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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No. 1545-0052

2010

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

04/01, 2010, and ending

03/31, 2011

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation

SAMUEL I & JOHN HENRY FOX FOUNDATION
010959-00-01

A Employer identification number

95-6010288

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

P O BOX 45174

Room/suite

B Telephone number (see page 10 of the instructions)

(619) 230-4484

City or town, state, and ZIP code

SAN FRANCISCO, CA 94145-0174

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

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

16) \$ 5,985,436.

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

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

C If exemption application is

pending, check here ☐D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the

85% test, check here and attach

computation ☐

E If private foundation status was terminated

under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination

under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	183,662.	183,614.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	54,802.			
b Gross sales price for all assets on line 6a	438,209.			
7 Capital gain net income (from Part IV, line 2)		54,802.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	343.	343.		STMT 2
12 Total. Add lines 1 through 11	238,807.	238,759.		
13 Compensation of officers, directors, trustees, etc.	50,742.	38,057.		12,686.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	875.	NONE	NONE	875.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	7,005.	1,572.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	561.	551.		10.
24 Total operating and administrative expenses. Add lines 13 through 23	59,183.	40,180.	NONE	13,571.
25 Contributions, gifts, grants paid	250,500.			250,500.
26 Total expenses and disbursements. Add lines 24 and 25	309,683.	40,180.	NONE	264,071.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-70,876.			
b Net investment income (if negative, enter -0-)		198,579.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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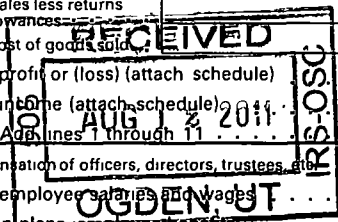
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ENVELOPE POSTMARK DATE AUG 09 2011

SCANNED AUG 7 2011
Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	442,444.	393,270.	393,270.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 6	1,902,580.	1,640,872.	2,663,565.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7	2,396,232.	2,645,714.	2,928,601.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,741,256.	4,679,856.	5,985,436.	
Liabilities	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 (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
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	4,741,256.	4,679,856.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	4,741,256.	4,679,856.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,741,256.	4,679,856.	

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	4,741,256.
2	Enter amount from Part I, line 27a	2	-70,876.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	9,476.
4	Add lines 1, 2, and 3	4	4,679,856.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,679,856.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	54,802.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	259,971.	4,983,544.	0.05216588837
2008	318,555.	5,114,401.	0.06228588646
2007	280,332.	6,120,728.	0.04580043420
2006	289,743.	5,896,473.	0.04913835779
2005	262,596.	5,606,803.	0.04683524640
2 Total of line 1, column (d)			2 0.25622581322
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.05124516264
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 5,439,305.
5 Multiply line 4 by line 3			5 278,738.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,986.
7 Add lines 5 and 6			7 280,724.
8 Enter qualifying distributions from Part XII, line 4			8 264,071.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.		1	3,972.
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	3,972.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,972.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 3,392.		
b Exempt foreign organizations-tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	3,392.
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	580.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ Refunded ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
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		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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?		X
If "Yes," attach the statement required by General Instruction T		
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 page 19 of the instructions) ► STMT 9		
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 on page 27)? 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

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 page 20 of the 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 <u>N/A</u>				
14	The books are in care of <u>UNION BANK, N.A.</u> Telephone no. <u>(619) 230-4484</u>			
Located at <u>530 B STREET, SAN DIEGO, CA</u> ZIP + 4 <u>92101</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	☐		
and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>				
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?	16	Yes	No
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 <u></u>				

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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 <u></u>		
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 page 22 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>STMT 10</u>		
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)	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)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		50,742.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		NONE	NONE	NONE

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 13		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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 5,327,987.
b	Average of monthly cash balances	1b 194,150.
c	Fair market value of all other assets (see page 25 of the instructions)	1c NONE
d	Total (add lines 1a, b, and c)	1d 5,522,137.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2 NONE
3	Subtract line 2 from line 1d	3 5,522,137.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4 82,832.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 5,439,305.
6	Minimum investment return. Enter 5% of line 5	6 271,965.

Part XI Distributable Amount (see page 25 of the 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	1 271,965.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 3,972.
2b	Income tax for 2010. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 3,972.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 267,993.
4	Recoveries of amounts treated as qualifying distributions	4 NONE
5	Add lines 3 and 4	5 267,993.
6	Deduction from distributable amount (see page 25 of the instructions)	6 NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 267,993.

Part XII Qualifying Distributions (see page 25 of the 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 264,071.
b	Program-related investments - total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 NONE
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a NONE
b	Cash distribution test (attach the required schedule)	3b NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 264,071.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5 N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 264,071.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				267,993.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years 20 08, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2010.				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	40,141.			
e From 2009	17,574.			
f Total of lines 3a through e	57,715.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 264,071.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				264,071.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	3,922.			3,922.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	53,793.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	53,793.			
10 Analysis of line 9				
a Excess from 2006	NONE			
b Excess from 2007	NONE			
c Excess from 2008	36,219.			
d Excess from 2009	17,574.			
e Excess from 2010				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

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

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of 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).)

NONE

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 14				
Total			3a	250,500.
b Approved for future payment				
Total			3b	

Form 990-PF (2010)

Enter gross amounts unless otherwise indicated.

