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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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
Frieda C Fox Family Foundation

A Employer identification number
95-4775770

Number and street (or P O box number if mail is not delivered to street address) Room/suite
12411 Ventura Blvd

B Telephone number (see page 10 of the instructions)
(818) 505-6777

City or town, state, and ZIP code
Studio City, CA 91604

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,696,138

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	900			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,604	2,604	2,604	
	4	Dividends and interest from securities	224,778	224,778	224,778	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	7,426			
	b	Gross sales price for all assets on line 6a 4,965,120				
	7	Capital gain net income (from Part IV, line 2)		7,426		
	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)	8,575		8,575	
	12	**Total.** Add lines 1 through 11	244,283	234,808	235,957	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages	137,206			137,206
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,927			2,927
	c	Other professional fees (attach schedule)	50,693	41,866		8,827
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	8,611	184	1,717	6,710
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	15,897			15,897
	22	Printing and publications				
	23	Other expenses (attach schedule)	10,758			10,758
	24	**Total operating and administrative expenses.** Add lines 13 through 23	226,092	42,050	1,717	182,325
	25	Contributions, gifts, grants paid	442,280			442,280
	26	**Total expenses and disbursements.** Add lines 24 and 25	668,372	42,050	1,717	624,605
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-424,089			
	b	**Net investment income** (if negative, enter -0-)		192,758		
	c	**Adjusted net income** (if negative, enter -0-)			234,240	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing	214,218	28,134	28,134
2 Savings and temporary cash investments	4,270,257	1,228,715	1,228,715
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) ▶ 207			
Less allowance for doubtful accounts ▶		207	207
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges		5,823	5,823
10a Investments—U S and state government obligations (attach schedule)			
b Investments—corporate stock (attach schedule)		4,064,557	4,064,557
c Investments—corporate bonds (attach schedule)	2,677,590	1,244,765	1,244,765
11 Investments—land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments—mortgage loans			
13 Investments—other (attach schedule)	210,469	123,937	123,937
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)	7,372,534	6,696,138	6,696,138
Liabilities			
17 Accounts payable and accrued expenses		25	
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)		25	
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	7,372,534	6,696,113	
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			
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)	7,372,534	6,696,113	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	7,372,534	6,696,138	

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	7,372,534
2	Enter amount from Part I, line 27a	2	-424,089
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,948,445
5	Decreases not included in line 2 (itemize) ▶	5	252,332
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,696,113

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	7,426
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	-5,152

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))
2010	764,560	6,425,957	0 11898
2009	471,587	7,943,866	0 05937
2008			
2007			
2006			

2	**Total** of line 1, column (d).	2	0 17835
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 08917
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	7,124,195
5	Multiply line 4 by line 3.	5	635,286
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,928
7	Add lines 5 and 6.	7	637,214
8	Enter qualifying distributions from Part XII, line 4.	8	624,605

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				
	Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	3,855
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	3,855
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,855
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,717		
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	1,717
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	2,138
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** ▶	**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?	1a		No
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)?	1b		No
	*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?	1c		No
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? *If "Yes," attach a detailed description of the activities.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA			
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*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

			Yes	No
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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶www FCFox org

14 The books are in care of ▶ACF PROPERTY MANAGEMENT INC Telephone no ▶(818) 505-6777

Located at ▶12411 VENTURA BLVD STUDIO CITY CA ZIP+4 ▶91604

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 |

			Yes	No
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?	16		No

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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 2011?	1c		No
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? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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 20 of the instructions)	2b		No
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? ☐ Yes ☑ 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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? **5b** **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? **6b** **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? **7b** **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 Additional Data Table				

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
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 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
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 information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 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	
2	
All other program-related investments See page 24 of the instructions	
3	

Total. Add lines 1 through 3. . . . . ▶

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	6,779,418
b	Average of monthly cash balances	1b	453,267
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	7,232,685
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,232,685
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	108,490
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,124,195
6	**Minimum investment return.** Enter 5% of line 5	6	356,210

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	356,210
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 3,855		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,855
3	Distributable amount before adjustments Subtract line 2c from line 1	3	352,355
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	352,355
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	352,355

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	624,605
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	624,605
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	624,605

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					352,355
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2011					
a From 2006.					
b From 2007.					
c From 2008.					
d From 2009.					
e From 2010.					
f Total of lines 3a through e.					
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 624,605					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .		0			
d Applied to 2011 distributable amount.					352,355
e Remaining amount distributed out of corpus		272,250			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		272,250			
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 page 27 of the instructions . . .					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		272,250			
10 Analysis of line 9					
a Excess from 2007. . . .					
b Excess from 2008. . . .					
c Excess from 2009. . . .					
d Excess from 2010. . . .					
e Excess from 2011. . . .	272,250				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
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 organization had $5,000 or more in assets at any time during the year—see page 27 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))

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement A See Attached Statement A See Attached Stmt A, CA 91604	Grant	n/a	Charitable Grants	442,280
Total . . . . ▶ **3a**				442,280
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	2,604	
4 Dividends and interest from securities. . . .			14	224,778	
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				7,621	-195
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Reimbursed Expenses					6,858
b Federal Income Tax refund			3		1,717
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				235,003	8,380

