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INTERNAL REVENUE SERVICE

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning 09/01, 2011, and ending 08/31, 2012

Name of foundation OPAL G COX CHARITABLE TRUST		A Employer identification number 74-6307500												
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 357-7094												
City or town, state, and ZIP code DALLAS, TX 75283-1041		C If exemption application is pending, check here <input type="checkbox"/>												
G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/></td><td>Initial return</td></tr> <tr><td><input type="checkbox"/></td><td>Final return</td></tr> <tr><td><input type="checkbox"/></td><td>Address change</td></tr> </table> <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/></td><td>Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/></td><td>Amended return</td></tr> <tr><td><input type="checkbox"/></td><td>Name change</td></tr> </table>		<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Final return	<input type="checkbox"/>	Address change	<input type="checkbox"/>	Initial return of a former public charity	<input type="checkbox"/>	Amended return	<input type="checkbox"/>	Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/>	Initial return													
<input type="checkbox"/>	Final return													
<input type="checkbox"/>	Address change													
<input type="checkbox"/>	Initial return of a former public charity													
<input type="checkbox"/>	Amended return													
<input type="checkbox"/>	Name change													
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>												
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <u>7,161,533.</u>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>												
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)														

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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	90,287.	90,287.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	182,446.			
b Gross sales price for all assets on line 6a	2,152,088.			
7 Capital gain net income (from Part IV, line 2)		182,446.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	551,358.	551,358.		STMT 4
12 Total. Add lines 1 through 11	824,091.	824,091.		
13 Compensation of officers, directors, trustees, etc.	65,127.	51,792.		13,335.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 5	1,200.	NONE	NONE	1,200.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 6	7,704.	565.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 7	41,468.	41,468.		
24 Total operating and administrative expenses. Add lines 13 through 23	115,499.	93,825.	NONE	14,535.
25 Contributions, gifts, grants paid	258,000.			258,000.
26 Total expenses and disbursements. Add lines 24 and 25	373,499.	93,825.	NONE	272,535.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	450,592.			
b Net investment income (if negative, enter -0-)		730,266.		
c Adjusted net income (if negative, enter -0-)				

ENVELOPE POSTMARK DATE JAN 10 2013

SCANNED JAN 17 2013

RECEIVED
 JAN 14 2013
 COX CHARITABLE TRUST

None

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			
	2	Savings and temporary cash investments	414,293.	1,109,866.	1,109,866.
	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 ▶			
	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)	878,641.	946,711.	1,178,740.
	c	Investments - corporate bonds (attach schedule)	222.	202.	203.
	11	Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶	28,535.	28,535.	10,135.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	2,353,271.	2,040,243.	2,228,661.
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	1.	1.	2,633,928.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,674,963.	4,125,558.	7,161,533.	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	3,674,963.	4,125,558.	
	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)	3,674,963.	4,125,558.		
31	Total liabilities and net assets/fund balances (see instructions)	3,674,963.	4,125,558.		

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 3,674,963.
2	Enter amount from Part I, line 27a	2 450,592.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3 3.
4	Add lines 1, 2, and 3	4 4,125,558.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 4,125,558.

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 2,143,402.		1,969,642.	173,760.	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			173,760.	
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	182,446.
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	215,383.	5,211,045.	0.041332
2009	165,683.	4,420,710.	0.037479
2008	109,774.	4,274,088.	0.025684
2007	197,840.	4,540,948.	0.043568
2006	181,801.	4,392,942.	0.041385
2 Total of line 1, column (d)			2 0.189448
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 0.037890
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 6,254,149.
5 Multiply line 4 by line 3			5 236,970.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,303.
7 Add lines 5 and 6			7 244,273.
8 Enter qualifying distributions from Part XII, line 4			8 272,535.

