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Form **990-PF**

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

OMB No 1545-0052

**2012**

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

**For calendar year 2012 or tax year beginning , and ending**

Name of foundation <b>Fox Foundation Inc</b>		<b>A</b> Employer identification number <b>22-2808534</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>140 Fairfield Rd</b>	Room/suite	<b>B</b> Telephone number (see instructions) <b>609-921-6387</b>
City or town, state, and ZIP code <b>Princeton NJ 08540</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>1,738,972</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part II Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	3,588	3,588		
	<b>4</b> Dividends and interest from securities	24,429	24,429		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10 Stmt 1	98,831			
	<b>b</b> Gross sales price for all assets on line 6a 690,443				
	<b>7</b> Capital gain net income (from Part IV, line 2)		4,562		
	<b>8</b> Net short-term capital gain			0	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule) Stmt 2	-5,449	24			
<b>12</b> Total. Add lines 1 through 11	121,399	32,603	0		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	13,750			
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule) Stmt 3	2,500	1,875		625
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest	416	416		
	<b>18</b> Taxes (attach schedule) (see instructions) Stmt 4	1,398	277		1,121
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses (att. sch) Stmt 5	23,429	22,289		1,140	
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	41,493	24,857	0	2,886	
<b>25</b> Contributions, gifts, grants paid	68,500			68,500	
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	109,993	24,857	0	71,386	
<b>27</b> Subtract line 26 from line 12:					
<b>a</b> Excess of revenue over expenses and disbursements	11,406				
<b>b</b> Net investment income (if negative, enter -0-)		7,746			
<b>c</b> Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	1,478		
	2 Savings and temporary cash investments	39,971	18,437	18,437
	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 (att. schedule) ▶			
	Less: allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule) Stmt 6	38,766	103,608	103,608
	b Investments – corporate stock (attach schedule) See Stmt 7	1,432,445	1,227,354	1,227,354
	c Investments – corporate bonds (attach schedule) See Stmt 8	64,506	57,018	57,018
	11 Investments – land, buildings, and equipment: basis ▶			
Less accumulated depreciation (attach sch.) ▶				
12 Investments – mortgage loans				
13 Investments – other (attach schedule) See Statement 9	126,140	332,555	332,555	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation (attach sch.) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	1,703,306	1,738,972	1,738,972	
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)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	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	799,077	799,077	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	904,229	939,895	
30 Total net assets or fund balances (see instructions)	1,703,306	1,738,972		
31 Total liabilities and net assets/fund balances (see instructions)	1,703,306	1,738,972		

Part III Analysis of Changes in Net Assets or Fund Balances	
1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 1,703,306
2 Enter amount from Part I, line 27a	2 11,406
3 Other increases not included in line 2 (itemize) ▶ See Statement 10	3 24,260
4 Add lines 1, 2, and 3	4 1,738,972
5 Decreases not included in line 2 (itemize) ▶	5
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6 1,738,972

**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 MorganStanley 839-105314			
b Neuberger Berman 541-18967			
c From Partnership K-1's			
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 3,969			3,969
b 112			112
c 481			481
d			
e			

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h))
a			3,969
b			112
c			481
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	4,562
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))
2011	56,772	1,521,294	0.037318
2010	78,379	1,484,729	0.052790
2009	65,264	1,341,113	0.048664
2008	81,310	1,696,532	0.047927
2007	95,301	1,936,470	0.049214

2 Total of line 1, column (d)	2	0.235913
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	0.047183
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,612,784
5 Multiply line 4 by line 3	5	76,096
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	77
7 Add lines 5 and 6	7	76,173
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	71,386

**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)		
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	1	155
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	155
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	155
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	10
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	145
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	
11	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		N/A
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7		N/A
8a		
8b		N/A
9		X
10		X

Part VII A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11  Yes  No

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  Yes  No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13  Yes  No  
Website address ▶ N/A

14 The books are in care of ▶ Howard Azer, CPA Telephone no. ▶ 609-452-1122  
12 Roszel Rd., Suite A104  
Located at ▶ Princeton NJ ZIP+4 ▶ 08540

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16  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 ▶

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.