13 Total. Add line 12, columns (b), (d), and (e). **13** 243,383

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

			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)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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 Here

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

******	2012-05-15	******
Signature of officer or trustee	Date	Title

Paid Preparer's Use Only

Preparer's Signature ▶ Jeffrey A Brown	Date	Check if self-employed ▶ ☐	PTIN
Firm's name ▶ JEFF BROWN PC		Firm's EIN ▶	
Firm's address ▶ 155 SANSOME STREET ST 620 SAN FRANCISCO, CA 94104		Phone no (925) 286-1200	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☑ Yes ☐ No

Additional Data

Software ID:	11000144
Software Version:	2011v1.2
EIN:	95-4775770
Name:	Frieda C Fox Family Foundation

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Capital Gain Dividends			
Fidelity 5784 Trade summary	P	2011-01-01	2011-12-15
Fidelity 6665 Trade summary	P	2011-01-01	2011-12-15
BIPQ TRADE SUMMARY	P	2011-01-01	2011-12-15
BIPQ TRADE SUMMARY	P	2001-01-01	2011-12-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			7,621
2,340,406		2,330,888	9,518
1,068,759		1,084,824	-16,065
200,800		199,405	1,395
1,347,534		1,342,577	4,957

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			9,518
			-16,065
			1,395
			4,957

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Sara Fox 12411 VENTURA BOULEVARD Studio City, CA 91604	Director 1 00	0		
Ingrid Fox 12411 VENTURA BOULEVARD Studio City, CA 91604	Director 3 00	0		
Kevin Fox 12411 VENTURA BOULEVARD STUDIO CITY, CA 91604	Director 1 00	0		
Cathy Reynolds 12411 VENTURA BOULEVARD STUDIO CITY, CA 91604	Director 1 00	0		
DAVEEN FOX 12411 VENTURA BOULEVARD STUDIO CITY, CA 91604	VP & Secretary 1 00	0		
Scott Semel 12411 Ventura Boulevard Studio City, CA 91604	Director 1 00	0		
Alan C Fox 12411 VENTURA BOULEVARD STUDIO CITY, CA 91604	President 3 00	0		

TY 2011 Accounting Fees Schedule

Name: Frieda C Fox Family Foundation
EIN: 95-4775770
Software ID: 11000144
Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	2,927	0	0	2,927

TY 2011 General Explanation Attachment

Name: Frieda C Fox Family Foundation
EIN: 95-4775770
Software ID: 11000144
Software Version: 2011v1.2

Identifier	Return Reference	Explanation
		Form 990-PFPage 5, Part VII-BQuestion 1a(4)Transactions with a Disqualified Person The Frieda C Fox Family Foundation leases employees from a company owned by Alan Fox, ACF Property Management, Inc Alan Fox is the President of the Foundation and one of its directors The Foundation reimburses Alan Fox's company for only the direct costs of the personnel who work for strictly for the foundation and other expenses paid on behalf of the Foundation There are no additional fees paid This transaction qualifies as an "excepted" act under IRS regulation 53 4941(d)-1(b)(1)(ii), a transaction that is at least as favorable to the foundation as an arm's-length transaction with an unrelated person
		Form 990PF, Page 2Part III, Line 5Transfer of Certain Designated Assets to Rattle Foundation In previous years, the publication of "Rattle", an award winning poetry journal was included as one of the charitable activities of The Frieda C Fox Family Foundation In 2010, The Frieda C Fox Family Foundation's board of directors decided to move this activity to a separate private foundation In 2010, Rattle Foundation, EIN 27-1747424, was funded by transferring certain designated assets from The Frieda C Fox Foundation to Rattle Foundation In early 2011, some additional assets were identified as belonging to Rattle Foundation and the transfer was completed

TY 2011 Investments Corporate Bonds Schedule

Name: Frieda C Fox Family Foundation

EIN: 95-4775770

Software ID: 11000144

Software Version: 2011v1.2

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Investment in Corporate Bonds	1,244,765	1,244,765

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491136011912

TY 2011 Investments Corporate Stock Schedule

Name: Frieda C Fox Family Foundation

EIN: 95-4775770

Software ID: 11000144

Software Version: 2011v1.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Investments Comm Stks & Options	4,064,557	4,064,557

TY 2011 Other Decreases Schedule

Name: Frieda C Fox Family Foundation

EIN: 95-4775770

Software ID: 11000144

Software Version: 2011v1.2

Description	Amount
Transfer to Rattle Foundation	146,600
Change in Unrealized Gains/Losses	105,732

TY 2011 Other Expenses Schedule

Name: Frieda C Fox Family Foundation

EIN: 95-4775770

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Telephone	1,380			1,380
Staff Training	870			870
Professional Dues	1,000			1,000
Office Expenses	2,867			2,867
Information Technology	1,577			1,577
Bank Fees	3,064			3,064