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities		14	183,662.	
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property .				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory		18	54,802.	
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory . . .				
11 Other revenue: a				
b STATE TAX REFUND -		1	343.	
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)			238,807.	
13 Total. Add line 12, columns (b), (d), and (e)				

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

[illegible]

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

		Part III	
		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash		1a(1)	X
(2) Other assets		1a(2)	X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization		1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization		1b(2)	X
(3) Rental of facilities, equipment, or other assets		1b(3)	X
(4) Reimbursement arrangements		1b(4)	X
(5) Loans or loan guarantees		1b(5)	X
(6) Performance of services or membership or fundraising solicitations		1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule.

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

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

**Sign
Here**

Signature of officer or trustee **VICE**

07/28/2011

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

PTIN

JEFFREY E. KUHLIN

John E. Kuhlman

07/28/2011

Check ☐ if self-employed

P00353001

Firm's name ► KPMG LLP

Firm's EIN ▶	13-5565207
--------------	------------

Firm's address ► 2020 N CENTRAL AVE, STE 700
PHOENIX, AZ

85004

Phone no. 800-810-2207

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				-3.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS				7,487.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				15,954.	
46,582.00		1500. ARCHER DANIELS MIDLAND CO PROPERTY TYPE: SECURITIES 46,607.00				P 03/31/2009 -25.00	11/02/2010
62,684.00		1200. BP PLC ADR PROPERTY TYPE: SECURITIES 63,636.00				P 10/08/2009 -952.00	04/30/2010
13,340.00		1000. BANK AMER CORP PROPERTY TYPE: SECURITIES 10,316.00				P 03/08/1995 3,024.00	03/29/2011
22,251.00		280. CSX CORP PROPERTY TYPE: SECURITIES 1,520.00				P 05/22/1984 20,731.00	03/29/2011
10,447.00		100. CUMMINS INC PROPERTY TYPE: SECURITIES 1,231.00				P 12/31/2003 9,216.00	03/29/2011
32,352.00		600. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES 24,558.00				P 11/25/2003 7,794.00	03/29/2011
47,935.00		1200. EXELON CORP PROPERTY TYPE: SECURITIES 25,815.00				P 10/25/2001 22,120.00	03/17/2011
		.0596 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES 1.00				P 11/27/2001 -1.00	07/21/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
1,915.00		240.0398 FRONTIER COMMUNICATIONS CORP CO PROPERTY TYPE: SECURITIES 1,819.00				10/08/2009 96.00	09/24/2010
957.00		119.9602 FRONTIER COMMUNICATIONS CORP CO PROPERTY TYPE: SECURITIES 1,333.00				01/25/2007 -376.00	09/24/2010
59,169.00		1000. ISHARES MSCI EAFE INDEX PROPERTY TYPE: SECURITIES 73,844.00				03/29/2007 -14,675.00	03/29/2011
7.00		.1656 KONINKLIJKE PHILIPS ELECTRS N V PROPERTY TYPE: SECURITIES 5.00				04/28/2010 2.00	05/13/2010
5.00		.1426 MOTOROLA SOLUTIONS COM PROPERTY TYPE: SECURITIES 11.00				03/20/2007 -6.00	01/28/2011
11,280.00		257. MOTOROLA SOLUTIONS COM PROPERTY TYPE: SECURITIES 17,928.00				12/11/2007 -6,648.00	03/29/2011
5,821.00		225. MOTOROLA MOBILITY HLDGS INC PROPERTY TYPE: SECURITIES 13,154.00				12/11/2007 -7,333.00	03/29/2011
20,592.00		2400. NOKIA CORP SPNSRD ADR PROPERTY TYPE: SECURITIES 36,092.00				11/15/2006 -15,500.00	03/29/2011
3,559.00		309.196 PIMCO TOTAL RETURN INSTL PROPERTY TYPE: SECURITIES 3,367.00				12/09/2009 192.00	08/16/2010
46,441.00		4034.853 PIMCO TOTAL RETURN INSTL PROPERTY TYPE: SECURITIES 43,536.00				10/31/2003 2,905.00	08/16/2010
28,972.00		200. POTASH CORP SASK INC PROPERTY TYPE: SECURITIES 18,634.00				10/08/2009 10,338.00	08/26/2010

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- 54,802. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN DIVIDENDS	16,017.	16,017.
NONDIVIDEND DISTRIBUTIONS	48.	
DOMESTIC DIVIDENDS	65,565.	65,565.
OTHER INTEREST	60,113.	60,113.
FOREIGN INTEREST	4,434.	4,434.
NONQUALIFIED FOREIGN DIVIDENDS	200.	200.
NONQUALIFIED DOMESTIC DIVIDENDS	37,285.	37,285.
	-----	-----
TOTAL	183,662.	183,614.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
STATE TAX REFUND - PRINCIPAL	343.	343.
	-----	-----
TOTALS	343.	343.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	875.			875.
TOTALS	875.	NONE	NONE	875.
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	512.	512.
FEDERAL TAX PAYMENT - PRIOR YE	2,041.	
FEDERAL ESTIMATES - PRINCIPAL	3,392.	
FOREIGN TAXES ON QUALIFIED FOR	1,032.	1,032.
FOREIGN TAXES ON NONQUALIFIED	28.	28.
	-----	-----
TOTALS	7,005.	1,572.
	=====	=====

