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

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 DEC 1, 2011, and ending NOV 30, 2012

Name of foundation  
**FOX FOUNDATION, INC.**

Number and street (or P.O. box number if mail is not delivered to street address)  
**1445 CINCINNATI ZANESVILLE RD SW**

Room/suite  
Room/suite

City or town, state, and ZIP code  
**LANCASTER, OH 43230**

A Employer identification number  
**31-6023906**

B Telephone number  
**740-653-9581 654 0950**

C If exemption application is pending, check here ☐

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
**\$ 15,949,952.** (Part I, column (d) must be on cash basis)

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

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))		(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					
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
	3 Interest on savings and temporary cash investments	16.	16.		STATEMENT 1	
	4 Dividends and interest from securities	480,735.	480,735.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	-12,756.				
	b Gross sales price for all assets on line 6a	197,300.				
	7 Capital gain net income (from Part IV, line 2)		0.			
	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)						
11 Other income						
12 Total. Add lines 1 through 11	467,995.	480,751.	0.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 3	3,000.	2,400.	0.	600.
	c Other professional fees					
	17 Interest					
	18 Taxes	STMT 4	10,095.	204.	0.	0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
23 Other expenses	STMT 5	230.	184.	0.	46.	
24 Total operating and administrative expenses. Add lines 13 through 23		13,325.	2,788.	0.	646.	
25 Contributions, gifts, grants paid		692,049.			692,049.	
26 Total expenses and disbursements. Add lines 24 and 25		705,374.	2,788.	0.	692,695.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		-237,379.				
b Net investment income (if negative, enter -0-)			477,963.			
c Adjusted net income (if negative, enter -0-)				0.		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			49,158.	68,524.	68,524.
	2 Savings and temporary cash investments					
	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					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 7	1,628,446.	1,643,275.	15,601,891.		
	c Investments - corporate bonds STMT 8	325,575.	270,696.	279,537.		
11 Investments - land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment: basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers)			2,003,179.	1,982,495.	15,949,952.	
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					
	22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
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 ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds	1,611,313.	1,611,313.			
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.				
29 Retained earnings, accumulated income, endowment, or other funds	391,866.	371,182.				
30 Total net assets or fund balances	2,003,179.	1,982,495.				
31 Total liabilities and net assets/fund balances			2,003,179.	1,982,495.		

## 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	2,003,179.
2 Enter amount from Part I, line 27a	2	-237,379.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	216,695.
4 Add lines 1, 2, and 3	4	1,982,495.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,982,495.

**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.)
<b>1a</b>				
<b>b</b> SEE ATTACHED STATEMENTS				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 197,300.		210,056.	-12,756.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			-12,756.

<b>2</b> 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	-12,756.
<b>3</b> 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). If (loss), enter -0- in Part I, line 8 }		3	N/A

**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 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			
2009			
2008			
2007			
2006			

<b>2</b> Total of line 1, column (d)	2
<b>3</b> 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
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4
<b>5</b> Multiply line 4 by line 3	5
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6
<b>7</b> Add lines 5 and 6	7
<b>8</b> Enter qualifying distributions from Part XII, line 4	8

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	9,559.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	9,559.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	9,559.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	9,040.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6d	
b Exempt foreign organizations - tax withheld at source		7	9,040.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	519.
7 Total credits and payments. Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax			

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>OH</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ROBERT L. FOX</u> Telephone no. ► <u>740-653-9581</u> Located at ► <u>1445 CINCINNATI ZANESVILLE RD SW, LANCASTER, OH</u> ZIP+4 ► <u>43130</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c
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 ►		
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)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b
			X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ 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?

If "Yes" to 6b, file Form 8870

6b

X

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?

N/A

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.

(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
ROBERT L. FOX	TRUSTEE			
1445 CINCINNATI ZANESVILLE ROAD SW				
LANCASTER, OH 43130	2.50	0.	0.	0.
ELIZABETH Q. FOX	TRUSTEE			
1445 CINCINNATI ZANESVILLE ROAD SW				
LANCASTER, OH 43130	2.50	0.	0.	0.
DONALD R. SUTTON	TRUSTEE			
1445 CINCINNATI ZANESVILLE ROAD SW				
LANCASTER, OH 43130	2.50	0.	0.	0.