TY 2011 Other Income Schedule

Name: Frieda C Fox Family Foundation

EIN: 95-4775770

Software ID: 11000144

Software Version: 2011v1.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Reimbursed Expenses	6,858		6,858
Federal Income Tax refund	1,717		1,717

TY 2011 Other Professional Fees Schedule

Name: Frieda C Fox Family Foundation
EIN: 95-4775770
Software ID: 11000144
Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Software & Web Development	4,102	0	0	4,102
Investment Mgmt Fees	41,866	41,866	0	0
Contract Services	4,725	0	0	4,725

TY 2011 Taxes Schedule

Name: Frieda C Fox Family Foundation
EIN: 95-4775770
Software ID: 11000144
Software Version: 2011v1.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Payroll Taxes	6,710			6,710
Foreign Tax Paid	184	184		
Federal Tax Paid	1,717		1,717	

Realized Gains and Losses

Fiscal Year Ending 12 31 2011

FRIEDA C FOX FOUNDATION BIPQ - GROUP

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Account Number	Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Total Long Gains	Short Term Gains
16976124	Ust Intl Idx 04 15 2011 2 375%	08 14 2009	04 15 2011	160,000 000	177,929 60	178,464 41	-534 81	
16976124	Ge Capital Corp Medium Te 06 15 2012 6 00%	06 18 2009	04 28 2011	65,000 000	68,436 25	68,600 00	-163 75	
16976124	Metlife Inc 11 24 2013 5 00%	06 30 2009	04 28 2011	50,000 000	53,775 00	50,596 00	3,179 00	
16976124	Nebraska Pub Pwr 01 01 2014 5 14%	06 19 2009	04 28 2011	50,000 000	53,225 00	51,928 50	1,296 50	
16976124	Verizon Global 09 01 2012 7 375%	06 09 2009	04 28 2011	50,000 000	53,975 00	55,885 00	-1,910 00	
16976124	Morgan Stanley 12 19 2013 4 75%	03 24 2010	04 29 2011	75,000 000	80,842 50	80,630 45	212 05	
16976124	Fed Natl Mtg 11 25 2033 5 50%	06 03 2009	05 24 2011	50,000 000	52,475 00	52,388 16	86 84	
16976124	Fed Natl Mtg 05 25 2030 5 50%	08 14 2009	05 31 2011	75,000 000	77,975 00	79,062 50	-1,087 50	
16976124	Doubleline Total Return	05 06 2011	06 15 2011	4,570 144	50,800 00	50,693 67		106 33
16976124	Ge Money Bank Na 07 05 2011 2 10%	06 30 2009	07 05 2011	100,000 000	100,000 00	100,012 50	-12 50	
16976124	Dell Inc 04 15 2014 5 625%	06 30 2009	07 26 2011	40,000 000	44,349 80	43,065 40	1,284 40	
16976124	Doubleline Total Return	05 06 2011	08 08 2011	13,406 613	150,000 00	148,710 93		1,289 07
16976124	Fed Hm Ln Mtg 07 15 2032 5 50%	06 12 2009	12 15 2011	50,000 000	18,689 12	18,986 26	-297 14	

Realized Gains and Losses

Fiscal Year Ending 12 31 2011

FRIEDA C FOX FOUNDATION   BIPQ - GROUP

Realized Gains and Losses in Non-Taxable or Tax Deferred Accounts

Account Number	Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Total Long Gains	Short Term Gains
16976124	Fed Hm Ln Mtg 12 15 2023 5 00%	03 24 2010	12 15 2011	35,000 000	29,174 26	30,148 57	-974 31	
16976124	Fed Hm Ln Mtg 06 15 2032 5 00%	06 03 2009	12 15 2011	40,000 000	41,350 00	41,725 00	-375 00	
16976124	Fed Hm Ln Mtg 10 15 2033 5 00%	06 23 2009	12 15 2011	75,000 000	79,625 00	76,512 50	3,112 50	
16976124	Fed Hm Ln Mtg 06 15 2033 5 00%	06 18 2009	12 15 2011	70,000 000	72,425 00	71,762 96	662 04	
16976124	Fed Hm Ln Mtg 05 15 2033 5 00%	06 30 2009	12 15 2011	40,000 000	41,815 00	41,412 50	402 50	
16976124	Fed Natl Mtg 07 25 2033 5 00%	10 30 2009	12 15 2011	45,000 000	47,135 00	47,262 50	-127 50	
16976124	Amer Exp Bk Fsb 06 11 2012 2 85%	06 03 2009	12 21 2011	100,000 000	100,892 00	100,012 50	879 50	
16976124	Goldman Sachs Bk 12 03 2013 5 00%	03 24 2010	12 21 2011	50,000 000	53,445 00	54,108 80	-663 80	
16976124	Bmw Bk Na 12 30 2011 2 50%	06 23 2009	12 30 2011	100,000 000	100,000 00	100,012 50	-12 50	

[redacted]

