Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation
COX FOUNDATION INC

A Employer identification number
23-7068786

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O THE ST. LOUIS TRUST COMPANY
7701 FORSYTH BLVD., SUITE 1100

B Telephone number (see instructions)
(314) 727-4600

City or town, state, and ZIP code
CLAYTON, MO 63105

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 25,989,000.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ____________________
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	495,513.	494,311.		ATCH 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	698,897.			
	b	Gross sales price for all assets on line 6a 4,681,269.				
	7	Capital gain net income (from Part IV, line 2)		698,897.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) ATCH 2	11,709.	5,906.		
	12	**Total.** Add lines 1 through 11	1,206,119.	1,199,114.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) ATCH 3	4,090.	2,045.		2,045.
	c	Other professional fees (attach schedule) *	117,000.	117,000.		
	17	Interest ATCH 5	541.	541.		
	18	Taxes (attach schedule) (see instructions) ATCH 6	45,346.	13,658.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 7	4,082.	3,832.		250.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	171,059.	137,076.		2,295.
	25	Contributions, gifts, grants paid	1,285,550.			1,285,550.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,456,609.	137,076.	0	1,287,845.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-250,490.			
	b	**Net investment income** (if negative, enter -0-)		1,062,038.		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
NOV 20 2013
OGDEN, UT
IRS-OSC

SCANNED NOV 25 2013

JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 4 Form **990-PF** (2012)

2E1410 1 000
78997R 2256 11/7/2013 1:32:28 PM V 12-7F

5
974

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	36,329.		
	2	Savings and temporary cash investments	107,690.	871,159.	871,159.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	858,166.	796,701.	834,541.
	b	Investments - corporate stock (attach schedule) ATCH 9	16,952,376.	16,618,489.	19,997,628.
	c	Investments - corporate bonds (attach schedule) ATCH 10	1,906,350.	1,353,955.	1,638,244.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 11	2,840,000.	2,810,117.	2,647,428.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	22,700,911.	22,450,421.	25,989,000.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	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	22,700,911.	22,450,421.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	22,700,911.	22,450,421.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	22,700,911.	22,450,421.	

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	22,700,911.
2	Enter amount from Part I, line 27a	2	-250,490.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	22,450,421.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,450,421.

**ATCH 8

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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				

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	698,897.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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	1,165,640.	25,340,066.	0.046000
2010	1,327,481.	24,386,155.	0.054436
2009	1,564,523.	23,128,280.	0.067645
2008	1,387,909.	29,445,294.	0.047135
2007	1,339,523.	30,359,252.	0.044122

2	**Total** of line 1, column (d)	2	0.259338
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.051868
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	25,125,485.
5	Multiply line 4 by line 3	5	1,303,209.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,620.
7	Add lines 5 and 6	7	1,313,829.
8	Enter qualifying distributions from Part XII, line 4	8	1,287,845.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	21,241.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	21,241.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	21,241.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	26,400.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	34,400.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	206.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	12,953.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 12,953. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA,MA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ THE ST. LOUIS TRUST COMPANY Telephone no ▶ 314-727-4600 Located at ▶7701 FORSYTH BLVD., STE. 1100 CLAYTON, MO ZIP+4 ▶ 63105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here . N/A ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ N/A			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ N/A , , ,			
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)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ N/A , , ,			
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.)*	3b	N/A	
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

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	N/A	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		0	0	0

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

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

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

Form **990-PF** (2012)

JSA
2E1460 1 000

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	21,967,359.
b	Average of monthly cash balances	1b	903,819.
c	Fair market value of all other assets (see instructions)	1c	2,636,929.
d	**Total** (add lines 1a, b, and c)	1d	25,508,107.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	25,508,107.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	382,622.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	25,125,485.
6	**Minimum investment return.** Enter 5% of line 5	6	1,256,274.

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	1,256,274.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	21,241.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	21,241.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,235,033.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,235,033.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,235,033.