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes  No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)  Yes  No

b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A  
Organizations relying on a current notice regarding disaster assistance check here ▶

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A

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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?  Yes  No  
If "Yes," list the years ▶ 20 , 20 , 20 , 20

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes  No

b If "Yes," did it have excess business holdings in 2012 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 2012.) N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a  Yes  No

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b  Yes  No

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

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

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

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

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

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

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 N/A

**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
Frances R Price 140 Fairfield Road Princeton NJ 08540	Trustee 1.00	13,750	0	0
David Fox 519 Gravilla Place La Jolla CA 92037	Trustee 0.50	0	0	0
Julie Fox 56 Glen Drive Princeton NJ 08540	Trustee 0.50	0	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				

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

0

**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		

Total number of others receiving over \$50,000 for professional services ▶

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

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

	Expenses
1 N/A	
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 N/A	
2	
3 All other program-related investments See instructions	

Total. Add lines 1 through 3 ▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,607,401
<b>b</b>	Average of monthly cash balances	<b>1b</b>	29,943
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	0
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	1,637,344
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,637,344
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	<b>4</b>	24,560
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,612,784
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	80,639

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	80,639
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	155
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	155
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	80,484
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	80,484
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	80,484

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	<b>1a</b>	71,386
<b>b</b>	Program-related investments – total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	71,386
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	71,386

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				80,484
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only			12,655	
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010				
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 71,386				
<b>a</b> Applied to 2011, but not more than line 2a			12,655	
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2012 distributable amount				58,731
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<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				
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b				
<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				
<b>d</b> Subtract line 6c from line 6b. Taxable amount – see instructions				
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions				
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				21,753
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010				
<b>d</b> Excess from 2011				
<b>e</b> Excess from 2012				

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2a</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).)  
N/A

**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.  
N/A

**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 or e-mail of the person to whom applications should be addressed:  
N/A

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

**c** Any submission deadlines:  
N/A

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

**Part XV** Supplementary Information (continued)

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

<p>Recipient Name and address (home or business)</p>	<p>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</p>	<p>Foundation status of recipient</p>	<p>Purpose of grant or contribution</p>	<p>Amount</p>
<p><b>a</b> Paid during the year The Proforest Initiative S. Suite, Frewin Ct. OX1 3HZ</p>			<p>For program services</p>	<p>10,000</p>
<p>Forest Stewardship Council US 212 Third Ave Minneapolis MN 55401</p>			<p>For program services</p>	<p>32,500</p>
<p>Tropical Forest Foundation 2121 Eisenhower Ave Alexandria VA 22314</p>			<p>For program services</p>	<p>10,000</p>
<p>Yale School of FES Annual Fund P.O. Box 2038 New Haven CT 06521-2038</p>			<p>For program services</p>	<p>5,000</p>
<p>Kingston Greenways Association P.O. Box 391 Kingston NJ 08528</p>			<p>For program services</p>	<p>2,000</p>
<p>International Planned Parenthood 120 Wall Street, 9th FL New York NY 10005-3902</p>			<p>For program services</p>	<p>2,000</p>
<p>Fondo Quisqueya P.O. Box 6628 Falls Church VA 22040-662</p>			<p>For program services</p>	<p>5,000</p>
<p>Dovetail Partners 528 Hennepin Ave Minneapolis MN 55403</p>			<p>For program services</p>	<p>2,000</p>
<p><b>Total</b></p>			<p>▶ 3a</p>	<p>68,500</p>
<p><b>b</b> Approved for future payment N/A</p>				
<p><b>Total</b></p>			<p>▶ 3b</p>	





## 2012 Year End Summary

Ref: 00000751 00020564

FOX FOUNDATION

Account Number 643-0062C-13 514

### Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000060	1	ABERCROMBIE & FITCH CO CLASS A MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/29/11	02/22/12	\$ 47.95	\$ 63.93	(\$ 15.98)	
125000070	15	ABERCROMBIE & FITCH CO CLASS A MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/29/11	02/29/12	687.34	958.96	(271.62)	
	5		11/04/11		229.11	288.84	(59.73)	
125000120	31	AMERICAN ELECTRIC POWER CO INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/20/11	01/19/12	1,276.78	1,196.15		80.63
125000130	4	AMERICAN EXPRESS CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/25/11	04/30/12	239.84	197.71		42.13
125000250	1	BIOGEN IDEC INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/03/11	02/22/12	116.55	113.75		2.80
125000260	1	BIOGEN IDEC INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/03/11	04/20/12	128.53	113.75		14.78
125000350	1	CERNER CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/21/11	02/22/12	72.44	56.91		15.53
125000450	3	COGNIZANT TECH SOLUTIONS CL A MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/11/12	05/17/12	180.56	210.68	(30.12)	
	4		01/11/12		240.74	280.90	(40.16)	
125000460	16	COGNIZANT TECH SOLUTIONS CL A MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/11/12	06/13/12	935.41	1,123.62	(188.21)	
	3		05/07/12		175.39	206.22	(30.83)	

