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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE FOX FAMILY FOUNDATION		A Employer identification number 23-3092389
Number and street (or P O box number if mail is not delivered to street address) C/O 2011 RENAISSANCE BLVD	Room/suite 102	B Telephone number (610) 272-0800
City or town, state, and ZIP code KING OF PRUSSIA, PA 19406		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,036,209. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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			N/A		
	2 Check ☒ if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	13,559.	11,596.		STATEMENT 1	
	4 Dividends and interest from securities	30,103.	29,591.		STATEMENT 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	25,273.				
	b Gross sales price for all assets on line 6a	477,087.				
	7 Capital gain net income (from Part IV, line 2)		25,273.			
	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	<45,238.>	<45,238.>		STATEMENT 3		
12 Total. Add lines 1 through 11	23,697.	21,222.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 4	9,050.	9,050.		0.
	c Other professional fees					
	17 Interest		930.	930.		0.
	18 Taxes	STMT 5	1,042.	1,042.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings					
	22 Printing and publications					
23 Other expenses	STMT 6	29,020.	29,020.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23		40,042.	40,042.		0.	
25 Contributions, gifts, grants paid		210,000.			210,000.	
26 Total expenses and disbursements. Add lines 24 and 25		250,042.	40,042.		210,000.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		<226,345.>				
b Net investment income (if negative, enter -0-)			0.			
c Adjusted net income (if negative, enter -0-)				N/A		

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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	414,961.	179,001.	179,001.
	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 STMT 8	212,967.	255,250.	227,063.
	b Investments - corporate stock STMT 9	1,037,735.	1,090,423.	1,222,331.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 10	396,660.	308,423.	407,814.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,062,323.	1,833,097.	2,036,209.	
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 ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,742,312.	2,742,312.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	<679,989.>	<909,215.>		
30 Total net assets or fund balances	2,062,323.	1,833,097.		
31 Total liabilities and net assets/fund balances	2,062,323.	1,833,097.		

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	2,062,323.
2 Enter amount from Part I, line 27a	2	<226,345.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,835,978.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	2,881.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,833,097.

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				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 477,087.		451,814.	25,273.

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))
a			
b			
c			
d			
e			25,273.

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	25,273.
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

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	85,000.	2,475,799.	.034332
2010	154,000.	2,317,358.	.066455
2009	47,500.	2,142,893.	.022166
2008	115,000.	2,912,825.	.039481
2007	209,000.	3,405,966.	.061363

2 Total of line 1, column (d)	2	.223797
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	.044759
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,079,626.
5 Multiply line 4 by line 3	5	93,082.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	93,082.
8 Enter qualifying distributions from Part XII, line 4	8	210,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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	0.
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	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2,514.	7	2,514.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	2,514.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
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	2,514.		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	Refunded		

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
b 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
c Did the foundation file Form 1120-POL for this year?		X
d 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>NJ</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 2012 or the taxable year beginning in 2012 (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?	13	X	

Website address **▶ N/A**

14 The books are in care of **▶ THE FOUNDATION** Telephone no. **▶ (610) 272-0800**
 Located at **▶ C/O 2011 RENAISSANCE BLVD, KING OF PRUSSIA, PA** ZIP+4 **▶ 19406**

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 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? **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 **▶ CAYMAN ISLANDS** **16** **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? ☐ 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)? 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 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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 ▶ _____		
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? ☐ 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	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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?

6b

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?

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
SEE STATEMENT 11		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	1,236,349.
b	Average of monthly cash balances	1b	282,370.
c	Fair market value of all other assets	1c	592,576.
d	Total (add lines 1a, b, and c)	1d	2,111,295.
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	2,111,295.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31,669.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,079,626.
6	Minimum investment return. Enter 5% of line 5	6	103,981.

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	103,981.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	103,981.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	103,981.
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	103,981.

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	210,000.
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	210,000.
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	210,000.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				103,981.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			13,773.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 210,000.				
a Applied to 2011, but not more than line 2a			13,773.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				103,981.
e Remaining amount distributed out of corpus	92,246.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	92,246.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	92,246.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	92,246.			

N/A

- | | | | |
|--|---------------|--|------------|
| | 4942(1)(3) or | | 4942(1)(5) |
|--|---------------|--|------------|

- (4) Gross investment income

[illegible]

FOXFOUN1

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
EPILEPSY FOUNDATION OF EASTERN PA 919 WALNUT STREET, SUITE 700 PHILADELPHIA, PA 19107	NONE	PUBLIC CHARITY	GENERAL FUND	5,000.
FELLOWSHIP HOUSE 1722 BROADWAY CAMDEN, NJ 08104	NONE	PUBLIC CHARITY	GENERAL FUND	5,000.
GEORGETOWN UNIVERSITY MEDICAL CENTER DEPARTMENT NUMBER 0734 WASHINGTON, DC 20073	NONE	PUBLIC CHARITY	GENERAL FUND	5,000.
HEREDITARY DISEASE FOUNDATION 3960 BROADWAY, 6TH FLOOR NEW YORK, NY 10032	NONE	PUBLIC CHARITY	GENERAL FUND	150,000.
SACRED HEART CHURCH 1739 FERRY AVENUE CAMDEN, NJ 08104	NONE	PUBLIC CHARITY	GENERAL FUND	5,000.
Total	SEE CONTINUATION SHEET(S)			210,000.
b Approved for future payment				
NONE				
Total				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	13,559.	
4 Dividends and interest from securities			14	30,103.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<45,238.>	
8 Gain or (loss) from sales of assets other than inventory			18	25,273.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		23,697.	0.
13 Total. Add line 12, columns (b), (d), and (e)				23,697.	0.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- | | | Yes | No |
|--|---|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| | a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | X | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X | |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[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 Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	JOSEPH W. ROSKOS	<i>Joseph W. Roskos</i>	11-5-13		P00483616
	Firm's name ▶ F/B/O SERVICES, INC.				Firm's EIN ▶ 33-1041239
	Firm's address ▶ 2011 RENAISSANCE BLVD, SUITE 102 KING OF PRUSSIA, PA 19406				Phone no. (610) 272-0800

Schedule K-1

Schedule K-1

Schedule K-1

Schedule K-1

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

SOURCE	AMOUNT
BOARDWALK PIPELINE PARTNERS, LP - K-1	4.
GRAMERCY MEXICO LLC - K-1	4,355.
HOLDING PARTICIPANTS LLC - K-1	1,794.
LINN ENERGY LLC - K-1	26.
MAYERCAP FINANCING FUND LP - K-1	125.
REGENCY ENERGY PARTNERS, L.P. - K-1	28.
SDS/PROCIDIA EQUITIES, LLC - K-1	1,056.
STIFEL NICHOLAS	0.
TD BANK, N.A.	60.
UBS 77791	6,111.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	13,559.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MAYERCAP FINANCING FUND LP - K-1	0.	0.	0.
MORGAN STANLEY 098905	4,296.	30.	4,266.
SMITH BARNEY 043003	6,168.	0.	6,168.
STIFEL NICHOLAS	7,568.	0.	7,568.
UBS 01006	8,683.	4.	8,679.
UBS 76533	3,416.	0.	3,416.
UBS 77791	6.	0.	6.
TOTAL TO FM 990-PF, PART I, LN 4	30,137.	34.	30,103.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GRAMERCY MEXICO LLC - PASSTHROUGH FROM K-1	167.	167.	
MAYERCAP FINANCING FUND - PASSTHROUGH FROM K-1	10.	10.	
NEWVOY LLC - PASSTHROUGH FROM K-1	<789.>	<789.>	
SDS/PROCIDIA EQUITIES, LLC - PASSTHROUGH FROM PARTNERSHIP	<50,927.>	<50,927.>	
90 WILLIAM HOLDING LLC - PASSTHROUGH FROM PARTNERSHIP	<330.>	<330.>	

BOARDWALK PIPELINE PARTNERS, LP - PASSTHROUGH FROM PARTNERSHIP	<890.>	<890.>
LINN ENERGY, LLC - PASSTHROUGH FROM PARTNERSHIP	2,818.	2,818.
REGENCY ENERGY PARTNERS, L.P. - PASSTHROUGH FROM PARTNERSHIP	<3,466.>	<3,466.>
SDSP SCHERMERHORN - PASSTHROUGH FROM PARTNERSHIP	<1,820.>	<1,820.>
HOLDING PARTICIPANTS - PASSTHROUGH FROM PARTNERSHIP	9,989.	9,989.
TOTAL TO FORM 990-PF, PART I, LINE 11	<45,238.>	<45,238.>

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
F/B/O SERVICES, INC.	9,050.	9,050.			0.
TO FORM 990-PF, PG 1, LN 16B	9,050.	9,050.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES - MORGAN STANLEY SB 43003	716.	716.			0.
FOREIGN TAXES - STIFEL NICHOLAUS	228.	228.			0.
FOREIGN TAXES - UBS 01006	56.	56.			0.
FOREIGN TAXES - GRAMERCY MEXICO K-1	35.	35.			0.
FOREIGN TAXES - MORGAN STANLEY 098905	7.	7.			0.
TO FORM 990-PF, PG 1, LN 18	1,042.	1,042.			0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRAMERCY MEXICO LLC - PORTFOLIO DEDUCTIONS FROM K-1	9,121.	9,121.		0.
MAYERCAP FINANCING FUND LP - PORTFOLIO DEDUCTIONS FROM K-1	480.	480.		0.
MORGAN STANLEY 098905 - INVESTMENT & ADVISORY FEES	2,335.	2,335.		0.
SMITH BARNEY SB 43003 - INVESTMENT & ADVISORY FEES	3,811.	3,811.		0.
STIFEL NICHOLAS - INVESTMENT & ADVISORY FEES	2,862.	2,862.		0.
UBS 01006 - INVESTMENT & ADVISORY FEES	3,049.	3,049.		0.
BOARDWALK PIPELINE PARTNERS, LP - OTHER DEDUCTIONS FROM K-1	4.	4.		0.
LINN ENERGY, LLC - PORTFOLIO DEDUCTIONS FROM K-1	6,799.	6,799.		0.
UBS 76533 - INVESTMENT AND ADVISORY FEES	50.	50.		0.
TD BANK - BANK FEES	165.	165.		0.
UBS 77791 - INVESTMENT AND ADVISORY FEES	340.	340.		0.
REGENCY ENERGY PARTNERS - OTHER DEDUCTIONS FROM K-1	4.	4.		0.
TO FORM 990-PF, PG 1, LN 23	29,020.	29,020.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION	AMOUNT		
BOOK ADJUSTMENT - BOOK LOSS IN EXCESS OF TAX	2,881.		
TOTAL TO FORM 990-PF, PART III, LINE 5	2,881.		

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL SECURITIES		X	255,250.	227,063.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			255,250.	227,063.
TOTAL TO FORM 990-PF, PART II, LINE 10A			255,250.	227,063.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,090,423.	1,222,331.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,090,423.	1,222,331.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GRAMERCY MEXICO NPL FUND II LLC	COST	9,940.	9,940.
MAYERCAP FINANCING FUND LP	COST	17,201.	17,201.
SDS/PROCIDA EQUITIES LLC	COST	<139,283.>	<139,283.>
CRESCENT ASSET MANAGEMENT LTD	COST	100,000.	100,000.
BOARDWALK PIPELINE	COST	19,679.	37,350.
EDISON PHARMASEUTICALS	COST	99,992.	99,992.
REGENCY ENERGY	COST	5,240.	43,360.
LINN ENERGY	COST	8,798.	52,860.
AMPERE LIFE SCIENCES	COST	100,000.	100,000.
90 WILLIAM HOLDING	COST	0.	0.
HOLDING PARTICIPANTS	COST	0.	0.
SDSP SCHERMERHORN	COST	44,268.	44,268.
ENERGY TRANSFER PARTNERS	COST	43,392.	42,930.
NEWVOY LLC	COST	<804.>	<804.>
TOTAL TO FORM 990-PF, PART II, LINE 13		308,423.	407,814.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SANDRA W. FOX 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
G. WILLIAM FOX, JR. 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
TACIE J. FOX 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
NANCY E. FOX LYONS 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
SARA L. FOX 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 12
 LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

SANDRA W. FOX
 G. WILLIAM FOX, JR.
 TACIE J. FOX
 NANCY E. FOX LYONS
 SARA L. FOX

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE FOX FAMILY FOUNDATION	23-3092389
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O 2011 RENAISSANCE BLVD, NO. 102	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	KING OF PRUSSIA, PA 19406	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

THE FOUNDATION - C/O 2011 RENAISSANCE BLVD, NO. 102 -

• The books are in the care of ☒ KING OF PRUSSIA, PA 19406

Telephone No. ☒ (610) 272-0800

FAX No. ☒ (610) 239-8359

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL INFORMATION FROM THIRD PARTIES IS REQUIRED IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	2,514.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title ☐ ENROLLED AGENT

Date ☐

Form 8868 (Rev. 1-2013)

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

THE FOX FAMILY FOUNDATION

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	MORGAN STANLEY SB 43003 - SEE ATTACHED	P	VARIOUS	VARIOUS
b	MORGAN STANLEY SB 43003 - SEE ATTACHED	P	VARIOUS	VARIOUS
c	STIFEL NICHOLAS - SEE ATTACHED	P	VARIOUS	VARIOUS
d	STIFEL NICHOLAS - SEE ATTACHED	P	VARIOUS	VARIOUS
e	UBS 77791 - SEE ATTACHED	P	VARIOUS	VARIOUS
f	UBS 76533 - SEE ATTACHED	P	VARIOUS	VARIOUS
g	UBS 76533 - SEE ATTACHED	P	VARIOUS	VARIOUS
h	UBS 01006 - SEE ATTACHED	P	VARIOUS	VARIOUS
i	UBS 01006 - SEE ATTACHED	P	VARIOUS	VARIOUS
j	GRAMERCY MEXICO LLC - PASSTHROUGH FROM PARTNERSHI	P		
k	MAYERCAP FINANCING FUND LP - PASSTHROUGH FROM PAR	P		
l	MAYERCAP FINANCING FUND LP - PASSTHROUGH FROM PAR	P		
m	REGENCY ENERGY PARTNERS LP - PASSTHROUGH FROM PAR	P		
n	90 WILLIAM HOLDING LLC - PASSTHROUGH FROM PARTNER	P		
o	HOLDING PARTICIPANTS LLC - PASSTHROUGH FROM PARTN	P		

(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	6,181.	2,739.	3,442.
b	18,193.	14,649.	3,544.
c	33,967.	37,533.	<3,566.>
d	68,115.	59,693.	8,422.
e	16,025.	16,140.	<115.>
f	58,687.	55,148.	3,539.
g	115,887.	155,748.	<39,861.>
h	7,773.	9,957.	<2,184.>
i	62,388.	48,974.	13,414.
j	14,523.		14,523.
k	3.		3.
l		12,516.	<12,516.>
m		11.	<11.>
n	23,135.		23,135.
o	129.		129.

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			3,442.
b			3,544.
c			<3,566.>
d			8,422.
e			<115.>
f			3,539.
g			<39,861.>
h			<2,184.>
i			13,414.
j			14,523.
k			3.
l			<12,516.>
m			<11.>
n			23,135.
o			129.

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
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

THE FOX FAMILY FOUNDATION

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	HOLDING PARTICIPANTS LLC - PASSTHROUGH FROM PARTN	P		
b	HOLDING PARTICIPANTS LLC - DISPOSITION OF PARTNER	P	01/01/09	12/31/12
c	MORGAN STANLEY 098905 - SEE ATTACHED	P		
d	MORGAN STANLEY 098905 - SEE ATTACHED	P		
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 95.			95.
b		113.	<113.>
c 5,288.		5,354.	<66.>
d 46,664.		33,239.	13,425.
e 34.			34.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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			95.
b			<113.>
c			<66.>
d			13,425.
e			34.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	25,273.
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

BOX 2**RENTAL REAL ESTATE ACTIVITIES**

PROPERTY ADDRESS	GROSS INCOME	NET EXPENSES	NET INCOME	PASSIVE NONPASS	SEC. 1231 TOTAL
PASSTHROUGH RENTAL REAL ESTATE			651.		
		TOTAL	\$ 651.		

BOX 20**OTHER INFORMATION***** DESCRIPTIVE INFORMATION**

V UNRELATED BUSINESS TAXABLE INCOME \$ -37,781.

**Notice of Inconsistent Treatment or Administrative
Adjustment Request (AAR)**(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries,
foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)
▶ See separate instructions.

OMB No. 1545-0790

Attachment
Sequence No **84**

Name(s) shown on return

THE FOX FAMILY FOUNDATION

Identifying number

23-3092389**Part I General Information**

- 1 Check boxes that apply: (a) ☒ Notice of inconsistent treatment (b) ☐ Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) ☐ Yes ☐ No
- 3 Identify type of pass-through entity:
(a) ☒ Partnership (b) ☐ Electing large partnership (c) ☐ S corporation (d) ☐ Estate (e) ☐ Trust (f) ☐ REMIC
- 4 Employer identification number of pass-through entity
26-0342690
- 6 Tax shelter registration number (if applicable) of pass-through entity
NOT APPLICABLE
- 5 Name, address and ZIP code of pass-through entity
**SDS/PROCIDIA EQUITIES, LLC
456 EAST 173RD STREET
BRONX, NY 10457-8106**
- 7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT
- 8 Tax year of pass-through entity
01 / 01 / 2009 to **12 / 31 / 2009**
- 9 Your tax year
01 / 01 / 2009 to **12 / 31 / 2009**

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY LOSS FROM 2009 K-1	☒		-67,045	-67,045	0
11 ORDINARY LOSS (DEFERRED FROM 2008)	☒			-37,643	-37,643
12					
13					

Part III Explanations—Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.**ITEM 10 EXPLANATION - SEE STATEMENT ATTACHED**

The Fox Family Foundation
23-3092389
December 31, 2009

**Form 8082, Notice of Inconsistent Treatment or Administrative
Adjustment Request**

PART III - Explanations:

Taxpayer is a partner in SDS/Procida Equities, LLC (26-0342690). See lines 4 and 5 on form 8082.