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	1,287,845.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	1,287,845.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,287,845.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					1,235,033.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				932,723.	
b Total for prior years 20 10 , 20 09 , 20 08					
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					
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,287,845.					
a Applied to 2011, but not more than line 2a				932,723.	
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2012 distributable amount					355,122.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					879,911.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		0			
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					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test - enter **(1)** Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

WILLIAM AND MARTHA COX

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

N/A

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

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*				
ATCH 13				
Total . . . . ▶ **3a**				1,285,550.
b *Approved for future payment*				
NONE				
Total . . . . ▶ **3b**				NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	525990	492.	14	495,021.	
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	525990	-4,014.	14	15,723.	
8 Gain or (loss) from sales of assets other than inventory			18	698,897.	
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)		-3,522.		1,209,641.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . **13** 1,206,119.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ | 11/13/13 ▶ Director

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN R. HARPOLE	Steven R Harpole	11/11/13		P00745777

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 190 CARONDELET PLAZA, SUITE 1300
CLAYTON, MO 63105 — Phone no 314-290-1000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					468.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					38,228.	
		SCHWAB SHORT-TERM - SEE ATTACHED STMTS PROPERTY TYPE: SECURITIES				P	VAR	VAR
739,235.		734,034.					5,201.	
		SCHWAB LONG-TERM - SEE ATTACHED STMTS PROPERTY TYPE: SECURITIES				P	VAR	VAR
3,243,338.		2,508,455.					734,883.	
		4,508.68 SHS COMMON SENSE OFFSHORE LTD.					VAR	01/26/2012
660,000.		739,883.					-79,883.	
TOTAL GAIN(LOSS)							698,897.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SCHWAB #8773-4256 INTEREST EARNED	125,318.	124,608.
SCHWAB #8773-4256 ACCRUED INEREST PAID	-5,055.	-5,055.
SCHWAB #8773-4256 AMORT OF BOND PREMIUM	-220,371.	-220,371.
K-1 COMPASS DIV HOLDINGS INTEREST INCOME	874.	382.
K-1 COMPASS DIV HOLDINGS DIVIDEND INCOME	1,094.	1,094.
SCHWAB #8773-4256 DIVIDEND INCOME	13.	13.
SCHWAB #9583-9711 DIVIDEND INCOME	76.	76.
SCHWAB #6171-8446 DIVIDEND INCOME	6,659.	6,659.
SCHWAB #6813-7147 DIVIDEND INCOME	13,574.	13,574.
SCHWAB #9400-3322 DIVIDEND INCOME	490,591.	490,591.
SCHWAB #2825-8408 DIVIDEND INCOME	82,688.	82,688.
K-1 AMERIGAS PARTNERS LP INTEREST INCOME	51.	51.
K-1 TRANSMONTAIGNE PARTNERS LP INT. INC.	1.	1.
TOTAL	495,513.	494,311.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SCHWAB - NONDIVIDEND DISTRIBUTIONS	3,577.	
K-1 BREITBURN ENERGY PARTNERS - ORDINARY	1,892.	5,906.
DISTRIBUTIONS FROM PTP'S	6,240.	
TOTALS	11,709.	5,906.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEES	4,090.	2,045.		2,045.
TOTALS	4,090.	2,045.		2,045.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGER FEES	117,000.	117,000.
TOTALS	117,000.	117,000.

