,509.			
b Gross sales price for all assets on line 6a 370,047.			23,509.		
7 Capital gain net income (from Part IV, line 2)					
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		<74,249.>	<74,249.>		STATEMENT 3
12 Total. Add lines 1 through 11		<8,652.>	<9,683.>		
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					
c Other professional fees					
17 Interest		4,482.	4,482.		0.
18 Taxes STMT 4		2,750.	750.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		28,258.	28,258.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		35,490.	33,490.		0.
25 Contributions, gifts, grants paid		154,000.			154,000.
26 Total expenses and disbursements. Add lines 24 and 25		189,490.	33,490.		154,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<198,142.>			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

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12-07-10

LHA For Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2010)

644-115

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	414,658.	290,176.	290,176.
	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 7	212,967.	212,967.	138,287.
	b Investments - corporate stock STMT 8	1,030,935.	1,079,769.	1,173,158.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	778,227.	702,991.	775,746.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	2,436,787.	2,285,903.	2,377,367.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	<305,525.>	<456,409.>	
	30 Total net assets or fund balances	2,436,787.	2,285,903.	
	31 Total liabilities and net assets/fund balances	2,436,787.	2,285,903.	

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	2,436,787.
2 Enter amount from Part I, line 27a	2	<198,142.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	47,258.
4 Add lines 1, 2, and 3	4	2,285,903.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,285,903.

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	370,047.	346,538.	23,509.

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			23,509.

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	23,509.
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))
2009	47,500.	2,142,893.	.022166
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

2 Total of line 1, column (d)	2	.216177
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	.043235
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,317,358.
5 Multiply line 4 by line 3	5	100,191.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	100,191.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	154,000.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	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 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 4,594.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	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 2011 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **N/A**

14 The books are in care of **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**

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **Yes** **No**
X

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

	Yes	No
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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No	
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
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 2010 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 2010.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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 10		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

Form 990-PF (2010)

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	1,030,612.
b	Average of monthly cash balances	1b	336,272.
c	Fair market value of all other assets	1c	985,764.
d	Total (add lines 1a, b, and c)	1d	2,352,648.
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	2,352,648.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,290.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,317,358.
6	Minimum investment return. Enter 5% of line 5	6	115,868.

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	115,868.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	
b	Income tax for 2010. (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	115,868.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	115,868.
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	115,868.

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	154,000.
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	154,000.
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	154,000.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				115,868.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			13,115.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 154,000.				
a Applied to 2009, but not more than line 2a			13,115.	
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 2010 distributable amount				115,868.
e Remaining amount distributed out of corpus	25,017.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	25,017.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
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 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	25,017.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	25,017.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 12				
Total			3a	154,000.
b Approved for future payment				
NONE				
Total			3b	0.

Schedule K-1
(Form 1065)**2010**

For calendar year 2010, or tax

Department of the Treasury
Internal Revenue Service

year beginning _____

ending _____

**Partner's Share of Income, Deductions,
Credits, etc.**

▶ See separate instructions.

Schedule K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

2010

For calendar year 2010, or tax

year beginning _____, 2010

ending _____

**Partner's Share of Income, Deductions,
Credits, etc.**

► See separate instructions.

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	GRAMERCY MEXICO LLC - PASSTHROUGH FROM K-1	P	VARIOUS	VARIOUS
b	BOARDWALK PIPELINE PARTNERS - PASSTHROUGH FROM K-	P	VARIOUS	VARIOUS
c	MAYERCAP FINANCING FUND LP - PASSTHROUGH FROM K-1	P	VARIOUS	VARIOUS
d	MAYERCAP FINANCING FUND LP - PASSTHROUGH FROM K-1	P	VARIOUS	VARIOUS
e	REGENCY ENERGY PARTNERS LP - PASSTHROUGH FROM K-1	P	VARIOUS	VARIOUS
f	90 WILLIAM HOLDING LLC - PASSTHROUGH FROM PARTNER	P	VARIOUS	VARIOUS
g	LINN ENERGY LLC - PASSTHROUGH FROM K-1	P	VARIOUS	VARIOUS
h	HOLDING PARTICIPANTS LLC - PASSTHROUGH FROM K-1	P	VARIOUS	VARIOUS
i	HOLDING PARTICIPANTS LLC - PASSTHROUGH FROM K-1	P	VARIOUS	VARIOUS
j	STIFEL NICHOLAS - SEE ATTACHED	P	VARIOUS	VARIOUS
k	STIFEL NICHOLAS - SEE ATTACHED	P	VARIOUS	VARIOUS
l	STIFEL NICHOLAS - RETURN OF PRINCIPAL	P	VARIOUS	VARIOUS
m	MORGAN STANLEY SMITH BARNEY 098905 - SEE ATTACHED	P	VARIOUS	VARIOUS
n	MORGAN STANLEY SMITH BARNEY 43003 - SEE ATTACHED	P	VARIOUS	VARIOUS
o	MORGAN STANLEY SMITH BARNEY 43003 - SEE ATTACHED	P		

(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	6,996.		6,996.
b	187.		187.
c	65.		65.
d		2,378.	<2,378.>
e		1,208.	<1,208.>
f	850.		850.
g		38.	<38.>
h	101.		101.
i	47.		47.
j	55,890.	53,472.	2,418.
k	93,659.	86,820.	6,839.
l	48.	48.	0.
m	42,622.	41,341.	1,281.
n	8,438.	7,333.	1,105.
o	62,292.	59,591.	2,701.

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			6,996.
b			187.
c			65.
d			<2,378.>
e			<1,208.>
f			850.
g			<38.>
h			101.
i			47.
j			2,418.
k			6,839.
l			0.
m			1,281.
n			1,105.
o			2,701.