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2012 Year End Summary

Ref: 00000751 00020565

FOX FOUNDATION

Account Number 643-0062C-13 514

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000500	1	DANAHER CORP DE MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/16/11	02/22/12	\$ 53.11	\$ 54.12	(\$ 1.01)	
125000560	1	DOW CHEMICAL CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/06/11	02/22/12	33.76	35.21	(1.45)	
125000630	5	EOG RESOURCES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/05/11	06/20/12	474.61	517.52	(42.91)	
125000650	3	EDWARDS LIFESCIENCES CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/12/11	06/19/12	305.63	202.79		102.84
125000660	2	EDWARDS LIFESCIENCES CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/12/11	06/20/12	202.46	135.20		67.26
125000670	5	EDWARDS LIFESCIENCES CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/12/11	06/27/12	508.28	337.99		170.29
125000710	1	FAMILY DOLLAR STORES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/18/11	02/22/12	54.54	56.36	(1.82)	
125000720	42	FIFTH THIRD BANCORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/14/12	05/31/12	561.52	582.90	(21.38)	
125000770	10	GILEAD SCIENCES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/03/12	05/09/12	503.96	532.95	(28.99)	



## 2012 Year End Summary

Ref: 00000751 00020566

FOX FOUNDATION

Account Number 643-0062C-13 514

### Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000780	1	GOOGLE INC CLASS A MorganStanley SmithBarney LLC acted as your agent	02/11/11	01/12/12	\$ 628.57	\$ 619.42		\$ 9.15
125000810	1	HONEYWELL INTL INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/07/11	02/22/12	59.45	58.79		.66
125000830	2	ILLUMINA INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/16/11	01/26/12	105.35	127.52	(22.17)	
125000840	1	ILLUMINA INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/16/11	02/22/12	50.84	63.76	(12.92)	
125000900	8	JOHNSON & JOHNSON MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/12/11	03/16/12	520.95	529.94	(8.99)	
125000910	6	JOHNSON & JOHNSON MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/12/11	04/18/12	379.02	397.45	(18.43)	
	6	MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/17/11		379.02	396.47	(17.45)	
	6	MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/23/11		379.02	388.77	(9.75)	
125000940	2	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/23/11	01/10/12	145.78	138.78		7.00
125000950	4	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/23/11	03/14/12	291.10	277.56		13.54
125000960	5	KOHL'S CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/11/11	05/17/12	232.19	238.59	(6.40)	
	7	MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/16/11		325.07	335.12	(10.05)	
	10	MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/30/11		464.38	491.14	(26.76)	

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## 2012 Year End Summary

FOX FOUNDATION

Account Number 643-0062C-13 514

Ref: 00000751 00020567

### Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000970	25	KROGER CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/24/11	01/20/12	\$ 595.67	\$ 611.85	(\$ 16.18)	
125000980	21	KROGER CO	06/24/11	02/10/12	495.63	513.95	(18.32)	
	27	MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/05/11		637.23	672.13	(34.90)	
125000990	13	LAS VEGAS SANDS CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/07/11	01/23/12	623.65	530.26		93.39
125001000	6	LAS VEGAS SANDS CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/07/11	03/02/12	342.49	244.74		97.75
125001020	1	ESTEE LAUDER COS INC CL A MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/11/11	02/22/12	56.39	46.37		10.02
125001070	3	NATIONAL OILWELL VARCO INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/16/11	03/02/12	249.90	225.35		24.55
125001090	7	NATIONAL OILWELL VARCO INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/27/11	05/08/12	478.64	561.18	(82.54)	
125001100	8	NETAPP INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/21/12	05/17/12	276.26	343.73	(67.47)	
125001110	13	NETAPP INC	02/21/12	06/13/12	393.79	558.55	(164.76)	
	11	MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/21/12		333.20	509.04	(175.84)	
	13	MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/26/12		393.79	596.55	(202.76)	

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## 2012 Year End Summary

Ref: 00000751 00020568

FOX FOUNDATION

Account Number 643-0062C-13 514

### Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001120	2	NETFLIX INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/04/11	01/26/12	\$ 233.04	\$ 176.90		\$ 56.14
125001130	13	NETFLIX INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/04/11	05/31/12	819.35	1,149.86	(330.51)	
125001210	3	ROCKWELL AUTOMATION INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/07/11	04/25/12	226.47	232.00	(5.53)	
125001220	8	ROCKWELL AUTOMATION INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/07/11	06/26/12	510.00	618.67	(108.67)	
125001230	1	SALESFORCE.COM INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/05/11	04/19/12	159.09	127.08		32.01
125001240	7	SANDISK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/05/11	04/30/12	260.01	362.10	(102.09)	
125001250	8	SANDISK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/05/11	05/17/12	260.62	413.82	(153.20)	
125001260	5	SANDISK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/05/11	06/26/12	181.02	258.64	(77.62)	
	5	SANDISK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/23/11		181.02	251.25	(70.23)	
125001280	8	SIGMA-ALDRICH CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/24/11	04/18/12	576.05	550.32		25.73
	8	SIGMA-ALDRICH CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/08/11		576.05	602.21	(26.16)	