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 COMPASS DIVERSIFIED HLDGS	541.	541.
TOTALS	541.	541.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	13,648.	13,648.
2011 EXTENSION	700.	
2012 ESTIMATES	26,400.	
2011 TAX DUE	4,588.	
CA FRANCHISE TAX	10.	10.
TOTALS	45,346.	13,658.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MA PC REPORT FILING FEE	500.	250.	250.
SCHWAB - OTHER EXPENSES			
K-1 BREITBURN ENERGY PARTNERS	2,946.	2,946.	
K-1 COMPASS DIVERSIFIED HLDGS	486.	486.	
CSC ANNUAL FEE	150.	150.	
TOTALS	4,082.	3,832.	250.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHWAB #8773-4256 - RICHMOND	796,701.	834,541.
US OBLIGATIONS TOTAL	796,701.	834,541.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHWAB #9583-9711 AEW REIT		
SCHWAB #5053-8299 BOSTON		
SCHWAB #9400-3322 DIVERSE	12,950,708.	15,329,803.
SCHWAB #6502-3518 EAGLE		
SCHWAB #6813-7147 EDGEWOOD	800,027.	1,137,082.
SCHWAB #4665-7826 GREAT LAKE		
SCHWAB #6171-8446 KALMAR	928,292.	1,345,968.
SCHWAB #6547-6347 PHILADELPHIA		
SCHWAB #2825-8408 RIVER ROAD	1,939,462.	2,184,775.
TOTALS	16,618,489.	19,997,628.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHWAB #8773-4256 - RICHMOND	1,353,955.	1,638,244.
TOTALS	1,353,955.	1,638,244.

ATTACHMENT 11

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESTMENT IN COMMON SENSE PARTNERS OFFSHORE LTD.	1,510,117.	1,288,401.
INVESTMENT IN AURORA GLOBAL OFFSHORE	1,300,000.	1,359,027.
TOTALS	2,810,117.	2,647,428.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
WILLIAM C COX, JR. 190 SOUTH BEACH ROAD HOBE SOUND, FL 33455	PRESIDENT 1.00	0	0	0
MARTHA W COX 190 SOUTH BEACH ROAD HOBE SOUND, FL 33455	TREASURER 1.00	0	0	0
JOHN M. JENNINGS 7701 FORSYTH BLVD., SUITE 1100 CLAYTON, MO 63105	DIRECTOR 1.00	0	0	0
ELIZABETH K. GOLDENBERG 7701 FORSYTH BLVD., SUITE 1100 CLAYTON, MO 63105	DIRECTOR 1.00	0	0	0
ANN COX BARTRAM 320 MAYFLOWER ROAD LAKE FOREST, IL 60045	DIRECTOR 1.00	0	0	0
HEIDI COX 160 SOUTH BEACH ROAD HOBE SOUND, FL 33455	DIRECTOR 1.00	0	0	0

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

ATTACHMENT 12 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
MARTHA FARRELL 131 EAST 69TH STREET, APT 7B NEW YORK, NY 10021	DIRECTOR 1.00	0	0	0
	GRAND TOTALS			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VARIOUS CHARITIES - SEE ATTACHED STATMENT	N/A PUBLIC CHARITY	GENERAL PURPOSE	1,285,550
		TOTAL CONTRIBUTIONS PAID	1,285,550

