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 04/01 , 2011, and ending 03/31, 20 12

Name of foundation SAMUEL I & JOHN HENRY FOX FOUNDATION
6702035200

A Employer identification number 95-6010288

Number and street (or P O box number if mail is not delivered to street address) P O BOX 45174 — Room/suite

B Telephone number (see instructions) (619) 230-4484

City or town, state, and ZIP code SAN FRANCISCO, CA 94145-0174

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 5,790,985.

J Accounting method: [X] Cash ☐ Accrual ☐ 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 ▶ ☐

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 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)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	167,488.	166,002.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	173,033.			
	b Gross sales price for all assets on line 6a 437,663.				
	7 Capital gain net income (from Part IV, line 2)		173,033.		
	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)				
	12 **Total.** Add lines 1 through 11	340,521.	339,035.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	52,451.	39,338.		13,113.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	750.	NONE	NONE	750.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	6,018.	1,466.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	240.	230.		10.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	59,459.	41,034.	NONE	13,873.
	25 Contributions, gifts, grants paid	237,500.			237,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	296,959.	41,034.	NONE	251,373.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	43,562.			
	b **Net investment income** (if negative, enter -0-)		298,001.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 instructions.)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	393,270.	586,350.	586,350.
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 instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 5	1,640,872.	1,452,585.	2,252,306.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 6	2,645,714.	2,674,003.	2,952,329.
14	Land, buildings, and equipment basis ▶			
	Less. accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,679,856.	4,712,938.	5,790,985.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	4,679,856.	4,712,938.	
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 instructions)	4,679,856.	4,712,938.	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,679,856.	4,712,938.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,679,856.
2	Enter amount from Part I, line 27a	2	43,562.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,723,418.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	10,480.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,712,938.

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	PUBLICLY TRADED SECURITIES			
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	399,414.		264,630.	134,784.
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				134,784.
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	173,033.
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 beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	264,071.	5,439,305.	0.048549
2009	259,971.	4,983,544.	0.052166
2008	318,555.	5,114,401.	0.062286
2007	280,332.	6,120,728.	0.045800
2006	289,743.	5,896,473.	0.049138

2	**Total** of line 1, column (d)	2	0.257939
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	0.051588
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,632,366.
5	Multiply line 4 by line 3	5	290,562.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,980.
7	Add lines 5 and 6	7	293,542.
8	Enter qualifying distributions from Part XII, line 4	8	251,373.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	5,960.
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	5,960.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	5,960.
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 3,972.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	3,972.
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	1,988.
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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶$ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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	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)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ UNION BANK, N.A. Telephone no. ▶ (619)230-4484

Located at ▶ 530 B STREET, SAN DIEGO, CA ZIP + 4 ▶ 92101

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		X
	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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) STMT 8	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______			
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		
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

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

		Yes	No
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 instructions)?	5b		
Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . ☐ 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		X
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		

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 compensation	(e) Expense account, other allowances
SEE STATEMENT 9		52,451.	-0-	-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
SEE STATEMENT 10		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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 instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 11		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see 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 NONE	
Total. Add lines 1 through 3 ▶	

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	5,385,652.
b	Average of monthly cash balances	1b	332,486.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,718,138.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,718,138.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	85,772.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,632,366.
6	**Minimum investment return.** Enter 5% of line 5	6	281,618.

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	281,618.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a 5,960.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	5,960.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	275,658.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	275,658.
6	Deduction from distributable amount (see instructions)	6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	275,658.

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	251,373.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	251,373.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	251,373.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				275,658.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006 NONE				
b From 2007 NONE				
c From 2008 36,219.				
d From 2009 17,574.				
e From 2010 NONE				
f **Total** of lines 3a through e	53,793.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 251,373.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				251,373.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	24,285.			24,285.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	29,508.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
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)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	29,508.			
10 Analysis of line 9:				
a Excess from 2007 NONE				
b Excess from 2008 11,934.				
c Excess from 2009 17,574.				
d Excess from 2010 NONE				
e Excess from 2011 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed.

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

c Any submission deadlines:

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

95-6010288

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 12				
Total . . . . . . ▶ **3a**				237,500.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

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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 instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	167,488.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	173,033.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				340,521.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 340,521.

