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

2011

Department 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 2011, or tax year beginning

, 2011, and ending

, 20

Name of foundation RICHARD E FOX CHARITABLE FOUNDATION		A Employer identification number 25-6657059
Number and street (or P O box number if mail is not delivered to street address) PO BOX 882896	Room/suite	B Telephone number (see instructions) 970-846-5136
City or town, state, and ZIP code STEAMBOAT SPRINGS CO 80488		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,541,760.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (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 <input type="checkbox"/>

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 instr.))		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temp. cash investments	4,804.	4,804.	4,804.	
4	Dividends and interest from securities	42,559.	42,559.	42,559.	
5a	Gross rents				
b	(Net rental income or (loss))				
6a	Net gain/(loss) from sale of assets not on line 10	62,404.			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		62,404.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	109,767.	109,767.	47,363.	
13	Compensation of officers, directors, trustees, etc.	59,875.	59,875.	59,875.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	5,914.	5,914.	5,914.	
b	Accounting fees (attach schedule)	2,400.	2,400.	2,400.	
c	Other professional fees (attach schedule)	15,504.	15,504.	15,504.	
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach sch.) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	18,697.	18,697.	18,697.	
22	Printing and publications				
23	Other expenses (attach schedule)	1,106.	1,106.	1,106.	
24	Total operating and administrative expenses. Add lines 13 through 23.	103,496.	103,496.	103,496.	
25	Contributions, gifts, grants paid	110,000.			110,000.
26	Total exp. & disbursements. Add lines 24 and 25.	213,496.	103,496.	103,496.	110,000.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	(103,729.)			
b	Net investment income (if neg., enter -0-)		6,271.		
c	Adjusted net income (if neg., enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See inst.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		23,749.	15,786.	15,786.
	2	Savings and temporary cash investments		34,515.	59,769.	59,769.
	3	Accounts receivable				
		Less allowance for doubtful accts				
	4	Pledges receivable				
		Less allowance for doubtful accts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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				
	10a	Investments - U S and state govt obligations (attach schedule)		26,354.		
	b	Investments - corporate stock (attach schedule)		1,391,237.	1,430,922.	1,466,205.
	c	Investments - corporate bonds (attach schedule)		134,351.		
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
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)		1,610,206.	1,506,477.	1,541,760.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, ck. here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		1,610,206.	1,506,477.	
	30	Total net assets or fund balances (see instructions)		1,610,206.	1,506,477.	
31	Total liabilities and net assets/fund balances (see instructions)		1,610,206.	1,506,477.		

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	1,610,206.
2	Enter amount from Part I, line 27a	2	(103,729.)
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,506,477.
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	1,506,477.

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.)
1 a	SECURITIES SOLD BY PNC INVESTMENTS	P	VA/RI/OUS	12/31/2011
b	SECURITIES SOLD BY MID ATLANTIC CAPITAL	P	VA/RI/OUS	12/31/2011
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 330,429.		315,325.	15,104.
b 857,623.		810,323.	47,300.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			15,104.
b			47,300.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	62,404.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	114,930.	1,781,073.	0.0645
2009	120,000.	1,721,142.	0.0697
2008	120,000.	2,094,965.	0.0573
2007	182,420.	2,617,923.	0.0697
2006	163,017.	2,599,543.	0.0627

2 Total of line 1, column (d)	2	0.3239
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	0.0648
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,625,939.
5 Multiply line 4 by line 3	5	105,361.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	63.
7 Add lines 5 and 6	7	105,424.
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	110,000.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	63.
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	63.
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	63.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		63.
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 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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 the 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/>		
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV in instructions)? 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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	X	
14	The books are in care of ▶ MICHAEL PIVARNIK Located at ▶ PO BOX 882896 CO STEAMBOAT SPRI Telephone no ▶ 970-846-5136 ZIP+4 ▶ 80488			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ▶ 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 the instructions)	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 ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 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 2011)	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 2011?	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 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 the instructions)? 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 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 comp	(e) Expense account, other allowances
SEE ATTACHED STATEMENT		0		

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

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

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

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 the instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services. ▶**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 INTERCOLLEGIATE STUDIED INSTITUTE - PROVIDED FUNDS FOR EDUCATION IN THE FIELD OF AUSTRIAN ECONOMICS	20,000.
2 ACTON INSTITUTE - PROVIDED FUNDS FOR EDUCATION IN THE FIELD OF AUSTRIAN ECONOMICS	20,000.
3 GROVE CITY COLLEGE - PROVIDED FUNDS FOR EDUCATION IN THE FIELD OF AUSTRIAN ECONOMICS	20,000.
4 F E E - PROVIDED FUNDS FOR EDUCATION IN THE FIELD OF AUSTRIAN ECONOMICS	20,000.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3	
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 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 1,630,932.
b	Average of monthly cash balances	1b 19,767.
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 1,650,699.
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
3	Subtract line 2 from line 1d	3 1,650,699.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 24,760.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 1,625,939.
6	Minimum investment return. Enter 5% of line 5	6 81,297.

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 81,297.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 63.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 63.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 81,234.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 81,234.
6	Deduction from distributable amount (see instructions)	6
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 81,234.