Based upon any and all information available to Taxpayer:

- Taxpayer believes that SDS/Procida Equities LLC's and two of its pass through entities entered into two sale transactions with related parties in 2008 that resulted in losses. Taxpayer believes that the losses recognized by SDS/Procida Equities LLC in 2008 for these transactions in 2008 were as follows:

<u>Passthrough Entity to SDS Procida Equities LLC</u>	<u>Tax ID #</u>	2008 SDS/Procida Equities Ordinary Loss Not Reported
		<u>By Taxpayer in 2008</u>
90 William St. Development Group, LLC	20-2467432	(5,883,758)
196 Livingston Street Development Group LLC	20-2919636	(6,801,415)
GPF 196 Livingston, LLC	20-3995286	(1,201,513)
		13,886,686

- Taxpayer believes that these losses were required to be deferred in 2008 and a portion of these losses are still required to be deferred in 2009, since there is not substantial authority to claim the benefit of these losses.
- Taxpayer believes that the benefit from the loss transactions is required to be deferred:
 - In accordance with IRC § 707(b)(1); and
 - Pursuant to Common Law doctrines such as "lack of business purpose", "sham transaction", "substance over form" and "lack of economic substance".
- Taxpayer did not claim the benefits of these loss transactions on their tax return for the period ended December 31, 2008; rather, Taxpayer treated the loss as deferred.
- Based upon all financial information available to Taxpayer, Taxpayer believes that part of the 2008 benefits of the loss transaction resulting in \$5,883,758 of loss that was treated as deferred in 2008 are now allowable in 2009 as a result of the sale of 70.38% of the partnership assets involved in this transaction to independent third parties.

The following Schedule computes the portion on the net 2008 deferred loss deducted in 2009 for Taxpayer.

		<u>2008 Ordinary Loss</u> <u>Recognized by SDSP &</u> <u>Not Reported By</u> <u>Taxpayer in 2008</u>		<u>Nature of Loss Not Reported By Tax Payer in 2008</u>
<u>Passthrough Entry to SDS Procida Equities LLC</u>	<u>Tax ID #</u>			
90 William St. Development Group, LLC	20-2467432	(5,883,758)		Ordinary loss from sale of condo units held in inventory to 90 William St. Development Group, LLC (tax ID #26-3942153)
196 Livingston Street Development Group LLC	20-2919636	(6,801,415)		Ordinary loss from sale of 50% interest in 196 Livingston Development LLC to SDSP Schermerhorn LLC (tax ID #26-3977068)
GPF 196 Livingston, LLC	20-3995286	(1,201,513)		Loss from sale of GPF 196 Livingston LLC's sale of a 50% interest in 196 Livingston St Dev Group to SDSP Schermerhorn LLC

SDSP Equities Gross Loss Deemed Recoverable in 2009 from Sale of 70.38% of assets related to 2008 loss passthrough from 90 Wm Dev Grp #20-2467436	(4,140,989)
---	-------------

	2008 SDS Procida Equities Income Reported by Taxpayer on 2008 return	2008 Gross Unreported Losses Deemed Recoverable in 2009 (from 1A)	Net Losses Deemed Recoverable in 2009 (Line 1)	Add in 2008 Net RE Income & 1231 gains from Lines 2 & 10	SDS Procida Equities Final Net Loss Deemed Recognizable in 2009
SDS PROCIDA EQUITIES, LLC—Partial List of Partners					
Fox Family Foundation	71,693	(47,998)	(42,394)	4,751	(37,643)
Fox Financial Investments	28,112	(18,821)	(16,628)	1,864	(14,764)
Fox Grandchildren, LP	19,681	(13,177)	(11,635)	1,304	(10,331)
Fox IV Investments, LLC	120,891	(80,936)	(71,492)	8,011	(63,481)
Sandra W Fox (old JWTROS w/GWF)	112,460	(75,291)	(66,501)	7,452	(59,049)
Sandra W Fox	112,460	(75,291)	(66,500)	7,452	(59,048)
G William Fox Trust	12,649	(8,468)	(7,482)	839	(6,643)
Michael Ratliff	14,059	(9,412)	(8,311)	932	(7,379)
Nancy Fox Lyons	7,026	(4,704)	(4,158)	466	(3,692)
Sara Fox	12,649	(8,468)	(7,484)	838	(6,646)
Tacie Fox	49,204	(32,942)	(29,095)	3,260	(25,835)
Tacie Fox & Michael Ratliff	28,112	(18,821)	(16,628)	1,863	(14,765)
TOTALS	588,996	(394,330)	(348,307)	39,032	(309,275)

The adjustments disclosed in Part II are necessary to recognize the part of the loss treated as deferred in 2008.

A copy of Form 8886 filed in 2008 for 2008 is attached. Refer to the detail description for additional information.

Section 108(i) Election Information Statement

FOR PARTNERS

	Applicable Debt Instrument - Description	COD Income Deferred		Additional COD Amount
		Elected Amount	Included in this Year's Income	
A	CONSTRUCTION NOTE PAYABLE	95343.		
B				
C				
D				
E				
F				
G				
H				
I				
J				
K	Total	95343.		

	OID Deduction Deferred		Partnership			
	Elected Amount	Allowed as This Year's Deduction	OID Liabilities	Decrease in Liabilities		Deferral of Section 752
				Due to Reacquisition	Treated as Distribution	
A						
B						
C						
D						
E						
F						
G						
H						
I						
J						
K						

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs.)

▶ See separate instructions.

OMB No 1545-0790

Attachment
Sequence No **84**

Name(s) shown on return

THE FOX FAMILY FOUNDATION

Identifying number

23-3092389

Part I General Information**1** Check boxes that apply: (a) ☒ Notice of inconsistent treatment (b) ☐ Administrative adjustment request (AAR)**2** Identify type of pass-through entity:(a) ☒ Partnership (b) ☐ S corporation (c) ☐ Estate (d) ☐ Trust (e) ☐ REMIC**3** Employer identification number of pass-through entity
26-0342690**5** Internal Revenue Service Center where pass-through entity filed its return
E-FILE**4** Name, address, and ZIP code of pass-through entity
SDS/PROCIDIA EQUITIES, LLC
456 EAST 173RD STREET, BRONX NY 10457**6** Tax year of pass-through entity
01 / 01 / 2012 to 12 / 31 / 2012**7** Your tax year
01 / 01 / 2012 to 12 / 31 / 2012**Part II Inconsistent or Administrative Adjustment Request (AAR) Items**

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)		(d) Amount you are reporting		(e) Difference between (c) and (d)	
	Amount of item	Treatment of item						
8 ORDINARY LOSS FROM 2012 K-1	✓		-53,457		-53,457		0	
9 ORDINARY LOSS (DEFERRED FROM 2008)	✓		0		-8,856		-8,856	
10								
11								

Part III Explanations—Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

ITEM 9 EXPLANATION - SEE STATEMENT ATTACHED

December 31, 2012

**Form 8082, Notice of Inconsistent Treatment or Administrative
Adjustment Request**

PART III - Explanations

Taxpayer is a partner in SDS/Procida Equities, LLC (26-0342690) **See line 10 on attached form(s) 8082.**

Based upon any and all information available to Taxpayer

- In 2012, based upon all financial information available to Taxpayer, Taxpayer believes it can recognize its share of \$764,006 in deferred losses that SDS/Procida Equities LLC recognized in 2008 and that Taxpayer deferred Taxpayer's share of \$764,006 in recognizable 2008 deferred losses equaled its percentage interest in SDS Procida Equities, LLC
- In 2008, SDS/Procida Equities LLC reported \$5,883,758 in losses that resulted from the 2008 sale of residential condominium units under development that were owned by a subsidiary of SDS/Procida Equities LLC, and which were sold to a related entity as further described in Transaction #1 below In 2008, Taxpayer did not claim the benefit of the 2008 losses from Transaction #1 on its tax return because Taxpayer believed that there was not substantial authority to claim the benefit of these losses
- In 2012, the remaining 12 98% of assets sold in 2008 in Transaction #1 were sold to independent third parties As a result, Taxpayer believes it can recognize its prorata share of \$764,006, which is the remaining 12 98% of losses Taxpayer deferred in 2008 that Taxpayer did not recognize in 2009 and 2010

Transaction #1

- In 2008, Taxpayer believes that 90 William Development Group (#20-2467432), a pass through entity and subsidiary of SDS/Procida Equities entered into a sale transaction with a related party, 90 William Holding LLC (#26-3942153) that resulted in losses. Based upon all financial information available to Taxpayer, Taxpayer believes that the losses recognized by SDS/Procida Equities LLC in 2008 for this transaction were \$5,883,758.
- Taxpayer believes that 100% of these losses were required to be deferred in 2008 and a portion of the losses were required to be deferred in 2009, 2010 and 2011, since there was not substantial authority to claim the benefit of these losses
- Taxpayer believes that the benefit from the loss transactions was required to be deferred
 - In accordance with IRC § 707(b)(1), and
 - Pursuant to Common Law doctrines such as "lack of business purpose", "sham transaction", "substance over form" and "lack of economic substance".
- Taxpayer did not claim the benefits of the losses from Transaction #1 on its tax return for the period ended December 31, 2008 and instead, Taxpayer treated these losses as deferred
- In 2009, Taxpayer recognized its share of \$4,140,989 in deferred losses, representing 70 38% of the \$5,883,758 of losses that SDS/Procida Equities LLC recognized in 2008 and that Taxpayer deferred. Taxpayer's share of \$4,140,989 in deferred losses were allowable in 2009 as a result of the sale of 70 38% of the partnership assets involved in Transaction #1 to independent third parties Taxpayer's share of the \$4,140,989 in 2009 recognized losses equaled its percentage interest in SDS Procida Equities, LLC
- In 2010, Taxpayer recognized its share of \$978,763 in deferred losses, representing 16 64% of the \$5,883,758 of losses that SDS/Procida Equities LLC recognized in 2008 and that Taxpayer deferred. Taxpayer's share of \$978,763 in deferred losses were allowable in 2010 as a result of the sale of 16 64% of the partnership assets involved in Transaction #1 to independent third parties. Taxpayer's share of the \$978,763 in 2010 recognized losses equaled its percentage interest in SDS Procida Equities, LLC In 2011, Taxpayer did not recognize any of the 2008 deferred losses related to Transaction #1.

Form 8082: Income Related to SDS Procida Equities, LLC ("SDSP") - 2012 Recoverable Loss Calculations
Schedule of Losses Taxpayer Disallowed in 2008 Related to Taxpayer's Investment in SDS Procida Equities LLC & Taxpayer Deemed Recoverable in 2012

	2008	2009	2010	2012
2008 to 2012 Recovery of 2008 Losses Reported by SDS Procida Equities LLC ("SDSP") and Deferred by Taxpayer -- Related to 90 William St Development Group Income Passed through to SDSP and Indirectly to Taxpayer	SDS Procida Equities LLC 2008 Reported Losses Not Recognized & Disallowed By Taxpayer in 2008 (Form 8886 Filed)	Portion of 2008 SDSP Losses Disallowed in 2008 & RECOGNIZED By Taxpayer in 2009 (Form 8082 Filed)	Portion of Disallowed 2008 SDSP Losses RECOGNIZED By Taxpayer in 2010 (Form 8082 Filed)	Portion of Disallowed 2008 SDSP Losses Recognized By Taxpayer In 2012
Transaction #1: SDS Procida Equities Reported Losses from subsidiary 90 William Development Group, LLC (20-2467432)				
- Amount of 2008 Passthrough Losses from 90 Wm DG Reported by SDS Procida Equities LLC (#26-0342690) That Taxpayer Disallowed in 2008	(5,883,758)			
- Amount of Deferred Loss Taxpayer Recovered & Recognized Each Year Due to Sale of 90 Wm Dev Group Assets to Independent 3rd Parties		(4,140,989)	(978,763)	(764,006)
Losses Were Recovered When the Assets that 90 Wm Development Group had Sold to a Related Entity Were Sold to Independent 3rd Parties				
Losses Recovered in 2009 from the Sale of 70.38% of 90 William Development Group's assets involved in the 2008 transaction		(4,140,989)		
Losses Recoverable in 2010 from the Sale of 16.64% of 90 William Development Group's assets involved in the 2008 transaction			(978,763)	
Losses Recovered in 2011 related to the sale of 90 William Development Group's prior assets			0	
Losses Recoverable in 2012 from the Sale of the remaining 12.98% of 90 William DG's assets involved in the 2008 transaction				(764,006)
TOTAL				(5,883,758)

[Allocated to Taxpayers below based on % Interest in SDSP Equities LLC]

2012 ALLOCATION OF RECOVERED LOSSES THAT WERE DISALLOWED & DEFERRED IN 2008 by Fox Related Parties, Based on % Interest in SDS Procida Equities LLC ("SDSP")					
SDS PROCIDA EQUITIES, LLC Partial List of Partners	Tax ID Number	% Interest in SDS Procida Equities, LLC (SDSP)	FORM 8082 RECOVERY of SDSP 2008 Disallowed Losses RECOGNIZED By Taxpayer in 2012	Disallowed 2008 SDSP Losses from 90 Wm Development Group passthrough income Recovered in 2010	Disallowed 2008 SDSP Losses from 90 Wm Development Group passthrough income Recovered in 2009
Fox Family Foundation	23-3092389	1.1591%	(8,856)	(11,345)	(47,998)
Fox Financial Investments	87-0715218	0.4545%	(3,472)	(4,448)	(18,821)
Fox Grandchildren, LP	83-0442008	0.3182%	(2,431)	(3,114)	(13,177)
Fox IV Investments, LLC	20-8060236	1.9545%	(14,932)	(19,130)	(80,936)
Sandra Fox		3.6364%	(27,782)	(35,592)	(150,583)
G William Fox Trust	23-7993305	0.2045%	(1,562)	(2,002)	(8,468)
Nancy Fox Lyons		0.1136%	(868)	(1,112)	(4,704)
Sara Fox		0.2045%	(1,562)	(2,002)	(8,468)
Michael Ratliff		0.2273%	(1,737)	(2,225)	(9,412)
Tacie Fox		0.7955%	(6,078)	(7,786)	(32,942)
Tacie Fox & Michael Ratliff JT		0.4545%	(3,472)	(4,448)	(18,821)
TOTAL FOX RELATED ENTITIES		9.5226%	(72,753)	(93,204)	(394,330)

Nature of Passthrough SDSP Related Losses Disallowed Taxpayer in 2008: Ordinary losses passed to SDSP from 90 Wm Development Group's sale of 21 condo development units held in inventory to a related party with common owners, 90 William Holding LLC (tax ID #26-3942153)

BOX 2
RENTAL REAL ESTATE ACTIVITIES

<u>PROPERTY TYPE AND ADDRESS</u>	<u>GROSS INCOME</u>	<u>NET EXPENSES</u>	<u>NET INCOME</u>	<u>PASSIVE NONPASS</u>	<u>SEC. 1231 TOTAL</u>
PASSTHROUGH RENTAL REAL ESTATE			2,530.		
		TOTAL	\$ 2,530.		

BOX 20
OTHER INFORMATION*** DESCRIPTIVE INFORMATION**

V UNRELATED BUSINESS TAXABLE INCOME \$ -50,747.

2012 PARTNER'S SHARE OF INVESTMENT IN PASSTHROUGH ENTITIES**Note:** The amounts on this schedule are provided for informational purposes only. These amounts are already included on Schedule K-1.

Partner's Name FOX FAMILY FOUNDATION	Partner's identification number 23-3092389
--	--

Name of Passthrough Entity	Employer Identification No.	Type of Entity	Check box if fully disposed in current year
A 405 WEST 53RD STREET MANAGERS, LLC	20-8479714	NON PASSIVE	☐
B GPF 405 WEST 53RD, LLC	20-4141823	NON PASSIVE	☐
C EASTERN PLAZA DEVELOPERS, LLC	20-3939778	NON PASSIVE	☐
D			☐

		Passthrough Entities			
		A	B	C	D
Income (Loss)	Ordinary business income (loss)	1,819.	1,197.	-54,250.	
	Net rental real estate income (loss)			2,530.	
	Other net rental income (loss)				
	Guaranteed payments				
	Interest		529.	353.	
	Ordinary dividends				
	Qualified dividends				
	Royalties				
	Net short-term capital gain (loss)				
	Net long-term capital gain (loss)				
	Collectibles (28%) gain (loss)				
	Unrecaptured section 1250 gain				
	Net section 1231 gain (loss)				
	Other income (loss)				
Deductions	Section 179 deduction				
	Charitable contributions				
	Investment interest expense				
	Section 59(e)(2) expense Intangible Drilling costs				
	Section 59(e)(2) expense Dry Hole expense				
	Other section 59(e)(2) expenses				
	Other deductions				
Self-Employment	Net earnings (loss) from self-employment	1,819.	1,197.	-54,250.	
	Gross farming or fishing income				
	Gross nonfarm income				
Credits	Low-income housing credit				
	(A) Section 42(j)(5) Pre-2008				
	(B) Other Pre-2008				
	(C) Section 42(j)(5) Post-2007				
	(D) Other Post-2007				
	Qualified rehabilitation expenditures related to rental real estate act.				
	Other rental real estate credits				
	Other rental credits				
	Work opportunity credit				
	Alcohol and cellulosic biofuel fuels credit				
	Disabled access credit				
	Empowerment zone employment credit				
	Credit for increasing research activities				
	Credit for employer Soc. Sec. tax paid on certain employee tips				
	Orphan drug credit				
	Enhanced oil recovery credit				
	Indian employment credit				
	Small employer pension plan startup costs credit				
	Credit for employer-provided childcare				
	Alternative motor vehicle credit				
	Other credits				

2012 PARTNER'S SHARE OF INVESTMENT IN PASSTHROUGH ENTITIES**Note:** The amounts on this schedule are provided for informational purposes only. These amounts are already included on Schedule K-1.