SAMUEL I & JOHN HENRY FOX FOUNDATION

95-6010288

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
CA FILING FEE	10.		10.
OTHER ALLOCABLE EXPENSES	551.	551.	
TOTALS	----- 561. =====	----- 551. =====	----- 10. =====

SAMUEL I & JOHN HENRY FOX FOUNDATION

95-6010288

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED ASSET STMT	1,902,580. -----	1,640,872. -----	2,663,565. -----
TOTALS	1,902,580. =====	1,640,872. =====	2,663,565. =====

SAMUEL I & JOHN HENRY FOX FOUNDATION

95-6010288

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV

DESCRIPTION

C OR F

BEGINNING
BOOK VALUE

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHED ASSET STMT

C

2,928,601.

2,645,714.

2,396,232.

TOTALS

2,928,601.

2,645,714.

2,396,232.

=====

=====

=====

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

DESCRIPTION	AMOUNT
-----	-----
CTF INCOME TIMING DIFF	9,476.

TOTAL	9,476.
	=====

SAMUEL I & JOHN HENRY FOX FOUNDATION

95-6010288

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

CA

STATEMENT 9

XD576 2 000

FF0820 L674 07/28/2011 12:16:15

010959-00-01

28 -

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
=====

THIS QUESTION DOES NOT APPLY. THE FOUNDATION DOES NOT HAVE ANY
UNDISTRIBUTED INCOME FROM PRIOR YEAR.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

UNION BANK, N.A.

ADDRESS:

530 B STREET

SAN DIEGO, CA 92101,

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

COMPENSATION 50,742.

TOTAL COMPENSATION: 50,742.
=====

SAMUEL I & JOHN HENRY FOX FOUNDATION

95-6010288

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
=====

EMPLOYEE NAME:
NONE

STATEMENT 12

XD576 2000

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010959-00-01

31 -

SAMUEL I & JOHN HENRY FOX FOUNDATION

95-6010288

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
=====

NAME:
NONE

STATEMENT 13

XD576 2000

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010959-00-01

32 -

SAMUEL I & JOHN HENRY FOX FOUNDATION

95-6010288

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SEE ATTACHED STATEMENT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CHARITABLE

FOUNDATION STATUS OF RECIPIENT:

EXEMPT

AMOUNT OF GRANT PAID 250,500.

TOTAL GRANTS PAID:

250,500.

=====

STATEMENT 14

149 BENEFICIARY DISTRIBUTIONS

SEE ATTACHED STATEMENT - 000-00-0000

08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR: 000-00-0000 PAID TO AMERICAN DIABETES ASSOCIATION TR TRAN#-XF000046000001 TR CD=156 REG=0 PORT=PRIN	-3500.00	-3500 00 1008000024 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR: 000-00-0000 PAID TO ARCS FOUNDATION TR TRAN#-XF000046000002 TR CD=156 REG=0 PORT=PRIN	-3500.00	-3500 00 1008000025 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR: 000-00-0000 PAID TO BIG BROTHERS BIG SISTERS OF SAN DIEGO COUNTY TR TRAN#-XF000046000003 TR CD=156 REG=0 PORT=PRIN	-3500 00	-3500 00 1008000026 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR: 000-00-0000 PAID TO BOY SCOUTS SAN DIEGO - IMPERIAL COUNCIL TR TRAN#-XF000046000004 TR CD=156 REG=0 PORT=PRIN	-3500.00	-3500 00 1008000027 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR: 000-00-0000 PAID TO BRAILLE INSTITUTE TR TRAN#-XF000046000005 TR CD=156 REG=0 PORT=PRIN	-3500 00	-3500 00 1008000028 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR: 000-00-0000 PAID TO BURN INSTITUTE TR TRAN#-XF000046000006 TR CD=156 REG=0 PORT=PRIN	-3500 00	-3500 00 1008000029 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR: 000-00-0000 PAID TO CALIFORNIA CENTER FOR THE ARTS, ESCONDIDO TR TRAN#-XF000046000007 TR CD=156 REG=0 PORT=PRIN	-3500 00	-3500 00 1008000030 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR: 000-00-0000 PAID TO CANINE COMPANIONS FOR INDEPENDENCE TR TRAN#-XF000046000008 TR CD=156 REG=0 PORT=PRIN	-3500.00	-3500 00 1008000031 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR: 000-00-0000 PAID TO CASA DE AMPARO TR TRAN#-XF000046000009 TR CD=156 REG=0 PORT=PRIN	-3500 00	-3500.00 1008000032 **CHANGED** 07/27/11 MRW