COX FOUNDATION, INC
2012 CONTRIBUTIONS

Recipient Name	Recipient Address	City	State	Zip	Relationship To Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Service	2012 Contributions
Artists' Association of Nantucket	P O Box 1104	Nantucket	MA	02554-1104	No Relationship	Public Charity	Children s Program Fund	Arts & Culture	$2 500
Bishop John T Walker School for Boys	3640 Martin Luther King Jr Ave	Washington	DC	20032	No Relationship	Public Charity	General Fund	Education	$3 800
Boston MedFlight	Robins Street Hangar 1727 Hanscom Air Force Base	Bedford	MA	01730	No Relationship	Public Charity	General Fund	Healthcare	$5 000
Boys & Girls Club of Martin County (Hobe Sound)	11500 SE Lares Avenue	Hobe Sound	FL	33475	No Relationship	Public Charity	General Fund	Social Welfare	$50 000
Brooks School	1160 Great Pond Road	North Andover	MA	01845-1298	No Relationship	Public Charity	General Fund	Education	$5 000
Central Park Conservancy	14 East 60th Street	New York	NY	33455-2507	No Relationship	Public Charity	General Fund	Environment	$3 000
Charles Schwab Charitable Gift Fund	101 Montgomery Street	San Francisco	CA	94104	No Relationship	Public Charity	Charitable Fund	Heidi Cox Charitable Fund	$100 000
Charles Schwab Charitable Gift Fund	101 Montgomery Street	San Francisco	CA	94104	No Relationship	Public Charity	Charitable Fund	Ann & Steve Bartram	$100 000
Charles Schwab Charitable Gift Fund	101 Montgomery Street	San Francisco	CA	94104	No Relationship	Public Charity	Charitable Fund	Farrell Chartitable Fund	$100 000
Christ Memorial Chapel	P O Box 582	Hobe Sound	FL	33475	No Relationship	Public Charity	General Fund	Religious	$2 500
Cohasset Central Cemetery	44 Ripley Road	Cohasset	MA	02025	No Relationship	Public Charity	General Fund	Religious	$1,000
Dexter School	20 Newton Street	Brookline	MA	02445-7498	No Relationship	Public Charity	Annual Fund	Education	$15 000
Egan Maritime Institute	4 Winter Street	Nantucket	MA	02554	No Relationship	Public Charity	General Fund	Arts & Culture	$100
Everglades Foundation	18001 Old Cutler Rd Ste 625	Palmetto Bay	FL	33157	No Relationship	Public Charity	General Fund	Environment	$15,000
Freedom Institute	515 Madison Avenue	New York	NY	10022	No Relationship	Public Charity	General Fund	Social Welfare	$5 000
Friends of Massachusetts General Hospital Cancer Center	165 Cambridge Street Suite 600	Boston	MA	02114-2792	No Relationship	Public Charity	General Fund	Healthcare	$5 000
Hobe Sound Community Chest Inc	P O Box 511	Hobe Sound	FL	33475-0511	No Relationship	Public Charity	Annual Fund	Social Welfare	$10,000
Hobe Sound Nature Center	P O Box 214	Hobe Sound	FL	33475	No Relationship	Public Charity	Annual Fund	Environment	$500
Joslin Diabetes Center, Inc	1 Joslin Pl	Boston	MA	02215	No Relationship	Public Charity	General Fund	Healthcare	$75 000
Jupiter Island Medical Center Foundation	1210 S Old Dixie Highway	Jupiter	FL	33458-7205	No Relationship	Public Charity	General Fund	Healthcare	$3,000
Jupiter Island Medical Clinic Inc	100 Estrada Square	Hobe Sound	FL	33455	No Relationship	Public Charity	General Fund	Healthcare	$3 000
Jupiter Island Town	2 Bridge Road	Hobe Sound	FL	33475	No Relationship	Governmental Unit	General Fund	Social Welfare	$2 000
Loaves and Fishes of Hobe Sound Inc	P O Box 98	Hobe Sound	FL	33475	No Relationship	Public Charity	Annual Fund	Environment	$500
Maltz Jupiter Theatre	1001 East Indiantown Road	Jupiter	FL	33477	No Relationship	Public Charity	General Fund	Arts & Culture	$10,000
Marine Biological Laboratory	7 MBL Street	Woods Hole	MA	02543	No Relationship	Public Charity	Annual Fund	Environment	$20 000
Massachusetts General Hospital	165 Cambridge Street Suite 600	Boston	MA	02114-2792	No Relationship	Public Charity	General Fund	Healthcare	$167,000
Nantucket Atheneum	One India Street	Nantucket	MA	02554	No Relationship	Public Charity	1847 Society	Arts & Culture	$2,000