Partner's Name

FOX FAMILY FOUNDATION

Partner's identification number

23-3092389

Name of Passthrough Entity		Employer Identification No.	Type of Entity	Check box if fully disposed in current year	
A	405 WEST 53RD STREET MANAGERS, LLC	20-8479714	NON PASSIVE		
B	GPF 405 WEST 53RD, LLC	20-4141823	NON PASSIVE		
C	EASTERN PLAZA DEVELOPERS, LLC	20-3939778	NON PASSIVE		
D					

		Passthrough Entities			
		A	B	C	D
Foreign Transactions	Gross income from all sources				
	Gross income sourced at partner level				
	Foreign gross income sourced at partnership level	Passive category			
		General category			
		Other			
	Deductions allocated & apportioned at partner level	Interest expense			
		Other			
	Deductions allocated & apportioned at partnership level	Passive category			
		General category			
		Other			
		Foreign taxes paid			
		Foreign taxes accrued			
	Reduction in tax available for credit				
	Foreign trading gross receipts				
	Extraterritorial income exclusion				
	Other foreign transactions				
Alternative Minimum Tax (AMT) Items	Post-1986 depreciation adjustment				
	Adjusted gain or loss				
	Depletion (other than oil and gas)				
	Oil, gas and geothermal properties — gross income				
	Oil, gas and geothermal properties — deductions				
	A C E depreciation adjustment				
	A C E adjusted gain or (loss)				
	Accel depreciation on real property placed in service before 1987				
Accel depr on leased personal prop placed in service before 1987					
	Other AMT items				
Tax-Exempt Inc & Non-deductible Exp	Tax-exempt interest income				
	Other tax-exempt income				
	Nondeductible expenses				
Other Information	Investment income		529.	353.	
	Investment expenses				
	Recapture of low-income housing credit — 42(j)(5) partnerships				
	Recapture of low-income housing credit — other				
	Supplemental Information				

PARTNER 4: FOX FAMILY FOUNDATION 23-3092389

**Notice of Inconsistent Treatment or Administrative
Adjustment Request (AAR)**(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign
trust owners and beneficiaries, REMIC residual interest holders, and TMPs.)

▶ See separate instructions.

OMB No 1545-0790

Attachment
Sequence No **84**

Name(s) shown on return

THE FOX FAMILY FOUNDATION

Identifying number

23-3092389**Part I General Information****1** Check boxes that apply: (a) ☒ Notice of inconsistent treatment (b) ☐ Administrative adjustment request (AAR)**2** Identify type of pass-through entity:(a) ☒ Partnership (b) ☐ S corporation (c) ☐ Estate (d) ☐ Trust (e) ☐ REMIC**3** Employer identification number of pass-through entity
26-0342690**5** Internal Revenue Service Center where pass-through entity filed its return
NOT APPLICABLE**4** Name, address, and ZIP code of pass-through entity
SDS/PROCIDIA EQUITIES, LLC
456 EAST 173RD STREET, BRONX, NY 10457**6** Tax year of pass-through entity
01 / 01 / 2011 to 12 / 31 / 2011**7** Your tax year
01 / 01 / 2011 to 12 / 31 / 2011**Part II Inconsistent or Administrative Adjustment Request (AAR) Items**

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)		(d) Amount you are reporting		(e) Difference between (c) and (d)	
	Amount of item	Treatment of item						
8 ORDINARY LOSS FROM 2011 K-1	✓		-105,307		-105,307		0	
9 ORDINARY LOSS (DEFERRED FROM 2008)	✓		0		-21,739		-21,739	
10								
11								

Part III Explanations—Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

ITEMS 10 & 11 EXPLANATION - SEE STATEMENTS ATTACHED

Form 8082: Income Related to SDS Procida Equities, LLC ("SDSP") - 2011 Recoverable Loss Calculations

Schedule of Losses Taxpayer Disallowed in 2008 Related to Taxpayer's Investment in SDS Procida Equities LLC & Deemed Recoverable in 2011

		2008	2009	2010	2011	2012+
Description 2008 Losses Passed through from SDS Procida Equities LLC ("SDSP") Disallowed by Taxpayer in 2008 & Recovered in 2009-2011	Tax ID #	SDSP 2008 Reported Ordinary Losses Not Recognized & Disallowed By Taxpayer in 2008 (Form 8886 Filed)	Portion of 2008 SDSP Losses Disallowed in 2008 & Recognized By Taxpayer in 2009 (filed form 8082)	Portion of Disallowed 2008 SDSP Losses Recognized By Taxpayer in 2010 (filed 8082)	Portion of Disallowed 2008 SDSP Losses Recognized By Taxpayer in 2011	Remaining Deferred Losses To Be Recognized after Tax Year 2011
<u>2008 Ordinary Losses Reported by SDSP from the Sale of 100% of SDSP's Interests in 196 Livingston St. Entities</u>						
- Losses from Sale of SDSP's 50% interest in 196 Livingston Street Development Group LLC ("196 Livingston DG")	20-2919636	(1A) (6,801,415)				
- Losses from the Sale of SDSP's 66.67% interest in GPF 196 Livingston, LLC "GPF 196" (GPF 196 owns 50% 196)	20-3995286	(1B) (1,201,513)				
Total 2008 Losses Passed through to SDSP from Sale of Interests in 189 Schermerhorn St to SDSP Schermerhorn LLC	26-3977068	(8,002,928)	0	(3) (6,127,387)	(1,875,541)	
Losses Passed through from 90 William St. Development Group, LLC - Ordinary Loss ("90 William DG")	20-2487432	(2) (5,883,758)	(4,140,989)	(978,763)	-	(764,006)
TOTAL LOSSES BY YEAR FOR SDS PROCIDA EQUITIES LLC TAXABLE INCOME	26-0342690	(13,886,686)	(4,140,989)	(7,106,150)	-	
<u>SUMMARY TOTALS PER YEAR</u>		<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	
Losses Recovered by Taxpayer Each Year Related to SDSP Losses that Taxpayer Disallowed in 2008		0	(4,140,989)	(7,106,150)	(1,875,541)	
Total SDSP Losses Not Reported by Taxpayer in 2008 & Still Unrecovered at the End of Each Year		(13,886,686)	(9,745,697)	(2,639,547)	(764,006)	

Description of Recovered Loss Transactions

Recovered Losses

Losses Recovered in 2009 from the Sale of 70.38% of 90 William DG's assets involved in the 2008 transaction (4,140,989)

Losses Recoverable in 2010 from the Sale of 16.64% of 90 William DG's assets involved in the 2008 transaction (978,763)

Losses Recoverable in 2010 from the 2009 Sale of 77.89% of LP Interests in an Upper Tier 196 Livingston Entity (6,127,387)

Losses Recoverable in 2011 from the Sale of 100% of the remaining condos at 189 Schermerhorn St./196 Livingston (1,875,541)

[Allocated prorata to Fox entities according to percentage ownership in SDSP Equities LLC]

Remaining Losses Recoverable in 2012 or later: (\$764,006)

2011 LOSS ALLOCATION AMONG FOX RELATED PARTIES BASED ON % INTEREST IN SDSP EQUITIES

SDS PROCIDA EQUITIES, LLC <i>Partial List of Partners</i>	Percent Ownership in SDS Procida Equities, LLC	SDSP 2008 Losses Recovered in 2011 (Allocation of \$1,875,541)	196 Livingston Losses Recovered in 2010 (Allocation of \$6,127,387)	Total Allocation of 2008 Deferred Losses (\$8,002,928 Allocated)
Fox Family Foundation	1.1591%	(21,739)	(71,023)	(92,762)
Fox Financial Investments	0.4545%	(8,524)	(27,849)	(36,373)
Fox Grandchildren, LP	0.3182%	(5,968)	(19,497)	(25,465)
Fox IV Investments, LLC	1.9545%	(36,657)	(119,760)	(156,417)
Sandra W. Fox (was JT w/ deceased husband)	1.8182%	(34,101)	(111,408)	(145,509)
Sandra W. Fox	1.8182%	(34,101)	(111,408)	(145,509)
G. William Fox Trust	0.2045%	(3,835)	(12,531)	(16,366)
Michael Ratliff	0.2273%	(4,263)	(13,928)	(18,191)
Nancy Fox Lyons	0.1136%	(2,131)	(6,961)	(9,091)
Sara Fox	0.2045%	(3,835)	(12,531)	(16,366)
Tacie Fox	0.7955%	(14,920)	(48,743)	(63,663)
Tacie Fox & Michael Ratliff	0.4545%	(8,524)	(27,849)	(36,373)
TOTAL	9.5226%	(178,600)	(583,487)	(762,087)

Nature of Passthrough SDSP Related Loss Not Reported By Tax Payer in 2008 & 2009

(1A) Ordinary loss from 2008 sale of SDSP's 50% interest in 196 Livingston Development LLC to SDSP Schermerhorn LLC (tax ID #26-3977068)

(1B) Loss from 2008 sale of SDSP's 66.7% interest in GPF 196 Livingston LLC's (which owns 50% of 196 Livingston St Dev Group) to SDSP Schermerhorn LLC

(2) Ordinary loss from 90 Wm DG's 2008 sale of 21 condo units held in inventory to 90 William Holding LLC (tax ID #26-3942153)

(3) SDSP's Prior Portion of \$7,353,159 Ordinary loss from SDSP Schermerhorn's sale of 77.89% of Partnership interests previously owned indirectly by SDSP that were sold as part of the 2008 disallowed 1A & 1B transaction

BOX 2**RENTAL REAL ESTATE ACTIVITIES**

<u>PROPERTY ADDRESS</u>	<u>GROSS INCOME</u>	<u>NET EXPENSES</u>	<u>NET INCOME</u>	<u>PASSIVE NONPASS</u>	<u>SEC. 1231 TOTAL</u>
PASSTHROUGH RENTAL REAL ESTATE			375.		
		TOTAL	\$ 375.		

BOX 20**OTHER INFORMATION***** DESCRIPTIVE INFORMATION**

V UNRELATED BUSINESS TAXABLE INCOME \$ -105,268.

December 31, 2011

**Form 8082, Notice of Inconsistent Treatment or Administrative
Adjustment Request**

PART III - Explanations

Taxpayer is a partner in SDS/Procida Equities, LLC (26-0342690). **See line 10 on form 8082.**

Based upon any and all information available to Taxpayer:

- Taxpayer believes that SDS/Procida Equities LLC's and two of its pass through entities entered into two sale transactions with related parties in 2008 that resulted in losses. Taxpayer believes that the losses recognized by SDS/Procida Equities LLC in 2008 for these transactions in 2008 were as follows:

Pass through Entity to SDS Procida Equities LLC (#26-0342690)	Tax ID #	2008 SDS/Procida Equities LLC Ordinary Losses Not Reported By Taxpayer in 2008
<u>Transaction #1</u> Sales of interests to SDSP Schermerhorn LLC	26-3977068	
- 196 Livingston Street Development Group LLC (# 1A)	20-2919636	(6,801,415)
- GPF 196 Livingston, LLC (# 1B)	20-3995286	(1,201,513)
<u>Transaction #2</u> Sale of condo assets to 90 William Holding LLC	26-3942153	
- 90 William St. Development Group, LLC (#2)	20-2467432	(5,883,758)
		13,886,686

- Taxpayer believes that these losses were required to be deferred in 2008 and a portion of these losses were required to be deferred in 2009, since there is not substantial authority to claim the benefit of these losses.
- Taxpayer believes that the benefit from the loss transactions is required to be deferred:
 - In accordance with IRC § 707(b)(1), and
 - Pursuant to Common Law doctrines such as "lack of business purpose", "sham transaction", "substance over form" and "lack of economic substance"
- The total losses that were recognized in 2008 by SDS/Procida Equities LLC as a result of sale transactions #1 and #2 were \$13,886,686
 - The entities involved in the first 2008 sale transaction are 90 William Development Group (#20-2467432) and 90 William Holding LLC (#26-3942153)
 - The entities involved in the second sale transaction are SDS/Procida Equities LLC (#, 196 Livingston Street Development Group LLC (#20-2919636), GPF 196 Livingston LLC (20-3995286) and SDSP Schermerhorn LLC (#26-3977068).
- Taxpayer did not claim the benefits of these loss two transactions on its tax return for the period ended December 31, 2008; rather, Taxpayer treated the loss as deferred.
- In 2011, based upon all financial information available to Taxpayer, Taxpayer believes that it can recognize its share of \$1,875,541 in losses, representing the remaining and unrecognized portion of \$8,002,928 in total 2008 benefits from transaction #1 that Taxpayer deferred in 2008 and did not accelerate and recognize in 2009 or 2010. In 2008, Taxpayer deferred \$8,002,928 of total losses that

were passed through to SDS/Procida Equities LLC by 196 Livingston St. Development Group LLC and GPF 196 Livingston LLC in transaction #1. In 2010, Taxpayer recognized 77.89% of the 2008 deferred losses. Taxpayer believes that the remainder of the unrecognized deferred losses are allowable in 2010 as a result of the sale of 100% of the remaining assets of the upper-tier partnership entity (be@189 Schermerhorn LP) to independent third parties. Taxpayer's share of the \$1,875,541 in recognizable losses equals its percentage interest in SDS Procida Equities, LLC.

- In 2009, Taxpayer recognized its share of \$4,140,989 in deferred losses, representing 70.38% of the \$5,883,758 of losses related to transaction #2, which SDS/Procida Equities LLC recognized in 2008 and were deferred by Taxpayer. Taxpayer's share of \$4,140,989 in deferred losses were allowable in 2009 as a result of the sale of 70.38% of the partnership assets involved in the 2008 90 William St Development Group transaction (#2) to independent third parties. Taxpayer's share of the \$4,140,989 in 2009 recognized losses equaled its percentage interest in SDS Procida Equities, LLC.
- In 2010, Taxpayer recognized its share of \$978,763 in deferred losses, representing 16.64% of the \$5,883,758 of losses related to transaction #2, which SDS/Procida Equities LLC recognized in 2008 and were deferred by Taxpayer. Taxpayer's share of \$978,763 in losses were allowable in 2010 as a result of the sale of 16.64% of the partnership assets involved in the 90 William St. Development Group transaction (#2) to independent third parties. Taxpayer's share of the \$4,140,989 in 2010 recognized losses equaled its percentage interest in SDS Procida Equities, LLC.
- Taxpayer believes that as a result of 2008 transaction #1, SDSP Schermerhorn, LLC owns 100% of 196 Livingston St. Development Group, a single member LLC that owns an interest in the upper-tier partnership be@189 Schermerhorn, LP (20-8071569), the "Partnership Interest". The upper-tier partnership owns a residential condominium development project located at 189 Schermerhorn Street in Brooklyn, NJ, which is a security for a construction loan.
- Taxpayer is a partner in SDSP Schermerhorn, LLC (26-3977068). Taxpayer believes that during 2009 SDSP Schermerhorn, LLC entered into a sale transaction of 77.89% of partnership interests in an upper tier partnership that resulted in an acceleration of deferred items, and that these deferred items were required to be recognized in proportion to their interest sold (77.89%). Taxpayer believes that in 2009, SDSP Schermerhorn, LLC either did not report or disclose the transaction to the IRS pursuant to Treasury Regulations § 1.108(i)-2T or, if the disclosure was in fact made, the disclosure was not appropriate, accurate or complete.
- In 2010, Taxpayer recognized its share of \$6,127,387 in losses, representing 77.89% of the total 2008 benefits of transaction #1 equal to \$8,002,928. In 2008, the entities 196 Livingston St. Development Group and GPF 196 Livingston together passed through \$8,002,928 of losses to SDS/Procida Equities LLC, which Taxpayer deferred in 2008. Taxpayer's share of \$6,127,387 in deferred losses were allowable in 2010, as a result of the sale of 77.89% of the upper-tier partnership entity (be@189 Schermerhorn LP). Taxpayer's share of the \$6,127,587 in recognizable losses equaled its percentage interest in SDS Procida Equities, LLC.
- Taxable distributions reported on the Taxpayer's 2009 SDSP Schermerhorn LLC K-1 were reported in error on the Taxpayer's 2009 tax return. Because the Taxpayer did not recognize the \$8,002,928 loss associated with the 2008 year end sale of 100% of the ownership interests in 196 Livingston St. Development Group LLC and GPF 196 Livingston LLC to SDSP Schermerhorn LLC (transaction #1), Taxpayer had sufficient tax basis such that the 2009 distributions from SDSP Schermerhorn LLC should not have been taxable. As a result, Taxpayer recovered the 2009 distribution-related taxable income and included it in the total 2010 recoverable losses.
- Transaction #3: Taxpayer believes that on September 30, 2009, SDSP Schermerhorn's partner in the upper-tier partnership, be@189 Schermerhorn LP ("Partnership"), purchased the construction loan for a \$34.6 million discount and contributed it as additional capital to the Partnership, along with \$2.7 million of cash, in order to redeem 77.89% of SDSP Schermerhorn LLC's indirect Partnership Interest. After transaction #3, SDSP Schermerhorn LLC, retained a restricted limited partner Partnership Interest equal to 8.59%. The upper tier partnership, be@189 Schermerhorn LP's treated the \$2.7 million contribution

and related distribution to SDSP Schermerhorn LLC for U.S. federal income tax purposes as a "disguised sale" of a portion of SDSP Schermerhorn LLC's indirect Partnership Interest pursuant to Section 707 of the code. The Partnership elected to defer the COD Income generated by the purchase of the construction loan for a \$34.6 million discount under Treasury Regulations § 1.108(i)-2T, and SDSP Schermerhorn's allocated share of the 2009 deferred COD Income was \$9,924,300.