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	**Federal Income Tax Withheld (4)**
DEVON FINANCING CORPNOTE 6 875% 09/30/20 25179SAC4	02/16/11	09/30/11 Short-Term	12,000 000 Redemption	12,000 00	12,501 56	-501 56		
FEDL NATL MTG ASSN POOL #AD8529 4 50000% 31418WPP9	02/24/11	04/25/11 Short-Term	0 000 Principal	648 08	659 42	-11 34		
	02/24/11	05/25/11 Short-Term	0 000 Principal	601 20	611 72	-10 52		
	02/24/11	06/25/11 Short-Term	0 000 Principal	570 87	580 86	-9 99		
	02/24/11	07/25/11 Short-Term	0 000 Principal	1,101 13	1,120 40	-19 27		
	02/24/11	08/25/11 Short-Term	0 000 Principal	1,172 80	1,193 32	-20 52		
	02/24/11	09/13/11 Short-Term	3,000 000 Sale	2,710 92	2,723 06	-12 14		
	02/24/11	09/25/11 Short-Term	0 000 Principal	1,349 86	1,373 48	-23 62		
	02/24/11	10/25/11 Short-Term	0 000 Principal	3,053 85	3,107 29	-53 44		
	02/24/11	11/25/11 Short-Term	0 000 Principal	3,434 55	3,494 65	-60 10		
	02/24/11	12/25/11 Short-Term	0 000 Principal	3,684 31	3,748 79	-64 48		
Sub Totals				**18,327.57**	**18,612.99** z			
				Short-Term Losses		-285 42		
FEDL NATL MTG ASSN POOL #AJ1407 4 00000% 3138ASR53	09/13/11	11/25/11 Short-Term	0 000 Principal	417 61	435 78	-18 17		
	09/13/11	12/25/11 Short-Term	0 000 Principal	809 30	844 52	-35 22		

*Our records indicate that you are an exempt recipient for 1099 reporting purposes This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS You may be subject to different income tax reporting requirements Please contact your tax advisor if you have any questions

Fidelity INVESTMENTS

2011 Informational Tax Reporting Statement

THE FRIEDA C FOX FAMILY FND

Account No 647-565784 Customer Service CALL ADVISOR
Recipient ID No **-***5770 Payer's Fed ID Number 04-3523567

***Note:** This information is not reported to the IRS. It may assist you in tax return preparation.*

2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	**Federal Income Tax Withheld (4)**
FEDL NATL MTG ASSN POOL #AJ1407 4 00000% 3138ASR53	12/22/11	12/25/11 Short-Term	0 000 Principal	399 25	418 53	-19 28		
Sub Totals				**1.626.16**	**1,698.83** z			
				Short-Term Losses		-72 67		
FEDL NATL MTG ASSN POOL #725424 5 50000% 31402C4H2	02/16/11	04/25/11 Short-Term	0 000 Principal	3,218 57	3,440 85	-222 28		
	02/16/11	05/25/11 Short-Term	0 000 Principal	2,441 72	2,610 35	-168 63		
	02/16/11	06/25/11 Short-Term	0 000 Principal	2,256 62	2,412 47	-155 85		
	02/16/11	07/25/11 Short-Term	0 000 Principal	2,537 52	2,712 77	-175 25		
	02/16/11	08/25/11 Short-Term	0 000 Principal	2,173 47	2,323 58	-150 11		
	02/16/11	09/25/11 Short-Term	0 000 Principal	2,347 90	2,510 05	-162 15		
	09/13/11	09/25/11 Short-Term	0 000 Principal	79 83	87 68	-7 85		
	02/16/11	10/25/11 Short-Term	0 000 Principal	2,350 26	2,512 57	-162 31		
	09/13/11	10/25/11 Short-Term	0 000 Principal	79 91	87 76	-7 85		
	02/16/11	11/25/11 Short-Term	0 000 Principal	2,829 71	3,025 14	-195 43		
	09/13/11	11/25/11 Short-Term	0 000 Principal	96 21	105 67	-9 46		
	02/16/11	12/25/11 Short-Term	0 000 Principal	2,886 86	3,086 23	-199 37		

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Fidelity INVESTMENTS

2011 Informational Tax Reporting Statement

THE FRIEDA C FOX FAMILY FND

Account No **647-565784** Customer Service CALL ADVISOR
Recipient ID No ****-***5770** Payer's Fed ID Number 04-3523567