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

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

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

0

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	15,850,361.
b Average of monthly cash balances	1b	137,667.
c Fair market value of all other assets	1c	0.
d Total (add lines 1a, b, and c)	1d	15,988,028.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	15,988,028.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	239,820.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,748,208.
6 Minimum investment return. Enter 5% of line 5	6	787,410.

**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	787,410.
2a Tax on investment income for 2011 from Part VI, line 5	2a	9,559.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	9,559.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	777,851.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	777,851.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	777,851.

**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	692,695.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	692,695.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	692,695.

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

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				777,851.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			643,373.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				
<b>e</b> From 2010				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ 692,695.				
<b>a</b> Applied to 2010, but not more than line 2a			643,373.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				49,322.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				728,529.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				
<b>d</b> Excess from 2010				
<b>e</b> Excess from 2011				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

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

ROBERT L. FOX

1445 CINCINNATI ZANESVILLE ROAD SW, LANCASTER, OH 43130

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

NO SPECIAL REQUIREMENTS

- c** Any submission deadlines:

NON-SPECIFIED

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

NON-SPECIFIED

**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
<b>a Paid during the year</b>				
BIG BROTHERS/BIG SISTERS OF FAIRFIELD COUNTY 111 SOUTH BROAD STREET, SUITE 106 LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	5,000.
COLUMBIA MUSEUM OF ART PO BOX 2068 COLUMBIA, SC 29202	NONE	PUBLIC CHARITY	GENERAL	75,000.
THE COLUMBUS ACADEMY 4300 CHERRY BOTTOM ROAD GAHANNA, OH 43230	NONE	SCHOOL	ANNUAL FUND	10,000.
COLUMBUS MUSEUM OF ART 480 EAST BROAD STREET COLUMBUS, OH 43215	NONE	PUBLIC CHARITY	ANNUAL FUND	15,000.
DECORATIVE ARTS CENTER OF OHIO 145 EAST MAIN STREET LANCASTER, OH 43130	NONE	PUBLIC CHARITY	ANNUAL FUND	5,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>692,049.</b>
<b>b Approved for future payment</b>				
<b>NONE</b>				
<b>Total</b>				<b>0.</b>



<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
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		Yes	No
<b>i</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
<b>b</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
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
<b>d</b>	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

**Sign Here**  

Signature of officer or trustee      Date 4/1/13      Title President

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	T.J. CONGER, CPA	<i>[Signature]</i>	3-29-13		P00068140
	Firm's name ▶ JOHN GERLACH & COMPANY LLP			Firm's EIN ▶ 31-4419361	
	Firm's address ▶ 37 W BROAD ST STE 530 COLUMBUS, OH 43215			Phone no. 614-224-2164	

Form 990-PF (2011)

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
DENISON UNIVERSITY PO BOX 734 GRANVILLE, OH 43023	NONE	SCHOOL	ANNUAL FUND	5,000.
FAIRFIELD HERITAGE ASSOCIATION 105 EAST WHEELING STREET LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	25,000.
FAIRHOPE HOSPICE 282 SELLS ROAD LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	10,000.
FORGOTTEN 4-PAWS PO BOX 1046 LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	10,000.
FOUNDATION DINNERS/SHELTER 1000 WEST FIFTH AVENUE LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	25,000.
FRANKLIN PARK CONSERVATORY 1777 EAST BROAD STREET COLUMBUS, OH 43203	NONE	PUBLIC CHARITY	GENERAL	25,000.
GOODWILL COLUMBUS 1331 EDGEHILL ROAD COLUMBUS, OH 43212	NONE	PUBLIC CHARITY	GENERAL	10,000.
THE FG FOUNDATION 1234 EAST BROAD STREET COLUMBUS, OH 43205	NONE	PUBLIC CHARITY	GENERAL	134,440.
MID-OHIO FOOD BANK 3960 BROOKHAM DRIVE GROVE CITY, OH 43123	NONE	PUBLIC CHARITY	GENERAL	15,000.
OHIO HISTORICAL SOCIETY 800 EAST 17TH AVENUE COLUMBUS, OH 43211	NONE	PUBLIC CHARITY	GENERAL	20,000.
Total from continuation sheets				582,049.