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)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Enter any penalty for underpayment of estimated tax', 'Tax due', 'Overpayment', and 'Enter the amount of line 10 to be Credited to 2012 estimated tax'.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation...', 'Did it spend more than \$100 during the year...', 'Did the foundation file Form 1120-POL for this year?', 'Enter the amount of tax on political expenditures', 'Enter the reimbursement paid by the foundation...', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Has the foundation made any changes, not previously reported to the IRS...', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied either...', 'Did the foundation have at least \$5,000 in assets at any time during the year?', and 'Did any persons become substantial contributors during the tax year?'.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X		
Website address <input type="checkbox"/> NONE				
14	The books are in care of <input type="checkbox"/> BANK OF AMERICA, N.A. Telephone no <input type="checkbox"/> (214) 209-6477			
	Located at <input type="checkbox"/> 901 MAIN ST, FL 19, DALLAS, TX ZIP + 4 <input type="checkbox"/> 75202-3714			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		Yes	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 <input type="checkbox"/>			X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>			
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? <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>			
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) <input type="checkbox"/>	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 <input type="checkbox"/>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.) <input type="checkbox"/>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

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

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

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

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

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see 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		65,127.	-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
NONE		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
NONE		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 NONE	
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	4,198,851.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	2,150,539.
d	Total (add lines 1a, b, and c)	1d	6,349,390.
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	6,349,390.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	95,241.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,254,149.
6	Minimum investment return. Enter 5% of line 5	6	312,707.

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	312,707.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,303.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,303.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	305,404.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	305,404.
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	305,404.

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	272,535.
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	272,535.
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	7,303.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	265,232.

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				305,404.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			239,335.	
b Total for prior years: 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>272,535.</u>				
a Applied to 2010, but not more than line 2a . . .			239,335.	
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				33,200.
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))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
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				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				272,204.
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	NONE			
10 Analysis of line 9:				
a Excess from 2007 . . .	NONE			
b Excess from 2008 . . .	NONE			
c Excess from 2009 . . .	NONE			
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

- 1 a** 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	
2 a 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 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:
- SEE STATEMENT 10
- b** The form in which applications should be submitted and information and materials they should include:
- SEE ATTACHED STATEMENT FOR LINE 2
- c** Any submission deadlines:
- SEE ATTACHED STATEMENT FOR LINE 2
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
- SEE ATTACHED STATEMENT FOR LINE 2

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 <i>Paid during the year</i> SEE STATEMENT 11				
Total ▶ 3a				258,000.
b <i>Approved for future payment</i>				
Total ▶ 3b				

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust

OPAL G COX CHARITABLE TRUST

Employer identification number

74-6307500

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 13,658.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶					5 13,658.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					8,686.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 160,102.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶					12 168,788.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		13,658.
14	Net long-term gain or (loss):			
a	Total for year	14a		168,788.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		182,446.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
-----------	---	-----------	-----

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates

Form-1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)			30
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