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2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	**Federal Income Tax Withheld (4)**
FEDL NATL MTG ASSN POOL #725424 5 50000% 31402C4H2	09/13/11	12/25/11 Short-Term	0 000 Principal	98 15	107 80	-9 65		
Sub Totals				**23.396.73**	**25,022.92** z			
				Short-Term Losses		-1,626 19		
FEDL NATL MTG ASSN POOL #739821 5 00000% 31402V4E7	04/12/11	06/25/11 Short-Term	0 000 Principal	2,676 50	2,810 33	-133 83		
	04/12/11	07/25/11 Short-Term	0 000 Principal	4,941 85	5,188 94	-247 09		
	04/12/11	08/25/11 Short-Term	0 000 Principal	2,383 26	2,502 42	-119 16		
	04/12/11	09/13/11 Short-Term	104,000 000 Sale	30,417 15	31,953 38	-1,536 23		
	04/12/11	09/25/11 Short-Term	0 000 Principal	4,201 69	4,411 77	-210 08		
	04/12/11	10/25/11 Short-Term	0 000 Principal	3,762 57	3,950 70	-188 13		
	04/12/11	11/25/11 Short-Term	0 000 Principal	3,263 40	3,426 57	-163 17		
	04/12/11	12/08/11 Short-Term	256,000 000 Sale	67,304 98	63,062 80	4,242 18		
	04/12/11	12/25/11 Short-Term	0 000 Principal	3,621 82	3,802 91	-181 09		
Sub Totals				**122.573.22**	**121,109.82** z			
				Short-Term Gains		4,242 18		
				Short-Term Losses		-2,778 78		
UNITED STATES TREAS BILLS 0 00000% 01/05 9127954A6	07/11/11	09/28/11 Short-Term	100,000 000 Sale	99,980 27	99,989 44	-9 17		

*Our records indicate that you are an exempt recipient for 1099 reporting purposes This statement provided is based on IRS information reporting requirements for individuals as of the preparation date and is NOT furnished to the IRS You may be subject to different income tax reporting requirements Please contact your tax advisor if you have any questions

Fidelity INVESTMENTS

2011 Informational Tax Reporting Statement

THE FRIEDA C FOX FAMILY FND

Account No **647-565784** Customer Service CALL ADVISOR
Recipient ID No ****-***5770** Payer's Fed ID Number 04-3523567

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2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	**Federal Income Tax Withheld (4)**
UNITED STATES TREAS BILLS 0 00000% 03/22 9127955E7	09/28/11	11/18/11 Short-Term	100,000 000 Sale	99,986 90	100,007 85	-20 95		
	11/10/11	11/18/11 Short-Term	150,000 000 Sale	149,980 39	150,015 51	-35 12		
Sub Totals				**249,967.29**	**250,023.36** z			
				Short-Term Losses		-56 07		
UNITED STATES TREAS BILLS 0 00000% 08/11 9127953D1	02/15/11	02/24/11 Short-Term	25,000 000 Sale	24,963 76	25,000 69	-36 93		
	06/14/11	07/11/11 Short-Term	100,000 000 Sale	99,978 79	100,014 85	-36 06		
Sub Totals				**124,942.55**	**125,015.54** z			
				Short-Term Losses		-72 99		
UNITED STATES TREAS DT 0 00000% 03/15/20 9127955D9	12/13/11	12/23/11 Short-Term	50,000 000 Sale	49,980 66	50,001 55	-20 89		
UNITED STATES TREAS DT 0 00000% 11/15/20 9127955L1	11/18/11	12/13/11 Short-Term	250,000 000 Sale	249,764 00	249,776 25	-12 25		
	11/28/11	12/13/11 Short-Term	100,000 000 Sale	99,905 67	99,912 44	-6 77		
Sub Totals				**349,669.67**	**349,688.69** z			
				Short-Term Losses		-19 02		
UNITED STATES TREAS NTS 0 37500% 07/31/2 912828QW3	08/10/11	09/16/11 Short-Term	150,000 000 Sale	150,396 02	150,583 00	-186 98		
UNITED STATES TREAS NTS 0 62500% 12/31/2 912828PW4	03/21/11	08/10/11 Short-Term	150,000 000 Sale	150,922 86	150,112 50	810 36		
UNITED STATES TREAS NTS 1 00000% 04/30/2 912828NB2	02/15/11	02/24/11 Short-Term	100,000 000 Sale	100,757 01	100,663 89	93 12		

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![Fidelity Investments]

2011 Informational Tax Reporting Statement

THE FRIEDA C FOX FAMILY FND | Account No **647-565784** | Customer Service CALL ADVISOR | Recipient ID No ****-***5770** | Payer's Fed ID Number 04-3523567

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2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	**Federal Income Tax Withheld (4)**
UNITED STATES TREAS NTS 1 00000% 04/30/2 912828NB2	02/15/11	03/21/11 Short-Term	150,000 000 Sale	151,122 08	150,937 63	184 45		
Sub Totals				**251,879.09**	**251,601.52** z			
				Short-Term Gains		277 57		
UNITED STATES TREAS NTS 1 00000% 08/31/2 912828RF9	08/29/11	09/29/11 Short-Term	120,000 000 Sale	120,101 88	120,080 08	21 80		
UNITED STATES TREAS NTS 1 00000% 09/30/2 912828RJ1	09/29/11	11/09/11 Short-Term	103,000 000 Sale	103,715 94	103,016 81	699 13		
UNITED STATES TREAS NTS 2 00000% 04/30/2 912828QF0	05/16/11	08/29/11 Short-Term	125,000 000 Sale	131,439 54	126,043 51	5,396 03		
UNITED STATES TREAS NTS 2 50000% 04/30/2 912828MZ0	02/15/11	02/16/11 Short-Term	150,000 000 Sale	153,052 23	153,037 88	14 35		
	02/15/11	05/16/11 Short-Term	150,000 000 Sale	156,612 81	152,868 81	3,744 00		
Sub Totals				**309,665.04**	**305,906.69** z			
				Short-Term Gains		3,758 35		