## 2012 Year End Summary

FOX FOUNDATION

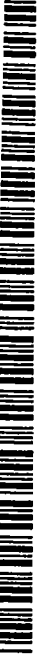
Account Number 643-0062C-13 514

Ref: 00000751 00020569

### Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001300	4	STARWOOD HOTELS & RESORTS WORLDWIDE INC -NEW MorganStanley SmithBarney LLC acted as your agent	08/04/11	04/26/12	\$ 228.59	\$ 192.19		\$ 36.40
125001310	10	STARWOOD HOTELS & RESORTS WORLDWIDE INC -NEW MorganStanley SmithBarney LLC acted as your agent	08/04/11	05/17/12	523.62	480.46		43.16
125001320	6	STARWOOD HOTELS & RESORTS WORLDWIDE INC -NEW MorganStanley SmithBarney LLC acted as your agent	08/04/11	06/26/12	303.01	288.28		14.73
125001330	6	STERICYCLE INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	08/18/11	03/22/12	510.02	476.70		33.32
125001340	34	TIME WARNER INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/19/11	03/27/12	1,264.49	1,257.22		7.27
125001350	6	UNION PACIFIC CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/06/11	03/19/12	676.24	536.71		139.53
125001400	5	VERIFONE SYSTEMS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/19/11	04/23/12	260.15	195.80		64.35
125001410	8	VERIFONE SYSTEMS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/19/11	04/30/12	391.05	313.27		77.78
	7	MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/03/11		342.16	304.32		37.84
125001450	14	WAL-MART STORES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/22/11	01/05/12	831.52	744.80		86.72

2 0 1 2 Y E A R E N D S U M M A R Y



## 2012 Year End Summary

Ref: 00000751 00020570

FOX FOUNDATION

Account Number 643-0062C-13 514

### Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001460	9	WATERS CORP	02/10/11	01/11/12	\$ 663.64	\$ 710.43	(\$ 46.79)	
	6	MorganStanley SmithBarney LLC acted as your agent	05/24/11		442.43	583.62	(141.19)	
	3	in this transaction.	07/26/11		221.22	266.99	(45.77)	
125001470	4	YUM BRANDS INC	05/20/11	02/03/12	257.14	224.10		33.04
		MorganStanley SmithBarney LLC acted as your agent						
		in this transaction.						
<b>Total</b>					<b>\$ 28,172.25</b>	<b>\$ 29,415.62</b>	<b>(\$ 2,737.66)</b>	<b>\$ 1,494.29</b>

### Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	1	COVIDIEN PLC	04/09/08	02/22/12	\$ 52.42	\$ 45.58		\$ 6.84
		MorganStanley SmithBarney LLC acted as your agent						
		in this transaction.						
125000030	.205	ACCO BRANDS CORP	09/20/10	05/01/12	2.15	1.65		.50
		CASH IN LIEU OF .20502						
		RECORD 04/24/12 PAY 04/30/12						
125000050	1	ABBOTT LABORATORIES	06/04/07	02/22/12	56.25	55.54		.71
		MorganStanley SmithBarney LLC acted as your agent						
		in this transaction.						
125000080	1	AIR LIQUIDE ADR	09/20/10	02/22/12	25.72	23.84		1.88
		MorganStanley SmithBarney LLC acted as your agent						
		in this transaction.						
125000090	.5	AIR LIQUIDE ADR	09/20/10	06/29/12	11.22	10.84		.38
		CASH IN LIEU OF .50000						
		RECORD 05/30/12 PAY 06/29/12						

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2012 Year End Summary

FOX FOUNDATION

Account Number 643-0062C-13 514

Ref: 00000751 00020571

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000100	1	ALLERGAN INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	\$ 87.15	\$ 66.06		\$ 21.09
125000110	1	ALLIANZ SE ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/22/10	02/22/12	11.74	11.22		.52
125000130	18	AMERICAN EXPRESS CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/15/10	04/30/12	1,079.28	833.04		246.24
125000140	1	APPLE INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	512.54	283.57		228.97
125000150	2	APPLE INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	04/18/12	1,229.13	567.14		661.99
125000160	1	ARM HOLDINGS PLC ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	27.38	18.78		8.60
125000170	1.962	ARTISAN MID CAP VALUE FUND CONFIRM #500020530236895 MorganStanley SmithBarney LLC acted as your agent	02/16/07	02/22/12	41.85	42.16	(.31)	
125000180	2	ATLAS COPCO AB SPONS ADR RPSTG SER A -USD MorganStanley SmithBarney LLC acted as your agent	09/20/10	02/22/12	51.23	36.42		14.81
125000190	2	BG GROUP PLC SPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/12/05	02/22/12	47.25	19.27		27.98