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - 000-00-0000 (CONTINUED)				
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO CENTER FOR COMMUNITY SOLUTIONS TR TRAN#XF0000046000010 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500.00	1008000033 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO CHALLENGE CENTER TR TRAN#XF0000046000011 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00	1008000034 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO COMMUNITY RESOURCE CENTER TR TRAN#XF0000046000012 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00	1008000035 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR: 000-00-0000 PAID TO CYGNET THEATRE COMPANY TR TRAN#XF0000046000014 TR CD=156 REG=0 PORT=PRIN	-3500.00		-3500.00	1008000037 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO ELDERHELP OF SAN DIEGO TR TRAN#XF0000046000015 TR CD=156 REG=0 PORT=PRIN	-3500.00		-3500 00	1008000038 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR. 000-00-0000 PAID TO ELDER LAW AND ADVOCACY TR TRAN#XF0000046000016 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00	1008000039 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO ELEMENTARY INSTITUTE OF SCIENCE TR TRAN#XF0000046000017 TR CD=156 REG=0 PORT=PRIN	-3500.00		-3500 00	1008000040 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO CSU SAN MARCOS - CENTRE ARTS TR TRAN#XF0000046000013 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00	1008000036 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR. 000-00-0000 PAID TO FRIENDS OF VISTA HILL TR TRAN#XF0000046000019 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00	1008000042 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO FRIENDSHIP CIRCLE TR TRAN#XF0000046000020 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00	1008000043 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO GIRL SCOUTS-SAN DIEGO IMPERIAL COUNCIL	-3500 00		-3500 00	1008000044 **CHANGED** 07/27/11 MRW

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - 000-00-0000 (CONTINUED)				
	TR TRAN#-XF000046000021 TR CD=156 REG=0 PORT=PRIN				
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO GROSSMONT HOSPITAL FOUNDATION TR TRAN#-XF000046000022 TR CD=156 REG=0 PORT=PRIN	-2500 00		-2500 00 1008000045 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO FRIENDS OF BALBOA PARK TR TRAN#-XF000046000018 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000041 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO INTERFAITH COMMUNITY SERVICES TR TRAN#-XF000046000024 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000047 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO JEWISH FAMILY SERVICE TR TRAN#-XF000046000025 TR CD=156 REG=0 PORT=PRIN	-3500.00		-3500 00 1008000048 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO JUNIOR LEAGUE OF SAN DIEGO TR TRAN#-XF000046000026 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500.00 1008000049 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO KIDS' TURN TR TRAN#-XF000046000027 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500.00 1008000050 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO HELEN WOODWARD ANIMAL CENTER TR TRAN#-XF000046000023 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000046 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO LAMBS PLAYERS THEATER TR TRAN#-XF000046000029 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000052 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO LEAD SAN DIEGO TR TRAN#-XF000046000030 TR CD=156 REG=0 PORT=PRIN	-2500.00		-2500 00 1008000053 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO LYRIC OPERA SAN DIEGO TR TRAN#-XF000046000031 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000054 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO MALASHOCK DANCE	-3500 00		-3500 00 1008000055 **CHANGED** 07/27/11 MRW	

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - 000-00-0000 (CONTINUED)				
	TR TRAN#-XF0000046000032 TR CD=156 REG=0 PORT=PRIN				
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO LA JOLLA PLAYHOUSE TR TRAN#-XF0000046000028 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000051 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO OUTDOOR OUTREACH TR TRAN#-XF0000046000038 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500.00 1008000061 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO PLAYWRIGHTS PROJECT TR TRAN#-XF0000046000039 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000062 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO POWAY CENTER FOR THE PERFORMING ARTS TR TRAN#-XF0000046000040 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000063 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO PROJECT WILDLIFE TR TRAN#-XF0000046000041 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000064 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO MO'OLELO PERFORMING ARTS COMPANY TR TRAN#-XF0000046000033 TR CD=156 REG=0 PORT=PRIN	-2500 00		-2500 00 1008000056 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO MONARCH SCHOOL PROJECT TR TRAN#-XF0000046000034 TR CD=156 REG=0 PORT=PRIN	-3500.00		-3500 00 1008000057 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO MUSEUM OF PHOTOGRAPHIC ARTS (MOPA) TR TRAN#-XF0000046000035 TR CD=156 REG=0 PORT=PRIN	-2500 00		-2500 00 1008000058 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO NTC FOUNDATION TR TRAN#-XF0000046000036 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000059 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO THE OLD GLOBE TR TRAN#-XF0000046000037 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500.00 1008000060 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO PROMISES2KIDS	-3500.00		-3500 00 1008000065 **CHANGED** 07/27/11 MRW	

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - 000-00-0000 (CONTINUED)				
	TR TRAN#-XF0000046000042 TR CD=156 REG=0 PORT=PRIN				
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO RADY'S CHILDREN'S HOSPITAL TR TRAN#-XF0000046000043 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000066 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR: 000-00-0000 PAID TO ST MADELEINE SOPHIE'S CENTER TR TRAN#-XF0000046000044 TR CD=156 REG=0 PORT=PRIN	-2500.00		-2500.00 1008000067 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO ST VINCENT DE PAUL VILLAGE TR TRAN#-XF0000046000045 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000068 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO SALK INSTITUTE TR TRAN#-XF0000046000046 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000069 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO SALVATION ARMY TR TRAN#-XF0000046000047 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000070 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO SAN DIEGO ADAPTIVE SPORTS FOUNDATION TR TRAN#-XF0000046000048 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000071 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO SAN DIEGO AUTOMOTIVE MUSEUM TR TRAN#-XF0000046000049 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500.00 1008000072 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR. 000-00-0000 PAID TO SAN DIEGO BLOOD BANK TR TRAN#-XF0000046000050 TR CD=156 REG=0 PORT=PRIN	-3500.00		-3500.00 1008000073 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO VOICES FOR CHILDREN TR TRAN#-XF0000046000051 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000074 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO SAN DIEGO CENTER FOR JEWISH CULTURE TR TRAN#-XF0000046000052 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000075 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO SAN DIEGO EDUCATION FUND	-3500 00		-3500 00 1008000077 **CHANGED** 07/27/11 MRW	