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2011 Informational Tax Reporting Statement

Fidelity INVESTMENTS

THE FRIEDA C FOX FAMILY FND

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2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	**Federal Income Tax Withheld (4)**
UNITED STATES TREAS 0 12500% 08/31/2013 912828RD4	09/16/11	11/21/11 Short-Term	70,000 000 Sale	69,821 17	69,878 69	-57 52		
TOTALS				**2,340,405.66**	**2,330,887.50 z**			**0.00**
SHORT-TERM TOTALS				**2,340,405.66**	**2,330,887.50 z**			
			Gains			15,205 42		
			Losses			-5,687 26		
			Disallowed Losses				0 00	
LONG-TERM TOTALS				**0.00**	**0.00 z**			
			Gains			0 00		
			Losses			0 00		
			Disallowed Losses				0 00	

§ Gross proceeds less commissions
æ Cost or other basis provided may include adjustments including but not limited to dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium
z Totals of Cost or Other Basis include all tax lots with known basis Totals do not include tax lots with unknown basis

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

For securities bought in a foreign currency, we have provided estimated cost basis in United States Dollars (USD) by converting the foreign currency cost into USD based on exchange rates on the trade date of the purchase For securities sold (or redeemed) in a foreign currency, we have provided the USD proceeds by converting the foreign currency proceeds into USD based on exchange rates on the trade date of the sale If you acquired the foreign currency cost, or sold the foreign currency proceeds in exchange for USD in a separate currency transaction linked to the security transaction, then the trade date exchange rate we used is the spot rate at the time of the linked currency transaction Otherwise, the trade date exchange rate we used is the end-of-day exchange rate For tax reporting purposes, you may be required to determine your actual USD cost basis, proceeds, and gain/loss based on the exchange rates on the settlement dates of the applicable transactions Consult your tax advisor for more information

We are required to convert a purchase or sale in foreign currency into its United States dollar (USD) equivalent at the time of the transaction and to use that USD equivalent amount as the cost basis or gross proceeds as applicable For securities directly bought or sold in a foreign currency in a single transaction in your account, we have converted the foreign currency into USD on the trade date of the purchase or sale using the end-of-day exchange rate If you acquired the foreign currency cost, or sold the foreign currency proceeds in exchange for USD in a separate currency transaction linked to the security transaction, the conversion was made using the spot rate at the time of the linked currency transaction In some cases, you may be required to use different currency conversion conventions than those applied here

Certain tax rules may require you to treat as ordinary income/loss all or a portion of your realized gain/loss from any debt instruments that are denominated in a currency other than U S dollars (USD) or that make a payment calculated by reference to the value of a currency other than USD Consult your tax advisor for more information

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Fidelity INVESTMENTS

2011 Informational Tax Reporting Statement

THE FRIEDA C FOX FAMILY FND

Account No **647-526665** Customer Service CALL ADVISOR

Recipient ID No ****-***5770** Payer's Fed ID Number 04-3523567

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2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	**Federal Income Tax Withheld (4)**
ABSOLUTE OPPORTUNTY FUND INSTL 34984T642	02/15/11	10/04/11 Short-Term	23 487 Sale	257 38	293 49	-36 11		
ASTON/MD SASS ENHANCED EQTY INC N 00080Y751	02/02/11	10/04/11 Short-Term	4,830 382 Sale	43,231 92	46,275 06	-3,043 14		
CALDWELL & ORKIN MARKET OPPORTUNITY 128819307	02/02/11	06/17/11 Short-Term	2,500 000 Sale	46,260 50	48,320 00	-2,059 50		
DIREXION COMMODITY TRENDS STRTGY INVEST 254939457	02/02/11	12/22/11 Short-Term	1,043 841 Sale	22,974 94	30,000 00	-7,025 06		
FIRST EAGLE GLOBAL CLASS A 32008F507	02/02/11	10/04/11 Short-Term	123 957 Sale	5,420 65	5,832 18	-411 53		
GOLDMAN SACHS DYNAMIC ALLOCATION A 38145L505	06/20/11	10/04/11 Short-Term	485 291 Sale	4,916 00	5,168 35	-252 35		
HUSSMAN STRATEGIC GROWTH 448108100	02/02/11	07/27/11 Short-Term	4,065 657 Sale	49,377 73	48,320 00	1,057 73		
ISHARES TR MSCI EAFE INDEX FD 464287465	05/09/11	10/10/11 Short-Term	909 000 Sale	46,178 13	56,394 36	-10,216 23		
JPMORGAN HIGHBDG STAT MK NEU SEL CL 4812A2439	02/02/11	10/04/11 Short-Term	2,282 924 Sale	33,741 61	34,768 93	-1,027 32		
JPMORGAN RESEARCH MKT NEUTRAL CLASS A 4812A1670	02/02/11	10/04/11 Short-Term	2,319 506 Sale	33,447 27	34,862 17	-1,414 90		
LEUTHOLD CORE INVESTMENT 527289102	02/02/11	10/05/11 Short-Term	243 702 Sale	3,760 32	4,206 30	-445 98		
	02/02/11	12/22/11 Short-Term	2,554 676 Sale	40,721 54	44,093 70	-3,372 16		
Sub Totals				**44,481.86**	**48,300.00** z			
				Short-Term Losses		-3,818 14		