2 0 1 2 Y E A R E N D S U M M A R Y



## 2012 Year End Summary

FOX FOUNDATION

Account Number 643-0062C-13 514

Ref: 00000751 00020572

### Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	Gain
125000200	18	BG GROUP PLC SPON ADR	09/12/05	05/21/12	\$ 358.13	\$ 173.38	\$ 184.75
	25	MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/27/06		497.40	296.31	201.09
125000210	1	BANK OF NOVA SCOTIA EURO#19279 MorganStanley SmithBarney LLC acted as your agent	09/20/10	02/22/12	53.77	51.93	1.84
125000220	.985	BARON SMALL CAP FD CONFIRM #500020530240996 MorganStanley SmithBarney LLC acted as your agent	05/11/07	02/22/12	24.92	24.26	.66
125000230	1	BHP BILLITON LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent	09/20/10	02/22/12	77.89	73.85	4.04
125000240	9	BHP BILLITON LTD SPONS ADR MorganStanley SmithBarney LLC acted as your agent	09/20/10	03/14/12	659.12	664.63	(5.51)
125000270	1	BOEING CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	76.06	63.90	12.16
125000280	4	BORGWARNER INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	05/16/12	304.52	193.92	110.60
125000290	2	BRISTOL MYERS SQUIBB CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	64.64	55.70	8.94
125000300	1	CAMECO CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	25.98	26.51	(.53)

2 0 1 2 Y E A R E N D S U M M A R Y



2012 Year End Summary

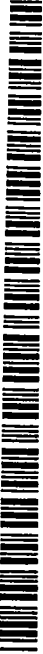
FOX FOUNDATION

Account Number 643-0062C-13 514

Ref: 00000751 00020573

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000310	1	CANADIAN NATL RAILWAY CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	07/09/09	02/22/12	\$ 76.42	\$ 38.57		\$ 37.85
125000320	8	CARNIVAL CORP	03/13/09	05/10/12	252.98	164.28		88.70
	12	(PAIRED STOCK)	06/30/09		379.47	307.41		72.06
	4	MorganStanley SmithBarney LLC acted as your agent	06/07/10		126.49	138.49	(12.00)	
125000330	1	CATERPILLAR INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	115.92	74.47		41.45
125000340	2	CENTURYLINK INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	78.48	74.76 R		3.72
125000360	1	CHEVRON CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/14/09	02/22/12	107.55	70.57		36.98
125000370	117	CHINA RES ENTERPRISES LTD ADR MorganStanley SmithBarney LLC acted as your agent	09/20/10	04/05/12	796.41	1,009.71	(213.30)	
125000380	1	CHUBB CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	68.19	58.04		10.15
125000390	8	CITRIX SYSTEMS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	01/27/12	512.30	560.40	(48.10)	
125000400	1	CITRIX SYSTEMS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	73.44	70.05		3.39



## 2012 Year End Summary

Ref: 00000751 00020574

FOX FOUNDATION

Account Number 643-0062C-13 514

### Details of Long Term Gain (Loss) 2012 - continued

Reference Number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000410	4	COACH INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/21/12	\$ 300.45	\$ 166.44		\$ 134.01
125000420	1	COACH INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	74.37	41.61		32.76
125000430	16	COACH INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	06/06/12	1,016.94	665.76		351.18
125000440	17	COCA-COLA CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/08/05	02/09/12	1,153.94	750.38		403.56
125000470	1	COMCAST CORP CL A - SPL MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/17/11	02/22/12	28.41	23.91		4.50
125000480	1	CONOCOPHILLIPS MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	74.30	57.09		17.21
125000490	1	CONSOL ENERGY INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	35.86	35.37		.49
125000510	11	DASSAULT SYSTEMS SA ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/16/12	896.09	764.50		131.59
125000520	1	DASSAULT SYSTEMS SA ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	81.77	69.50		12.27

2 0 1 2 Y E A R E N D S U M M A R Y





Morgan Stanley

Ref: 00000751 00020575

# 2012 Year End Summary

FOX FOUNDATION

Account Number 643-0062C-13 514

## Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000530	1	DEERE & CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	\$ 84.30	\$ 73.56		\$ 10.74
125000540	1	DIAGED PLC SPON ADR-NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	93.95	68.27		25.68
125000550	1	DOMINION RESOURCES INC VA NEW MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	50.51	44.35		6.16
125000570	1	E I DU PONT DE NEMOURS & CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	51.39	44.68		6.71
125000580	2	EMC CORP-MASS MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/16/10	02/22/12	54.43	37.52		16.91
125000590	1	EOG RESOURCES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/14/10	02/22/12	115.97	98.96		17.01
125000600	1	EOG RESOURCES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/14/10	03/02/12	115.42	98.96		16.46
125000610	3	EOG RESOURCES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/14/10	04/25/12	316.83	296.87		19.96
125000620	5	EOG RESOURCES INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/14/10	06/15/12	482.02	494.78	(12.76)	