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	

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 UBS 77791 - SEE ATTACHED		P	VARIOUS	VARIOUS
b UBS 01006 - SEE ATTACHED		P	VARIOUS	VARIOUS
c UBS 01006 - SEE ATTACHED		P	VARIOUS	VARIOUS
d				
e				
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 25,000.		25,115.	<115.>
b 12,398.		8,322.	4,076.
c 61,454.		60,872.	582.
d			
e			
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

(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			<115.>
b			4,076.
c			582.
d			
e			
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	23,509.
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

STIFEL NICOLAUS

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

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

2010 SUPPLEMENTAL TAX INFORMATION

ORIGINAL 02/04/2011

PAYER INFORMATION:

STIFEL, NICOLAUS & COMPANY, INCORPORATED

FEDERAL ID NO: 43-0538770

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TAXPAYER ID: 23-3092389

SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2010 TAX YEAR

ALL OF THE SUPPLEMENTAL TAX INFORMATION IS BEING PROVIDED FOR YOUR INFORMATION ONLY AND WILL NOT BE FURNISHED TO THE INTERNAL REVENUE SERVICE. THE ATTACHED SUPPLEMENTAL INFORMATION SECTION CONTAINS SOME INFORMATION THAT IS NOT CURRENTLY REGULATED AND REPORTED TO THE IRS BY STIFEL, (SUCH AS COST BASIS). THIS ADDITIONAL INFORMATION IS BEING FURNISHED ON A BEST EFFORTS BASIS ACCORDING TO OUR CURRENT RECORDS. ALL PROPER REPORTING ON AN INDIVIDUAL'S INCOME TAX RETURN INCLUDING BUT NOT LIMITED TO COST BASIS INFORMATION, OPTION REPORTING ETC. IS THE RESPONSIBILITY OF THE CLIENT AND THEIR QUALIFIED TAX PROFESSIONAL.

SHORT TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	1099B
ANHEUSER BUSCH INBEV CUSIP: 03524A108	125.00	01/12/10	07/27/10	\$6,378.55		\$6,843.08	\$464.53	Y
DR PEPPER SNAPPLE GROUP CUSIP: 26138E109	75.00	11/13/09	05/17/10	\$2,028.95		\$2,837.20	\$808.25	Y
DR PEPPER SNAPPLE GROUP CUSIP: 26138E109	125.00	11/23/09	05/17/10	\$3,435.94		\$4,728.67	\$1,292.73	Y
CUSIP TOTAL:				\$5,464.89		\$7,565.87	\$2,100.98	
GENL CABLE CORP CUSIP: 369300108	85.00	08/10/09	07/27/10	\$3,021.05		\$2,265.40	(\$755.65)	Y
MARKET JR GOLD MINES ETF CUSIP: 57060U589	225.00	01/21/10	06/30/10	\$5,544.36		\$6,211.69	\$667.33	Y
MICROSOFT CORP CUSIP: 594918104	150.00	09/01/10	11/12/10	\$3,573.21		\$3,963.24	\$390.03	Y
MONSANTO COMPANY NEW CUSIP: 61166W101	70.00	11/13/09	05/20/10	\$5,198.11		\$3,833.94	(\$1,364.17)	Y
MOSAIC COMPANY CUSIP: 61945A107	45.00	09/22/09	03/04/10	\$2,359.01		\$2,712.97	\$353.96	Y
NOVAGOLD RES INC NEW CUSIP: 66987E206	1,000.00	09/21/09	01/22/10	\$5,058.30		\$5,634.42	\$576.12	Y
POTASH CORP SASK INC CUSIP: 73755L107	25.00	06/18/09	01/20/10	\$2,384.20		\$2,807.10	\$422.90	Y
POTASH CORP SASK INC CUSIP: 73755L107	30.00	09/22/09	01/20/10	\$2,855.33		\$3,368.54	\$513.21	Y
CUSIP TOTAL:				\$5,239.53		\$6,175.64	\$936.11	
POWERSH \$ INDX TR BULLSH CUSIP: 73936D107	225.00	02/11/10	07/28/10	\$5,301.00	\$5,301.00	\$5,361.65	\$60.65	Y
VALE S A ADR CUSIP: 91912E105	165.00	04/05/10	06/01/10	\$5,465.66		\$4,492.95	(\$972.71)	Y
VODAFONE GRP PLC NEW ADR CUSIP: 92857W209	40.00	08/26/09	05/11/10	\$868.68		\$828.98	(\$39.70)	Y
TOTAL SHORT TERM				\$53,472.35	\$53,472.35	\$55,889.83	\$2,417.48	

LONG TERM CAPITAL GAIN/(LOSS)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	1099B
BERKSHIRE HATHAWAY B NEW CUSIP: 084670702	50.00	09/18/08	07/28/10	\$4,170.64		\$3,918.69	(\$251.95)	Y

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ORIGINAL 02/04/2011

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STIFEL, NICOLAUS & COMPANY, INCORPORATED

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TAXPAYER ID: 23-3092389

SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2010 TAX YEAR

LONG TERM CAPITAL GAIN/(LOSS) (CONTINUED)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	1099B
BERKSHIRE HATHAWAY B NEW CUSIP: 084670702	50.00	10/02/08	07/28/10	\$4,594.81		\$3,918.69	(\$676.12)	Y
CUSIP TOTAL:				\$8,765.45		\$7,837.38	(\$928.07)	
CENTURYTEL INC CUSIP: 156700106	5.00	04/25/08	05/11/10	\$159.00		\$168.92	\$9.92	Y
CENTURYTEL INC CUSIP: 156700106	15.00	04/16/09	05/11/10	\$387.00		\$506.76	\$119.76	Y
CENTURYLINK INC CUSIP: 156700106	19.22	04/16/09	10/08/10	\$495.83		\$761.55	\$265.72	Y
CENTURYLINK INC CUSIP: 156700106	50.78	04/30/09	10/08/10	\$1,362.27		\$2,012.26	\$649.99	Y
CENTURYLINK INC CUSIP: 156700106	134.00	04/30/09	10/11/10	\$3,594.70		\$5,326.23	\$1,731.53	Y
CUSIP TOTAL:				\$5,998.80		\$8,775.72	\$2,776.92	
EL PASO CORP CUSIP: 28336L109	450.00	03/21/07	05/20/10	\$6,462.00		\$4,811.85	(\$1,650.15)	Y
FRONTIER COMMS CORP CUSIP: 35906A108	55.00	03/02/09	05/11/10	\$387.83	\$363.14	\$430.04	\$66.90	Y
FRONTIER COMMS CORP CUSIP: 35906A108	0.21	04/30/09	07/01/10	\$1.63		\$1.50	(\$0.13)	Y
FRONTIER COMMS CORP CUSIP: 35906A108	520.00	03/02/09	10/25/10	\$3,666.73	\$3,277.34	\$4,541.28	\$1,263.94	Y
FRONTIER COMMS CORP CUSIP: 35906A108	49.00	04/30/09	10/25/10	\$383.29		\$427.93	\$44.64	Y
FRONTIER COMMS CORP CUSIP: 35906A108	100.00	08/26/09	10/25/10	\$718.24	\$650.08	\$873.33	\$223.25	Y
CUSIP TOTAL:				\$5,157.72	\$4,675.48	\$6,274.08	\$1,598.60	
ISHARES SILVER TRUST CUSIP: 46428Q109	300.00	07/10/07	01/13/10	\$3,827.40		\$5,456.93	\$1,629.53	Y
ISHRS SILVER TR ETF CUSIP: 46428Q109	150.00	07/10/07	12/09/10	\$1,913.70		\$4,208.80	\$2,295.10	Y
ISHRS SILVER TR ETF CUSIP: 46428Q109	75.00	01/30/09	12/09/10	\$933.44		\$2,104.41	\$1,170.97	Y
CUSIP TOTAL:				\$6,674.54		\$11,770.14	\$5,095.60	
LEUCADIA NATL CORP CUSIP: 527288104	75.00	09/18/08	02/11/10	\$2,786.51		\$1,640.14	(\$1,146.37)	Y
LEUCADIA NATL CORP CUSIP: 527288104	50.00	09/19/08	02/11/10	\$2,172.11		\$1,093.43	(\$1,078.68)	Y
CUSIP TOTAL:				\$4,958.62		\$2,733.57	(\$2,225.05)	
MADISON SQUARE GARDEN A CUSIP: 55826P100	0.75	01/23/08	02/09/10	\$11.65		\$14.05	\$2.40	Y
MADISON SQUARE GARDEN A CUSIP: 55826P100	93.00	01/23/08	03/05/10	\$1,444.30		\$1,812.27	\$367.97	Y
CUSIP TOTAL:				\$1,455.95		\$1,826.32	\$370.37	
MALAYSIA FUND INC CUSIP: 560905101	750.00	03/26/07	02/11/10	\$6,484.05		\$5,569.80	(\$914.25)	Y