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
OHIO UNIVERSITY FOUNDATION PO BOX 869 ATHENS, OH 45701	NONE	SCHOOL	GENERAL	10,000.
PRINCETON UNIVERSITY PO BOX 291 PRINCETON, NJ 08544	NONE	SCHOOL	ANNUAL GIVING, ATHLETICS	2,000.
ROBERT K FOX FAMILY YMCA 465 WEST 6TH AVENUE LANCASTER, OH 43130	NONE	PUBLIC CHARITY	PARTNER WITH YOUTH	10,000.
ROBERT K FOX FAMILY YMCA 465 WEST 6TH AVENUE LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	25,000.
RWANDAN WOMEN IN ACTION 385 EAST DUBLIN-GRANVILLE ROAD COLUMBUS, OH 43085	NONE	PUBLIC CHARITY	GENERAL	5,000.
SALVATION ARMY 228 WEST HUBERT AVENUE LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	15,000.
THE OHIO STATE UNIVERSITY FOUNDATION 364 WEST LANE AVENUE, SUITE B COLUMBUS, OH 43201	NONE	SCHOOL	GENERAL	25,000.
THE COLUMBUS ACADEMY 4300 CHERRY BOTTOM ROAD GAHANNA, OH 43230	NONE	SCHOOL	NEW QUEST CAMPAIGN	100,609.
UNITED WAY OF FAIRFIELD COUNTY 115 SOUTH BROAD STREET LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	15,000.
UNITED WAY OF THE MIDLANDS 1800 MAIN STREET COLUMBIA, SC 29201	NONE	PUBLIC CHARITY	GENERAL	75,000.
Total from continuation sheets				



**3 Grants and Contributions Paid During the Year (Continuation)****Total from continuation sheets**

## FOX FOUNDATION, INC.

**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	BANK OF AMERICA CORP, 1,377 SHS	P	01/23/08	01/06/12
b	CIT GROUP HOLDINGS, 363 SHS	P	12/18/06	01/23/12
c	ISHARES DOW JONES SELECT DIVIDEND INDEX FUND, 500	P	01/10/06	02/23/12
d	ISHARES BARCLAYS AGGREGATE BOND FUND, 250 SHS	P	04/13/06	02/23/12
e	ISHARES BARCLAYS AGGREGATE BOND FUND, 250 SHS	P	04/27/09	02/23/12
f	WELLS FARGO COMPANY, 400 SHS	P	01/10/06	02/24/12
g	WELLS FARGO COMPANY, 600 SHS	P	01/31/06	02/24/12
h	CIT GROUP HOLDINGS, 938 SHS	P	12/18/06	03/09/12
i	CIT GROUP INC, 513 SHS	P	12/18/06	03/09/12
j	CIT GROUP INC, 5000 SHS	P	12/18/06	04/16/12
k	PPL ELECTRIC UTILITIES, 1,000 SHS	P	01/19/10	06/18/12
l	CIT GROUP INC, 12,000 SHS	P	12/18/06	09/05/12
m	CIT GROUP INC, 8,000 SHS	P	12/18/06	09/17/12
n	ROYCE VALUE TRUST, 1,000 SHS	P	10/19/06	11/15/12
o	CAPITAL GAINS DIVIDENDS			

(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 8,374.		24,468.	-16,094.
b 363.		406.	-43.
c 27,536.		27,222.	314.
d 27,472.		25,349.	2,123.
e 27,472.		25,561.	1,911.
f 12,012.		9,099.	2,913.
g 18,017.		18,860.	-843.
h 499.		611.	-112.
i 513.		574.	-61.
j 5,000.		5,600.	-600.
k 25,000.		25,185.	-185.
l 13,584.		13,431.	153.
m 6,416.		8,954.	-2,538.
n 25,000.		24,736.	264.
o 42.			42.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-16,094.
b			-43.
c			314.
d			2,123.
e			1,911.
f			2,913.
g			-843.
h			-112.
i			-61.
j			-600.
k			-185.
l			153.
m			-2,538.
n			264.
o			42.

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	-12,756.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
BANK INTEREST	16.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	16.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE BONDS	14,755.	0.	14,755.
SECURITIES	466,022.	42.	465,980.
TOTAL TO FM 990-PF, PART I, LN 4	480,777.	42.	480,735.

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FORM 990-PF ACCOUNTING FEES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,000.	2,400.	0.	600.
TO FORM 990-PF, PG 1, LN 16B	3,000.	2,400.	0.	600.