## 2012 Year End Summary

Ref: 00000751 00020576

FOX FOUNDATION

Account Number 643-0062C-13 514

### Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000630	1	EOG RESOURCES INC	10/14/10	06/20/12	\$ 84.92	\$ 98.96	(\$ 4.04)	
	2	MorganStanley SmithBarney LLC acted as your agent in this transaction.	02/24/11		189.84	223.31	(33.47)	
125000640	1	EQT CORPORATION INC	09/20/10	02/22/12	52.36	34.17		18.19
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000680	2	ENBRIDGE INC	09/20/10	02/22/12	77.21	49.92		27.29
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000690	2	ERSTE GROUP BANK AG SPON	09/20/10	02/22/12	23.91	37.98	(14.07)	
		ADR AUSTRIA						
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000700	1	EXPRESS SCRIPTS INC.COMMON	09/20/10	02/22/12	51.61	47.43		4.18
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000730	1	FIRSTENERGY CORP	09/20/10	02/22/12	43.84	36.78		7.06
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000740	1	GENERAL DYNAMICS CORP	09/20/10	02/22/12	70.50	63.44		7.06
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000750	4	GENERAL ELECTRIC CO	02/06/07	02/22/12	77.36	145.27	(67.91)	
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000760	1	GENERAL MILLS INC	09/20/10	02/22/12	38.61	36.20		2.41
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						

2 0 1 2 Y E A R E N D S U M M A R Y



## 2012 Year End Summary

FOX FOUNDATION

Account Number 643-0062C-13 514

Ref: 00000751 00020577

### Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000790	1	GOOGLE INC CLASS A MorganStanley SmithBarney LLC acted as your agent	02/11/11	02/22/12	\$ 609.83	\$ 619.41	(\$ 9.58)	
125000800	1	HOME DEPOT INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	10/26/06	02/22/12	46.58	37.47		9.11
125000820	1	ICICI BANK LTD-SPONS ADR- INR MorganStanley SmithBarney LLC acted as your agent	09/20/10	02/22/12	38.52	48.95	(10.43)	
125000830	6	ILLUMINA INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/12/11	01/26/12	316.04	400.85	(84.81)	
125000850	2	INTEL CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/09/09	02/22/12	53.33	32.09		21.24
125000860	1	INTL BUSINESS MACHINES CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/22/12	194.20	131.99		62.21
125000870	1	ITAU UNIBANCO BANCO HLDG S A ADR MorganStanley SmithBarney LLC acted as your agent	09/20/10	02/22/12	21.21	22.73	(1.52)	
125000880	14	JPMORGAN CHASE & CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/03/08	05/07/12	587.84	558.92		28.92
	2		06/11/08		83.98	75.30		8.68
125000890	27	JPMORGAN CHASE & CO MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/11/08	06/12/12	885.55	1,016.59	(131.04)	
	9		06/20/08		295.18	350.96	(55.78)	
	9		09/15/08		295.19	362.17	(66.98)	



## 2012 Year End Summary

Ref: 00000751 00020578

FOX FOUNDATION

Account Number 643-0062C-13 514

### Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000920	33	JUNIPER NETWORKS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	11/11/10	04/25/12	\$ 668.91	\$ 1,193.40	(\$ 464.49)	
	11		03/04/11		222.97	482.12	(259.15)	
125000930	16	JUPITER TELECOM UNSPON ADR MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	05/25/12	1,057.98	1,126.88	(68.90)	
125000940	14	KIMBERLY CLARK CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	01/10/12	1,020.48	939.36		81.12
125001010	7	LAS VEGAS SANDS CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	06/07/11	06/26/12	300.29	285.52		14.77
125001030	7	LORILLARD INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	01/31/12	750.31	573.44		176.87
125001040	11	MCDONALDS CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	04/19/12	1,044.70	828.61		216.09
125001050	12	MCDONALDS CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	05/09/12	1,106.34	903.93		202.41
125001060	43	MTN GROUP LTD SPONSORED ADR MorganStanley SmithBarney LLC acted as your agent	09/20/10	02/09/12	759.74	761.10	(1.36)	
125001080	4	NATIONAL OILWELL VARCO INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	03/16/11	04/25/12	300.91	300.47		.44