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FEDERAL ID NO: 43-0538770

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SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2010 TAX YEAR

LONG TERM CAPITAL GAIN/(LOSS) (CONTINUED)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	ORIGINAL COST BASIS	ADJUSTED COST BASIS	PROCEEDS	GAIN/(LOSS)	1099B
MICROSOFT CORP CUSIP: 594918104	175.00	10/14/08	11/12/10	\$4,297.14		\$4,623.76	\$326.62	Y
MOSAIC COMPANY CUSIP: 61945A107	50.00	10/30/08	03/04/10	\$1,830.33		\$3,014.41	\$1,184.08	Y
PEABODY ENERGY CORP CUSIP: 704549104	135.00	07/02/07	03/17/10	\$6,200.28		\$6,795.07	\$594.79	Y
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107	15.00	07/10/07	01/13/10	\$981.75		\$1,670.71	\$688.96	Y
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107	35.00	07/16/08	01/13/10	\$3,331.34		\$3,898.34	\$567.00	Y
CUSIP TOTAL:				\$4,313.09		\$5,569.05	\$1,255.96	
VERIZON COMMUNICATIONS CUSIP: 92343V104	20.00	04/30/09	05/11/10	\$605.59		\$569.24	(\$36.35)	Y
VERIZON COMMUNICATIONS CUSIP: 92343V104	205.00	04/30/09	11/19/10	\$5,822.37		\$6,624.39	\$802.02	Y
CUSIP TOTAL:				\$6,427.96		\$7,193.63	\$765.67	
VODAFONE GRP PLC NEW ADR CUSIP: 92857W209	225.00	08/26/09	11/19/10	\$4,886.30		\$6,035.11	\$1,148.81	Y
TRANSOCEAN LTD NAMEN AKT CUSIP: H8817H100	100.00	04/28/09	08/24/10	\$6,540.07		\$5,292.86	(\$1,247.21)	Y
SAPPORO HLDGS LTD CUSIP: J69413128	1,000.00	09/27/07	01/20/10	\$6,850.00		\$5,535.92	(\$1,314.08)	Y
TOTAL LONG TERM				\$87,302.30	\$86,820.06	\$93,658.67	\$6,838.61	

RETURN OF CAPITAL OR PRINCIPAL PAYMENTS

DESCRIPTION	DATE	ACTIVITY	QUANTITY	PRICE	AMOUNT	1099B
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107 CBAF: 0.000326234	01/07/10	PRINCIPAL	150.00		\$5.42	Y
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107 CBAF: 0.000328382	02/03/10	PRINCIPAL	100.00		\$3.59	Y
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107 CBAF: 0.000277013	03/03/10	PRINCIPAL	100.00		\$3.08	Y
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107 CBAF: 0.000308559	04/08/10	PRINCIPAL	100.00		\$3.47	Y
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107 CBAF: 0.000280452	05/07/10	PRINCIPAL	100.00		\$3.30	Y
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107 CBAF: 0.000339732	06/04/10	PRINCIPAL	100.00		\$4.00	Y

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SUPPLEMENTAL INFORMATION AND DISCLOSURES FOR TRANSACTIONS OCCURRING DURING THE 2010 TAX YEAR

RETURN OF CAPITAL OR PRINCIPAL PAYMENTS (CONTINUED)						
DESCRIPTION	DATE	ACTIVITY	QUANTITY	PRICE	AMOUNT	1099B
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107 CBAF: 0.000338417	07/08/10	PRINCIPAL	100.00		\$3.95	Y
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107 CBAF: 0.000347327	08/04/10	PRINCIPAL	100.00		\$4.07	Y
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107 CBAF: 0.000359935	09/03/10	PRINCIPAL	100.00		\$4.36	Y
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107 CBAF: 0.000332012	10/04/10	PRINCIPAL	100.00		\$4.26	Y
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107 CBAF: 0.000327616	11/05/10	PRINCIPAL	100.00		\$4.47	Y
SPDR GOLD TRUST GOLD ETF CUSIP: 78463V107 CBAF: 0.000321475	12/03/10	PRINCIPAL	100.00		\$4.41	Y
CUSIP TOTAL:					\$48.38	
TOTAL RETURN OF CAPITAL OR PRINCIPAL PAYMENTS					\$48.38	
CBAF COST BASIS ALLOCATION FACTOR						

TOTAL GROSS PROCEEDS LESS COMMISSION
ON STOCKS, BONDS, ETC (1099-B BOX 2)
(ADJUSTED FOR ASSIGNED
OR EXERCISED OPTIONS ABOVE)

\$149,596.88



Access Active Assets Account
626-098905-042

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3

INTERESTED PARTY COPY

Activity

MONEY MARKET FUND (MMF) AND BANK DEPOSITS ACTIVITY (CONTINUED)

Date	Activity Type	Description	Credits/(Debits)
12/20	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	53.59
12/21	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(510.61)
12/22	Automatic Redemption	MS ACTIVE ASSETS MONEY TRUST	(1,903.98)
12/23	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	5.25
12/27	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	628.50
12/28	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	338.04
12/29	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	23.75
12/31	Automatic Investment	MS ACTIVE ASSETS MONEY TRUST	1,456.22
NET ACTIVITY FOR PERIOD			\$2,890.57