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - 000-00-0000 (CONTINUED)				
	TR TRAN#-XF000046000054 TR CD=156 REG=0 PORT=PRIN				
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO: SAN DIEGO HISTORY CENTER TR TRAN#-XF000046000055 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00	1008000078 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO: SAN DIEGO HOSPICE FOUNDATION TR TRAN#-XF000046000056 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00	1008000079 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO: SAN DIEGO MUSEUM OF ART TR TRAN#-XF000046000057 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00	1008000080 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO: SAN DIEGO COUNCIL ON LITERACY TR TRAN#-XF000046000053 TR CD=156 REG=0 PORT=PRIN	-2500 00		-2500.00	1008000076 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO: SAN DIEGO OPERA TR TRAN#-XF000046000059 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500.00	1008000082 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO: SAN DIEGO PUBLIC LIBRARY FOUNDATION TR TRAN#-XF000046000060 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500.00	1008000083 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO: SAN DIEGO SHAKESPEARE SOCIETY TR TRAN#-XF000046000061 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00	1008000084 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO: SEARCH DOG FOUNDATION TR TRAN#-XF000046000062 TR CD=156 REG=0 PORT=PRIN	-2500 00		-2500 00	1008000085 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO: SAN DIEGO NATURAL HISTORY MUSEUM TR TRAN#-XF000046000058 TR CD=156 REG=0 PORT=PRIN	-2500 00		-2500 00	1008000081 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO: SPECIAL DELIVERY SAN DIEGO TR TRAN#-XF000046000064 TR CD=156 REG=0 PORT=PRIN	-1000.00		-1000 00	1008000087 **CHANGED** 07/27/11 MRW
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO: TURNING THE HEARTS CENTER	-3500.00		-3500 00	1008000088 **CHANGED** 07/27/11 MRW

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - 000-00-0000 (CONTINUED)				
	TR TRAN#-XF000046000065 TR CD=156 REG=0 PORT=PRIN				
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO MAMA'S KITCHEN TR TRAN#-XF000046000071 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000089 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR: 000-00-0000 PAID TO. SAN DIEGO BOTANIC GARDENS TR TRAN#-XF000046000072 TR CD=156 REG=0 PORT=PRIN	-2500 00		-2500 00 1008000090 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO SHARP HEALTHCARE FOUNDATION TR TRAN#-XF000046000063 TR CD=156 REG=0 PORT=PRIN	-3500.00		-3500 00 1008000086 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO YMCA EAST COUNTY TR TRAN#-XF000046000074 TR CD=156 REG=0 PORT=PRIN	-2500 00		-2500 00 1008000092 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO: YMCA PALOMAR TR TRAN#-XF000046000075 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000093 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR. 000-00-0000 PAID TO. YMCA SAN DIEGO COUNTY TR TRAN#-XF000046000077 TR CD=156 REG=0 PORT=PRIN	-12000 00		-12000.00 1008000094 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO. YOUNG ARTISTS MUSIC ACADEMY TR TRAN#-XF000046000078 TR CD=156 REG=0 PORT=PRIN	-2500 00		-2500 00 1008000095 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR 000-00-0000 PAID TO. VOLUNTEER SAN DIEGO TR TRAN#-XF000046000073 TR CD=156 REG=0 PORT=PRIN	-3500.00		-3500.00 1008000091 **CHANGED** 07/27/11 MRW	
08/11/10	CASH DISBURSEMENT CONTRIBUTION TO CHARITY RT 7- 2010 GRANT FOR. 000-00-0000 PAID TO ZOOLOGICAL SOCIETY OF SAN DIEGO TR TRAN#-XF000046000079 TR CD=156 REG=0 PORT=PRIN	-3500 00		-3500 00 1008000096 **CHANGED** 07/27/11 MRW	
	TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS	-250500 00 =====	0 00 =====	-250500 00 =====	

95-6010288

JSA
0F0971 2 000

95-6010288

JSA
0F0970 2 000

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

LONG-TERM 15% CAPITAL GAIN DIVIDENDS

7,487.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

7,487.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

7,487.00

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

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

COMMON TRUST FUNDS	-3.00	

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-3.00
		=====

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

COMMON TRUST FUNDS	15,954.00	

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		15,954.00
		=====



Holdings - Reporting as of Trade Date
Account: 010959-00-01 - SAMUEL I & JOHN HENRY FOX FOUNDATION