OPAL G COX CHARITABLE TRUST

74-6307500

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1.58 GNMA POOL #279648 9.0 11/15/2019	03/15/1991	09/30/2011	2.00	2.00	
355. RAYTHEON CO COM NEW	08/26/2010	10/14/2011	15,140.00	15,380.00	-240.00
108. YUM BRANDS INC COM	08/26/2010	10/14/2011	5,593.00	4,605.00	988.00
1.6 GNMA POOL #279648 9.0 11/15/2019	03/15/1991	10/31/2011	2.00	2.00	
895. CMS ENERGY CORP COM	08/26/2010	11/15/2011	18,718.00	15,918.00	2,800.00
390. CMS ENERGY CORP COM	08/26/2010	11/16/2011	8,073.00	6,936.00	1,137.00
970. GENERAL ELEC CO	08/26/2010	11/17/2011	15,166.00	14,244.00	922.00
480. GENERAL ELEC CO	05/09/1990	11/17/2011	7,505.00	2,652.00	4,853.00
1.61 GNMA POOL #279648 9.0 11/15/2019	03/15/1991	11/30/2011	2.00	2.00	
228.391 COLUMBIA MARSICO F EQUITIES FUND CLASS Z SH	01/11/2007	12/02/2011	5,248.00	5,235.00	13.00
3497.957 COLUMBIA MARSICO EQUITIES FUND CLASS Z SH	05/20/2010	12/02/2011	80,383.00	64,572.00	15,811.00
3623. COLUMBIA MARSICO FOC EQUITIES FUND CLASS Z SH	05/07/2003	12/02/2011	83,257.00	49,599.00	33,658.00
7381.76 COLUMBIA SHORT TER CLASS Z SHARES	06/23/2009	12/02/2011	72,858.00	71,455.00	1,403.00
3608.137 COLUMBIA INTERNAT FUND CLASS Z SHARES	03/31/2010	12/02/2011	45,787.00	51,705.00	-5,918.00
4810.27 COLUMBIA MARSICO I OPPORTUNITIES FD CLASS Z SH	05/07/2003	12/02/2011	50,267.00	37,520.00	12,747.00
4360.306 COLUMBIA MULTI-AD EQUITY FUND CLASS Z SHARES	05/07/2003	12/02/2011	46,830.00	39,330.00	7,500.00
3273.105 COLUMBIA SMALL CA FUND II CLASS Z SHARES	05/07/2003	12/02/2011	37,673.00	36,331.00	1,342.00
880.282 COLUMBIA SMALL CAP II CLASS Z SHARES	09/02/2009	12/02/2011	10,132.00	7,500.00	2,632.00
1965.924 COLUMBIA SMALL CA FUND II CLASS Z SHARES	07/08/2009	12/02/2011	22,628.00	15,000.00	7,628.00
1030.698 COLUMBIA SMALL CA II CLASS Z SHARES	03/31/2010	12/02/2011	13,574.00	12,224.00	1,350.00
510.725 COLUMBIA SMALL CAP II CLASS Z SHARES	09/02/2009	12/02/2011	6,726.00	5,000.00	1,726.00
5821. COLUMBIA SMALL CAP V CLASS Z SHARES	05/07/2003	12/02/2011	76,663.00	49,886.00	26,777.00
8895.99 PIMCO EMERGING MKT FUND INSTL	07/21/2010	12/02/2011	90,027.00	88,782.00	1,245.00
4745. VANGUARD MSCI EMERGI	08/26/2010	12/02/2011	193,094.00	194,047.00	-953.00
2310. VANGUARD MSCI EMERGI	05/20/2010	12/02/2011	94,004.00	84,407.00	9,597.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