SECURITY ACTIVITY

CORPORATE ACTIONS

Date	Activity Type	Description	Comments	Quantity
12/21	Stock Dividend	AMETEK INC NEW		7,000

UNSETTLED TRADE ACTIVITY

Transaction Settlement Date	Activity Type	Description	Comments	Quantity	Price	Pending Credits/(Debits)
12/31	1/5 Sold	H & R BLOCK INC	UNSETTLED SALE	30,000	\$11.7129	\$351.38

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
AFFILIATED MGRS GROUP INC	01/16/08	12/03/10	3,000	\$282.12	\$282.68	\$(0.56)	
	08/15/08	12/03/10	5,000	470.20	473.28	(3.08)	
AIRGAS INC	06/16/09	02/05/10	5,000	304.51	199.27	105.24	
	06/25/09	02/05/10	5,000	304.51	203.05	101.46	
	07/08/09	02/05/10	5,000	304.51	190.36	114.15	

CONTINUED

Access Active Assets Account
626-098905-042

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3

Activity

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
ALBEMARLE CORPORATION	08/14/09	07/13/10	10.000	649.26	451.27	197.99	
	05/02/05	04/07/10	10.000	437.24	181.86	255.38	
	05/02/05	09/29/10	5.000	228.07	90.93	137.14	
AMERICAN ELECTRIC POWER CO	11/02/06	01/26/10	1.000	35.62	41.21	(5.59)	
	01/16/07	01/26/10	14.000	498.64	591.21	(92.57)	
	01/16/07	01/28/10	5.000	176.76	211.15	(34.39)	
	01/16/07	02/01/10	6.000	206.89	253.38	(46.49)	
	02/14/07	02/01/10	4.000	137.92	184.91	(46.99)	
	02/14/07	02/08/10	5.000	165.01	231.14	(66.13)	
	02/14/07	03/05/10	6.000	203.70	277.37	(73.67)	
	12/05/07	03/05/10	9.000	305.54	441.88	(136.34)	
	12/05/07	03/12/10	6.000	204.74	294.58	(89.84)	
	09/08/08	03/12/10	4.000	136.50	154.04	(17.54)	
	09/08/08	03/22/10	1.000	34.31	38.51	(4.20)	
	09/23/08	03/22/10	10.000	343.13	371.22	(28.09)	
AMERICAN WATER WORKS CO	04/24/08	08/30/10	10.000	226.30	206.85	19.45	
	04/24/08	11/02/10	5.000	119.45	103.42	16.03	
	06/06/08	11/02/10	5.000	119.45	110.45	9.00	
AMETEK INC NEW	02/12/10	12/21/10		19.75	0.00	19.75	Cash In Lieu
AMPHENOL CORP NEW CL A	11/14/05	09/30/10	10.000	497.20	198.32	298.88	
ASSURANT INC	09/23/08	06/24/10	10.000	359.67	494.26	(134.59)	
	10/31/08	06/24/10	5.000	179.83	124.34	55.49	
	10/31/08	11/11/10	5.000	177.17	124.34	52.83	
	12/05/08	11/11/10	5.000	177.17	110.70	66.47	
	12/05/08	12/27/10	10.000	382.62	221.39	161.23	
	05/07/09	12/27/10	10.000	382.62	249.83	132.79	
AUTONATION INC	11/15/06	05/27/10	3.000	58.99	61.19	(2.20)	
	10/21/08	05/27/10	12.000	235.96	86.37	149.59	
	10/21/08	07/06/10	23.000	424.16	165.53	258.63	
AVAGO TECH	10/07/09	04/22/10	10.000	211.44	161.05	50.39	
	10/07/09	07/23/10	10.000	228.69	161.05	67.64	
	10/29/09	07/23/10	20.000	457.39	298.80	158.59	
BALL CORPORATION	10/04/05	11/01/10	5.000	319.27	186.60	132.67	
BB & T CORP	05/13/09	12/01/10	20.000	471.47	427.12	44.35	
BROOKFIELD PPTYS CP	12/16/04	01/04/10	25.000	309.81	408.88	(99.07)	
	10/10/06	01/04/10	10.000	123.93	229.86	(105.93)	

CONTINUED



MorganStanley
SmithBarney

CLIENT STATEMENT | For the Period December 1-31, 2010

Access Active Assets Account
626-098905-042

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3

Activity

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
CABLEVISION SYSTEMS CORP	02/07/07	06/29/10	15,000	358.72	367.82	(9.10)	
CARLISLE CO INC	12/16/04	01/05/10	5,000	175.37	158.51	16.86	
	12/16/04	03/01/10	15,000	523.69	475.53	48.16	
CINCINNATI FINANCIAL OHIO	03/05/07	04/22/10	5,000	147.71	214.77	(67.06)	
	03/05/07	11/03/10	12,000	355.62	515.45	(159.83)	
	08/03/07	11/03/10	3,000	88.90	118.92	(30.02)	
CLOROX CO DE	07/26/05	08/04/10	5,000	325.08	275.23	49.85	
	12/02/05	12/20/10	10,000	628.50	547.28	81.22	
COMMUNITY HLTH SYS INC NEW	04/29/08	12/17/10	10,000	373.85	389.79	(15.94)	
COVENTRY HEALTH CARE INC	05/01/06	12/13/10	5,000	135.41	247.88	(112.47)	
	10/06/06	12/13/10	5,000	135.41	255.37	(119.96)	
CULLEN FROST BANKERS INC	12/06/05	04/08/10	5,000	284.73	279.20	5.53	
DARDEN RESTAURANTS	08/17/09	03/31/10	5,000	222.01	156.01	66.00	
DOLLAR GEN CORP NEW COM	12/08/09	01/07/10	10,000	237.01	233.78	3.23	
	12/08/09	04/05/10	10,000	255.66	233.78	21.88	
	12/09/10	12/21/10	10,000	313.42	311.65	1.77	ST
FORTUNE BRANDS INC	10/06/06	09/30/10	5,000	246.65	373.37	(126.72)	
	03/02/07	10/08/10	5,000	280.06	402.84	(122.78)	
	03/02/07	12/01/10	5,000	302.20	402.84	(100.64)	
H & R BLOCK INC	12/24/08	07/08/10	15,000	215.05	327.64	(112.59)	
	02/19/09	07/08/10	5,000	71.68	106.10	(34.42)	
	02/19/09	07/28/10	5,000	77.85	106.10	(28.25)	
	04/02/09	07/28/10	15,000	233.55	271.23	(37.68)	
KEYCORP NEW	08/28/09	04/21/10	45,000	401.08	296.47	104.61	
	08/28/09	07/14/10	10,000	81.85	65.88	15.97	
	02/04/10	07/14/10	45,000	368.32	316.98	51.34	
KIMCO REALTY CORP MD	12/05/08	05/11/10	15,000	240.35	233.72	6.63	
	01/22/09	05/11/10	10,000	160.23	150.91	9.32	
	01/22/09	05/18/10	5,000	76.34	75.45	0.89	
	03/02/09	05/18/10	19,000	290.10	147.95	142.15	
	03/02/09	09/10/10	6,000	93.19	46.72	46.47	
	04/30/09	09/10/10	9,000	139.79	106.99	32.80	
KINDER MORGAN MGMT LLC	10/24/07	02/12/10		35.15	0.00	35.15	Cash In Lieu
	10/24/07	05/04/10	5,000	286.44	248.20	38.24	
	10/24/07	05/14/10		35.40	0.00	35.40	Cash in Lieu
	10/24/07	08/13/10		32.73	0.00	32.73	Cash In Lieu