2 0 1 2 Y E A R E N D S U M M A R Y



## 2012 Year End Summary

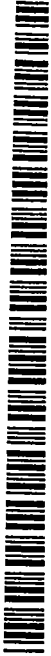
FOX FOUNDATION

Account Number 643-0062C-13 514

Ref: 00000751 00020579

### Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001090	8	NATIONAL OILWELL VARCO INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	03/16/11	05/08/12	\$ 547.02	\$ 600.94	(\$ 53.92)	
125001140	11	OCCIDENTAL PETROLEUM CORP-DEL MorganStanley SmithBarney LLC acted as your agent In this transaction.	09/20/10	06/12/12	917.09	853.43		63.66
125001150	9	ORACLE CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	09/08/10	03/14/12	270.90	216.55		54.35
	7		09/20/10		210.70	191.93		18.77
125001160	43	ORACLE CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	09/20/10	03/23/12	1,238.78	1,178.97		59.81
125001170	17	ORACLE CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	09/20/10	06/21/12	474.45	466.11		8.34
	4		09/28/10		111.63	109.00		2.63
125001180	1	PEABODY ENERGY CORP MorganStanley SmithBarney LLC acted as your agent In this transaction.	09/20/10	02/22/12	35.88	48.38	(12.50)	
125001190	2	PRAXAIR INC MorganStanley SmithBarney LLC acted as your agent In this transaction.	09/20/10	03/14/12	220.88	177.30		43.58
125001200	2	PROCTER & GAMBLE CO MorganStanley SmithBarney LLC acted as your agent In this transaction.	01/04/06	06/20/12	120.28	117.76		2.52
	4		09/20/10		240.57	245.96	(5.39)	
125001270	3	SCHLUMBERGER LTD MorganStanley SmithBarney LLC acted as your agent In this transaction.	12/18/06	03/02/12	232.87	195.11		37.76



## 2012 Year End Summary

Ref: 00000751 00020560

FOX FOUNDATION

Account Number 643-0062C-13 514

### Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125001290	9	STARBUCKS CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/17/12	\$ 436.76	\$ 236.23		\$ 200.53
125001360	8	UNITED TECHNOLOGIES CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/03/12	648.74	563.68		85.06
125001370	7	UNITED TECHNOLOGIES CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	04/20/12	566.75	493.22		73.53
125001380	12	UNITEDHEALTH GROUP INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	12/31/09	02/03/12	617.84	369.74		248.10
125001390	2	V F CORP MorganStanley SmithBarney LLC acted as your agent in this transaction.	09/20/10	02/21/12	290.95	157.56		133.39
125001420	4	VERIZON COMMUNICATIONS	05/01/09	03/14/12	157.72	113.74		43.98
9		MorganStanley SmithBarney LLC	05/29/09		354.86	245.50		109.36
7		acted as your agent in this transaction.	06/19/09		276.00	195.08		80.92
125001430	28	WAL-MART DE MEXICO SA DE CV SPON ADR MorganStanley SmithBarney LLC acted as your agent	09/20/10	04/24/12	768.82	667.80		101.02
125001440	39	WAL-MART DE MEXICO SA DE CV SPON ADR MorganStanley SmithBarney LLC acted as your agent	09/20/10	05/10/12	1,001.82	930.15		71.67

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2012 Year End Summary

FOX FOUNDATION

Account Number 643-0062C-13 514

Ref: 00000751 00020581

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	Gain (Loss)
125001480	10	YUM BRANDS INC MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/20/11	07/03/12	\$ 631.44	\$ 560.26	\$ 71.18
<b>Total</b>					<b>\$ 34,745.33</b>	<b>\$ 30,738.88</b>	<b>(\$ 1,637.85)</b>

R The basis for this tax lot has been adjusted due to a reclassification of income

Details of Deposits and Withdrawals 2012

This section reflects any deposits or withdrawals made to your account during the year.

Deposits

Reference number	Date	Description	Amount
210000100	03/30/12	CONSULTING & ADVISORY SERVICES FROM 02/28/12 TO 03/31/12	\$ 12.94
210000300	07/06/12	LI & FUNG LTD-HKD REV ADR FEE OF .01700/SHR RECORD 05/16/12 PAY 06/11/12	13.09
210000500	08/02/12	TRANSFER TO MSSB	21.27
<b>Total</b>			<b>\$ 50.62</b>

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	07/06/12	MORGAN STANLEY AA INSTIT MONEY TRUST TRANSFER TO MSSB		\$ 8,501.76
220000300	01/20/12	CONSULTING & ADVISORY SERVICES FROM 01/01/12 TO 03/31/12		1,484.67