OPAL G COX CHARITABLE TRUST

74-6307500

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 985. WISDOMTREE EMERGING M DIV FUND	03/31/2010	12/02/2011	41,977.00	43,931.00	-1,954.00
1.62 GNMA POOL #279648 9. 11/15/2019	03/15/1991	12/31/2011	2.00	2.00	
85. YUM BRANDS INC COM	08/26/2010	01/19/2012	5,298.00	3,624.00	1,674.00
1.63 GNMA POOL #279648 9. 11/15/2019	03/15/1991	01/31/2012	2.00	2.00	
543. REPUBLIC SERVICES INC	08/26/2010	02/17/2012	16,068.00	16,320.00	-252.00
66. REPUBLIC SERVICES INC	08/26/2010	02/21/2012	1,961.00	1,984.00	-23.00
265. REPUBLIC SERVICES INC	11/30/2010	02/21/2012	7,874.00	7,454.00	420.00
25. REPUBLIC SERVICES INC	08/31/2010	02/21/2012	743.00	700.00	43.00
1.65 GNMA POOL #279648 9. 11/15/2019	03/15/1991	02/29/2012	2.00	2.00	
1.66 GNMA POOL #279648 9. 11/15/2019	03/15/1991	03/31/2012	2.00	2.00	
95. AMERICAN WTR WKS CO IN	08/26/2010	04/13/2012	3,157.00	2,158.00	999.00
258. AMERICAN WTR WKS CO I	08/26/2010	04/16/2012	8,523.00	5,860.00	2,663.00
313. AMERICAN WTR WKS CO I	08/26/2010	04/17/2012	10,436.00	7,110.00	3,326.00
51. AMERICAN WTR WKS CO IN	08/26/2010	04/18/2012	1,695.00	1,158.00	537.00
60. ABBOTT LABS	01/11/2010	04/23/2012	3,573.00	3,315.00	258.00
17. ABBOTT LABS	03/22/2007	04/23/2012	1,012.00	928.00	84.00
24. ABBOTT LABS	03/31/2010	04/23/2012	1,429.00	1,261.00	168.00
166. MICROSOFT CORP	02/26/2009	04/23/2012	5,330.00	2,767.00	2,563.00
665. MICROSOFT CORP	11/16/1992	04/23/2012	21,351.00	1,943.00	19,408.00
55. PHILIP MORRIS INTL INC	01/27/2009	04/23/2012	4,775.00	2,248.00	2,527.00
146. TJX COS INC NEW	03/31/2010	04/23/2012	5,886.00	3,137.00	2,749.00
1.67 GNMA POOL #279648 9. 11/15/2019	03/15/1991	04/30/2012	2.00	2.00	
1.69 GNMA POOL #279648 9. 11/15/2019	03/15/1991	05/31/2012	2.00	2.00	
1.7 GNMA POOL #279648 9.0 11/15/2019	03/15/1991	06/30/2012	2.00	2.00	
1.71 GNMA POOL #279648 9. 11/15/2019	03/15/1991	07/31/2012	2.00	2.00	

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABS	923.	923.
CAMBIAR SMALL CAP FUND INV CL	1,243.	1,243.
AIR PRODS & CHEMS INC	700.	700.
AMERICAN WTR WKS CO INC NEW COM	520.	520.
APPLE COMPUTER INC	122.	122.
ARTISAN INTL VALUE FUND	13.	13.
AUTOMATIC DATA PROCESSING INC	729.	729.
BAXTER INTL INC	611.	611.
BECTON DICKINSON & CO	371.	371.
BLACKROCK INC	684.	684.
BOFA GOVERNMENT RESERVES TRUST CLASS	30.	30.
CMS ENERGY CORP COM	271.	271.
CHUBB CORP	744.	744.
CISCO SYS INC	480.	480.
COCA COLA CO	715.	715.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	6,140.	6,140.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	12,445.	12,445.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	837.	837.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	7,310.	7,310.
CORNING INC	188.	188.
CULLEN FROST BANKERS INC	623.	623.
DEERE & CO	108.	108.
DELAWARE EMERGING MKTS FUND CL INSTL CL	5,807.	5,807.
DIAMOND OFFSHORE DRILLING INC COM	1,050.	1,050.
EMERSON ELEC CO	641.	641.
EXXON MOBIL CORPORATION	1,208.	1,208.
FREEMONT-MCMORAN COPPER & GOLD INC COM	619.	619.
GNMA POOL #279648 9.000% 11/15/2019	19.	19.
GENERAL DYNAMICS CORP	755.	755.
GENERAL ELEC CO	218.	218.
HARBOR INTERNATIONAL FUND INSTL CL	623.	623.
HONEYWELL INTERNATIONAL INC	645.	645.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTERNATIONAL BUSINESS MACHS	483.	483.
ISHARES INC MSCI AUSTRALIA INDEX	1,205.	1,205.
ISHARES INC MSCI CDA INDEX FD	577.	577.
ISHARES INC MSCI SINGAPORE INDEX FUND	1,070.	1,070.
JOHN HANCOCK FDS III INTL GROWTH FUND CL	317.	317.
JOHNSON & JOHNSON	854.	854.
KRAFT FOODS INC CL A COM	844.	844.
MICROSOFT CORP	465.	465.
NESTLE S A SPONSORED ADR	1,027.	1,027.
NOVARTIS AG ADR ISIN #US66987V1098	1,291.	1,291.
OCCIDENTAL PETROLEUM CORP	919.	919.
PIMCO TOTAL RETURN FUND INSTL	15,616.	15,616.
PNC BK CORP	591.	591.
PEPSICO INC	660.	660.
PHILIP MORRIS INTL INC COM	1,378.	1,378.
PIMCO EMERGING MKT CURRENCY FUND INSTL	475.	475.
PIMCO EMERGING LOCAL BD FUND INSTL CL	1,756.	1,756.
PROCTER & GAMBLE CO	826.	826.
QUALCOMM INC	71.	71.
RAYTHEON CO COM NEW	153.	153.
REPUBLIC SERVICES INC CL A	396.	396.
SPDR S&P INTL SMALL CAP ETF	1,310.	1,310.
SCHLUMBERGER LTD FOREIGN	386.	386.
SMUCKER J M CO COM NEW	643.	643.
STANLEY BLACK & DECKER INC COM	689.	689.
TJX COS INC NEW	389.	389.
TARGET CORP	510.	510.
TEMPLETON GLOBAL BD FUND ADVISOR CL	2,998.	2,998.
TEXAS INSTRS INC	646.	646.
3M CO COM	661.	661.
UNITED PARCEL SERVICE CL B	374.	374.
WELLS FARGO COMPANY	664.	664.
WEYERHAEUSER CO COM	347.	347.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WISDOMTREE EMERGING MKTS SMALLCAP DIV FU	672.	672.
YUM BRANDS INC COM	520.	520.
ACCENTURE PLC CL A COM	493.	493.
TE CONNECTIVITY LTD COM	619.	619.
TOTAL	90,287.	90,287.