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THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3

Activity

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
	10/24/07	09/17/10	5,000	302.81	248.20	54.61	
	10/24/07	11/12/10		28.54	0.00	28.54	Cash in Lieu
LEXMARK INTL INC NEW A	10/24/07	11/30/10	10,000	637.61	496.39	141.22	
	08/11/09	02/03/10	10,000	318.03	167.15	150.88	
	08/11/09	02/19/10	5,000	170.19	83.58	86.61	
	09/16/09	02/19/10	5,000	170.19	108.59	61.60	
	10/07/09	03/09/10	10,000	351.97	215.33	136.64	
LINCARE HLDGS INC	07/12/07	04/22/10	10,000	476.55	401.05	75.50	
M&T BANK CORP	07/30/07	03/16/10	5,000	401.60	528.63	(127.03)	
	01/04/08	04/08/10	5,000	415.69	381.33	34.36	
	01/04/08	06/18/10	5,000	452.75	381.33	71.42	
	03/27/08	06/18/10	5,000	452.75	422.11	30.64	
MADISON SQUARE GARDEN INC CL A	02/07/07	02/09/10		4.98	0.00	4.98	Cash in Lieu
	02/07/07	04/19/10	3,000	65.23	82.23	(17.00)	
	05/31/07	04/19/10	4,000	86.97	98.60	(11.63)	
	01/07/08	04/19/10	4,000	86.97	64.41	22.56	
MC CORMICK AND CO NON VOTING	09/09/09	10/12/10	5,000	210.06	167.11	42.95	
	08/03/10	10/12/10	10,000	420.12	397.24	22.88	
NORFOLK SOUTHERN CORP	07/07/09	03/11/10	5,000	271.10	181.96	89.14	
	07/29/09	03/11/10	5,000	271.10	211.42	59.68	
OLD REPUBLIC INTL CP	12/16/04	04/12/10	45,000	603.19	887.33	(284.14)	
	12/16/04	06/28/10	20,000	256.13	394.37	(138.24)	
	12/16/04	07/30/10	38,000	470.50	749.30	(278.80)	
	07/02/07	07/30/10	2,000	24.76	43.11	(18.35)	
ONEBEACON INS GP LTD CL A	04/04/07	02/18/10	30,000	440.51	750.00	(309.49)	
	08/06/07	02/22/10	10,000	150.16	208.51	(58.35)	
PEOPLE'S UNITED FINANCIAL INC.	09/14/07	12/09/10	15,000	199.84	254.98	(55.14)	
	03/27/08	12/09/10	15,000	199.84	267.71	(67.87)	
PG&E CORPORATION	01/24/07	05/12/10	10,000	442.06	464.70	(22.64)	
	01/24/07	06/02/10	10,000	406.96	464.70	(57.74)	
	06/26/07	06/09/10	5,000	200.82	229.45	(28.63)	
	06/26/07	06/11/10	5,000	205.58	229.45	(23.87)	
	07/02/08	06/11/10	5,000	205.58	199.61	5.97	
	03/02/09	06/14/10	5,000	208.50	190.17	18.33	
PRECISION CASTPARTS CORP	06/12/08	09/20/10	5,000	644.32	521.88	122.44	
	07/25/08	09/27/10	2,000	257.69	187.78	69.91	

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THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3

Activity

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
	07/25/08	10/07/10	3.000	391.89	281.66	110.23	
	10/10/08	10/07/10	2.000	261.26	108.80	152.46	
	10/10/08	10/12/10	3.000	390.14	163.21	226.93	
PRINCIPAL FINL GROUP INC	04/24/06	04/01/10	10.000	293.40	503.35	(209.95)	
REPUBLIC SERVICES INC	12/16/04	08/03/10	10.000	322.30	220.45	101.85	
ROPER IND INC	11/02/09	11/02/10	5.000	352.34	249.87	102.47	
SAFeway INC COM NEW	10/25/07	03/03/10	15.000	370.81	492.24	(121.43)	
	11/09/07	03/31/10	15.000	371.81	468.80	(96.99)	
SCRIPPS NETWORKS INTERAC CL A	12/29/08	03/22/10	5.000	209.02	102.48	106.54	
	02/04/09	03/22/10	5.000	209.02	105.48	103.54	
	02/10/09	12/06/10	15.000	781.31	323.99	457.32	
SMUCKER JM CO COM NEW	10/10/08	02/04/10	5.000	305.26	206.85	98.41	
	11/06/08	12/27/10	10.000	688.89	405.49	283.40	
STAPLES INC	10/04/07	05/04/10	10.000	233.12	217.39	15.73	
T C F FINANCIAL	02/03/09	10/28/10	20.000	265.27	245.77	19.50	
	02/03/09	12/21/10	5.000	70.36	61.44	8.92	
	10/28/09	12/21/10	15.000	211.07	185.71	25.36	
TEEKAY CORP	03/07/07	11/12/10	10.000	313.90	499.06	(185.16)	
TIFFANY & COMPANY NEW	09/06/06	12/09/10	10.000	626.45	314.07	312.38	
TJX COS INC NEW	02/14/07	06/02/10	2.000	90.09	56.88	33.21	
	10/31/07	06/02/10	8.000	360.36	234.54	125.82	
V F CORPORATION	12/16/04	02/05/10	5.000	353.90	269.10	84.80	
	10/31/07	03/03/10	5.000	388.66	430.89	(42.23)	
	10/31/07	04/12/10	5.000	420.76	430.89	(10.13)	
VCA ANTECH INC	04/03/08	02/04/10	5.000	124.85	138.48	(13.63)	
	04/22/08	02/04/10	5.000	124.85	140.30	(15.45)	
VENTAS INC	11/19/08	04/07/10	5.000	240.29	107.89	132.40	
	11/19/08	06/17/10	5.000	248.21	107.89	140.32	
	01/23/09	12/06/10	10.000	502.16	279.74	222.42	
	03/04/09	12/06/10	5.000	251.08	115.50	135.58	
VULCAN MATERIALS CO	09/21/06	09/21/10	5.000	187.98	375.33	(187.35)	
	10/31/07	09/21/10	5.000	187.98	426.07	(238.09)	
WABCO HLDGS INC	08/09/07	07/21/10	5.000	184.21	230.09	(45.88)	
	08/09/07	11/02/10	10.000	489.36	460.18	29.18	
WASHINGTON POST COMPANY CL B	03/14/07	11/02/10	1.000	402.33	749.89	(347.56)	
WILLIAMS CO INC	02/28/06	12/13/10	10.000	241.51	210.62	30.89	