- Taxpayer believes that SDSP Schermerhorn LLC's 2009 sale of 77.89% of its Partnership Interests for \$2.7 million is considered to be a partial transfer of its interests in an upper-tier entity under Treasury Regulations § 1.108(i)-2T, that should have been deemed to be an acceleration event requiring SDSP Schermerhorn LLC to recognize a portion of its \$9,924,300 in deferred 2009 COD Income, in proportion to its 77.89% Partnership Interest sold. As a result, in 2010, Taxpayer accelerated and recognized \$7,730,037 (77.89%) of the \$9,924,300 in COD Income that SDSP Schermerhorn LLP deferred in 2009. The net amount of accelerated income reported by Taxpayer in 2010, attributable to their interests in SDSP Schermerhorn LLC represented Taxpayer's best estimate of their share of the allocable accelerated income attributable to the partial sale transaction. This estimate is based upon any and all financial information available to Taxpayer, most of which was not available to the Taxpayer until September 2010 or later.

**Notice of Inconsistent Treatment or Administrative
Adjustment Request (AAR)**(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries,
foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)
► See separate instructions.

OMB No 1545-0790

Attachment
Sequence No **84**

Name(s) shown on return

THE FOX FAMILY FOUNDATION

Identifying number

23-3092389**Part I General Information**

- 1 Check boxes that apply: (a) ☒ Notice of inconsistent treatment (b) ☐ Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) ☐ Yes ☐ No
- 3 Identify type of pass-through entity:
(a) ☒ Partnership (b) ☐ Electing large partnership (c) ☐ S corporation (d) ☐ Estate (e) ☐ Trust (f) ☐ REMIC
- 4 Employer identification number of pass-through entity
26-0342690
- 6 Tax shelter registration number (if applicable) of pass-through entity
NOT APPLICABLE
- 5 Name, address, and ZIP code of pass-through entity
**SDS/PRODICA EQUITIES, LLC
456 EAST 173RD STREET
BRONX, NY 10457-8106**
- 7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT
- 8 Tax year of pass-through entity
01 / 01 / 2010 to 12 / 31 / 2010
- 9 Your tax year
01 / 01 / 2010 to 12 / 31 / 2010

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting		(e) Difference between (c) and (d)
	Amount of item	Treatment of item				
10 ORDINARY LOSS FROM 2010 K-1	☒		-37,640	-37,640		0
11 ORDINARY LOSS (DEFERRED FROM 2008)	☒		0	-82367		-82367
12						
13						

Part III Explanations—Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.**ITEM 10 EXPLANATION - SEE STATEMENT ATTACHED**

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)
▶ See separate instructions.

OMB No 1545-0790

Attachment
Sequence No. **84**

Name(s) shown on return

THE FOX FAMILY FOUNDATION

Identifying number

23-3092389

Part I General Information

- Check boxes that apply: (a) ☒ Notice of inconsistent treatment (b) ☐ Administrative adjustment request (AAR)
- If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) ☐ Yes ☐ No
- Identify type of pass-through entity:
(a) ☒ Partnership (b) ☐ Electing large partnership (c) ☐ S corporation (d) ☐ Estate (e) ☐ Trust (f) ☐ REMIC
- Employer identification number of pass-through entity
26-3977068
- Name, address, and ZIP code of pass-through entity
**SDSP SCHERMERHORN LLC
132 REMSEN STREET
BROOKLYN, NY 11201**
- Tax shelter registration number (if applicable) of pass-through entity
NOT APPLICABLE
- Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT
- Tax year of pass-through entity
01 / 01 / 2010 to **12 / 31 / 2010**
- Your tax year
01 / 01 / 2010 to **12 / 31 / 2010**

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting		(e) Difference between (c) and (d)
	Amount of item	Treatment of item				
10 ORDINARY LOSS FROM 2010 K-1	✓		-14191	-14191		0
11 ORDINARY INCOME (DEFERRED FROM 2009)	✓		0	55194		55194
12						
13						

Part III Explanations—Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

ITEM 10 EXPLANATION - SEE STATEMENT ATTACHED

The Fox Family Foundation
23-3092389
December 31, 2010

**Form 8082, Notice of Inconsistent Treatment or Administrative
Adjustment Request**

PART III - Explanations:

ISSUE #1:

Taxpayer is a partner in SDS/Procida Equities, LLC (26-0342690) See lines 4 and 5 on form 8082.

Based upon any and all information available to Taxpayer

- Taxpayer believes that SDS/Procida Equities LLC's and two of its pass through entities entered into two sale transactions with related parties in 2008 that resulted in losses. Taxpayer believes that the losses recognized by SDS/Procida Equities LLC in 2008 for these transactions in 2008 were as follows:

		2008 SDS/Procida Equities Ordinary Loss Not Reported
<u>Pass through Entity to SDS Procida Equities LLC</u>	<u>Tax ID #</u>	<u>By Taxpayer in 2008</u>
90 William St. Development Group, LLC	20-2467432	(5,883,758)
196 Livingston Street Development Group LLC	20-2919636	(6,801,415)
GPF 196 Livingston, LLC	20-3995286	<u>(1,201,513)</u>
		13,886,686

- Taxpayer believes that these losses were required to be deferred in 2008 and a portion of these losses are still required to be deferred in 2009, since there is not substantial authority to claim the benefit of these losses.
- Taxpayer believes that the benefit from the loss transactions is required to be deferred.
 - In accordance with IRC § 707(b)(1), and
 - Pursuant to Common Law doctrines such as "lack of business purpose", "sham transaction", "substance over form" and "lack of economic substance".
- The total losses that were recognized in 2008 by SDS/Procida Equities LLC as a result of these 2 sale transactions were \$13,886,686.
 - The entities involved in the first 2008 sale transaction are 90 William Development Group (#20-2467432) and 90 William Holding LLC (#26-3942153).
 - The entities involved in the second sale transaction are SDS/Procida Equities LLC (#, 196 Livingston Street Development Group LLC (#20-2919636), GPF 196 Livingston LLC (20-3995286) and SDSP Schermerhorn LLC (#26-3977068).
- Taxpayer did not claim the benefits of these loss transactions on their tax return for the period ended December 31, 2008; rather, Taxpayer treated the loss as deferred.

- In 2009, Taxpayer recognized its share of the \$5,883,758 of losses deferred in 2008, equal to \$4,140,989, that were allowable in 2009 as a result of the sale of 70.38% of the partnership assets involved in the 90 William St. Development Group transaction to independent third parties.
- Based upon all financial information available to Taxpayer, Taxpayer believes that part of the 2008 benefits of the loss transaction resulting in \$5,883,758 of pass through loss from 90 William St. Development Group that was treated as deferred in 2008, equal to \$978,763, were allowable in 2010 as a result of the sale of 16.64% of the 90 William St. Development Group partnership assets involved in the transaction to independent third parties
- Based upon all financial information available to Taxpayer, Taxpayer believes that part of the 2008 benefits of the loss transaction resulting in \$8,002,928 of pass through loss from 196 Livingston St Development Group and GPF 196 Livingston to SDS/Procida Equities, that was treated as deferred in 2008 were allowable in 2010 as a result of the sale of 77.89% of the upper-tier partnership entity. Thus resulting in \$6,127,387 of losses to be recognized
- Taxable distributions reported on the Taxpayer's 2009 SDSP Schermerhorn, LLC K-1 were reported in error on the Taxpayer's 2009 tax return. Because the Taxpayer did not recognize the \$8,002,928 loss associated with the 2008 year end sale of 196 Livingston St Development Group and GPF 196 Livingston interests to SDSP Schermerhorn, Taxpayer had sufficient tax basis such that the 2009 distributions from SDSP Schermerhorn should not have been taxable. Taxpayer has recovered the 2009 distribution related taxable income in 2010 and included it in the 2010 recoverable losses

ISSUE #2:

Taxpayer is a partner in SDSP Schermerhorn, LLC (26-3977068).

Based upon any and all information available to Taxpayer:

- Taxpayer believes that during 2009 SDSP Schermerhorn, LLC entered into a sale transaction of partnership interests that resulted in an acceleration of deferred items. Taxpayer believes that these deferred items are required to be recognized in proportion to their interest sold.
- Taxpayer believes that SDSP Schermerhorn, LLC either did not report or disclose the transaction to the Taxpayer or the IRS pursuant to Treasury Regulations § 1.108(i)-2T or, if the disclosure was in fact made, the disclosure was not appropriate, accurate or complete.

Based upon any and all information available to Taxpayer:

- Taxpayer believes that SDSP Schermerhorn, LLC owns 100% of 196 Livingston St. Development Group, a single member LLC, that owns an interest in the upper-tier partnership be@189 Schermerhorn, LP (20-8071569), the "Partnership Interest". The upper-tier partnership owns a residential condominium development project, which is a security for a construction loan.
- Taxpayer believes that on September 30, 2009, SDSP Schermerhorn's partner in the upper-tier partnership purchased the construction loan for a \$34.6 million discount and contributed it to the partnership along with \$2.7 million of cash as additional capital, in order to redeem 77.89% of SDSP Schermerhorn's indirect Partnership Interest, except for a restricted limited partner Partnership Interest. The \$2.7 million contribution and related distribution to SDSP Schermerhorn was treated for U.S. federal income tax purposes as a "disguised sale" of a portion of SDSP Schermerhorn's indirect Partnership Interest pursuant to Section 707 of the code.

- Taxpayer believes that, associated with its partner's purchase of the construction loan for a \$34.6 million discount, the upper-tier partnership elected to defer the COD Income generated by this transaction under Treasury Regulations § 1.108(i)-2T, and SDSP Schermerhorn's allocated share of the 2009 deferred COD Income was \$9,924,300
- Taxpayer believes that SDSP Schermerhorn LLC's 2009 sale of 77.89% of its Partnership Interests for \$2.7 million is considered to be a partial transfer of its interests in an upper-tier entity under Treasury Regulations § 1.108(i)-2T, and is deemed to be an acceleration event requiring SDSP Schermerhorn to recognize a portion of its \$9,924,300 in deferred 2009 COD Income, in proportion to its 77.89% Partnership Interest sold
- Taxpayer believes that in 2009 SDSP Schermerhorn was required to recognize \$7,730,037 of the \$9,924,300 in COD Income that it deferred in 2009.

Taxpayer has reported on Form 8082 and made the adjustments that Taxpayer believes are necessary to reverse or disallow the benefit(s) from 77.89% of deferred COD Income reported to Taxpayer on the 2009 Schedule K-1 received from SDSP Schermerhorn, LLC

The net amount of accelerated income reported by Taxpayer in 2010, attributable to their ownership of SDSP Schermerhorn, represents Taxpayer's best estimate of their share of the allocable accelerated income attributable to the partial sale transaction. This estimate is based upon any and all financial information available to Taxpayer, most of which was not available to the Taxpayer until September 2010

All partners in the partnership SDSP Schermerhorn, LLC (26-3977068) would be affected and are at a minimum involved in the transaction(s) in their capacity as partners in the partnership.

Based upon any and all financial information available to Taxpayer.

- For Issue #1 and Issue #2, attached as Schedule #1 is Taxpayer's calculation for all the Taxpayer's related parties of the 2010 reported income associated with the transactions described in Issue #1 and Issue #2 above

Form 8082: Income Related to SDS Procida Equities, LLC ("SDSP") - 2010 Recoverable Loss Calculations

Schedule of Losses Taxpayer Deferred In 2008 Related to Taxpayer's Investment in SDS Procida Equities LLC that are Deemed Recoverable & Deducted in 2010

Losses Passed through to SDS Procida Equities LLC ("SDSP") in 2008 Disallowed by Taxpayer	Tax ID #	2008 SDSP Reported Ordinary Loss Not Recognized By Taxpayer in 2008 (Form 8886 Filed)	Portion of 2008 SDSP Ordinary Loss Deferred in 2008 That Was Recognized By Taxpayer in 2009	Portion of Unrecognized 2008 SDSP Ordinary Loss That Was Recognized By Taxpayer in 2010	Losses To Be Recognized In Future Years (after 12/31/2010)
Losses Generated from the Sale of 100% of SDSP's Interests in 196 Livingston St Entities - 196 Livingston Street Development Group LLC ("196 Livingston DG") - GPF 196 Livingston, LLC "GPF 196" Subtotal for Losses Passed through by 196 Livingston St Entities	20-2919638 (1A) 20-3995286 (1B) 0 (3)	(6,801,415) (1,201,513) (8,002,928)		(6,127,387)	(1,875,541)
Losses Passed through from 90 William St. Development Group, LLC - Ordinary Loss ("90 William DG") TOTAL SDS PROCIDA EQUITIES LLC	20-2467432 (2)	(5,883,758) (13,886,686)	(4,140,989) (4,140,989)	(978,763) (7,106,150)	(764,006) (2,639,547)
Amount of Losses Recovered by Taxpayer Each Year Related to Losses that Taxpayer Deferred in 2008 Total SDSP Losses Not Reported by Taxpayer in 2008 & Deferred at the End of Each Year		2008 0 (13,886,686)	2009 (4,140,989) (9,745,697)	2010 (7,106,150) (2,639,547)	

Description of Recovered Loss Transactions	Recoverable Losses
Losses Recovered in 2008 from the Sale of 70.38% of 90 William DG's assets involved in the 2008 transaction	(4,140,989)
Losses Recoverable in 2010 from the Sale of 16.64% of 90 William DG's assets involved in the 2008 transaction	(978,763)
Losses Recoverable in 2010 from the 2008 Sale of 77.89% of Partnership Interests in an Upper Tier 196 Livingston Entity	(6,127,387)
Total 2008 Deferred Losses Deemed Recoverable in 2010:	(7,106,150)

Nature of Passthrough SDSP Related Loss Not Reported By Tax Payer in 2008 & 2009

- (1A) Ordinary loss from 2008 sale of SDSP's 50% interest in 196 Livingston Development LLC to SDSP Schermerhorn LLC (tax ID #26-3977068)
 (1B) Loss from 2008 sale of SDSP's 66.7% interest in GPF 196 Livingston LLC's (which owns 50% of 196 Livingston St Dev Group) to SDSP Schermerhorn LLC
 (2) Ordinary loss from 90 Wm DG's 2008 sale of 21 condo units held in inventory to 90 William Holding LLC (tax ID #26-3942153)
 (3) SDSP's Prior Portion of \$7,353,159 Ordinary loss from SDSP Schermerhorn's sale of 77.89% of Partnership Interests previously owned indirectly by SDSP that were sold as part of the 2008 disallowed 1A & 1B transaction

2010 TAXPAYER RECOVERED & RECOGNIZED INCOME REPORTED ON FORMS 8082

SDS PROCIDA EQUITIES, LLC & SDSP Schermerhorn LLC Partial List of Partners (Taxpayer Related Entities)	2008 SDSP Income Reported by Taxpayer on 2008 return	2008 Recoverable Loss Reported & Recognized by Taxpayer in 2008	Taxpayer's share of 2008 Losses from sale of 16.64% of units at 90 Wm St Deemed Recoverable in 2010	Taxpayer's Share of 2008 losses from 196 Livingston to be Recovered in 2010	Taxpayer's Share of 2008 losses from GPF 196 Livingston to be Recovered in 2010	Taxpayer's Total Share of 2010 Recoverable Losses from 196 Livingston Entities	Taxpayer's Total Share of 2008 losses to be Recognized in 2010	SDSP Schermerhorn Taxable Distributions Over Reported by Taxpayer in 2008	Taxpayer Share of Accelerated SDSP Schermerhorn 2009 Deferred & Un-Reported COD Income	2010 Net Taxpayer 2008 Recovered Losses & Reported COD Income
Fox Family Foundation	71,693	(37,643)	(11,345)	(42,785)	(28,238)	(71,023)	(82,367)	(19,069)	74,263	(27,174)
Fox Financial Investments	28,112	(14,764)	(4,448)	(16,776)	(11,072)	(27,849)	(32,297)	(7,548)	29,126	(10,719)
Fox Grandchildren, LP	19,681	(10,331)	(3,114)	(11,745)	(7,752)	(19,497)	(22,612)	(5,562)	20,384	(7,790)
Fox IV Investments, LLC	120,891	(63,481)	(19,130)	(72,144)	(47,615)	(119,760)	(138,890)	(32,179)	125,227	(45,842)
Sandra W. Fox (old JT w/GWF)	112,460	(59,049)	(17,796)	(67,113)	(44,295)	(111,408)	(129,204)	(29,994)	116,492	(42,707)
Sandra W Fox	112,460	(59,048)	(17,796)	(67,113)	(44,295)	(111,408)	(129,204)	(29,994)	116,492	(42,707)
G. William Fox Trust	12,649	(6,643)	(2,002)	(7,548)	(4,982)	(12,531)	(14,532)	(3,377)	13,103	(4,806)
Michael Ratliff	14,059	(7,379)	(2,225)	(8,390)	(5,537)	(13,928)	(16,152)	(3,575)	14,555	(5,172)
Nancy Fox Lyons	7,026	(3,692)	(1,112)	(4,193)	(2,768)	(6,961)	(8,073)	(1,788)	7,281	(2,579)
Sara Fox	12,649	(6,646)	(2,002)	(7,548)	(4,982)	(12,531)	(14,532)	(3,377)	13,103	(4,806)
Tacie Fox	49,204	(25,835)	(7,786)	(29,363)	(19,380)	(48,743)	(56,529)	(13,110)	50,964	(18,675)
Tacie Fox & Michael Ratliff	28,112	(14,765)	(4,448)	(16,776)	(11,072)	(27,849)	(32,297)	(7,548)	29,127	(10,718)
TOTALS	588,996	(309,275)	(93,204)	(351,498)	(231,989)	(583,487)	(676,690)	(157,121)	610,115	(223,696)

A copy of Forms 8886 filed in 2008 & Form 8082 filed in 2009 is attached. Refer to the detailed description in Part III for additional information.
 The Adjustments disclosed in Part II are necessary to recognize the 2010 recoverable portion of the loss treated as deferred in 2008.