(See worksheet in line 13 instructions 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 foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 06/28/2012 Title: VICE PRESIDENT

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	[signature]	06/28/2012		P00353001

Firm's name ▶ KPMG LLP Firm's EIN ▶ 13-5565207

Firm's address ▶ 2020 N CENTRAL AVE, STE 700 PHOENIX, AZ 85004 Phone no. 800-810-2207

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US GOVERNMENT INT REPORTED AS NONQUALIFI	670.	670.
FOREIGN DIVIDENDS	18,982.	18,982.
NONDIVIDEND DISTRIBUTIONS	1,486.	
DOMESTIC DIVIDENDS	62,936.	62,936.
OTHER INTEREST	58,685.	58,685.
FOREIGN INTEREST	569.	569.
NONQUALIFIED FOREIGN DIVIDENDS	517.	517.
NONQUALIFIED DOMESTIC DIVIDENDS	23,643.	23,643.
TOTAL	167,488.	166,002.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	750.			750.
TOTALS	750.	NONE	NONE	750.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	380.	380.
FEDERAL TAX PAYMENT - PRIOR YE	580.	
FEDERAL ESTIMATES - PRINCIPAL	3,972.	
FOREIGN TAXES ON QUALIFIED FOR	1,030.	1,030.
FOREIGN TAXES ON NONQUALIFIED	56.	56.
TOTALS	6,018.	1,466.

SAMUEL I & JOHN HENRY FOX FOUNDATION 95-6010288

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CA FILING FEE	10.		10.
OTHER ALLOCABLE EXPENSES	230.	230.	
TOTALS	240.	230.	10.

SAMUEL I & JOHN HENRY FOX FOUNDATION 95-6010288

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED ASSET STMT	1,640,872.	1,452,585.	2,252,306.
TOTALS	1,640,872.	1,452,585.	2,252,306.

SAMUEL I & JOHN HENRY FOX FOUNDATION 95-6010288

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED ASSET STMT	C	2,645,714.	2,674,003.	2,952,329.
TOTALS		2,645,714.	2,674,003.	2,952,329.

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

DESCRIPTION		AMOUNT
CTF INCOME TIMING DIFF		10,480.
	TOTAL	10,480.

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

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

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

OFFICER NAME:
UNION BANK, N.A.
ADDRESS:
530 B STREET
SAN DIEGO, CA 92101,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20
COMPENSATION .... 52,451.

TOTAL COMPENSATION: 52,451.

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

EMPLOYEE NAME:
NONE

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

NAME:
NONE

STATEMENT 11

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

RECIPIENT NAME:
SEE ATTACHED STATEMENT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 237,500.

TOTAL GRANTS PAID: 237,500.