OPAL G COX CHARITABLE TRUST

74-6307500

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
GROSS O&G ROYALTY INCOME	551,357.	551,357.
INTEREST INCOME - O&G	1.	1.
TOTALS	=====	=====
	551,358.	551,358.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	1,200.			1,200.
TOTALS	1,200.	NONE	NONE	1,200.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	348.	348.
EXCISE TAX - PRIOR YEAR	171.	
FEDERAL EXCISE ESTIMATES	6,968.	
FOREIGN TAXES ON QUALIFIED FOR	211.	211.
FOREIGN TAXES ON NONQUALIFIED	6.	6.
	-----	-----
TOTALS	7,704.	565.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
O&G ROYALTY EXPENSES:		
AD VALOREM TAXES	15,659.	15,659.
PRODUCTION TAXES	24,200.	24,200.
LEASE OPERATING	443.	443.
AVT CONSULTING FEE	72.	72.
REAL ESTATE EXPENSES:		
TAXES	282.	282.
INSURANCE	274.	274.
OTHER	525.	525.
OTHER INVESTMENT FEE	13.	13.
TOTALS	41,468.	41,468.

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

DESCRIPTION	AMOUNT
NET ROUNDING	3.
TOTAL	3.

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

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 830241

DALLAS, TX 75283-0241

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 65,127.

TOTAL COMPENSATION: 65,127. ---

=====

OPAL G COX CHARITABLE TRUST
FORM 990PF, PART XV - LINES 2a - 2d
=====

74-6307500

RECIPIENT NAME:

OFFICE OF ACADEMIC SCHOLARSHIPS & FINANCIAL AID
ADDRESS:

BAYLOR UNIVERSITY ONE BEAR PL #97028
WACO, TX 76798-7028

RECIPIENT'S PHONE NUMBER: 254-710-2611

FORM, INFORMATION AND MATERIALS:

OPAL G. COX CHARITABLE TRUST SCHOLARSHIP APPLICATION FORM
SUBMISSION DEADLINES:

MAY 15

RESTRICTIONS OR LIMITATIONS ON AWARDS:

BAYLOR UNIVERSITY STUDENTS ONLY. PREFERENCE TO BE GIVEN TO STUDENTS
STUDYING TO BE MISSIONARIES OR MEDICAL MISSIONARIES.