Corporate Tax Statement Tax Year 2012

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3
CHERRY HILL NJ 08034-2310

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 23-3092389
Account Number: 672 098905 287

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ARCH CAPITAL GROUP LTD		CUSIP: G0450A105 Symbol (Box 1d): ACGL						
	1 000	11/05/12	12/05/12	\$44.61	\$42.50	\$0.00	\$2.11	\$0.00
AXIS CAPITAL HOLDINGS LTD		CUSIP: G0692U109 Symbol (Box 1d): AXS						
	10 000	04/10/12	08/23/12	\$337.45	\$332.69	\$0.00	\$4.76	\$0.00
BANCORPSOUTH INC		CUSIP: 059692103 Symbol (Box 1d): BXS						
	35.000	01/04/12	03/14/12	\$462.62	\$409.38	\$0.00	\$53.24	\$0.00
CENTURYLINK INC		CUSIP: 156700106 Symbol (Box 1d): CTL						
	5 000	04/06/11	02/06/12	\$185.64	\$199.99	\$0.00	(\$14.35)	\$0.00
COOPER INDUSTRIES PLC CL A		CUSIP: G24140108 Symbol (Box 1d):						
	8.000	08/01/11	07/12/12	\$528.01	\$422.74	\$0.00	\$105.27	\$0.00
PG&E CORPORATION		CUSIP: 69331C108 Symbol (Box 1d): PCG						
	7.000	03/16/12	10/17/12	\$300.95	\$302.87	\$0.00	(\$1.92)	\$0.00
	10.000	03/16/12	10/22/12	\$425.11	\$432.68	\$0.00	(\$7.57)	\$0.00
	8.000	03/16/12	10/24/12	\$336.70	\$346.14	\$0.00	(\$9.44)	\$0.00
	1.000	04/04/12	10/24/12	\$42.09	\$43.37	\$0.00	(\$1.28)	\$0.00
	9 000	04/04/12	11/02/12	\$378.24	\$390.29	\$0.00	(\$12.05)	\$0.00
	5.000	05/03/12	11/02/12	\$210.13	\$223.86	\$0.00	(\$13.73)	\$0.00
Security Subtotal	40.000			\$1,693.22	\$1,739.21	\$0.00	(\$45.99)	\$0.00

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**Corporate Tax Statement
Tax Year 2012**

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3
CHERRY HILL NJ 08034-2310

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 23-3092389
Account Number: 672 098905 287

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ROYAL CARIBBEAN CRUISES LTD CUSIP: V7780T103 Symbol (Box 1d): RCL								
	7.000	01/31/11	01/20/12	\$193.89	\$315.08	\$0.00	(\$121.19)	\$0.00
	5.000	02/23/11	01/20/12	\$138.49	\$210.72	\$0.00	(\$72.23)	\$0.00
	10.000	06/02/11	01/20/12	\$276.99	\$377.17	\$0.00	(\$100.18)	\$0.00
Security Subtotal	22.000			\$609.37	\$902.97	\$0.00	(\$293.60)	\$0.00
TE CONNECTIVITY LTD NEW CUSIP: H84989104 Symbol (Box 1d): TEL								
	5.000	07/28/11	04/27/12	\$182.15	\$176.73	\$0.00	\$5.42	\$0.00
TEEKAY CORP CUSIP: Y8564W103 Symbol (Box 1d): TK								
	5.000	07/28/11	02/24/12	\$140.39	\$137.98	\$0.00	\$2.41	\$0.00
TRANSATLANTIC HOLDING INC CUSIP: 893521104 Symbol (Box 1d):								
	5.000	12/06/11	03/12/12	\$305.71	\$273.23	\$0.00	\$32.48	\$0.00
	6.000	12/15/11	03/12/12	\$366.85	\$327.92	\$0.00	\$38.93	\$0.00
	5.000	12/22/11	03/12/12	\$305.71	\$274.04	\$0.00	\$31.67	\$0.00
Security Subtotal	16.000			\$978.27	\$875.19	\$0.00	\$103.08	\$0.00
Total Short Term Covered Securities				\$5,161.73	\$5,239.38	\$0.00	(\$77.65)	\$0.00

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Corporate Tax Statement
Tax Year 2012THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3
CHERRY HILL NJ 08034-2310Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632Taxpayer ID Number: 23-3092389
Account Number: 672 098905 287

Customer Service: 866-324-6088



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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Noncovered Securities [#] (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
POST HOLDINGS INC		CUSIP: 737446104		Symbol (Box 1d): POST				
	0.000	02/03/12	02/03/12	\$13.32	\$0.00	\$0.00	\$13.32	\$0.00
	2.000	04/06/11	02/14/12	\$56.68	\$52.80	\$0.00	\$3.88	\$0.00
	2.000	11/03/11	02/14/12	\$56.68	\$61.95	\$0.00	(\$5.27)	\$0.00
Security Subtotal	4.000			\$126.68	\$114.75	\$0.00	\$11.93	\$0.00
Total Short Term Noncovered Securities				\$126.68	\$114.75	\$0.00	\$11.93	\$0.00
Total Short Term Covered and Noncovered Securities				\$5,288.41	\$5,354.13	\$0.00	(\$65.72)	\$0.00

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box A checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AIRGAS INC		CUSIP: 009363102		Symbol (Box 1d): ARG				
	5.000	02/16/11	04/04/12	\$444.75	\$322.32	\$0.00	\$122.43	\$0.00
ARCH CAPITAL GROUP LTD		CUSIP: G0450A105		Symbol (Box 1d): ACGL				
	15.000	01/25/11	12/05/12	\$669.17	\$447.25	\$0.00	\$221.92	\$0.00
CVR ENERGY INC		CUSIP: 12662P108		Symbol (Box 1d): CVI				
	20.000	01/11/11	02/22/12	\$595.14	\$310.73	\$0.00	\$284.41	\$0.00
EXPEDIA INC NEW		CUSIP: 30212P303		Symbol (Box 1d): EXPE				
	1.000	05/04/11	09/10/12	\$53.49	\$20.44	\$0.00	\$33.05	\$0.00

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Corporate Tax Statement Tax Year 2012

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3
CHERRY HILL NJ 08034-2310

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
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Identification Number: 26-4310632

Taxpayer ID Number: 23-3092389
Account Number: 672 098905 287

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box A checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
HCA HOLDINGS INC		CUSIP: 40412C101	Symbol (Box 1d): HCA					
	10.000	03/10/11	04/04/12	\$265.26	\$311.40	\$0.00	(\$46.14)	\$0.00
	20.000	03/10/11	06/19/12	\$537.42	\$622.79	\$0.00	(\$85.37)	\$0.00
Security Subtotal	30.000			\$802.68	\$934.19	\$0.00	(\$131.51)	\$0.00
NORTHEAST UTILITIES		CUSIP: 664397106	Symbol (Box 1d): NU					
	10.000	04/06/11	11/30/12	\$383.42	\$349.19	\$0.00	\$34.23	\$0.00
NV ENERGY INC COM		CUSIP: 67073Y106	Symbol (Box 1d): NVE					
	22.000	06/14/11	09/10/12	\$398.62	\$342.79	\$0.00	\$55.83	\$0.00
	1.000	06/20/11	09/10/12	\$18.12	\$15.22	\$0.00	\$2.90	\$0.00
Security Subtotal	23.000			\$416.74	\$358.01	\$0.00	\$58.73	\$0.00
PETSMART INC		CUSIP: 716768106	Symbol (Box 1d): PETM					
	3.000	08/05/11	11/06/12	\$201.24	\$122.78	\$0.00	\$78.46	\$0.00
SEMPRA ENERGY		CUSIP: 816851109	Symbol (Box 1d): SRE					
	5.000	01/04/11	09/10/12	\$333.65	\$262.98	\$0.00	\$70.67	\$0.00
TORCHMARK CORP		CUSIP: 891027104	Symbol (Box 1d): TMK					
	15.000	02/01/11	04/17/12	\$738.47	\$633.55	\$0.00	\$104.92	\$0.00
TRANSATLANTIC HOLDING INC		CUSIP: 893521104	Symbol (Box 1d):					
	10.000	03/04/11	03/12/12	\$611.42	\$509.55	\$0.00	\$101.87	\$0.00
Total Long Term Covered Securities				\$5,250.17	\$4,270.99	\$0.00	\$979.18	\$0.00

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Corporate Tax Statement Tax Year 2012

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3
CHERRY HILL NJ 08034-2310

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
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Taxpayer ID Number: 23-3092389
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ALBEMARLE CORPORATION		CUSIP: 012653101	Symbol (Box 1d): ALB					
	5.000	09/10/07	11/05/12	\$282.31	\$195.10	\$0.00	\$87.21	\$0.00
AMETEK INC NEW		CUSIP: 031100100	Symbol (Box 1d): AME					
	8.000	02/12/10	12/05/12	\$301.93	\$149.42	\$0.00	\$152.51	\$0.00
AMPHENOL CORP NEW CL A		CUSIP: 032095101	Symbol (Box 1d): APH					
	5.000	11/14/05	09/10/12	\$309.04	\$99.16	\$0.00	\$209.88	\$0.00
ARCH CAPITAL GROUP LTD		CUSIP: G0450A105	Symbol (Box 1d): ACGL					
	5.000	11/01/10	01/04/12	\$184.40	\$146.19	\$0.00	\$38.21	\$0.00
BEAM INC COM		CUSIP: 073730103	Symbol (Box 1d): BEAM					
	5.000	03/27/08	01/04/12	\$255.05	\$253.52	\$0.00	\$1.53	\$0.00
	10.000	12/05/08	03/02/12	\$544.80	\$300.21	\$0.00	\$244.59	\$0.00
Security Subtotal	15.000			\$799.85	\$553.73	\$0.00	\$246.12	\$0.00
BECTON DICKINSON & CO		CUSIP: 075887109	Symbol (Box 1d): BDX					
	3.000	06/05/08	07/10/12	\$224.99	\$252.80	\$0.00	(\$27.81)	\$0.00
	2.000	10/01/08	07/10/12	\$149.99	\$160.31	\$0.00	(\$10.32)	\$0.00
	1.000	04/30/09	07/10/12	\$75.00	\$61.37	\$0.00	\$13.63	\$0.00
	4.000	04/30/09	12/19/12	\$315.81	\$245.49	\$0.00	\$70.32	\$0.00
	5.000	06/30/09	12/19/12	\$394.76	\$356.33	\$0.00	\$38.43	\$0.00
	5.000	10/19/10	12/19/12	\$394.77	\$382.51	\$0.00	\$12.26	\$0.00
Security Subtotal	20.000			\$1,555.32	\$1,458.81	\$0.00	\$96.51	\$0.00

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Corporate Tax Statement Tax Year 2012

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3
CHERRY HILL NJ 08034-2310

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
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Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 23-3092389
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
BED BATH & BEYOND INC		CUSIP: 075896100	Symbol (Box 1d): BBBY					
	3 000	03/02/10	03/02/12	\$182.07	\$124.06	\$0.00	\$58.01	\$0.00
	2,000	04/07/10	03/02/12	\$121.38	\$89.46	\$0.00	\$31.92	\$0.00
Security Subtotal	5,000			\$303.45	\$213.52	\$0.00	\$89.93	\$0.00
BERKLEY W R CORP		CUSIP: 084423102	Symbol (Box 1d): WRB					
	10,000	01/09/07	03/02/12	\$352.39	\$333.84	\$0.00	\$18.55	\$0.00
	5,000	10/05/07	06/11/12	\$192.72	\$157.73	\$0.00	\$34.99	\$0.00
Security Subtotal	15,000			\$545.11	\$491.57	\$0.00	\$53.54	\$0.00
BROWN FORMAN CORP CL B		CUSIP: 115637209	Symbol (Box 1d): BF'B					
	0 500	09/29/10	08/10/12	\$31.00	\$20.52	\$0.00	\$10.48	\$0.00
CBS CORP NEW CL B SHRS		CUSIP: 124857202	Symbol (Box 1d): CBS					
	5 000	12/08/10	01/04/12	\$139.16	\$90.13	\$0.00	\$49.03	\$0.00
	5 000	12/08/10	10/04/12	\$179.53	\$90.13	\$0.00	\$89.40	\$0.00
	7 000	12/17/10	10/04/12	\$251.35	\$131.43	\$0.00	\$119.92	\$0.00
	11,000	12/17/10	12/05/12	\$393.21	\$206.53	\$0.00	\$186.68	\$0.00
Security Subtotal	28,000			\$963.25	\$518.22	\$0.00	\$445.03	\$0.00
CENTURYLINK INC		CUSIP: 156700106	Symbol (Box 1d): CTL					
	5,000	07/07/05	02/06/12	\$185.65	\$167.76	\$0.00	\$17.89	\$0.00
	10 000	03/03/08	02/06/12	\$371.29	\$358.17	\$0.00	\$13.12	\$0.00
	15,000	05/27/09	02/06/12	\$556.94	\$456.38	\$0.00	\$100.56	\$0.00
Security Subtotal	30,000			\$1,113.88	\$982.31	\$0.00	\$131.57	\$0.00

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Corporate Tax Statement Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CMS ENERGY CP CUSIP: 125896100 Symbol (Box 1d): CMS								
	5.000	07/03/07	02/02/12	\$109.88	\$87.77	\$0.00	\$22.11	\$0.00
	5.000	07/16/07	02/02/12	\$109.88	\$87.78	\$0.00	\$22.10	\$0.00
	27.000	07/16/07	05/04/12	\$608.55	\$474.01	\$0.00	\$134.54	\$0.00
	12.000	07/16/07	09/10/12	\$281.42	\$210.67	\$0.00	\$70.75	\$0.00
Security Subtotal	49.000			\$1,109.73	\$860.23	\$0.00	\$249.50	\$0.00
COOPER INDUSTRIES PLC CL A CUSIP: G24140108 Symbol (Box 1d):								
	5.000	01/30/09	06/05/12	\$338.15	\$134.62	\$0.00	\$203.53	\$0.00
	5.000	02/10/09	06/05/12	\$338.15	\$144.58	\$0.00	\$193.57	\$0.00
	5.000	02/10/09	06/27/12	\$331.71	\$144.58	\$0.00	\$187.13	\$0.00
	5.000	06/01/09	06/27/12	\$331.70	\$172.49	\$0.00	\$159.21	\$0.00
	5.000	09/14/09	06/28/12	\$331.05	\$182.68	\$0.00	\$148.37	\$0.00
Security Subtotal	25.000			\$1,670.76	\$778.95	\$0.00	\$891.81	\$0.00
COVENTRY HEALTH CARE INC CUSIP: 222862104 Symbol (Box 1d): CVH								
	5.000	03/12/08	02/03/12	\$154.85	\$208.31	\$0.00	(\$53.46)	\$0.00
	5.000	09/09/08	02/03/12	\$154.85	\$175.92	\$0.00	(\$21.07)	\$0.00
	5.000	10/01/08	02/03/12	\$154.86	\$160.09	\$0.00	(\$5.23)	\$0.00
	5.000	10/01/08	04/11/12	\$164.04	\$160.09	\$0.00	\$3.95	\$0.00
	8.000	11/02/09	04/11/12	\$262.46	\$166.30	\$0.00	\$96.16	\$0.00
	15.000	07/23/10	04/11/12	\$492.12	\$285.95	\$0.00	\$206.17	\$0.00
Security Subtotal	43.000			\$1,383.18	\$1,156.66	\$0.00	\$226.52	\$0.00
CULLEN FROST BANKERS INC CUSIP: 229899109 Symbol (Box 1d): CFR								
	6.000	02/25/08	07/10/12	\$344.68	\$321.00	\$0.00	\$23.68	\$0.00

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Corporate Tax Statement Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CVR ENERGY INC		CUSIP: 12662P108		Symbol (Box 1d): CVI				
	5.000	07/30/08	02/22/12	\$148.78	\$74.36	\$0.00	\$74.42	\$0.00
DARDEN RESTAURANTS		CUSIP: 237194105		Symbol (Box 1d): DRI				
	5.000	08/17/09	01/19/12	\$228.07	\$156.01	\$0.00	\$72.06	\$0.00
	5.000	09/30/09	01/19/12	\$228.07	\$165.61	\$0.00	\$62.46	\$0.00
	5.000	09/30/09	09/10/12	\$269.53	\$165.61	\$0.00	\$103.92	\$0.00
Security Subtotal	15.000			\$725.67	\$487.23	\$0.00	\$238.44	\$0.00
ENERGIZER HLDGS INC		CUSIP: 29266R108		Symbol (Box 1d): ENR				
	5.000	05/15/09	04/04/12	\$369.67	\$258.77	\$0.00	\$110.90	\$0.00
EXPEDIA INC NEW		CUSIP: 30212P303		Symbol (Box 1d): EXPE				
	5.000	08/05/09	05/03/12	\$208.91	\$104.99	\$0.00	\$103.92	\$0.00
	2.000	08/05/09	09/10/12	\$106.97	\$41.99	\$0.00	\$64.98	\$0.00
	2.000	10/07/09	09/10/12	\$106.97	\$59.03	\$0.00	\$47.94	\$0.00
	7.000	11/11/09	09/10/12	\$374.40	\$176.92	\$0.00	\$197.48	\$0.00
	2.000	02/04/10	09/10/12	\$106.97	\$53.27	\$0.00	\$53.70	\$0.00
Security Subtotal	18.000			\$904.22	\$436.20	\$0.00	\$468.02	\$0.00
GANNETT COMPANY INC DE		CUSIP: 364730101		Symbol (Box 1d): GCI				
	25.000	03/04/10	10/04/12	\$459.00	\$394.66	\$0.00	\$64.34	\$0.00
	10.000	03/31/10	10/04/12	\$183.60	\$166.04	\$0.00	\$17.56	\$0.00
Security Subtotal	35.000			\$642.60	\$560.70	\$0.00	\$81.90	\$0.00
GAP INC		CUSIP: 364760108		Symbol (Box 1d): GPS				
	12.000	03/03/09	03/02/12	\$293.80	\$122.73	\$0.00	\$171.07	\$0.00
	8.000	07/29/09	03/02/12	\$195.86	\$129.58	\$0.00	\$66.28	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