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2011 Proceeds from Broker and Barter Exchange Transactions

Description (9) CUSIP	Date of Acquisition (1b)	Date of Sale or Exchange (1a) Type of Gain or Loss (8)	Quantity Event	Sales Price of Stocks, Bonds etc (2) §	Cost or Other Basis (3) æ	Gain/Loss (-)	Wash Sale Loss Disallowed (5)	**Federal Income Tax Withheld (4)**
MERGER FUND 589509108	02/02/11	11/23/11 Short-Term	9,339 657 Sale	148,313 75	149,740 86	-1,427 11		
RADY CONTRARIAN LONG/SHORT A 66537V799	02/02/11	07/27/11 Short-Term	4,484 680 Sale	43,366 86	48,300 00	-4,933 14		
ROBECO BOSTON PRTNRSLONGSHORT EQTY INSTL 749255261	02/15/11	10/04/11 Short-Term	11 413 Sale	197 55	232 69	-35 14		
SECTOR SPDR TR SHS BEN INT CONSUMER STAP 81369Y308	02/16/11	04/21/11 Short-Term	1,754 000 Sale	54,191 53	51,786 03	2,405 50		
SECTOR SPDR TR SHS BEN INT INDUSTRIAL 81369Y704	02/23/11	04/05/11 Short-Term	1,748 000 Sale	66,276 33	63,508 07	2 768 26		
SECTOR SPDR TR SHS BEN INT UTILITIES 81369Y886	02/15/11	03/11/11 Short-Term	725 000 Sale	23,579 10	23,141.25	437 85		
SELECT SECTOR SPDR TR HEALTH CARE FORMER 81369Y209	11/02/11	12/06/11 Short-Term	2,076 000 Sale	70,011 27	68,744 93	1,266 34		
SPDR S&P 500 ETF TRUST UNIT SER 1 S&P 78462F103	06/27/11	07/05/11 Short-Term	1,312 000 Sale	175,455 56	167,904 46	7,551 10		
TFS MARKET NEUTRAL FUND 872407101	02/02/11	10/04/11 Short-Term	345 184 Sale	4,774 60	5,207 64	-433 04		
TURNER SPECTRUM FD INVESTOR CLASS 900297656	02/02/11	10/04/11 Short-Term	2,035 435 Sale	23,163 25	24,066 33	-903 08		
UNITED STS NAT GAS FD LP UNIT NEW 912318110	03/10/11	03/10/11 Short-Term	0 000 Cash In Lieu	5 11	0 00	5 11		
	02/02/11	06/01/11 Short-Term	1,906 413 Sale	22,396 83	22,920 27	-523 44		

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UNITED STS NAT GAS FD LP UNIT NEW 912318110	02/09/11	06/01/11 Short-Term	9,085 587 Sale	106 738 82	100,737 11	6,001 71		
Sub Totals				**129,140.76**	**123.657.38** z			
				Short-Term Gains		6,006 82		
				Short-Term Losses		-523 44		
TOTALS				**1,068,758.55**	**1,084,824.18** z			**0.00**
SHORT-TERM TOTALS				**1,068,758.55**	**1,084,824.18** z			
				Gains		21,493 60		
				Losses		-37,559 23		
				Disallowed Losses			0 00	
LONG-TERM TOTALS				**0.00**	**0.00** z			
				Gains		0 00		
				Losses		0 00		
				Disallowed Losses			0 00	

§ Gross proceeds less commissions
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Frieda C Fox Family Foundation
Schedlue of Charitable Grants
For the year ended 12/31/2011