UnionBank

Holdings - Reporting as of Trade Date

Account: 6702035200 - SAMUEL I & JOHN HENRY FOX FOUNDATION

As of: 31-Mar-2012

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Cash & Cash Equivalents	CASH			6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	-28,527 5600	$1 0000 USD	31-Mar-2012	($28,527 56) USD	($28,527 56) USD	$0 00 USD
Cash & Cash Equivalents	CASH			6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	28,527 5600	$1 0000 USD	31-Mar-2012	$28,527 56 USD	$28,527 56 USD	$0 00 USD
Cash & Cash Equivalents	HIGHMARK DIVERSIFIED MMKT FID #484	431114883S	US4311148831	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	586,349 9200	$1 0000 USD	31-Mar-2012	$586,349 92 USD	$586,349 92 USD	$0 00 USD
Funds	ISHARES MSCI EAFE INDEX	464287465	US4642874659	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	3,500 0000	$54 8900 USD	30-Mar-2012	$206,741 92 USD	$192,115.00 USD	($14,626 92) USD
Funds	ISHARES MSCI EMERGING MKT IDX FD	464287234	US4642872349	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,800 0000	$42 9450 USD	30-Mar-2012	$70,592 67 USD	$77,301 00 USD	$6,708 33 USD
Funds	ISHARES S&P SMALLCAP 600 INDEX FD	464287804	US4642878049	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,500 0000	$76.3100 USD	30-Mar-2012	$139,929 75 USD	$190,775.00 USD	$50,845 25 USD
Funds	ISHARES SILVER TR	46428Q109	US46428Q1094	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	4,400 0000	$31 3800 USD	30-Mar-2012	$75,520 26 USD	$138,072 00 USD	$62,551 74 USD
Funds	LAZARD EMERG MKTS INSTL (CLOSED)#638	52106N889	US52106N8891	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,765 7400	$19 7100 USD	30-Mar-2012	$46,290 73 USD	$54,512 74 USD	$8,222 01 USD
Funds	PARNASSUS SMALL CAP FD #1007	701765877	US7017658771	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	6,094 3580	$23 4900 USD	30-Mar-2012	$120,067 48 USD	$143,156 47 USD	$23,088 99 USD
Funds	PIMCO TOTAL RETURN INSTL #35	693390700	US6933907007	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	27,595 8070	$11 0900 USD	30-Mar-2012	$294,850 36 USD	$306,037.50 USD	$11,187 14 USD
Funds	PT-CHARITABLE INCM FD	014009005	US0140090053	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	120,981 0000	$10 4602 USD	31-Mar-2012	$1,175,439 41 USD	$1,265,488 48 USD	$90,049 07 USD
Funds	SPDR GOLD TRUST SHS	78463V107	US78463V1070	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	550.0000	$162 1200 USD	30-Mar-2012	$78,902 06 USD	$89,166 00 USD	$10,263 94 USD
Funds	VNGRD ST TERM INVMT GRADE ADM #539	922031836		6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	34,736 4390	$10 7400 USD	30-Mar-2012	$370,667 93 USD	$373,069 35 USD	$2,401 42 USD
Funds	WESTCORE MID CAP VALUE FD	957904584	US9579045843	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	6,266 4910	$19 5700 USD	30-Mar-2012	$95,000 00 USD	$122,635.23 USD	$27,635 23 USD
Equities	AIR PRODS & CHEMS INC	009158106	US0091581068	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	300 0000	$91 8000 USD	30-Mar-2012	$14,500 50 USD	$27,540 00 USD	$13,039 50 USD
Equities	ALCOA INC	013817101	US0138171014	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	700.0000	$10.0200 USD	30-Mar-2012	$18,662 00 USD	$7,014.00 USD	($11,648 00) USD

UnionBank

Holdings - Reporting as of Trade Date
Account: 6702035200 - SAMUEL I & JOHN HENRY FOX FOUNDATION

As of: 31-Mar-2012

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	ALLSTATE CORP	020002101	US0200021014	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,000 0000	$32 9200 USD	30-Mar-2012	$60,040 00 USD	$32,920 00 USD	($27,120 00) USD
Equities	AMEREN CORP	023608102	US0236081024	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,800 0000	$32 5800 USD	30-Mar-2012	$45,592 02 USD	$58,644 00 USD	$13,051 98 USD
Equities	ANALOG DEVICES INC	032654105	US0326541051	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,500 0000	$40 4000 USD	30-Mar-2012	$51,095 00 USD	$60,600 00 USD	$9,505 00 USD
Equities	APPLIED MATLS INC	038222105	US0382221051	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,500 0000	$12.4450 USD	30-Mar-2012	$27,840 00 USD	$18,667.50 USD	($9,172 50) USD
Equities	AT & T INC COM	00206R102	US00206R1023	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,000 0000	$31 2300 USD	30-Mar-2012	$41,132 70 USD	$62,460 00 USD	$21,327 30 USD
Equities	BAKER HUGHES INC	057224107	US0572241075	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,000 0000	$41.9400 USD	30-Mar-2012	$95,908 19 USD	$83,880 00 USD	($12,028.19) USD
Equities	BAXTER INTL INC	071813109	US0718131099	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	700 0000	$59 7800 USD	30-Mar-2012	$19,535 00 USD	$41,846 00 USD	$22,311 00 USD
Equities	BERKSHIRE HATHAWAY B	084670702	US0846707026	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	745.0000	$81 1500 USD	30-Mar-2012	$17,641 07 USD	$60,456.75 USD	$42,815 68 USD
Equities	BHP BILLITON LIMITED	088606108	US0886061086	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,200 0000	$72 4000 USD	30-Mar-2012	$55,715 20 USD	$86,880 00 USD	$31,164 80 USD
Equities	BRISTOL MYERS SQUIBB CO	110122108	US1101221083	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,500 0000	$33 7500 USD	30-Mar-2012	$37,518 61 USD	$84,375.00 USD	$46,856 39 USD
Equities	CENOVUS ENERGY COM	15135U109	CA15135U1093	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	700 0000	$35 9400 USD	30-Mar-2012	$22,443 72 USD	$25,158 00 USD	$2,714 28 USD
Equities	CHEVRON CORP COMMON STOCK	166764100	US1667641005	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	700 0000	$107 2100 USD	30-Mar-2012	$22,928 00 USD	$75,047 00 USD	$52,119 00 USD
Equities	COCA-COLA CO	191216100	US1912161007	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	600 0000	$74 0100 USD	30-Mar-2012	$1,588 00 USD	$44,406 00 USD	$42,818 00 USD
Equities	CONOCOPHILLIPS COM	20825C104	US20825C1045	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	600 0000	$76.0100 USD	30-Mar-2012	$39,328 00 USD	$45,606.00 USD	$6,278 00 USD
Equities	CSX CORP	126408103	US1264081035	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	3,900 0000	$21 5200 USD	30-Mar-2012	$7,059 00 USD	$83,928 00 USD	$76,869 00 USD
Equities	ENCANA CORP	292505104	CA2925051047	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	700 0000	$19 6500 USD	30-Mar-2012	$24,323 28 USD	$13,755 00 USD	($10,568.28) USD