**Corporate Tax Statement
Tax Year 2012**

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3
CHERRY HILL NJ 08034-2310

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 23-3092389
Account Number: 672 098905 287

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GAP INC	7.000	07/29/09	09/10/12	\$249.87	\$113.39	\$0.00	\$136.48	\$0.00
	5.000	12/07/09	09/10/12	\$178.48	\$109.21	\$0.00	\$69.27	\$0.00
Security Subtotal	32.000			\$918.01	\$474.91	\$0.00	\$443.10	\$0.00
HUMANA INC		CUSIP: 444859102		Symbol (Box 1d): HUM				
	3.000	12/01/10	08/08/12	\$201.72	\$171.78	\$0.00	\$29.94	\$0.00
JARDEN CORP		CUSIP: 471109108		Symbol (Box 1d): JAH				
	5.000	01/05/07	06/05/12	\$196.90	\$176.61	\$0.00	\$20.29	\$0.00
	5.000	10/04/07	06/05/12	\$196.90	\$162.98	\$0.00	\$33.92	\$0.00
	5.000	10/04/07	09/10/12	\$254.04	\$162.98	\$0.00	\$91.06	\$0.00
	2.000	05/12/08	09/10/12	\$101.62	\$43.62	\$0.00	\$58.00	\$0.00
Security Subtotal	17.000			\$749.46	\$546.19	\$0.00	\$203.27	\$0.00
L-3 COMMUNICATIONS HOLDING INC		CUSIP: 502424104		Symbol (Box 1d): LLL				
	4.000	04/23/09	03/02/12	\$275.15	\$298.63	\$0.00	(\$23.48)	\$0.00
	1.000	07/10/09	03/02/12	\$68.79	\$65.22	\$0.00	\$3.57	\$0.00
	4.000	07/10/09	03/12/12	\$273.51	\$260.87	\$0.00	\$12.64	\$0.00
	5.000	09/14/09	03/12/12	\$341.89	\$388.34	\$0.00	(\$46.45)	\$0.00
Security Subtotal	14.000			\$959.34	\$1,013.06	\$0.00	(\$53.72)	\$0.00
LINCARE HLDGS INC		CUSIP: 532791100		Symbol (Box 1d):				
	22.000	07/26/07	07/03/12	\$909.11	\$558.05	\$0.00	\$351.06	\$0.00
	22.000	09/10/07	07/03/12	\$909.11	\$540.68	\$0.00	\$368.43	\$0.00
	7.000	01/05/09	07/03/12	\$289.27	\$125.57	\$0.00	\$163.70	\$0.00
	8.000	01/05/09	07/13/12	\$330.69	\$143.50	\$0.00	\$187.19	\$0.00

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Corporate Tax Statement Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box B checked)
(Continued)

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LINCARE HLDGS INC	16.000	05/07/09	07/13/12	\$661.38	\$241.18	\$0.00	\$420.20	\$0.00
	10.000	08/03/10	07/13/12	\$413.36	\$244.40	\$0.00	\$168.96	\$0.00
Security Subtotal	85.000			\$3,512.92	\$1,853.38	\$0.00	\$1,659.54	\$0.00
NEWFIELD EXPL CO		CUSIP: 651290108		Symbol (Box 1d): NFX				
	5.000	07/09/10	04/23/12	\$159.95	\$257.24	\$0.00	(\$97.29)	\$0.00
	5.000	07/12/10	04/23/12	\$159.95	\$254.08	\$0.00	(\$94.13)	\$0.00
	10.000	08/03/10	04/23/12	\$319.89	\$547.20	\$0.00	(\$227.31)	\$0.00
	5.000	08/24/10	04/23/12	\$159.94	\$242.50	\$0.00	(\$82.56)	\$0.00
Security Subtotal	25.000			\$799.73	\$1,301.02	\$0.00	(\$501.29)	\$0.00
NORTHEAST UTILITIES		CUSIP: 664397106		Symbol (Box 1d): NU				
	0.480	09/16/09	04/10/12	\$17.24	\$12.00	\$0.00	\$5.24	\$0.00
	12.000	09/16/09	07/10/12	\$464.45	\$291.79	\$0.00	\$172.66	\$0.00
	1.000	09/16/09	09/10/12	\$38.24	\$24.32	\$0.00	\$13.92	\$0.00
	6.000	09/21/09	09/10/12	\$229.45	\$161.70	\$0.00	\$67.75	\$0.00
	12.000	10/08/09	09/10/12	\$458.91	\$290.67	\$0.00	\$168.24	\$0.00
	1.000	10/08/09	09/24/12	\$38.01	\$24.22	\$0.00	\$13.79	\$0.00
	6.000	03/08/10	09/24/12	\$228.03	\$174.95	\$0.00	\$53.08	\$0.00
	9.000	10/25/10	09/24/12	\$342.04	\$280.92	\$0.00	\$61.12	\$0.00
	1.000	10/25/10	11/30/12	\$38.34	\$31.21	\$0.00	\$7.13	\$0.00
	6.000	10/26/10	11/30/12	\$230.05	\$206.28	\$0.00	\$23.77	\$0.00
	8.000	11/02/10	11/30/12	\$306.74	\$211.66	\$0.00	\$95.08	\$0.00
	5.000	11/30/10	11/30/12	\$191.71	\$155.60	\$0.00	\$36.11	\$0.00
Security Subtotal	67.480			\$2,583.21	\$1,865.32	\$0.00	\$717.89	\$0.00

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Corporate Tax Statement Tax Year 2012

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ONEBEACON INS GP LTD CL A		CUSIP: G67742109 Symbol (Box 1d): OB						
	17.000	08/06/07	12/05/12	\$225.35	\$354.47	\$0.00	(\$129.12)	\$0.00
ONEOK INC NEW		CUSIP: 682680103 Symbol (Box 1d): OKE						
	2.000	04/29/08	01/31/12	\$166.23	\$96.13	\$0.00	\$70.10	\$0.00
	3.000	10/01/08	01/31/12	\$249.35	\$103.45	\$0.00	\$145.90	\$0.00
	5.000	10/01/08	03/02/12	\$413.47	\$172.41	\$0.00	\$241.06	\$0.00
	4.000	10/01/08	11/05/12	\$181.41	\$68.96	\$0.00	\$112.45	\$0.00
	6.000	06/01/09	11/05/12	\$272.12	\$89.99	\$0.00	\$182.13	\$0.00
Security Subtotal	20.000			\$1,282.58	\$530.94	\$0.00	\$751.64	\$0.00
POST HOLDINGS INC		CUSIP: 737446104 Symbol (Box 1d): POST						
	2.000	11/02/10	02/14/12	\$56.69	\$46.91	\$0.00	\$9.78	\$0.00
	4.000	12/02/10	02/14/12	\$113.37	\$47.46	\$0.00	\$65.91	\$0.00
	2.000	12/14/10	02/14/12	\$56.68	\$47.93	\$0.00	\$8.75	\$0.00
Security Subtotal	8.000			\$226.74	\$142.30	\$0.00	\$84.44	\$0.00
PVH CORPORATION		CUSIP: 693656100 Symbol (Box 1d): PVH						
	4.000	04/26/10	10/04/12	\$378.44	\$265.09	\$0.00	\$113.35	\$0.00
	4.000	04/26/10	12/05/12	\$446.47	\$265.09	\$0.00	\$181.38	\$0.00
Security Subtotal	8.000			\$824.91	\$530.18	\$0.00	\$294.73	\$0.00
RALCORP HOLDINGS NEW		CUSIP: 751028101 Symbol (Box 1d): RAH						
	5.000	11/02/10	12/31/12	\$448.16	\$261.70	\$0.00	\$186.46	\$0.00
	2.000	12/02/10	12/31/12	\$179.26	\$105.91	\$0.00	\$73.35	\$0.00
Security Subtotal	7.000			\$627.42	\$367.61	\$0.00	\$259.81	\$0.00

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**Corporate Tax Statement
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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

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DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
REPUBLIC SERVICES INC								
		CUSIP: 760759100		Symbol (Box 1d): RSG				
	2.000	12/16/04	09/10/12	\$56.21	\$44.09	\$0.00	\$12.12	\$0.00
	9.000	06/30/05	09/10/12	\$252.92	\$216.72	\$0.00	\$36.20	\$0.00
	6.000	06/30/05	11/02/12	\$161.63	\$144.48	\$0.00	\$17.15	\$0.00
	16.000	04/03/07	11/02/12	\$431.01	\$451.01	\$0.00	(\$20.00)	\$0.00
Security Subtotal	33.000			\$901.77	\$856.30	\$0.00	\$45.47	\$0.00
ROCK TENN CO CL A								
		CUSIP: 772739207		Symbol (Box 1d): RKT				
	5.000	11/30/10	10/04/12	\$364.10	\$271.35	\$0.00	\$92.75	\$0.00
	2.000	12/16/10	10/04/12	\$145.64	\$107.92	\$0.00	\$37.72	\$0.00
Security Subtotal	7.000			\$509.74	\$379.27	\$0.00	\$130.47	\$0.00
SHERWIN WILLIAMS COMPANY OHIO								
		CUSIP: 824348106		Symbol (Box 1d): SHW				
	5.000	10/10/08	01/04/12	\$460.93	\$250.11	\$0.00	\$210.82	\$0.00
	3.000	04/13/10	07/10/12	\$393.06	\$216.10	\$0.00	\$176.96	\$0.00
	2.000	04/13/10	09/10/12	\$288.69	\$144.07	\$0.00	\$144.62	\$0.00
	4.000	04/13/10	12/05/12	\$599.95	\$288.13	\$0.00	\$311.82	\$0.00
Security Subtotal	14.000			\$1,742.63	\$898.41	\$0.00	\$844.22	\$0.00
SMUCKER JM CO COM NEW								
		CUSIP: 832696405		Symbol (Box 1d): SJM				
	5.000	06/26/09	04/04/12	\$407.26	\$242.19	\$0.00	\$165.07	\$0.00
	5.000	05/04/10	05/03/12	\$388.70	\$303.22	\$0.00	\$85.48	\$0.00
	2.000	07/09/10	10/04/12	\$174.46	\$125.08	\$0.00	\$49.38	\$0.00
Security Subtotal	12.000			\$970.42	\$670.49	\$0.00	\$299.93	\$0.00

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Corporate Tax Statement Tax Year 2012

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OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
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SNAP-ON INC CUSIP: 833034101 Symbol (Box 1d): SNA								
	4 000	12/14/09	09/10/12	\$292.03	\$158.63	\$0.00	\$133.40	\$0.00
	3,000	12/14/09	12/05/12	\$235.00	\$118.97	\$0.00	\$116.03	\$0.00
Security Subtotal	7.000			\$527.03	\$277.60	\$0.00	\$249.43	\$0.00
SUNTRUST BKS CUSIP: 867914103 Symbol (Box 1d): STI								
	15.000	06/03/09	10/04/12	\$449.34	\$238.51	\$0.00	\$210.83	\$0.00
SYNOPSIS INC CUSIP: 871607107 Symbol (Box 1d): SNPS								
	9.000	12/17/09	10/04/12	\$293.23	\$186.93	\$0.00	\$106.30	\$0.00
TE CONNECTIVITY LTD NEW CUSIP: H84989104 Symbol (Box 1d): TEL								
	5 000	08/15/08	02/03/12	\$176.19	\$172.58	\$0.00	\$3.61	\$0.00
	10 000	09/08/08	02/03/12	\$352.37	\$300.68	\$0.00	\$51.69	\$0.00
	10 000	10/10/08	03/02/12	\$365.19	\$193.09	\$0.00	\$172.10	\$0.00
	5,000	02/04/09	03/02/12	\$182.60	\$70.18	\$0.00	\$112.42	\$0.00
	5,000	02/04/09	04/04/12	\$177.25	\$70.18	\$0.00	\$107.07	\$0.00
	5 000	02/04/09	04/27/12	\$182.15	\$70.18	\$0.00	\$111.97	\$0.00
	15,000	04/30/09	04/27/12	\$546.45	\$262.43	\$0.00	\$284.02	\$0.00
Security Subtotal	55.000			\$1,982.20	\$1,139.32	\$0.00	\$842.88	\$0.00
TEEKAY CORP CUSIP: Y8564W103 Symbol (Box 1d): TK								
	5 000	01/15/08	01/04/12	\$129.76	\$236.24	\$0.00	(\$106.48)	\$0.00
	5,000	03/27/08	01/04/12	\$129.75	\$221.86	\$0.00	(\$92.11)	\$0.00
	5 000	03/27/08	02/24/12	\$140.39	\$221.86	\$0.00	(\$81.47)	\$0.00
	15,000	09/10/08	02/24/12	\$421.18	\$469.39	\$0.00	(\$48.21)	\$0.00
Security Subtotal	30.000			\$821.08	\$1,149.35	\$0.00	(\$328.27)	\$0.00

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TELEPHONE AND DATA SYSTEMS INC		CUSIP: 879433829	Symbol (Box 1d): TDS					
	15.000	10/07/05	03/02/12	\$374.39	\$553.85	\$0.00	(\$179.46)	\$0.00
TJX COS INC NEW		CUSIP: 872540109	Symbol (Box 1d): TJX					
	14.000	10/31/07	05/21/12	\$556.75	\$205.22	\$0.00	\$351.53	\$0.00
	6.000	05/08/09	05/21/12	\$238.60	\$86.11	\$0.00	\$152.49	\$0.00
	5.000	05/08/09	06/05/12	\$203.70	\$71.76	\$0.00	\$131.94	\$0.00
	12.000	05/08/09	09/10/12	\$551.31	\$172.21	\$0.00	\$379.10	\$0.00
Security Subtotal	37.000			\$1,550.36	\$535.30	\$0.00	\$1,015.06	\$0.00
TRANSATLANTIC HOLDING INC		CUSIP: 893521104	Symbol (Box 1d):					
	8.000	05/20/10	03/12/12	\$489.14	\$375.19	\$0.00	\$113.95	\$0.00
TRIPADVISOR INC COM		CUSIP: 896945201	Symbol (Box 1d): TRIP					
	7.000	08/05/09	04/04/12	\$251.10	\$152.06	\$0.00	\$99.04	\$0.00
	2.000	10/07/09	04/04/12	\$71.74	\$61.07	\$0.00	\$10.67	\$0.00
	1.000	11/11/09	04/04/12	\$35.87	\$26.15	\$0.00	\$9.72	\$0.00
Security Subtotal	10.000			\$358.71	\$239.28	\$0.00	\$119.43	\$0.00
WESTAR ENERGY INC		CUSIP: 95709T100	Symbol (Box 1d): WR					
	9.000	10/03/05	10/04/12	\$268.03	\$217.79	\$0.00	\$50.24	\$0.00
WILLIAMS CO INC		CUSIP: 969457100	Symbol (Box 1d): WMB					
	15.000	05/16/07	07/02/12	\$429.54	\$347.60	\$0.00	\$81.94	\$0.00
	11.000	09/09/08	07/02/12	\$315.00	\$231.53	\$0.00	\$83.47	\$0.00
	4.000	09/09/08	10/10/12	\$144.00	\$84.19	\$0.00	\$59.81	\$0.00
	8.000	02/24/09	10/10/12	\$288.00	\$72.10	\$0.00	\$215.90	\$0.00
Security Subtotal	38.000			\$1,176.54	\$735.42	\$0.00	\$441.12	\$0.00

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Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 23-3092389
Account Number: 672 098905 287

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities [#] (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WISCONSIN ENERGY CORP		CUSIP: 976657106	Symbol (Box 1d): WEC					
	10.000	01/28/10	02/02/12	\$341.96	\$243.54	\$0.00	\$98.42	\$0.00
	10.000	01/29/10	09/10/12	\$380.28	\$244.95	\$0.00	\$135.33	\$0.00
	1.000	02/04/10	09/10/12	\$38.03	\$24.27	\$0.00	\$13.76	\$0.00
Security Subtotal	21.000			\$760.27	\$512.76	\$0.00	\$247.51	\$0.00
WPX ENERGY INC		CUSIP: 98212B103	Symbol (Box 1d): WPX					
	5.000	05/16/07	02/23/12	\$91.10	\$78.80	\$0.00	\$12.30	\$0.00
	5.000	09/09/08	02/23/12	\$91.10	\$71.57	\$0.00	\$19.53	\$0.00
	14.000	02/24/09	02/23/12	\$255.09	\$91.95	\$0.00	\$163.14	\$0.00
	2.000	05/20/10	02/23/12	\$36.44	\$17.84	\$0.00	\$18.60	\$0.00
Security Subtotal	26.000			\$473.73	\$260.16	\$0.00	\$213.57	\$0.00
XCEL ENERGY INC		CUSIP: 98389B100	Symbol (Box 1d): XEL					
	17.000	02/07/07	07/10/12	\$487.85	\$407.78	\$0.00	\$80.07	\$0.00
YUM BRANDS INC		CUSIP: 988498101	Symbol (Box 1d): YUM					
	5.000	01/21/10	05/03/12	\$361.00	\$175.09	\$0.00	\$185.91	\$0.00

CONTINUED ON NEXT PAGE

Corporate Tax Statement Tax Year 2012

THE FOX FAMILY FOUNDATION
1409 KINGS HIGHWAY NORTH UNIT 3
CHERRY HILL NJ 08034-2310

Morgan Stanley Smith Barney Holdings LLC
Harborside Financial Center
Plaza 2 2nd Floor
Jersey City, NJ 07311
Identification Number: 26-4310632

Taxpayer ID Number: 23-3092389
Account Number: 672 098905 287

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued)

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ZIONS BANCORP		CUSIP: 989701107	Symbol (Box 1d): ZION					
	15 000	05/07/09	04/04/12	\$315.95	\$245.36	\$0.00	\$70.59	\$0.00
Total Long Term Noncovered Securities				\$41,413.63	\$28,967.97	\$0.00	\$12,445.66	\$0.00
Total Long Term Covered and Noncovered Securities				\$46,663.80	\$33,238.96	\$0.00	\$13,424.84	\$0.00
Total Short and Long Term, Covered and Noncovered Securities				\$51,952.21	\$38,593.09	\$0.00	\$13,359.12	\$0.00

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2)	\$51,952.21	
Total Cost or Other Basis (Box 3)	\$9,510.37	
Total Wash Sale Loss Disallowed (Box 5)	\$0.00	
Total Fed Tax Withheld (Box 4)		\$0.00

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.