CALL FOR ADDITIONAL INFORMATION.

RECIPIENT NAME:

OFFICE OF FINANCIAL AID - SWBTS
ADDRESS:

P.O. BOX 22510
FORT WORTH, TX 76122

RECIPIENT'S PHONE NUMBER: 817-923-1921

FORM, INFORMATION AND MATERIALS:

OPAL G. COX CHARITABLE TRUST SCHOLARSHIP APPLICATION FORM
SUBMISSION DEADLINES:

CALL FOR DEADLINE INFORMATION

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SOUTHWESTERN BAPTIST THEOLOGICAL SEMINARY STUDENTS ONLY. PREFERENCE
TO BE GIVEN TO STUDENTS STUDYING TO BE MISSIONARIES OR MEDICAL

MISSIONARIES. CALL FOR ADDITIONAL INFORMATION.

=====

RECIPIENT NAME:

BAYLOR UNIVERSITY

ADDRESS:

1 BEAR PL UNIT 97028
WACO, TX 76798-7028

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR OPAL G. COX CHARITABLE TRUST SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 129,000.

RECIPIENT NAME:

SOUTHWESTERN BAPTIST
THEOLOGICAL SEMINARY

ADDRESS:

P.O. BOX 22000
FORT WORTH, TX 76122-0001

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOR OPAL G. COX CHARITABLE TRUST SCHOLARSHIPS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 129,000.

TOTAL GRANTS PAID:

258,000.

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FEDERAL FOOTNOTES

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FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

OPAL G COX CHARITABLE TRUST
74-6307500
Balance Sheet
08/31/2012



<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
	Cash/Cash Equivalent	1109866 050	1,109,866.05	1,109,866 05
002824100	ABBOTT LABS	391.000	19,071.71	25,626.14
009158106	AIR PRODS & CHEMS INC	287.000	21,291.50	23,700.46
037833100	APPLE INC	46 000	26,282 31	30,601.04
04314H881	ARTISAN INTL VALUE FUND	911 231	22,881.00	25,505 36
053015103	AUTOMATIC DATA PROCESSING INC	472.000	18,545.28	27,413.76
071813109	BAXTER INTL INC	465 000	20,645.31	27,286.20
075887109	BECTON DICKINSON & CO	275.000	20,354.43	20,894.50
09247X101	BLACKROCK INC	119.000	22,994.00	20,988 03
171232101	CHUBB CORP	465.000	25,177.43	34,358.85
17275R102	CISCO SYS INC	1249.000	26,432.92	23,830.92
189754104	COACH INC	508 000	28,426.03	29,530.04
191216100	COCA COLA CO	730 000	20,241 08	27,302.00
19763T889	COLUMBIA INCOME OPPORTUNITIES	12473 912	116,459.48	122,743.29
19765H362	COLUMBIA SHORT TERM BOND FUND	55169.893	534,044.56	550,595.53
19765J830	COLUMBIA MID CAP VALUE FUND	6593.201	63,530.34	92,700 41
19765N245	COLUMBIA DIVIDEND INCOME FUND	21045.207	257,910.07	312,731.78
19765P232	COLUMBIA MID CAP GROWTH FUND	2579 528	45,090 53	70,240 55
19765Y688	COLUMBIA SELECT LARGE CAP	11158.201	140,147.00	149,073 57
219350105	CORNING INC	1255 000	17,345 48	15,047.45
229899109	CULLEN / FROST BANKERS INC	335 000	17,986.09	18,626 00
244199105	DEERE & CO	346.000	27,288 60	25,988.06
25271C102	DIAMOND OFFSHORE DRILLING INC	300.000	17,872.50	20,106 00
269858304	EAGLE SM CAP GROWTH FUND	1490.049	57,203 00	62,239.35
291011104	EMERSON ELEC CO	439 000	21,011.61	22,266.08
30231G102	EXXON MOBIL CORP	610.000	36,230.95	53,253.00
35671D857	FREEMPORT-MCMORAN COPPER &	550 000	18,789.38	19,860.50
36220JTD8	GOVERNMENT NATL MTG ASSN	202.440	202.44	203.26
369550108	GENERAL DYNAMICS CORP	385.000	23,028.06	25,221.35
411511306	HARBOR INTERNATIONAL FUND	417.765	22,881.00	23,887.80
438516106	HONEYWELL INTL INC	445.000	17,454.85	26,010.25
459200101	INTERNATIONAL BUSINESS MACHS	157.000	12,680.58	30,591 45
464286103	ISHARES INC MSCI AUSTRALIA INDEX	1085 000	26,007.45	25,464.95
464286509	ISHARES INC MSCI CDA INDEX	945.000	26,460.00	25,987 50