Reference number	Date	Description	Amount
210000200	04/17/12	MTN GROUP LTD SPONSORED ADR REV ADR FEE OF .02000/SHR RECORD 03/30/12 PAY 04/12/12	\$ 1.04
210000400	08/01/12	SONOVA HOLDING AG REV ADR FEE OF .03000/SHR RECORD 06/12/12 PAY 06/28/12	2.28

Reference number	Date	Description	Referral number	Amount
220000200	01/03/12	TESCO PLC SPONSORED ADR ADR FEE OF .01700 PER SHR RECORD 10/17/11 PAY 01/03/12		\$ .88
220000400	02/03/12	VODAFONE GROUP PLC SPONS ADR NEW ADR FEE OF .01000 PER SHR RECORD 11/18/11 PAY 02/03/12		.44



**Federal Statements**

**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets**

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
See Attached - Neuberger 02845	Various	Various	Various	Purchase	\$ 26,707	\$ 21,541	\$	\$	5,166
See Attached - Neuberger 02845	Various	Various	Various	Purchase	31,768	20,889			10,879
See Attached - Neuberger 01617	Various	Various	Various	Purchase	278,695	272,580			6,115
See Attached - Neuberger 01617	Various	Various	Various	Purchase	232,124	163,660			68,464
See Attached - Morgan Stanley 62C	Various	Various	Various	Purchase	28,172	29,416			-1,244
See Attached - Morgan Stanley 62C	Various	Various	Various	Purchase	34,745	30,739			4,006
See Attached - Morgan Stanley 105314	Various	Various	Various	Purchase	13,739	13,311			428
See Attached - Morgan Stanley 105314	Various	Various	Various	Purchase	9,352	9,349			3
Return of Prin - CIT Group Funding	1/23/12	1/23/12		Purchase	732				
Return of Prin - CIT Group Funding	2/21/12	2/21/12		Purchase	919				
800 shs USB Capital	5/15/07	5/18/12		Purchase	20,000	20,416			-416
10,579 shs CIT Group Funding	3/03/03	Various		Purchase	8,928	8,060			868
<b>Total</b>					<b>\$ 685,881</b>	<b>\$ 591,612</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ 94,269</b>

**Federal Statements**

**Statement 2 - Form 990-PF, Part I, Line 11 - Other Income**

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MorganStanley 643-0062C-13 Partnership losses	\$ 24 -5,473	\$ 24	\$
Total	\$ -5,449	\$ 24	\$ 0

**Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting fees	\$ 2,500	\$ 1,875	\$	\$ 625
Total	\$ 2,500	\$ 1,875	\$ 0	\$ 625

**Statement 4 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Foreign Taxes 643-0062C-13	\$ 257	\$ 257	\$	\$
Foreign Taxes 541-18967	20	20		
Payroll Taxes	1,121			1,121
Total	\$ 1,398	\$ 277	\$ 0	\$ 1,121

**Federal Statements**

**Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
Investment Advisory Fees 643-	3,155	3,155		
Investment Advisory Fees 643-	3,147	3,147		
Investment Advisory Fees 5500	11,536	11,536		
Investment Advisory Fees 5500	4,451	4,451		
Payroll Tax Service Fees	1,140			1,140
Total	<u>23,429</u>	<u>22,289</u>	<u>0</u>	<u>1,140</u>

**Federal Statements**

**Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Neuberger Berman 541-18967	\$ 37,495	\$ 103,608	Market	\$ 103,608
Neuberger Berman 541-19806	1,271		Market	
<b>Total</b>	<b>\$ 38,766</b>	<b>\$ 103,608</b>		<b>\$ 103,608</b>

**Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Neuberger Berman 541-18967	\$ 700,894	\$ 779,934	Market	\$ 779,934
Neuberger Berman 541-19806	296,397		Market	
Morgan Stanley 643-31802-10	28,703		Market	
Morgan Stanley 643-0062C-13	406,451		Market	
MorganStanley 839-105314		438,329	Market	438,329
MorganStanley 839-112869		9,091	Market	9,091
<b>Total</b>	<b>\$ 1,432,445</b>	<b>\$ 1,227,354</b>		<b>\$ 1,227,354</b>

**Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Neuberger Berman 541-18967	\$ 15,185	\$ 15,148	Market	\$ 15,148
MorganStanley 643-31802-10	49,321		Market	
MorganStanley 839-112869		41,870	Market	41,870
<b>Total</b>	<b>\$ 64,506</b>	<b>\$ 57,018</b>		<b>\$ 57,018</b>

## Federal Statements

### Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Publicly Traded Partnerships	\$ 126,140	\$ 332,555	Market	\$ 332,555
Total	\$ 126,140	\$ 332,555		\$ 332,555

# Federal Statements

## Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
Unrealized gains	\$ 24,260
Total	\$ 24,260