UnionBank

Holdings - Reporting as of Trade Date
Account: 6702035200 - SAMUEL I & JOHN HENRY FOX FOUNDATION

As of 31-Mar-2012

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	EQUITY RESIDENTIAL	29476L107	US29476L1070	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	800 0000	$62 6200 USD	30-Mar-2012	$18,883 26 USD	$50,096 00 USD	$31,212 74 USD
Equities	EXXON MOBIL CORP	30231G102	US30231G1022	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,300 0000	$86 7300 USD	30-Mar-2012	$20,021.62 USD	$112,749 00 USD	$92,727 38 USD
Equities	FLUOR CORP (NEW)	343412102	US3434121022	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,200 0000	$60 0400 USD	30-Mar-2012	$53,810 64 USD	$72,048 00 USD	$18,237 36 USD
Equities	GENERAL ELEC CO	369604103	US3696041033	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,400 0000	$20 0700 USD	30-Mar-2012	$21,991 94 USD	$48,168 00 USD	$26,176 06 USD
Equities	GENERAL MLS INC	370334104	US3703341046	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,400 0000	$39 4500 USD	30-Mar-2012	$31,883 00 USD	$55,230 00 USD	$23,347 00 USD
Equities	GLAXOSMITHKLINE PLC ADR	37733W105	US37733W1053	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	700 0000	$44 9100 USD	30-Mar-2012	$37,826 00 USD	$31,437 00 USD	($6,389 00) USD
Equities	HEWLETT PACKARD CO	428236103	US4282361033	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,000 0000	$23 8300 USD	30-Mar-2012	$1,968 07 USD	$23,830 00 USD	$21,861 93 USD
Equities	INTEL CORP	458140100	US4581401001	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,600 0000	$28 1150 USD	30-Mar-2012	$9,546 87 USD	$73,099.00 USD	$63,552 13 USD
Equities	JOHNSON & JOHNSON	478160104	US4781601046	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	650 0000	$65 9600 USD	30-Mar-2012	$7,717 12 USD	$42,874 00 USD	$35,156 88 USD
Equities	KIMBERLY CLARK CORP	494368103	US4943681035	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	300 0000	$73 8900 USD	30-Mar-2012	$16,261 42 USD	$22,167 00 USD	$5,905 58 USD
Equities	KONINKLIJKE PHILIPS ELECTRS N V	500472303	US5004723038	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,233 0000	$20 3500 USD	30-Mar-2012	$18,862 13 USD	$25,091 55 USD	$6,229 42 USD
Equities	KRAFT FOODS INC	50075N104	US50075N1046	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	700 0000	$38 0100 USD	30-Mar-2012	$21,513 00 USD	$26,607 00 USD	$5,094 00 USD
Equities	LEGGETT & PLATT INC	524660107	US5246601075	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,000 0000	$23 0100 USD	30-Mar-2012	$24,490 00 USD	$23,010 00 USD	($1,480 00) USD
Equities	LILLY ELI & CO	532457108	US5324571083	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	750 0000	$40 2650 USD	30-Mar-2012	$39,255 00 USD	$30,198 75 USD	($9,056.25) USD
Equities	LINEAR TECHNOLOGY CORP	535678106	US5356781063	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,200 0000	$33 7000 USD	30-Mar-2012	$40,138 56 USD	$40,440 00 USD	$301 44 USD
Equities	LOCKHEED MARTIN CORP	539830109	US5398301094	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	500 0000	$89 8600 USD	30-Mar-2012	$24,497 00 USD	$44,930 00 USD	$20,433 00 USD