OPAL G COX CHARITABLE TRUST
74-6307500
Balance Sheet
08/31/2012



<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
464286673	ISHARES MSCI SINGAPORE INDEX	2260 000	25,922.20	29,673.80
478160104	JOHNSON & JOHNSON	368.000	21,397.36	24,814.24
50075N104	KRAFT FOODS INC	728.000	21,596.82	30,219.28
641069406	NESTLE S A	486.000	24,834.60	30,279.26
66987V109	NOVARTIS A G	520.000	26,491.40	30,685.20
674599105	OCCIDENTAL PETE CORP DEL	443 000	26,335.34	37,659.43
693390700	PIMCO TOTAL RETURN FUND	50224.584	543,430.00	577,582.72
693475105	PNC FINL SVCS GROUP INC	394 000	16,707.87	24,491.04
713448108	PEPSICO INC	421 000	27,352.29	30,493.03
718172109	PHILIP MORRIS INTL INC	395.000	15,415.94	35,273.50
72201F516	PIMCO EMERGING LOCAL BD FUND	5537.561	57,203.00	58,808.90
742718109	PROCTER & GAMBLE CO	380 000	24,101.50	25,532.20
747525103	QUALCOMM INC	282 000	17,385.05	17,331.72
78463X871	SPDR	1640 000	43,870.00	43,017.20
806857108	SCHLUMBERGER LTD	427.000	24,676.42	30,906.26
832696405	SMUCKER J M CO	335.000	19,739.88	28,464.95
854502101	STANLEY BLACK & DECKER INC	420.000	22,610.70	27,627.60
872540109	TJX COS INC NEW	674 000	14,351.67	30,862.46
87612E106	TARGET CORP	425.000	22,232.38	27,238.25
880208400	TEMPLETON GLOBAL BD FUND	4465.496	57,203.00	58,408.69
88579Y101	3M CO	290 000	23,569.75	26,854.00
911312106	UNITED PARCEL SVC INC	328 000	22,670.84	24,209.68
949746101	WELLS FARGO & CO	1149 000	34,805.73	39,100.47
962166104	WEYERHAEUSER CO	1155.000	21,748.88	28,771.05
988498101	YUM BRANDS INC	387.000	16,499.74	24,659.64
999107956	POLK CITY POLK CNTY FL 33868	100 000	13,948.66	1,135.00
999107964	4881 STEPHEN ST, HASTINGS, ST.	100.000	14,586.14	9,000.00
903174273	OIL GAS OR OTHER MINERALS	1.000	1.00	2,633,928.00
G1151C101	ACCENTURE PLC	418.000	21,933.10	25,748.80
H84989104	TE CONNECTIVITY LTD	825.000	21,103.75	29,015.25
		Totals	4,125,558.03	7,161,533.07