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THE FOX FAMILY FOUNDATION

1409 KINGS HIGHWAY NORTH UNIT 3

Activity

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
WILMINGTON TRUST CORP	03/02/07	12/14/10	15.000	363.20	397.28	(34.08)	
	03/14/05	12/07/10	30.000	120.35	1,065.64	(945.29)	
	10/05/06	12/07/10	10.000	40.12	445.14	(405.02)	
	01/07/09	12/07/10	10.000	40.12	207.43	(167.31)	
WINDSTREAM CORP	11/14/06	01/27/10	7.000	72.62	95.70	(23.08)	
	12/07/06	01/27/10	18.000	186.75	254.69	(67.94)	
YUM BRANDS INC	12/18/09	08/03/10	5.000	208.79	172.21	36.58	
	01/05/10	12/09/10	10.000	501.45	349.11	152.34	St
Net Realized Gain/(Loss) This Period				\$9,342.93	\$9,189.35	\$153.58	
Net Realized Gain/(Loss) Year to Date				\$42,621.87	\$41,341.31	\$1,280.56	

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.

From January through September, realized gain/loss information will be shown only for trades settling in the current month, and/or certain adjustments (to previously closed lots) made in the current month. From October through December, in order to provide information for year-end investment planning, complete year to date realized gain/loss detail will be displayed for trades settling through the last business day of the year.

Ref 00005855 00044312

FOX FAMILY FOUNDATION

Account Number 651-43003-15 247

Details of Earnings 2010 - 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
160005600	892306200001 *** TOYO SUISAN KAISHA LTD ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		\$ 2.20				
160005700	92855S200001 *** VIVO PARTICIPACOE SA ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		1.70				
160005800	952845105001 *** WEST FRASER TIMBER LTD THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		.30				
Totals			\$ 482.07				

Details of Short Term Gain (Loss) 2010

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
125000050	2,000	CHAODA MODERN AGRICULTURE ORD MorganStanley SmithBarney LLC acted as principal	08/24/09	01/12/10	\$ 2,465.56	\$ 1,175.20		\$ 1,290.36
125000180	30	ARKEMA SPONSORED ADR MorganStanley SmithBarney LLC acted as principal in this transaction.	09/23/09	06/17/10	1,158.46	1,037.93		120.53

2 0 1 0 Y E A R E N D S U M M A R Y

Ref. 0005855 00044313

FOX FAMILY FOUNDATION

Account Number 651-43003-15 247

Details of Short Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000200	300	BRASKEM SA-BRL ADR SALE OF RTS ON 300 0000 SHS RECORD 04/12/10 PAY 04/22/10	04/12/10	04/12/10	\$ 5.58	\$.01		\$ 5.57
125000220	8	CEMEX S.A.B DE C.V SPONS ADR NEW CASH IN LIEU OF .80000 RECORD 06/04/10 PAY 06/09/10	03/12/10	06/09/10	8.85	8.03		82
125000230	460	EQSTRA HLDGS LTD-ZAR SALE OF RTS ON 460 0000 SHS RECORD 07/02/10 PAY 07/12/10	07/02/10	07/02/10	13.69	01		13.68
125000240	80 70	IDEMITSU KOSAN CO LTD-JPY MorganStanley SmithBarney LLC acted as your agent in this transaction	10/22/09 12/04/09	07/09/10	1,510.29 1,321.51	1,561.02 1,047.02	(50.73)	274.49
125000260	350	IRELAND BANK SPONS ADR-EUR MorganStanley SmithBarney LLC acted as your agent in this transaction	06/08/10	11/15/10	774.85	1,343.93	(569.08)	
125000300	40	TEIJIN LTD ADR MorganStanley SmithBarney LLC acted as your agent in this transaction	02/19/10	06/17/10	1,179.42	1,160.13		19.29
Total					\$ 8,438.21	\$ 7,333.28	(\$ 819.81)	\$ 1,724.74

Details of Long Term Gain (Loss) 2010

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	190 50	HEIDELBERGER DRUCKMASCHINE N ORD-EUR MorganStanley SmithBarney LLC acted as principal	02/21/08 05/30/08	07/09/10	\$ 1,889.28 497.18	\$ 4,843.02 1,269.22	(\$ 2,953.74) (772.04)	

Ref 0005855 00044314

FOX FAMILY FOUNDATION

Account Number 651-43003-15 247

Details of Long Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	40	SYMRISE AG-EUR MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/26/09	06/03/10	\$ 840 95	\$ 389 14		\$ 451.81
125000030	1	VALEO-EUR	10/18/04	09/02/10	37 06	35 00		2.06
	60	MorganStanley SmithBarney LLC	11/04/05		2,223.38	2,247.90	(24.52)	
	19	acted as your agent in this transaction	07/14/06		704 07	619 14		84 93
125000040	11	VALEO-EUR	07/14/06	09/23/10	459.52	358.45		101.07
	30	MorganStanley SmithBarney LLC	02/15/08		1,253.24	1,119.68		133.56
	30	acted as your agent in this transaction.	04/25/08		1,253 24	1,253.75	(.51)	
125000060	300	SPORTS DIRECT INTL PLC	12/03/07	09/17/10	597 17	652.05	(64.88)	
	1,560	ORD-GBP MorganStanley SmithBarney LLC acted as principal in this transaction	12/06/07		3,105.28	3,183.65	(78.37)	
125000070	80	CLARIANT AG-MUTTENZ-CHF	08/18/06	01/07/10	972.05	952.49		19.56
	210	MorganStanley SmithBarney LLC	08/17/07		2,551.62	2,619 74	(68.12)	
		acted as your agent in this transaction						
125000080	30	PANALPINA WELTTRANSPORT (HOLDING) AG-CHF MorganStanley SmithBarney LLC acted as your agent in this transaction	08/04/08	08/19/10	3,010.49	2,431 58		578 91
125000090	10	PANALPINA WELTTRANSPORT (HOLDING) AG-CHF MorganStanley SmithBarney LLC acted as your agent in this transaction	08/04/08	10/15/10	1,207 56	810 53		397 03
125000100	10	PANALPINA WELTTRANSPORT (HOLDING) AG-CHF MorganStanley SmithBarney LLC acted as your agent in this transaction	09/19/08	11/05/10	1,297 54	712.40		585.14
125000110	1,000	COSMO OIL Y60 -JPY MorganStanley SmithBarney LLC acted as your agent in this transaction	10/20/08	07/08/10	2,569.25	1,937 10		632.15