UnionBank

Holdings - Reporting as of Trade Date
Account: 6702035200 - SAMUEL I & JOHN HENRY FOX FOUNDATION

As of 31-Mar-2012

Pending Transactions Included

Asset Type	Asset Name	CUSIP	ISIN	Owning Account Number	Owning Account Name	Shares / Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	MICROSOFT CORP	594918104	US5949181045	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,700 0000	$32 2550 USD	30-Mar-2012	$54,259 00 USD	$54,833 50 USD	$574 50 USD
Equities	NEWMONT MNG CORP	651639106	US6516391066	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	800 0000	$51 2700 USD	30-Mar-2012	$39,649.00 USD	$41,016 00 USD	$1,367 00 USD
Equities	NORTHROP GRUMMAN CORP	666807102	US6668071029	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	600 0000	$61 0800 USD	30-Mar-2012	$24,524 00 USD	$36,648 00 USD	$12,124 00 USD
Equities	NYSE EURONEXT COM	629491101	US6294911010	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,500.0000	$30 0100 USD	30-Mar-2012	$43,649 08 USD	$75,025.00 USD	$31,375 92 USD
Equities	PEPSICO INC	713448108	US7134481081	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	600 0000	$66 3500 USD	30-Mar-2012	$27,918 00 USD	$39,810 00 USD	$11,892 00 USD
Equities	PFIZER INC	717081103	US7170811035	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	2,000.0000	$22 6450 USD	30-Mar-2012	$60,388 00 USD	$45,290.00 USD	($15,098 00) USD
Equities	POTASH CORP SASK INC	73755L107	CA73755L1076	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	600 0000	$45 6900 USD	30-Mar-2012	$18,633 64 USD	$27,414 00 USD	$8,780 36 USD
Equities	PROCTER & GAMBLE CO	742718109	US7427181091	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	600.0000	$67 2100 USD	30-Mar-2012	$28,079 00 USD	$40,326.00 USD	$12,247 00 USD
Equities	PROLOGIS INC	74340W103	US74340W1036	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,000 0000	$36 0200 USD	30-Mar-2012	$13,989 90 USD	$36,020 00 USD	$22,030 10 USD
Equities	QUALCOMM INC	747525103	US7475251036	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,400 0000	$68 0600 USD	30-Mar-2012	$58,317 56 USD	$95,284 00 USD	$36,966 44 USD
Equities	UNITED TECHNOLOGIES CORP	913017109	US9130171096	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	400 0000	$82 9400 USD	30-Mar-2012	$14,720 00 USD	$33,176 00 USD	$18,456 00 USD
Equities	VERIZON COMMUNICATIONS	92343V104	US92343V1044	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,500 0000	$38 2300 USD	30-Mar-2012	$47,681 93 USD	$57,345 00 USD	$9,663 07 USD
Equities	WASTE MGMT INC DEL	94106L109	US94106L1098	6702035200	SAMUEL I & JOHN HENRY FOX FOUNDATION	1,000 0000	$34 9600 USD	30-Mar-2012	$29,260 00 USD	$34,960 00 USD	$5,700 00 USD
Subtotals											
Cash & Cash Equivalents									$586,349 92 USD	$586,349 92 USD	$0 00 USD
Funds									$2,674,002 57 USD	$2,952,328 77 USD	$278,326 20 USD
Equities									$1,452,585 03 USD	$2,252,306 05 USD	$799,721 02 USD
Totals									$4,712,937 52 USD	$5,790,984 74 USD	$1,078,047 22 USD