As of: 31-Mar-2011

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Cash & Cash Equivalents	CASH			010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	144,897 8600	\$1 0000 USD	31-Mar-2011	\$144,897 86 USD	\$144,897 86 USD	\$0 00 USD
Cash & Cash Equivalents	CASH			010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	30,353 1000	\$1 0000 USD	31-Mar-2011	\$30,353 10 USD	\$30,353 10 USD	\$0 00 USD
Cash & Cash Equivalents	HIGHMARK DIVERSIFIED MMKT FD	431114883S	US4311148831	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	218,018 8700	\$1 0000 USD	31-Mar-2011	\$218,018 87 USD	\$218,018 87 USD	\$0 00 USD
Mutual Funds/ Commingled Funds	ISHARES MSCI EAFE GROWTH INX	464288885	US4642888857	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,200 0000	\$62 2400 USD	31-Mar-2011	\$78,325 00 USD	\$74,688.00 USD	(\$3,637 00) USD
Mutual Funds/ Commingled Funds	ISHARES MSCI EAFE INDEX	464287465	US4642874659	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	3,500 0000	\$60 0800 USD	31-Mar-2011	\$206,741 92 USD	\$210,280 00 USD	\$3,538 08 USD
Mutual Funds/ Commingled Funds	ISHARES MSCI EMERGING MKT IDX	464287234	US4642872349	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,800 0000	\$48 6700 USD	31-Mar-2011	\$70,592 67 USD	\$87,606 00 USD	\$17,013 33 USD
Mutual Funds/ Commingled Funds	ISHARES S&P SMALLCAP 600 INDEX FD	464287804	US4642878049	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,500 0000	\$73 5600 USD	31-Mar-2011	\$139,929 75 USD	\$183,900 00 USD	\$43,970 25 USD
Mutual Funds/ Commingled Funds	ISHARES SILVER TR	46428Q109	US46428Q1094	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	4,400 0000	\$36,7700 USD	31-Mar-2011	\$75,520 26 USD	\$181,788 00 USD	\$86,267 74 USD
Mutual Funds/ Commingled Funds	LAZARD EMERG MKTS INSTL (CLOSED)#638	52106N889	US52106N8891	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,688 1720	\$21 6100 USD	31-Mar-2011	\$45,000 00 USD	\$58,091 40 USD	\$13,091 40 USD
Mutual Funds/ Commingled Funds	PARNASSUS SMALL CAP FD #1007	701765877	US7017658771	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	5,892 6900	\$25 4900 USD	31-Mar-2011	\$116,042 19 USD	\$150,204 67 USD	\$34,162 48 USD
Mutual Funds/ Commingled Funds	PIMCO TOTAL RETURN INSTL #35	693390700	US6933907007	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	27,595 8070	\$10 8800 USD	31-Mar-2011	\$294,850 36 USD	\$300,242 38 USD	\$5,392 02 USD
Mutual Funds/ Commingled Funds	PT-CHARITABLE INCM FD	014009005	US0140090053	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	120,981 0000	\$9 9730 USD	31-Mar-2011	\$1,153,043 62 USD	\$1,206,540.37 USD	\$53,496 75 USD
Mutual Funds/ Commingled Funds	VNGRD ST TERM INVMT GRADE ADM #539	922031836		010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	34,736 4390	\$10 7200 USD	31-Mar-2011	\$370,667 93 USD	\$372,374 63 USD	\$1,706 70 USD
Mutual Funds/ Commingled Funds	WESTCORE MID CAP VALUE FD	957904584	US9579045843	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	6,266 4910	\$19 6100 USD	31-Mar-2011	\$95,000 00 USD	\$122,885.89 USD	\$27,885 89 USD
Equities	AIR PRODS & CHEMS INC	009158106	US0091581068	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	300 0000	\$90 1800 USD	31-Mar-2011	\$14,500 50 USD	\$27,054 00 USD	\$12,553 50 USD
Equities	ALCOA INC	013817101	US0138171014	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	700 0000	\$17 6600 USD	31-Mar-2011	\$18,662 00 USD	\$12,362.00 USD	(\$6,300 00) USD



Holdings - Reporting as of Trade Date
Account: 010959-00-01 - SAMUEL I & JOHN HENRY FOX FOUNDATION