2 0 1 0 Y E A R E N D S U M M A R Y

Client Statement
2010 Year End Summary

Ref 00005855 00044315

FOX FAMILY FOUNDATION

Account Number 651-43003-15 247

Details of Long Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000120	1,000	CALSONIC KANSEI CORP MorganStanley SmithBarney LLC acted as principal in this transaction	02/28/08	06/21/10	\$ 3,286.74	\$ 4,252.10	(\$ 965.36)	
125000130	.1081 2513 186	PIRELLI AND C. SPA REVSPILT 07/28/10 T76434108001	07/24/06 07/26/06 08/02/06	07/28/10	.77 1.79 1.32	99 2.22 1.77	(.22) (.43) (.45)	
125000140	78 0737 181 5668 134.3595	PIRELLI AND C. SPA MorganStanley SmithBarney LLC acted as your agent in this transaction	07/24/06 07/26/06 08/02/06	09/09/10	546.76 1,271.54 940.95	711.61 1,606.78 1,278.28	(164.85) (335.24) (337.33)	
125000150	510 20	M-REAL CORP-EUR MorganStanley SmithBarney LLC acted as your agent in this transaction	09/07/07 09/12/07	04/13/10	1,844.02 72.31	2,749.26 101.00	(905.24) (28.69)	
125000160	230 420	M-REAL CORP-EUR MorganStanley SmithBarney LLC acted as your agent in this transaction	09/12/07 03/14/08	04/19/10	802.92 1,466.19	1,161.53 1,200.70	(358.61)	265.49
125000170	50	ARKEMA SPONSORED ADR MorganStanley SmithBarney LLC acted as principal in this transaction	12/22/08	05/14/10	2,019.22	789.00		1,230.22
125000180	20	ARKEMA SPONSORED ADR MorganStanley SmithBarney LLC acted as principal in this transaction	12/22/08	06/17/10	772.30	315.60		456.70
125000190	260	BIOVAIL CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	04/02/08	06/24/10	4,914.20	2,831.01		2,083.19
125000210	120 80 100	BRASKEM SA-BRL ADR MorganStanley SmithBarney LLC acted as your agent in this transaction	10/10/07 11/09/07 02/08/08	07/12/10	1,816.05 1,210.70 1,513.37	2,381.41 1,374.47 1,409.00	(565.36) (163.77)	104.37
125000260	1991	MS&AD INSURANCE UNSPON ADR MERGER 04/30/10 00143A105001	12/16/08	04/30/10	2.83	2.26		.57

2 0 1 0 Y E A R E N D S U M M A R Y

Ref: 00006855 00044316

FOX FAMILY FOUNDATION

Account Number 651-43003-15 247

Details of Long Term Gain (Loss) 2010 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000270	20	MAGNA INTERNATIONAL CL A MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/04/08	05/13/10	\$ 1,539 23	\$ 668 89		\$ 870.34
125000280	40	PEUGEOT CITROEN S A SPONS ADR MorganStanley SmithBarney LLC acted as principal	12/29/08	12/09/10	1,652 75	672 00		980.75
125000290	100 30	SYMRISE AS UNSPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/28/09 06/01/09	06/10/10	2,128.52 638.56	993 92 457.50		1,134.60 181.06
125000300	70	TEIJIN LTD ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/01/08	06/17/10	2,063.99	2,117 92	(53.93)	
125000310	50	TIM PARTICIPACOE S A-BRL SPONS ADR REPSTG PFD MorganStanley SmithBarney LLC acted as your agent	06/20/05	02/25/10	1,414.65	808.50		606.15
125000320	90	TOMKINS F H PLC SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/07/07	06/01/10	1,285 36	1,466 41	(181 05)	
125000330	150	TOMKINS F H PLC SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/07/07	06/10/10	2,142 22	2,444 01	(301.79)	
125000340	70	WEST FRASER TIMBER LTD MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/30/06	02/23/10	2,474 25	2,358 02		116 23
Total					\$ 62,292.39	\$ 59,591 00	(\$ 8,314.50)	\$ 11,015 89

2 0 1 0 Y E A R E N D S U M M A R Y

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

SOURCE	AMOUNT
90 WILLIAM HOLDING LLC - K-1	23.
BOARDWALK PIPELINE PARTNERS, LP - K-1	5.
DREAM VOYPORT LLC - K-1	0.
GRAMERCY MEXICO LLC - K-1	6,084.
HOLDING PARTICIPANTS LLC - K-1	1,963.
LINN ENERGY LLC - K-1	5.
MAYERCAP FINANCING FUND LP - K-1	3,004.
POWERSHARES DB US DOLLAR INDEX - K-1	2.
REGENCY ENERGY PARTNERS, L.P. - K-1	0.
SDS/PROCIDIA EQUITIES, LLC - K-1	1,429.
STIFEL NICHOLAS	0.
TD BANK, N.A.	231.
UBS 77791	7,402.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	20,148.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MAYERCAP FINANCING FUND LP - K-1	1,581.	0.	1,581.
MORGAN STANLEY	5,368.	0.	5,368.
NEUBERGER BERMAN INT'L			
OPPORTUNITIES EQUITIES LP - K-1	0.	0.	0.
SMITH BARNEY	3,219.	0.	3,219.
STIFEL NICHOLAS	4,882.	0.	4,882.
UBS 01006	6,864.	0.	6,864.
UBS 76533	24.	0.	24.
UBS 77791	2.	0.	2.
TOTAL TO FM 990-PF, PART I, LN 4	21,940.	0.	21,940.