Ref: 00000900 00022649

2012 Year End Summary

FOX FAMILY FOUNDATION

Account Number 651-43003-15 305

Details of Earnings 2012 - continued

Dividends and Distributions, Section 2

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160004600	861012102001 *** STMICROELECTRONICS N V SHS- N Y REGISTRY THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT		\$ 21.90				
160004800	892306200001 *** TOYO SUISAN KAISHA LTD ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		3.15				
160004900	90015N103001 *** TURKIYE VAKIFLAR UNSPN ADR THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		2.52				
Totals			\$ 716.26				

Details of Short 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
125000090	60	SEAGATE TECHNOLOGY PLC	08/19/11	01/12/12	\$ 1,139.50	\$ 620.26		\$ 519.24
	10	MorganStanley SmithBarney LLC acted as principal in this transaction.	09/01/11		189.92	113.00		76.92
125000100	80	SEAGATE TECHNOLOGY PLC	09/01/11	02/01/12	2,056.98	903.96		1,153.02
	10	MorganStanley SmithBarney LLC acted as principal in this transaction.	09/09/11		257.12	110.18		146.94

2012 YEAR END SUMMARY

000901 CUSYXG4 012042 000000



Ref 00000900 00022650

2012 Year End Summary

FOX FAMILY FOUNDATION

Account Number 651-43003-15 305

Details of Short Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000110	90	SEAGATE TECHNOLOGY PLC MorganStanley SmithBarney LLC acted as principal in this transaction.	09/09/11	02/08/12	\$ 2,434.66	\$ 991.63		\$ 1,443.03
125000160	260	ADR MAKHTESHIM-AGAN ADR	07/11/11	01/19/12	102.48	01		102.47
Total					\$ 6,180.66	\$ 2,739.04		\$ 3,441.62

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	20	CAISSE REGIONALE DU CREDIT AGRICOLE MUTUEL DU LANGUEDOC, LATTES-EUR MorganStanley SmithBarney LLC	10/07/10	03/12/12	\$ 1,016.15	\$ 1,088.10	(\$ 71.95)	
125000020	10	CREDIT AGRICOLE D'ILE FRAN	12/07/06	03/21/12	674.11	1,262.35	(588.24)	
	10	ORD-EUR MorganStanley SmithBarney LLC acted as principal	10/07/10		674.11	796.70	(122.59)	
125000030	2	CAISSE REGIONALE DE CREDIT	Unavailable	05/24/12	35.25			
	30	AGRICOLE MUTUEL DU NORD DE	12/13/06		528.64	1,157.24	(628.60)	
	2	FRANCE-EUR MorganStanley SmithBarney LLC	04/07/09		35.24	34.30		.94
125000040	11	EVEREST REINSURANCE GP LTD MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/15/10	04/26/12	1,088.75	936.43		152.32
125000050	14	EVEREST REINSURANCE GP LTD MorganStanley SmithBarney LLC acted as your agent in this transaction.	01/15/10	05/10/12	1,436.22	1,191.82		244.40

2012 YEAR END SUMMARY





Ref: 00000900 00022651

2012 Year End Summary

FOX FAMILY FOUNDATION

Account Number 651-43003-15 305

Details of Long Term Gain (Loss) 2012 - continued

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000060	17	EVEREST REINSURANCE GP LTD	01/15/10	05/24/12	\$ 1,712.54	\$ 1,447.21		\$ 265.33
	2	MorganStanley SmithBarney LLC acted as your agent in this transaction	04/26/10		201.47	165.52		35.95
125000070	990	ITV PLC-GBP	04/04/08	03/01/12	1,373.89	1,274.03		99.86
	900	MorganStanley SmithBarney LLC acted as your agent in this transaction.	04/16/08		1,249.00	1,089.09		159.91
125000080	150	ITV PLC-GBP	04/16/08	03/16/12	207.35	181.52		25.83
	810	MorganStanley SmithBarney LLC acted as your agent in this transaction.	05/16/08		1,119.72	986.82		132.90
125000120	.4141	CEMEX S.A B DE C.V SPONS	03/12/10	04/03/12	3.07	3.84	(.77)	
	.3059	ADR NEW CASH IN LIEU OF 72000 RECORD 03/29/12 PAY 04/03/12	03/14/11		2.27	2.45	(.18)	
125000130	40	CIA SANEAMENTO BASICO DO ESTAD-BRL ADR	04/17/09	01/12/12	2,392.22	1,022.91		1,369.31
		MorganStanley SmithBarney LLC acted as your agent						
125000140	20	EMBRAER S A-BRL	06/18/09	04/19/12	700.37	336.00		364.37
		MorganStanley SmithBarney LLC acted as your agent in this transaction.						
125000150	190	FIRST PACIFIC LTD SPON ADR	06/05/09	01/27/12	1,136.23	483.28		652.95
		MorganStanley SmithBarney LLC acted as principal in this transaction.						
125000170	670	WOLSELEY PLC SPONSORED ADR	06/04/09	04/03/12	2,606.84	1,189.25		1,417.59
		MorganStanley SmithBarney LLC acted as principal						
Total					\$ 18,193.44	\$ 14,648.86	(\$ 1,412.33)	\$ 4,921.66



STIFEL NICOLAUS

ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

TACIE JANE FOX LLC AGENT FOR
FOX FAMILY FOUNDATION
U/T/A DTD 07/16/2001
KNALL/COHEN SOLUTIONS MGD ACCT

2012 CONSOLIDATED FORM 1099

ORIGINAL 02/08/2013

PAYER INFORMATION:

STIFEL, NICOLAUS & COMPANY, INCORPORATED

FEDERAL ID NO: 43-0538770

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TAXPAYER ID: 23-3092389

1099-DIV DETAIL INFORMATION (CONTINUED)

The following detail is being provided for your information only and will not be furnished to the IRS. Please see summary boxes starting on page 3 for totals that are being furnished to the IRS.

FOREIGN TAX PAID

<u>DESCRIPTION</u>	<u>CUSIP/ SEC NO</u>	<u>DATE</u>	<u>ACTIVITY</u>	<u>AMOUNT</u>	<u>IRS BOX</u>	<u>CNTRY</u>
	87425E103	06/29/12	Foreign Tax Paid	\$1.52	6	CA
	87425E103	09/28/12	Foreign Tax Paid	\$0.76	6	CA
	87425E103	12/31/12	Foreign Tax Paid	\$0.76	6	CA
			CUSIP TOTAL:	\$4.56		
VITERRA INC CHG	92849T108	02/22/12	Foreign Tax Paid	\$7.30	6	CA
			TOTAL FOREIGN TAX PAID	\$228.43		

1099-B DETAIL INFORMATION

This is important tax information and is being furnished to the Internal Revenue Service (IRS). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS

Gross Proceeds SHORT-TERM transactions with cost basis reported to the IRS -
Report on Form 8949, Part I, with Box A checked

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PROCEEDS</u>	<u>COST BASIS</u>	<u>WASH SALE (LOSS) DISALLOWED</u>	<u>GAIN/(LOSS)</u>	<u>ACTIVITY</u>
AT&T INC								
CUSIP/SEC NO 00206R102	225.00	03/01/12	12/14/12	\$7,708 75	\$6,869.48		\$839.27	Sale
GOLDCORP INC NEW								
CUSIP/SEC NO: 380956409	215.00	VARIOUS	08/15/12	\$7,872 32	\$9,869.84		(\$1,997.52)	Sale
IAMGOLD CORP								
CUSIP/SEC NO. 450913108	400.00	01/04/12	08/15/12	\$4,526 49	\$6,636.48		(\$2,109.99)	Sale
MYR GROUP INC DE								
CUSIP/SEC NO: 55405W104	200 00	05/15/12	11/29/12	\$4,110 12	\$3,217 40		\$892 72	Sale

STIFEL NICOLAUS

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KNALL/COHEN SOLUTIONS MGD ACCT

2012 CONSOLIDATED FORM 1 9

ORIGINAL 02/08/2013

PAYER INFORMATION:

STIFEL, NICOLAUS & COMPANY, INCORPORATED

FEDERAL ID NO: 43-0538770

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TAXPAYER ID:	23-3092389	

1099-B DETAIL INFORMATION (CONTINUED)

This is important tax information and is being furnished to the Internal Revenue Service (IRS). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds SHORT-TERM transactions with cost basis reported to the IRS -
Report on Form 8949, Part I, with Box A checked (continued)

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PROCEEDS</u>	<u>COST BASIS</u>	<u>WASH SALE (LOSS) DISALLOWED</u>	<u>GAIN/(LOSS)</u>	<u>ACTIVITY</u>
NEWMONT MNG CORP HLDG CO CUSIP/SEC NO. 651639106	145.00	VARIOUS	12/12/12	\$6,609.26	\$7,567.30		(\$958.04)	Sale
TETRA TECH INC NEW CUSIP/SEC NO: 88162G103	125.00	05/10/12	11/27/12	\$3,140.20	\$3,372.49		(\$232.29)	Sale
Total Gross Proceeds SHORT-TERM transactions with cost basis reported to the IRS:	<u>1,310.00</u>			<u>\$33,967.14</u>	<u>\$37,532.99</u>	<u>\$0.00</u>	<u>(\$3,565.85)</u>	

Gross Proceeds LONG-TERM transactions with cost basis reported to the IRS -
Report on Form 8949, Part II, with Box A checked

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PROCEEDS</u>	<u>COST BASIS</u>	<u>WASH SALE (LOSS) DISALLOWED</u>	<u>GAIN/(LOSS)</u>	<u>ACTIVITY</u>
MKT VECT GOLD MINERS ETF CUSIP/SEC NO. 57060U100	40.00	09/20/11	11/29/12	\$1,926.84	\$2,629.55		(\$702.71)	Sale
Total Gross Proceeds LONG-TERM transactions with cost basis reported to the IRS:	<u>40.00</u>			<u>\$1,926.84</u>	<u>\$2,629.55</u>	<u>\$0.00</u>	<u>(\$702.71)</u>	

STIFEL NICOLAUS

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2012 CONSOLIDATED FORM 1099

ORIGINAL 02/08/2013

PAYER INFORMATION:		
STIFEL, NICOLAUS & COMPANY, INCORPORATED		
FEDERAL ID NO: 43-0538770		
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1099-B DETAIL INFORMATION (CONTINUED)

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS -
Report on Form 8949, Part II, with Box B checked

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PROCEEDS</u>	<u>COST BASIS</u>	<u>WASH SALE (LOSS) DISALLOWED</u>	<u>GAIN/(LOSS)</u>	<u>ACTIVITY</u>
ABBOTT LABORATORIES								
CUSIP/SEC NO: 002824100	100.00	05/22/09	01/17/12	\$5,592.89	\$4,400.93		\$1,191.96	Sale
CVS CAREMARK CORP								
CUSIP/SEC NO: 126650100	180.00	01/20/10	03/16/12	\$8,110.07	\$6,063.55		\$2,046.52	Sale
COCA COLA COMPANY								
CUSIP/SEC NO: 191216100	125.00	VARIOUS	04/12/12	\$8,991.32	\$6,891.63		\$2,099.69	Sale
MKT VECT GOLD MINERS ETF								
CUSIP/SEC NO: 57060U100	100.00	VARIOUS	11/29/12	\$4,817.07	\$3,280.45		\$1,536.62	Sale
NEWMONT MNG CORP HLDG CO								
CUSIP/SEC NO: 651639106	45.00	06/30/10	02/15/12	\$2,692.34	\$2,772.66		(\$80.32)	Sale
	55.00	06/30/10	12/12/12	\$2,506.95	\$3,388.80		(\$881.85)	Sale
CUSIP/SEC NO 651639106 TOTAL:	100.00			\$5,199.29	\$6,161.46	\$0.00	(\$962.17)	
QUANTA SERVICES INC								
CUSIP/SEC NO: 74762E102	300.00	03/17/10	01/09/12	\$6,487.97	\$5,984.46		\$503.51	Sale
REPUBLIC SERVICES INC								
CUSIP/SEC NO: 760759100	200.00	03/29/10	05/09/12	\$5,310.48	\$5,824.34		(\$513.86)	Sale
SOUTHWESTERN ENERGY CO								
CUSIP/SEC NO: 845467109	100.00	11/02/09	03/27/12	\$3,181.09	\$4,496.65		(\$1,315.56)	Sale
TELEPHONE & DATA SYS INC								
CUSIP/SEC NO: 879433829	0.10	04/27/09	01/25/12	\$2.82	\$2.53		\$0.29	Cash In Lieu
VITERRA INC								
CUSIP/SEC NO: 92849T108	650.00	03/15/07	04/18/12	\$10,468.79	\$4,592.36		\$5,876.43	Sale
VALUE PARTNERS GROUP LTD								
CUSIP/SEC NO: G93175100	5,000.00	05/08/08	09/14/12	\$2,364.44	\$4,586.00		(\$2,221.56)	Sale

STIFEL NICOLAUS

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KNALL/COHEN SOLUTIONS MGD ACCT

2012 CONSOLIDATED FORM 1

ORIGINAL 02/08/2013

PAYER INFORMATION:		
STIFEL, NICOLAUS & COMPANY, INCORPORATED		
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1099-B DETAIL INFORMATION (CONTINUED)

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS -
Report on Form 8949, Part II, with Box B checked (continued)

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PROCEEDS</u>	<u>COST BASIS</u>	<u>WASH SALE (LOSS) DISALLOWED</u>	<u>GAIN/(LOSS)</u>	<u>ACTIVITY</u>
NOBLE CRP BARR NAMEN AKT CUSIP/SEC NO. H5833N103	150.00	08/24/10	02/09/12	\$5,610.52	\$4,727.91		\$882.61	Sale
Total Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS:	7,005.10			\$66,136.75	\$57,012.27	\$0.00	\$9,124.48	

Return of Capital or Principal Payments for which cost basis is NOT reported to the IRS
and for which SHORT- or LONG-TERM determination is UNKNOWN-
Report on Form 8949, in either Part I or Part II as appropriate, with Box B checked

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>DATE PAID</u>	<u>PROCEEDS</u>	<u>ACTIVITY</u>
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF 0.000328284	80.00	01/11/12	\$4.17	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000300711	80.00	02/14/12	\$4.03	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO. 78463V107 CBAF: 0.000315215	80.00	03/13/12	\$4.14	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO. 78463V107 CBAF: 0.000352592	80.00	04/10/12	\$4.50	Principal

(continued on backside)

STIFEL NICOLAUS

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TACIE JANE FOX LLC AGENT FOR
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U/T/A DTD 07/16/2001
KNALL/COHEN SOLUTIONS MGD ACCT

2012 CONSOLIDATED FORM 1099

ORIGINAL 02/08/2013

PAYER INFORMATION:		
STIFEL, NICOLAUS & COMPANY, INCORPORATED		
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1099-B DETAIL INFORMATION (CONTINUED)

This is important tax information and is being furnished to the Internal Revenue Service (IRS). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Return of Capital or Principal Payments for which cost basis is NOT reported to the IRS
and for which SHORT- or LONG-TERM determination is UNKNOWN-
Report on Form 8949, in either Part I or Part II as appropriate, with Box B checked (continued)

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>DATE PAID</u>	<u>PROCEEDS</u>	<u>ACTIVITY</u>
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO. 78463V107 CBAF: 0 000395985	80.00	05/16/12	\$4.76	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0 000325133	80 00	06/12/12	\$4 05	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO. 78463V107 CBAF: 0.000331733	80.00	07/06/12	\$4 09	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0 000328543	80 00	08/10/12	\$4 13	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO. 78463V107 CBAF: 0.000313489	80.00	09/12/12	\$4.22	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO. 78463V107 CBAF: 0 000340007	80 00	10/08/12	\$4 68	Principal
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF: 0.000321853	80.00	11/19/12	\$4 32	Principal

STIFEL NICOLAUS

ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

TACIE JANE FOX LLC AGENT FOR
FOX FAMILY FOUNDATION
U/T/A DTD 07/16/2001
KNALL/COHEN SOLUTIONS MGD ACCT

2012 CONSOLIDATED FORM 1

ORIGINAL 02/08/2013

PAYER INFORMATION:

STIFEL, NICOLAUS & COMPANY, INCORPORATED

FEDERAL ID NO 43-0538770

F.A. ACCOUNT PAGE

1A45 2893-6787 17 of 26

TAXPAYER ID: 23-3092389

1099-B DETAIL INFORMATION (CONTINUED)

This is important tax information and is being furnished to the Internal Revenue Service (IRS). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Return of Capital or Principal Payments for which cost basis is NOT reported to the IRS
and for which SHORT- or LONG-TERM determination is UNKNOWN-
Report on Form 8949, in either Part I or Part II as appropriate, with Box B checked (continued)

<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>DATE PAID</u>	<u>PROCEEDS</u>	<u>ACTIVITY</u>
SPDR GOLD TRUST GOLD ETF CUSIP/SEC NO: 78463V107 CBAF, 0.000308018	80.00	12/11/12	\$4 08	Principal
Total Return of Capital or Principal Payments			\$51.17	

CBAF: Cost Basis Allocation Factor

TOTAL SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (BOX 2A) \$102,081.90

(continued on backside)

UBS Financial Services Inc.