As of: 31-Mar-2011

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	ALLSTATE CORP	020002101	US0200021014	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,000 0000	\$31 7800 USD	31-Mar-2011	\$60,040 00 USD	\$31,780 00 USD	(\$28,260 00) USD
Equities	AMB PPTY CORP	00163T109	US00163T1097	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,000 0000	\$35 9700 USD	31-Mar-2011	\$13,989 90 USD	\$35,970 00 USD	\$21,980 10 USD
Equities	AMEREN CORP	023608102	US0236081024	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,800 0000	\$28 0700 USD	31-Mar-2011	\$45,582 02 USD	\$50,526 00 USD	\$4,933 98 USD
Equities	ANALOG DEVICES INC	032654105	US0326541051	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,500 0000	\$39 3800 USD	31-Mar-2011	\$51,095 00 USD	\$59,070.00 USD	\$7,975 00 USD
Equities	APPLIED MATLS INC	038222105	US0382221051	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,500 0000	\$15 6200 USD	31-Mar-2011	\$27,840 00 USD	\$23,430 00 USD	(\$4,410 00) USD
Equities	AT & T INC COM	00206R102	US00206R1023	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,000 0000	\$30 6100 USD	31-Mar-2011	\$41,132 70 USD	\$61,220.00 USD	\$20,087 30 USD
Equities	BAKER HUGHES INC	057224107	US0572241075	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,000 0000	\$73 4300 USD	31-Mar-2011	\$95,908 19 USD	\$146,860 00 USD	\$50,951 81 USD
Equities	BAXTER INTL INC	071813109	US0718131099	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	700 0000	\$53.7700 USD	31-Mar-2011	\$19,535 00 USD	\$37,639.00 USD	\$18,104 00 USD
Equities	BERKSHIRE HATHAWAY B	084670702	US0846707026	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	745 0000	\$63 6300 USD	31-Mar-2011	\$17,641 07 USD	\$62,304 35 USD	\$44,663 28 USD
Equities	BHP BILLITON LIMITED	088606108	US0886061086	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,200.0000	\$95 8800 USD	31-Mar-2011	\$55,715 20 USD	\$115,056 00 USD	\$59,340 80 USD
Equities	BRE PPTYS INC CL A	05564E106	US05564E1064	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	400 0000	\$47 1800 USD	31-Mar-2011	\$12,694 92 USD	\$18,872 00 USD	\$6,177 08 USD
Equities	BRISTOL MYERS SQUIBB CO	110122108	US1101221083	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,500.0000	\$26 4300 USD	31-Mar-2011	\$37,518 61 USD	\$68,075 00 USD	\$28,556 39 USD
Equities	CENOVUS ENERGY COM	15135U109	CA15135U1093	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	700 0000	\$39 3800 USD	31-Mar-2011	\$22,443 72 USD	\$27,566 00 USD	\$5,122 28 USD
Equities	CHEVRON CORP COMMON STOCK	166764100	US1667641005	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,400 0000	\$107 4900 USD	31-Mar-2011	\$51,589 00 USD	\$150,486 00 USD	\$98,897 00 USD
Equities	COCA-COLA CO	191216100	US1912161007	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	600 0000	\$66 3400 USD	31-Mar-2011	\$1,588 00 USD	\$39,804 00 USD	\$38,216 00 USD
Equities	CONOCOPHILLIPS COM	20825C104	US20825C1045	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	600 0000	\$79 8600 USD	31-Mar-2011	\$39,328 00 USD	\$47,916.00 USD	\$8,588 00 USD



Holdings - Reporting as of Trade Date
Account: 010959-00-01 - SAMUEL I & JOHN HENRY FOX FOUNDATION

As of 31-Mar-2011

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	CSX CORP	126408103	US1264081035	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,300 0000	\$78 6000 USD	31-Mar-2011	\$7,059 00 USD	\$102,180 00 USD	\$95,121 00 USD
Equities	CUMMINS INC	231021106	US2310211063	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	700 0000	\$109 6200 USD	31-Mar-2011	\$8,617 00 USD	\$76,734 00 USD	\$68,117 00 USD
Equities	ENCANA CORP	292505104	CA2925051047	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	700 0000	\$34 5300 USD	31-Mar-2011	\$24,323 28 USD	\$24,171 00 USD	(\$152 28) USD
Equities	EQUITY RESIDENTIAL	29476L107	US29476L1070	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	800 0000	\$56 4100 USD	31-Mar-2011	\$18,883 26 USD	\$45,128 00 USD	\$26,244 74 USD
Equities	EXXON MOBIL CORP	30231G102	US30231G1022	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,300 0000	\$84 1300 USD	31-Mar-2011	\$20,021 62 USD	\$109,369 00 USD	\$89,347 38 USD
Equities	FLUOR CORP (NEW)	343412102	US3434121022	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,200 0000	\$73 6600 USD	31-Mar-2011	\$53,810 64 USD	\$88,392 00 USD	\$34,581 36 USD
Equities	GENERAL ELEC CO	369604103	US3696041033	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,400 0000	\$20 0500 USD	31-Mar-2011	\$21,991 94 USD	\$48,120 00 USD	\$26,128 06 USD
Equities	GENERAL MLS INC	370334104	US3703341046	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,400 0000	\$36 5500 USD	31-Mar-2011	\$31,883 00 USD	\$51,170 00 USD	\$19,287 00 USD
Equities	GLAXOSMITHKLINE PLC ADR	37733W105	US37733W1053	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	700 0000	\$38 4100 USD	31-Mar-2011	\$37,826 00 USD	\$26,887 00 USD	(\$10,939 00) USD
Equities	HEWLETT PACKARD CO	428236103	US4282361033	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,000 0000	\$40 9700 USD	31-Mar-2011	\$1,968 07 USD	\$40,970 00 USD	\$39,001 93 USD
Equities	HOME DEPOT INC	437076102	US4370761029	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,600 0000	\$37 0600 USD	31-Mar-2011	\$47,292 36 USD	\$59,296 00 USD	\$12,003 64 USD
Equities	HUNTINGTON INGALLS INDS INC	446413106	US4464131063	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	100 0000	\$41 5000 USD	31-Mar-2011	\$2,626 00 USD	\$4,150 00 USD	\$1,524 00 USD
Equities	INTEL CORP	458140100	US4581401001	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,600 0000	\$20 1800 USD	31-Mar-2011	\$9,546 87 USD	\$52,468 00 USD	\$42,921 13 USD
Equities	JOHNSON & JOHNSON	478160104	US4781601046	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	650 0000	\$59 2500 USD	31-Mar-2011	\$7,717 12 USD	\$38,512.50 USD	\$30,795 38 USD
Equities	KIMBERLY CLARK CORP	494368103	US4943681035	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	300 0000	\$65 2700 USD	31-Mar-2011	\$16,261 42 USD	\$19,581 00 USD	\$3,319 58 USD
Equities	KONINKLIJKE PHILIPS ELECTRONICS NV	500472303	US5004723038	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,233 0000	\$32 1700 USD	31-Mar-2011	\$18,862 13 USD	\$39,665.61 USD	\$20,803 48 USD