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
GRAMERCY MEXICO LLC - PASSTROUGH FROM K-1	384.	384.		
MAYERCAP FINANCING FUND - PASSTROUGH FROM K-1	<8.>	<8.>		
POWERSHARES DB US DOLLAR INDEX - PASSTROUGH FROM PARTNERSHIP	477.	477.		
DREAM VOYPORT LLC - PASSTROUGH FROM K-1	<3,508.>	<3,508.>		
SDS/PROCIDIA EQUITIES, LLC - PASSTROUGH FROM PARTNERSHIP	<37,640.>	<37,640.>		
90 WILLIAM HOLDING LLC - PASSTROUGH FROM PARTNERSHIP	11,825.	11,825.		
BOARDWALK PIPELINE PARTNERS, LP - PASSTROUGH FROM PARTNERSHIP	<1,769.>	<1,769.>		
LINN ENERGY, LLC - PASSTROUGH FROM PARTNERSHIP	1,112.	1,112.		
REGENCY ENERGY PARTNERS, L.P. - PASSTROUGH FROM PARTNERSHIP	<3,741.>	<3,741.>		
SDS/PROCIDIA EQUITIES, LLC - 2008 DEFERRED LOSS	<82,367.>	<82,367.>		
SDSP SCHERMERHORN - PASSTROUGH FROM PARTNERSHIP	<14,191.>	<14,191.>		
SDSC SCHERMERHORN - 2009 DEFERRED INCOME	55,194.	55,194.		
HOLDING PARTICIPANTS - PASSTROUGH FROM PARTNERSHIP	<17.>	<17.>		
TOTAL TO FORM 990-PF, PART I, LINE 11	<74,249.>	<74,249.>		

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES - MORGAN STANLEY	482.	482.		0.	
FOREIGN TAXES - STIFEL NICHOLAUS	120.	120.		0.	
FOREIGN TAXES - UBS 01006	51.	51.		0.	
FOREIGN TAXES - GRAMERCY MEXICO K-1	97.	97.		0.	
EXCISE TAX ON INVESTMENT INCOME - 2009 EXTENSION PAYMENT	2,000.				

		0.	0.
TO FORM 990-PF, PG 1, LN 18	2,750.	750.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
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	8,534.	8,534.			0.
MAYERCAP FINANCING FUND LP - PORTFOLIO DEDUCTIONS FROM K-1	6,319.	6,319.			0.
MORGAN STANLEY - INVESTMENT & ADVISORY FEES	3,979.	3,979.			0.
SMITH BARNEY - INVESTMENT & ADVISORY FEES	1,788.	1,788.			0.
STIFEL NICHOLAS - INVESTMENT & ADVISORY FEES	2,342.	2,342.			0.
UBS 01006 - TOWER - INVESTMENT & ADVISORY FEES	2,575.	2,575.			0.
BOARDWALK PIPELINE PARTNERS, LP - OTHER DEDUCTIONS FROM K-1	4.	4.			0.
LINN ENERGY, LLC - OTHER DEDUCTIONS FROM K-1	1,783.	1,783.			0.
POWERSHARES DB US DOLLAR INDEX - OTHER DEDUCTIONS FROM K-1	16.	16.			0.
UBS 76533 - TRADING - INVESTMENT AND ADVISORY FEES	768.	768.			0.
TD BANK - BANK FEES	150.	150.			0.
TO FORM 990-PF, PG 1, LN 23	28,258.	28,258.			0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
BOOK ADJUSTMENT - TAX LOSS IN EXCESS OF BOOK		47,258.	
TOTAL TO FORM 990-PF, PART III, LINE 3		47,258.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
MUNICIPAL SECURITIES		X	212,967.	138,287.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			212,967.	138,287.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			212,967.	138,287.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCK	1,079,769.	1,173,158.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,079,769.	1,173,158.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GRAMERCY MEXICO NPL FUND II LLC	COST	9,871.	9,871.
MAYERCAP FINANCING FUND LP	COST	79,621.	79,621.
SDS/PROCIDA EQUITIES LLC	COST	14,800.	14,800.
DREAM VOYPORT LLC	COST	8,153.	8,153.
CRESCENT ASSET MANAGEMENT LTD	COST	100,000.	100,000.
SDS 2008 LLC	COST	100,000.	100,000.
BOARDWALK PIPELINE	COST	28,733.	46,695.
EDISON PHARMASEUTICALS	COST	99,992.	99,992.
REGENCY ENERGY	COST	20,990.	54,520.
LINN ENERGY	COST	29,981.	56,235.
AMPERE LIFE SCIENCES	COST	100,000.	100,000.
90 WILLIAM HOLDING	COST	13,621.	8,630.
HOLDING PARTICIPANTS	COST	31,367.	31,367.
SDSP SCHERMERHORN	COST	65,862.	65,862.
TOTAL TO FORM 990-PF, PART II, LINE 13		702,991.	775,746.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 10
 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 STATEMENT 11
 LIST OF FOUNDATION MANAGERS

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 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
HEREDITARY DISEASE FOUNDATION 3960 BROADWAY, 6TH FLOOR NEW YORK , NY 10032	NONE GENERAL FUND	PUBLIC CHARITY	100,000.
EPILEPSY FOUNDATION OF EASTERN PA 919 WALNUT STREET, SUITE 700 PHILADELPHIA, PA 19107	NONE GENERAL FUND	PUBLIC CHARITY	5,000.
FELLOWSHIP HOUSE 1722 BROADWAY CAMDEN, NJ 08104	NONE GENERAL FUND	PUBLIC CHARITY	5,000.
HUNTINGTON'S DISEASE SOCIETY OF AMERICA, NJ CHAPTER 502 W GERMANTOWN PIKE, SUITE 405 PLYMOUTH MEETING, PA 19462	NONE GENERAL FUND	PUBLIC CHARITY	1,500.
HUNTINGTON'S DISEASE SOCIETY OF AMERICA 505 8TH AVENUE, SUITE 902 NEW YORK, NY 10018	NONE GENERAL FUND	PUBLIC CHARITY	2,500.
RONALD MCDONALD HOUSE ONE KROC DRIVE OAK BROOK, IL 60523	NONE GENERAL FUND	PUBLIC CHARITY	2,500.
UNIVERSITY OF ROCHESTER 590 MT. HOPE AVENUE ROCHESTER, NY 14620	NONE GENERAL FUND	PUBLIC CHARITY	35,000.
LIVING IN PINK 5318 WOODLAWN AVENUE CHEVY CHASE, MD 20815	NONE GENERAL FUND	PUBLIC CHARITY	1,500.

THE FOX FAMILY FOUNDATION

23-3092389

WASHINGTON EPISCOPAL SCHOOL
5600 LITTLE FALLS PARKWAY
BETHESDA, MD 20816

NONE
GENERAL FUND

PUBLIC
CHARITY

1,000.

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

154,000.