299 Park Avenue

25th Floor

New York NY 10171-0002

Account Number: Y1 76533 40**Tax Identification Number: 23-3092389****IMPORTANT NOTICE:**

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

UBS Financial Services Inc., 1000 Harbor Boulevard,
Weehawken, NJ 07086-6790 (Federal ID 13-2638166)

UBS Financial Services Inc.**2012 Consolidated Form 1099**

P1301L0000590900172691-X1

Your Financial Advisor or Contact

ERRICO/KILDUFF 212-821-7000/800-308-3140

Form 1099-DIV Dividends and Distributions (OMB No 1545-0110)

<i>Line#</i>	<i>Category</i>	<i>Amount</i>
1a	Ordinary dividends (includes lines 1b and 5)	\$3,415 81
1b	Qualified dividends	3,400 66
2a	Capital gain distributions (includes lines 2b, 2c, 2d)	0.00
2b	Unrecaptured section 1250 gain	0.00
2c	Section 1202 gain	0.00
2d	Collectible (28%) gain	0.00
3	Nondividend distributions	0 00
4	Federal income tax withheld	0.00
5	Investment expenses	0.00
6	Foreign tax paid	0.00
7	Foreign country or U S possession	Various
8	Liquidation distributions - cash	0 00
9	Liquidation distributions - non-cash (fair market value)	0.00
10	Exempt-interest dividends	0 00
11	Specified private activity bond interest dividends (included on line 10)	0 00

Form 1099-B Proceeds from Broker & Barter Exchange**Transactions** (OMB No 1545-0715)

<i>Line#</i>	<i>Category</i>	<i>Amount</i>
1a	Date of sale or exchange	Various
1b	Date of acquisition	Various
1c	Type of gain or loss	See details
1d	Stock or other symbol	See details
1e	Quantity sold	See details
2a	Stocks, bonds, etc reported to IRS (gross proceeds less commissions)	\$174,574 60
2b	If this box is checked, loss based on amount in Line 2a is not allowed	See details
3	Cost or other basis	See details
4	Federal income tax withheld	0.00
5	Wash sale loss disallowed	See details
6a	If this box is checked, lines 1b, 1c, 3 and 5 may be blank	See details
6b	If this box is checked, basis reported to IRS	See details
7	Bartering	0.00
8	Description	See details
9	Profit or (loss) realized on closed contracts for 2012	0 00
10	Unrealized profit or (loss) on open contracts - 12/31/2011	0 00
11	Total unrealized profit or (loss) on open contracts - 12/31/2012	0.00
12	Aggregate profit or (loss) (from lines 9, 10 and 11)	0 00

FOX FAMILY FOUNDATION
3009 44TH PLACE NW
WASHINGTON DC 20016-3556

Only the forms applicable to your account are shown. Forms which are not applicable and therefore not shown include Form 1099-OID, Form 1099-INT, Form 1099-MISC.

Account Number Y1 76533 40
Your Financial Advisor or Contact
ERRICO/KILDUFF
212-821-7000/800-308-3140

UBS Financial Services Inc.

2012 Consolidated Form 1099

P1301L0000590900172692-X1

Proceeds from Broker Transactions Details Reported on Form 1099-B

In compliance with IRS guidance, the substitute Form 1099-B has been formatted with the following changes:

Transactions are grouped into section(s) based upon whether the security is covered or noncovered, and whether the term is short or long. Transactions for which the term cannot be determined are grouped in a separate section. As a result, the substitute Form 1099-B could have up to five separate sections, each with a heading identifying which securities are included and how to report the transactions on Form 8949. The IRS allows the display of basis information for noncovered securities, even though this information is not reported to them. Therefore, when available, basis information will be displayed in sections where basis is not reported to the IRS. A security is a "covered security" and subject to basis reporting requirements if it is acquired on or after its corresponding effective date. For stock in a corporation, the effective date is January 1, 2011. For stock in a mutual fund the effective date is January 1, 2012. UBS is not required to report basis to the IRS for any securities acquired before 2011. IRS regulations now require that brokers report short sales for the year in which the short sale is closed. The possible application of the "Constructive Sale" provisions (Sec 1259) for short-against-the box transactions is not considered. Clients may wish to discuss the potential application of this provision with their tax advisors.

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order. 2012 Gain/Loss for transactions with trade dates through 12/31/12 has been incorporated into this statement. The net gain or loss for each transaction is calculated based on the sales amount less cost basis with any wash sale loss disallowed. Although we apply wash sale rules to covered lots of identical securities, there are other circumstances to be considered that may result in or negate wash sales. Gain or loss is not calculated on the sale or redemption of certain Structured Products and certain grantor trusts with collectible or foreign currency as it may be ordinary, and not capital, gain or loss. These gains or losses will not be included on the gain or loss subtotal and total amounts. Where applicable, symbol (2) will be printed to the right of the gain or loss subtotal and total amounts. Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products. Net gain or loss is not reported to the IRS.

On Line 2a gross proceeds are reported less commissions and option premiums. Sale amounts with "+" symbol indicate where an option premium adjustment has been made.

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Type of Gain/Loss: Short Term (Line 1c)

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked.

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b).

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
EL PASO CORP *MERGER EFF 05/2012* CUSIP 28336L109									
Exchange	2,000.0000		02/27/12	05/25/12	58,680.71	55,141.25			3,539.46
KINDER MORGAN INC Symbol KMI CUSIP 49456B101									
Cash in Lieu	0.2000		02/14/12	05/31/12	6.70	6.65			0.05
Short-term total									
Box A, Part I	2,000.2000				\$58,687.41	\$55,147.90			\$3,539.51

continued next page

Account Number Y1 76533 40
Your Financial Advisor or Contact
ERRICO/KILDUFF
212-821-7000/800-308-3140

UBS Financial Services Inc.

2012 Consolidated Form 1099

P1301L0000590900172693-X1

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Type of Gain/Loss: Long Term (Line 1c)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS; Report on Form 8949, Part II, with **Box B** checked

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
DB PERFRM SEC-CP FTSE/XINHUA CHINA 25 01/31/2012 CUSIP 25152C874									
Redemption	5,600.0000		05/15/08	01/31/12	60,141.23	74,205.25			(14,064.02)
DB PERFRM SEC-CP NIKKEI 225 INDEX 03/30/2012 Symbol ROHTFI CUSIP 25152C684									
Redemption	5,750 0000		05/14/08	03/30/12	32,875 82	49,857 75			(16,981 93)
Redemption	4,000 0000		08/26/08	03/30/12	22,870 14	31,685 25			(8,815 11)
Sub Total	9,750.0000				55,745.96	81,543.00			(25,797.04)
Long-term total									
Box B, Part II	15,350.0000				\$115,887.19	\$155,748.25			\$(39,861.06)
Total					\$174,574.60				

Account Number Y1 76533 40
Your Financial Advisor or Contact
ERRICO/KILDUFF
212-821-7000/800-308-3140

UBS Financial Services Inc.

2012 Consolidated Form 1099

P1301L0000590900172694-X1

2012 Realized Gain/Loss Summary (Includes sale proceeds not reported on Form 1099-B)

This section summarizes your realized gain/loss for transactions reported on Form 1099-B and those transactions not reported on Form 1099-B

- Transactions with box A checked were reported to the IRS on Form 1099-B with cost basis
- Transactions with box B checked were reported to the IRS on Form 1099-B without cost basis
- Transactions with box C checked were not reported to the IRS on Form 1099-B

For transactions where term is unknown to UBS, please rely on the confirmations previously provided to you as your official record

Net gain or loss subtotal and total amounts with symbol (2) do not include tax lots where gain or loss was not calculated

Description	Sale amount	Cost/other basis	Wash sale loss disallowed	Net Gain/Loss
Short-term Gain/Loss				
Short-term totals with box A checked in Part I	58,687 41	55,147 90		3,539 51
Total short-term	\$58,687 41	\$55,147 90		\$3,539 51
Long-term Gain/Loss				
Long-term totals with box B checked in Part II	115,887 19	155,748 25		(39,861 06)
Total long-term	\$115,887 19	\$155,748 25		\$(39,861 06)
Sub Total	\$174,574.60	\$210,896.15		\$(36,321.55)
Totals	\$174,574.60	\$210,896.15		\$(36,321.55)

Details for Items Reported on Forms 1099

Dividends and Distributions Details Reported on Form 1099-DIV

Transactions shown as "Qualified Dividend" only indicate that the dividend is issuer-qualified. We do not compute the holding period required for a qualified dividend. It is the responsibility of the taxpayer to determine whether the holding period requirements have been met. To assist you, we include the ex-dividend date information if available.

Security description	CUSIP	Activity Description	Ex Date	Payment Date	Amount
EL PASO CORP *MERGER EFF 05/2012*	28336L109	Qualified Dividend		04/02/12	\$ 20.00
KINDER MORGAN INC	49456B101	Qualified Dividend	04/26/12	05/16/12	640 00
		Qualified Dividend	07/27/12	08/15/12	996 10
		Qualified Dividend	10/29/12	11/15/12	1,744 56
				Sub-Total:	\$ 3,380.66
RMA GOVERNMENT PORTFOLIO	90348L204	Dividend		01/24/12	1 56
		Dividend		02/22/12	1 60
		Dividend		03/23/12	1 09
		Dividend		04/23/12	1 18
		Dividend		05/23/12	1 29
		Dividend		06/22/12	1 54
		Dividend		07/24/12	1 45
		Dividend		08/24/12	1 10
		Dividend		09/21/12	0 80
		Dividend		10/24/12	0 89

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Account Number Y1 77791 40
Your Financial Advisor or Contact
ERRICO/KILDUFF
212-821-7000/800-308-3140

UBS Financial Services Inc.

2012 Consolidated Form 1099

P1301L0002966200393572-X1

Proceeds from Broker Transactions Details Reported on Form 1099-B

In compliance with IRS guidance, the substitute Form 1099-B has been formatted with the following changes

Transactions are grouped into section(s) based upon whether the security is covered or noncovered, and whether the term is short or long. Transactions for which the term cannot be determined are grouped in a separate section. As a result, the substitute Form 1099-B could have up to five separate sections, each with a heading identifying which securities are included and how to report the transactions on Form 8949. The IRS allows the display of basis information for noncovered securities, even though this information is not reported to them. Therefore, when available, basis information will be displayed in sections where basis is not reported to the IRS. A security is a "covered security" and subject to basis reporting requirements if it is acquired on or after its corresponding effective date. For stock in a corporation, the effective date is January 1, 2011. For stock in a mutual fund the effective date is January 1, 2012. UBS is not required to report basis to the IRS for any securities acquired before 2011. IRS regulations now require that brokers report short sales for the year in which the short sale is closed. The possible application of the "Constructive Sale" provisions (Sec 1259) for short-against-the box transactions is not considered. Clients may wish to discuss the potential application of this provision with their tax advisors.

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On Line 2a gross proceeds are reported less commissions and option premiums. Sale amounts with "+" symbol indicate where an option premium adjustment has been made.

Beginning in 2012, basis for both covered and noncovered securities have been adjusted for all capital changes. Prior to 2012, basis may not have been adjusted for noncovered tax lots. The Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion. Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium. The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium. Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amounts reported to the IRS because the reporting requirements are different.

Type of Gain/Loss: Long Term (Line 1c)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS; Report on Form 8949, Part II, with **Box B** checked.

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
BLOOMER WIS SCH DIST SER B FSA TAXABLE B/E/R/ 4 750 100113 DTD 051503 CUSIP 093805CS6									
Redemption	10,000.0000		06/15/05	10/01/12	10,000.00	10,115.20			(115.20)
UTAH CNTY MUN BLDG REV SYNC TAXABLE B/E /R/ 5 500 110114 DTD 080304 CUSIP 917391CV4									
Redemption	5,000.0000		07/30/04	11/01/12	5,000.00	5,000.00			0.00
Long-term total									
Box B, Part II	15,000.0000				\$15,000.00	\$15,115.20			\$(115.20)

continued next page

Account Number Y1 77791 40
 Your Financial Advisor or Contact
 ERRICO/KILDUFF
 212-821-7000/800-308-3140

UBS Financial Services Inc.

2012 Consolidated Form 1099

P1301L0002966200393573-X1

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Type of Gain/Loss: Undetermined.

Transactions reported on Form 1099-B - basis **Not** reported to the IRS and Short- or Long-Term Determination is Unknown (to Broker), Report on Form 8949, in either Part I or Part II as appropriate, **Box B** checked.

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
GNMA PL 651914X 06.0000 DUE 04/15/36 FACTOR 0 117168760000 CUSIP 36292LGX6									- 0 -
Return of Principal				12/31/12	1,024.97	1024.97			Not Calculated

Term Unknown total

Box B

\$1,024.97

Total

\$16,024.97

Account Number Y1 01006 40
Your Financial Advisor or Contact
ERRICO/KILDUFF
212-821-7000/800-308-3140

UBS Financial Services Inc.

2012 Consolidated Form 1099

P1301L0002965800393522-X1

Proceeds from Broker Transactions Details Reported on Form 1099-B

In compliance with IRS guidance, the substitute Form 1099-B has been formatted with the following changes

Transactions are grouped into section(s) based upon whether the security is covered or noncovered, and whether the term is short or long. Transactions for which the term cannot be determined are grouped in a separate section. As a result, the substitute Form 1099-B could have up to five separate sections, each with a heading identifying which securities are included and how to report the transactions on Form 8949. The IRS allows the display of basis information for noncovered securities, even though this information is not reported to them. Therefore, when available, basis information will be displayed in sections where basis is not reported to the IRS. A security is a "covered security" and subject to basis reporting requirements if it is acquired on or after its corresponding effective date. For stock in a corporation, the effective date is January 1, 2011. For stock in a mutual fund the effective date is January 1, 2012. UBS is not required to report basis to the IRS for any securities acquired before 2011. IRS regulations now require that brokers report short sales for the year in which the short sale is closed. The possible application of the "Constructive Sale" provisions (Sec 1259) for short-against-the box transactions is not considered. Clients may wish to discuss the potential application of this provision with their tax advisors.

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order. 2012 Gain/Loss for transactions with trade dates through 12/31/12 has been incorporated into this statement. The net gain or loss for each transaction is calculated based on the sales amount less cost basis with any wash sale loss disallowed. Although we apply wash sale rules to covered lots of identical securities, there are other circumstances to be considered that may result in or negate wash sales. Gain or loss is not calculated on the sale or redemption of certain Structured Products and certain grantor trusts with collectible or foreign currency as it may be ordinary, and not capital, gain or loss. These gains or losses will not be included on the gain or loss subtotal and total amounts. Where applicable, symbol (2) will be printed to the right of the gain or loss subtotal and total amounts. Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products. Net gain or loss is not reported to the IRS.

On Line 2a gross proceeds are reported less commissions and option premiums. Sale amounts with "+" symbol indicate where an option premium adjustment has been made.

Beginning in 2012, basis for both covered and noncovered securities have been adjusted for all capital changes. Prior to 2012, basis may not have been adjusted for noncovered tax lots. The Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion. Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium. The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium. Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amounts reported to the IRS because the reporting requirements are different.

Type of Gain/Loss: Short Term (Line 1c)

Short-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part I, with **Box A** checked

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
DEVON ENERGY CORP NEW Symbol DVN CUSIP 25179M103									
Sell	150.0000		01/26/12	11/29/12	7,772.74	9,957.21			(2,184.47)
Short-term total									
Box A, Part I	150.0000				\$7,772.74	\$9,957.21			\$(2,184.47)

continued next page

Account Number Y1 01006 40
Your Financial Advisor or Contact
ERRICO/KILDUFF
212-821-7000/800-308-3140

UBS Financial Services Inc.

2012 Consolidated Form 1099

P1301L0002965800393523-X1

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Type of Gain/Loss: Long Term (Line 1c)

Long-term transactions reported on Form 1099-B - basis reported to the IRS, Report on Form 8949, Part II, with **Box A** checked.

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are reported to the IRS (Line 6b)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
DISCOVERY COMMUNICATIONS INC CL A Symbol DISCA CUSIP 25470F104									
Sell	275.0000		03/21/11	07/02/12	14,696.94	11,191.71			3,505.23
Long-term total									
Box A, Part II	275.0000				\$14,696.94	\$11,191.71			\$3,505.23

Type of Gain/Loss: Long Term (Line 1c)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS, Report on Form 8949, Part II, with **Box B** checked.

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
KELLOGG CO Symbol K CUSIP 487836108									
Sell	200.0000		03/13/08	04/23/12	10,141.46	10,069.70			71.76
MEDTRONIC INC Symbol MDT CUSIP 585055106									
Sell	300.0000		09/28/10	03/08/12	11,221.99	10,202.80			1,019.19
ORACLE CORP Symbol ORCL CUSIP 68389X105									
Sell	500.0000		03/13/08	04/19/12	14,137.68	9,930.00			4,207.68

continued next page

Account Number Y1 01006 40
Your Financial Advisor or Contact
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UBS Financial Services Inc.

2012 Consolidated Form 1099

P1301L0002965800393524-X1

Proceeds from Broker Transactions Details Reported on Form 1099-B (continued)

Long-term transactions reported on Form 1099-B - basis **Not** reported to the IRS, Report on Form 8949, Part II, with **Box B** checked. (continued)

In this sub-section Date acquired, Cost or Other Basis, and Wash Sale Loss disallowed are not reported to the IRS (Line 6a)

Security description (Line 8) Symbol (Line 1d) CUSIP Activity type	Quantity / face value (Line 1e)	Original cost basis (\$)	Date acquired (Line 1b)	Date of sale / exchange (Line 1a)	Sale amount (Line 2a) (\$)	Cost or other basis (Line 3) (\$)	Wash sale loss disallowed (Line 5) (\$)	Federal income tax withheld (Line 4) (\$)	Gain/Loss (\$)
VISA INC CL A Symbol V CUSIP 92826C839									
Sell	100.0000	-	05/26/10	07/12/12	12,190.11	7,579.30			4,610.81
Long-term total									
Box B, Part II	1,100.0000				\$47,691.24	\$37,781.80			\$9,909.44
Total					\$70,160.92				