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 110,000.
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
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.	4 110,000.
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 (see instructions)	5 63.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 109,937.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				81,234.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior yrs 20__, 20__, 20__				
3 Excess distrib. carryover, if any, to 2011.				
a From 2006	81,738.			
b From 2007	54,684.			
c From 2008	15,252.			
d From 2009	33,943.			
e From 2010	26,016.			
f Total of lines 3a through e	211,633.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 110,000.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				81,234.
e Remaining amt distributed out of corpus	28,766.			
5 Excess distrib. carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in col (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, & 4e Subtract line 5	240,399.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	81,738.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	158,661.			
10 Analysis of line 9				
a Excess from 2007	54,684.			
b Excess from 2008	15,252.			
c Excess from 2009	33,943.			
d Excess from 2010	26,016.			
e Excess from 2011	28,766.			

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				
Total			▶ 3a	
b Approved for future payment				
Total			▶ 3b	

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RICHARD E FOX CHARITABLE FOUNDATION
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Year ended 12/31/2011

Part II, Line 10b - Investments - corporate stocks

Description	Shares	Cost	Market Value
ARTISAN FDS INC INTERNATIONAL	3,737 663	81,645.873	74,117 86
ARTISAN MID CAP VALUE FUND	2,016 745	38,221 494	39,729.88
ARTISAN SMALL CAP VALUE	1,031 284	16,898 112	15,386 76
BARON SMALL CAP FUND	695 322	11,344.942	15,943 73
BLACKROCK EQUITY DIVIDEND INST	13,893 663	253,494.329	252,725 73
BLACKROCK INTL OPPORT	522.776	17,558 879	15,380 07
BLACKROCK TOTAL RETURN PORTFOLI	15,411 063	144,948 385	145,326 32
HARBOR FD INTL FD	1,373 407	73,858 959	72,035 20
MFS VALUE FUND CLASS I	6,578.823	139,214 279	147,826 15
PIMCO FDS	13,455 314	147,664.520	146,259.26
RS EMERGING MARKETS FUND	1,327.558	30,000.000	28,051 30
T ROWE PRICE GROWTH ST	9,897.634	278,997 737	315,041 69
VANGUARD TOTAL BOND FUND	14,469.385	156,759 582	159,163.24
WESTCORE SELECT FUND	2,096 076	40,314 480	39,217.58
		<u>1,430,921.57</u>	<u>1,466,204 77</u>

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 EIN 25-6657059
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PART I, LINE 16c OTHER PROFESSIONAL FEES

INVESTMENT ADVISORY FEES

PNC ADVISORS

\$8,436

STRATEGIC WEALTH MANAGEMENT

7,068

\$15,504

PART I, LINE 23 OTHER EXPENSES

OFFICE EXPENSE

\$1,106

\$1,106

PART VIII INFORMATION ABOUT OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS, HIGHLY PAID EMPLOYEES AND CONTRACTORS

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK	COMPENSATION	CONTRIB TO BEN AND DEF COMP PLANS	EXP ACCTS, OTHER ALLOW
LEONARD J BOSS 2235 JORDAN VALLEY CT HENDERSON, NV 89044	TRUSTEE AND ADVISORY COMMITTEE MEMBER 1 HOUR PER WEEK	\$5,375	\$0	\$0
JASON KOLTER 328 VIRGINIA ST , APT 2 EL SEGUNDO, CA 90245	TRUSTEE AND ADVISORY COMMITTEE MEMBER 1 HOUR PER WEEK	5,375	0	0
JOSEPH KOLTER 242 LYNNHAVEN DRIVE PITTSBURGH, PA 15228	TRUSTEE AND ADVISORY COMMITTEE MEMBER 1 HOUR PER WEEK	5,375	0	0
MICHAEL PIVARNIK PO BOX 882896 STEAMBOAT SPRINGS, CO 80488	TRUSTEE AND ADVISORY COMMITTEE MEMBER 8 HOURS PER WEEK	38,375	0	0
WAYNE KABBLACK 628 OAK STREET INDIANA, PA 15701	TRUSTEE AND ADVISORY COMMITTEE MEMBER 1 HOUR PER WEEK	5,375	0	0
TOTAL		<u>\$59,875</u>	<u>\$0</u>	<u>\$0</u>

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PART XV, LINE 3 a. GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME & ADDRESS	RELATIONSHIP	RECIPIENT STATUS	PURPOSE	AMOUNT
Intercollegiate Studies Institute 3901 Centerville Rd. Wilmington, Delaware 19807	NONE	EXEMPT	EDUCATION	\$ 20,000
Acton Institute 161 Ottawa Ave. NW, Suite 301 Grand Rapids, MI 49503	NONE	EXEMPT	EDUCATION	\$ 20,000
Grove City College 100 Campus Drive Grove City, PA 16127	NONE	EXEMPT	EDUCATION	\$ 20,000
Foundation for Economic Education 30 S Broadway Irvington-on-Hudson, NY 10533	NONE	EXEMPT	EDUCATION	\$ 20,000
Students For Liberty PO Box 17321 Arlington, VA 22216	NONE	EXEMPT	EDUCATION	\$ 5,000
George Mason University 4400 University Drive Fairfax, Virginia 22030	NONE	EXEMPT	EDUCATION	\$ 10,000
Fund for American Studies 1706 New Hampshire Ave NW Washington DC 20009	NONE	EXEMPT	EDUCATION	\$ 15,000