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FORM 990-PF TAXES STATEMENT 4

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES - IRS	9,891.	0.	0.	0.
TAXES - FOREIGN	204.	204.	0.	0.
TO FORM 990-PF, PG 1, LN 18	10,095.	204.	0.	0.

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FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FILING FEES	200.	160.	0.	40.	
BANK FEES	30.	24.	0.	6.	
TO FORM 990-PF, PG 1, LN 23	230.	184.	0.	46.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION		AMOUNT	
FMV IN EXCESS OF BASIS OF STOCK CONTRIBUTIONS		216,695.	
TOTAL TO FORM 990-PF, PART III, LINE 3		216,695.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AMERICAN ELECTRIC POWER	44,551.	63,975.	
AT & T	41,784.	51,195.	
BP PLC SPONS ADR	59,133.	41,760.	
DWS GLOBAL COMMODITIES	16,104.	8,176.	
FIRST ENERGY	57,835.	63,690.	
FRONTIER COMMUNICATIONS	9,201.	4,810.	
GABELLI GLOBAL GOLD NATURAL RESOURCES	22,801.	13,320.	
ISHARES BARCLAYS AGGREGATE BOND FUND	0.	0.	
ISHARES DOW JONES SELECT DIVIDEND INDEX FUND	0.	0.	
JOHNSON & JOHNSON	21,642.	31,379.	
KIMBERLY-CLARK CORP	32,616.	42,860.	
LANCASTER COLONY CORP.	749,706.	4,357,322.	
LEHRS	25,993.	10,266,374.	
NEXTERA ENERGY INC	19,675.	34,355.	
NISOURCE INC.	31,372.	36,255.	
NUVEEN REAL ESTATE INCOME FUND	44,240.	22,000.	
PFIZER INCORPORATED	18,371.	25,020.	
PORTLAND GENERAL ELECTRIC CO	26,235.	27,030.	
PROCTER & GAMBLE CO	8,565.	27,932.	
QEP RESOURCES INC	16,272.	16,872.	
QUESTAR CORP	7,868.	11,772.	
SCANA CORP NEW	38,882.	46,340.	

SEMPRA ENERGY	24,947.	34,210.
SPECTRA ENERGY CORP	21,890.	27,950.
TORTOISE ENERGY INFRASTRUCTURE	35,982.	58,761.
U.S. BANCORP DE	33,254.	32,260.
VERIZON COMMUNICATIONS	38,621.	44,120.
WELLS FARGO COMPANY	0.	0.
ROYAL DUTCH SHELL	26,052.	26,788.
ELI LILLY & COMPANY	36,180.	49,040.
CENTURYLINK INC	40,152.	38,840.
ENTERPRISE PRODUCTS PARTNERS	73,070.	77,745.
BANK OF AMERICA	0.	0.
PEPCO HOLDINGS INC	20,281.	19,740.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,643,275.	15,601,891.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AT&T BROADBAND CORP	8,194.	8,179.
CENTURYTEL INC	25,003.	27,791.
CIT GROUP HOLDINGS NOTES	0.	0.
FORD MOTOR CREDIT CO.	35,623.	36,692.
GENERAL AMERICAN INVESTMENT	25,106.	25,530.
GENERAL ELECTRIC CAPITAL CORP	25,456.	25,760.
PPL ELECTRIC UTILITIES	0.	0.
PROLOGIS 2006	24,076.	27,907.
ROYCE VALUE TRUST	0.	0.
ENTERGY MISS	26,200.	26,650.
GOLDMAN SACHS	25,233.	26,350.
ARCELORMITTAL SR UNSECURED	50,750.	49,588.
NEXTERA ENERGY	25,055.	25,090.
TOTAL TO FORM 990-PF, PART II, LINE 10C	270,696.	279,537.

**Fox Foundation**  
**TAX YEAR ENDING 11/31/12**

**FEIN**

**31-6023906**

All contributions are cash except as indicated below:

<b>Description of Contributed Property</b>	<b>Book Value</b>	<b>Cost Basis</b>	<b>Date of Gift</b>	<b>Fair Market Value</b>
(A) The FG Foundation, 20 Shares of Common Stock Lehrs, Inc.	\$ 370.00	FIFO	11/06/12	\$ 134,440
(B) The Columbus Academy, 1,380 Shares of Common Stock Lancaster Colony Corporation	\$ 17,984.00	FIFO	09/13/12	\$ 100,609