Holdings - Reporting as of Trade Date
Account: 010959-00-01 - SAMUEL I & JOHN HENRY FOX FOUNDATION

As of 31-Mar-2011

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	KRAFT FOODS INC	50075N104	US50075N1046	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	700 0000	\$31 3600 USD	31-Mar-2011	\$21,513 00 USD	\$21,952 00 USD	\$439 00 USD
Equities	LEGGOTT & PLATT INC	524660107	US5246601075	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,000 0000	\$24 5000 USD	31-Mar-2011	\$24,490 00 USD	\$24,500 00 USD	\$10 00 USD
Equities	LILLY ELI & CO	532457108	US5324571083	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	750 0000	\$35 1700 USD	31-Mar-2011	\$39,255 00 USD	\$26,377 50 USD	(\$12,877 50) USD
Equities	LINEAR TECHNOLOGY CORP	535678106	US5356781063	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,200 0000	\$33.6300 USD	31-Mar-2011	\$40,138.56 USD	\$40,356.00 USD	\$217 44 USD
Equities	LOCKHEED MARTIN CORP	539830109	US5398301094	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	500 0000	\$80 4000 USD	31-Mar-2011	\$24,497 00 USD	\$40,200 00 USD	\$15,703 00 USD
Equities	MICROSOFT CORP	594918104	US5949181045	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,700 0000	\$25 3900 USD	31-Mar-2011	\$54,259 00 USD	\$43,163.00 USD	(\$11,086 00) USD
Equities	NEWMONT MNG CORP	651639106	US6516391066	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	800 0000	\$54 5800 USD	31-Mar-2011	\$39,649 00 USD	\$43,664 00 USD	\$4,015 00 USD
Equities	NORTHROP GRUMMAN CORP	666807102	US6668071029	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	600 0000	\$62 7100 USD	31-Mar-2011	\$24,524 00 USD	\$37,626 00 USD	\$13,102 00 USD
Equities	NYSE EURONEXT COM	629491101	US6294911010	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,500 0000	\$35 1700 USD	31-Mar-2011	\$45,521 00 USD	\$87,925 00 USD	\$42,404 00 USD
Equities	PEPSICO INC	713448108	US7134481081	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	600 0000	\$64 4100 USD	31-Mar-2011	\$27,918 00 USD	\$38,646 00 USD	\$10,728 00 USD
Equities	PFIZER INC	717081103	US7170811035	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,000 0000	\$20 3100 USD	31-Mar-2011	\$60,388 00 USD	\$40,620 00 USD	(\$19,768 00) USD
Equities	POTASH CORP SASK INC	73755L107	CA73755L1076	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	600.0000	\$58 9300 USD	31-Mar-2011	\$18,633 64 USD	\$35,358.00 USD	\$16,724 36 USD
Equities	PROCTER & GAMBLE CO	742718109	US7427181091	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	600 0000	\$61 6000 USD	31-Mar-2011	\$28,079 00 USD	\$36,960 00 USD	\$8,881 00 USD
Equities	QUALCOMM INC	747525103	US7475251036	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,400.0000	\$54 8300 USD	31-Mar-2011	\$58,317 56 USD	\$76,762.00 USD	\$18,444 44 USD
Equities	TARGET CORP	87612E106	US87612E1064	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	900 0000	\$50 0100 USD	31-Mar-2011	\$29,180 00 USD	\$45,009 00 USD	\$15,829 00 USD
Equities	UNITED TECHNOLOGIES CORP	913017109	US9130171096	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	400.0000	\$84 6500 USD	31-Mar-2011	\$14,720 00 USD	\$33,860 00 USD	\$19,140 00 USD



Holdings - Reporting as of Trade Date
Account: 010959-00-01 - SAMUEL I & JOHN HENRY FOX FOUNDATION

As of: 31-Mar-2011

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	VERIZON COMMUNICATIONS	92343V104	US92343V1044	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,500 0000	\$38 5400 USD	31-Mar-2011	\$47,681 93 USD	\$57,810 00 USD	\$10,128 07 USD
Equities	WAL MART STORES INC	931142103	US9311421039	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,050 0000	\$52 0500 USD	31-Mar-2011	\$57,344 00 USD	\$54,652 50 USD	(\$2,691 50) USD
Equities	WASTE MGMT INC DEL	94106L109	US94106L1098	010959-00-01	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,000 0000	\$37 3400 USD	31-Mar-2011	\$29,260 00 USD	\$37,340 00 USD	\$8,080 00 USD
Subtotals											
Cash & Cash Equivalents									\$393,269 83 USD	\$393,269 83 USD	\$0 00 USD
Mutual Funds/ Commingled Funds									\$2,645,713 70 USD	\$2,928,601 34 USD	\$282,887 64 USD
Equities									\$1,640,872 23 USD	\$2,663,565 46 USD	\$1,022,693 23 USD
Totals									\$4,679,855 76 USD	\$5,985,436 63 USD	\$1,305,580 87 USD