Legal Name	Grant Amount	Address
New Visions Foundation	$30,000 00	3131 Olympic Boulevard, Santa Monica, CA 90404
Peace First	$25,000 00	280 Summer Street, Mezzanine Level, Boston, MA 02210
Across the Bridge Foundation (DBA Downtown College Prep)	$15,000 00	1460 The Alameda, San Jose, CA 95126
Puente Learning Center	$10,000 00	501 S Boyle Ave , Los Angeles, CA 90033
Country Schools (TCS)	$67,000 00	5243 Laurel Canyon Blvd , Valley Village, CA 91607
Child Advocates of Silicon Valley Inc	$30,000 00	509 Valley Way Milpitas, CA 95035
Triton Museum of Art	$3,500 00	1505 Warburton Ave , Santa Clara, CA 95050
Children's Nature Institute	$54,500 00	1910 Magnolia Ave , #403, Los Angeles, CA 90007
UCLA SMP Program	$10,000 00	UCLA 4223 Mathematical Sciences Building Los Angeles, CA 90095
American Heart Association Western Affiliate	$10,000 00	816 South Figueroa Street Los Angeles, CA 90017
Mothers' Club Family Learning Center	$5,000 00	980 North Fair Oaks Ave , Pasadena, CA 91103
Hospice of the Valley	$5,000 00	4850 Union Ave , San Jose, CA 95124
Industry Initiatives for Science and Math Education	$20,000 00	5301 Stevens Creek Blvd , P O Box 58059, Santa Clara, CA 95052
Environmental Volunteers, Inc	$5,000 00	3921 East Bayshore Road Palo Alto, CA 94303
Pataphysical Broadcasting Foundation Inc	$8,000 00	203 8th Ave , Santa Cruz, CA 95062
Dramatic Results	$10,000 00	3310 Lime Ave , Signal Hill, CA 90755
Inner City Arts	$10,000 00	720 Kohler St , Los Angeles, CA 90021
Heal The Bay	$20,000 00	1444 Ninth St , Santa Monica, CA 90401
Jester & Pharley Phund	$15,000 00	P O Box 817 Palos Verdes Estates, CA 90274
Youth Mentoring Connection	$10,000 00	1818 S Western Avenue, Suite 505, Los angeles, CA 90006
South Central Scholars Foundation	$15,000 00	29000 S Western Ave , Suite 401, Rancho Palos Verdes, CA 90275
The Breakthrough Collaborative Inc - Silicon Valley	$20,000 00	545 Sansome Street Suite 700 San Francisco, CA 94111
Citizen Schools Inc	$20,000 00	308 Congress Street 5th Floor, Boston, MA 02210
Trevor Project, Inc	$4,000 00	8704 Santa Monica Blvd , Suite 200, West Hollywood CA 90069
No Limits Theater Group Inc	$2,000 00	9801 Washington Blvd, 2nd Floor Culver City, CA 90232
Bay Area Urban Debate Commission	$2,000 00	285 17th Street Oakland CA 94612
Fresh Lifelines For Youth, Inc	$10,000 00	568 Valley Way Milpitas CA 95035
Association of Small Foundations	$5,075 00	1720 North Street, NW Washington, DC 20036
Foundation for Youth Investment	$500 00	15 N Ellsworth Ave San Mateo, CA 94401
Network for Good Donor Advised Fnd/EPIP Tides	$204 50	7920 Norfolk Ave , Suite 520, Bethesda, MD 20814
National Center for Family Philanthropy	$500 00	1101 Connecticut Avenue, NW, Suite 220, Washington, DC 20036
	$442,279.50	

Frieda C Fox Family Foundation
Schedlue of Charitable Grants
For the year ended 12/31/2011

Legal Name	Purpose
New Visions Foundation	Support for Center for Educational Opportunity and Lennox Children's Choir
Peace First	Support to build safe, effective school climates in LA elementary & middle schools
Across the Bridge Foundation (DBA Downtown College Prep)	Support for College Success Program
Puente Learning Center	Support for educational programs serving children and youth
Country Schools (TCS)	Support for educational programming and financial aid scholarships
Child Advocates of Silicon Valley Inc	Support for the Middle School Foster Youth Education Program
Triton Museum of Art	Support for Arts Reach Program
Children's Nature Institute	Support for planning and implementation of Digging Deeper Education Collaborative
UCLA SMP Program	Support for S El Monte Science teacher project
American Heart Association Western Affiliate	Support for Youth in Action program at Green Dot Public Schools
Mothers' Club Family Learning Center	Matching support for "50 Days for 50 Years" campaign
Hospice of the Valley	Support for Children's Bereavement Programming
Industry Initiatives for Science and Math Education	Support for public school teacher fellowships
Environmental Volunteers, Inc	Program and Capacity support for the Science By Nature and Mountain View Whisman School
Pataphysical Broadcasting Foundation Inc	Underwriting of Solutions in Education series
Dramatic Results	Support for Increasing Math, 24-week math & engineering program
Inner City Arts	Program support for Arts Institute Project
Heal The Bay	Program support for Youth Environmental Education program
Jester & Pharley Phund	Program support for "Reading Makes a Difference" literacy program
Youth Mentoring Connection	Program support for Urban Oasis Film Academy
South Central Scholars Foundation	General Operating support/program support for College Success Program
The Breakthrough Collaborative Inc - Silicon Valley	Support for the College Bound program, San Jose
Citizen Schools Inc	Support for S T E M education program at Campbell Middle School
Trevor Project, Inc	Support for in-schools anti-bullying programming, Los Angeles
No Limits Theater Group Inc	Support for Speech/Learning Center/Theater Programming for Oral Deaf Children
Bay Area Urban Debate Commission	Support for high school urban debate league
Fresh Lifelines For Youth, Inc	Funding for youth leadership program
Association of Small Foundations	Educational Programming
Foundation for Youth Investment	Supporting the Cultural Relevancy Convening, Los Angeles
Network for Good Donor Advised Fnd/EPIP Tides	Support for Emerging Practitioners in Philanthropy/TIDES, via Network For Good
National Center for Family Philanthropy	General Operating Support for the organization