Nantucket Boys and Girls Club	P O Box 270	Nantucket	MA	02554	No Relationship	Public Charity	General Fund	Social Welfare	$23 500
Nantucket Conservation Foundation Inc	P O Box 13 118 Cliff Rd	Nantucket	MA	02554	No Relationship	Public Charity	General Fund	Environment	$35,000
Nantucket Cottage Hospital	57 Prospect Street	Nantucket	MA	02554-2799	No Relationship	Public Charity	Annual Fund	Healthcare	$47,500
Nantucket Dreamland Theater Foundation	P O Box 989	Nantucket	MA	02554	No Relationship	Public Charity	Nantucket Dreamland Theater	Arts & Culture	$25 000
Nantucket Historical Association	P O Box 1016	Nantucket	MA	02554-1016	No Relationship	Public Charity	Antiques Show & Annual Fund	Arts & Culture	$5 650
Nantucket Ice	One Backus Lane, PO Box 3155	Nantucket	MA	02584	No Relationship	Public Charity	General Fund	Social Welfare	$1 500
Nantucket Island School of Design	23 Wauwinet Road	Nantucket	MA	02554	No Relationship	Public Charity	Arts and Educational Community	Education	$5 000
Nantucket Land Council Inc	6 Ash Ln P O Box 502	Nantucket	MA	02554	No Relationship	Public Charity	General Fund	Environment	$2 500
Nantucket Maria Mitchell Association	4 Vestal Street	Nantucket	MA	02554	No Relationship	Public Charity	General Fund	Education	$5 000
Nantucket Shipwreck & Lifesaving Museum	158 Polpis Rd	Nantucket	MA	02554-2320	No Relationship	Public Charity	General Fund	Arts & Culture	$2 000
Nantucket Yacht Club Foundation	1 South Beach Street P O Box 667	Nantucket	MA	02554	No Relationship	Public Charity	General Fund	Education	$2 500
National Tropical Botanical Garden	3530 Papalina Road	Kalaheo	HI	96741	No Relationship	Public Charity	General Fund	Environment	$10 000
Natives Helping Natives	P O Box 301	Hobe Sound	FL	33475	No Relationship	Public Charity	Christmas Gift Fund	Social Welfare	$2 500
Newseum	555 Pennsylvania Ave NW	Washington	DC	20001	No Relationship	Public Charity	General Fund	Education	$100 000
One Thousand Friends of Florida	P O Box 5948	Tallahassee	FL	32314-5948	No Relationship	Public Charity	General Fund	Social Welfare	$2,500
Palliative and Supportive Care of Nantucket Foundation	57 Prospect Street	Nantucket	MA	02554	No Relationship	Public Charity	General Fund	Social Welfare	$1 000
Pegasus Foundation	218 W Main Street, 3W	Hyannis	MA	02601	No Relationship	Public Charity	General Fund	Animal Welfare	$1,000
Robert T Jones Jr Memorial Scholarship Fund	1185 Avenue of the Americas	New York	NY	10036	No Relationship	Public Charity	General Fund	Education	$1 000
Rush Neurobehavioral Center	4711 Golf Rd , #1100	Skokie	IL	60076-1249	No Relationship	Public Charity	General Fund	Healthcare	$5,000
Sankaty Head Foundation	P O Box 875	Siasconset	MA	02564	No Relationship	Public Charity	General Fund & Scholarship Fund & Lighthouse	Education	$150 000
Sconset Trust, Inc	P O Box 821	Siasconset	MA	02564	No Relationship	Public Charity	General Fund	Arts & Culture	$5 000
Siasconset Beach Preservation	18 Seasapana Road	Nantucket	MA	02554	No Relationship	Public Charity	General Fund	Environment	$500
Smile Train	41 Madison Ave , 28th Floor	New York	NY	10010	No Relationship	Public Charity	General Fund	Healthcare	$1,000
Society of the Four Arts in Palm Beach, FL	2 Four Arts Plaza	Palm Beach	FL	33480	No Relationship	Public Charity	General Fund	Arts & Culture	$10,000
Solomon R Guggenheim Museum	1071 Fifth Ave	New York	NY	10128-0173	No Relationship	Public Charity	General Fund	Arts & Culture	$1 000
St Paul s Episcopal Church, Nantucket, MA	20 Fair Street Box 278	Nantucket	MA	02554	No Relationship	Public Charity	General Fund	Religious	$27 500
U S Golf Association Inc	P O Box 708	Far Hills	NJ	07931-0708	No Relationship	Public Charity	General Fund	Arts & Culture	$2 500
Walnut Hill School - Pledge	12 Highland Street	Natick	MA	01760	No Relationship	Public Charity	General Fund	Education	$100 000
Walnut Hill School - Student sponsorship program	12 Highland Street	Natick	MA	01760	No Relationship	Public Charity	General Fund	Education	$1 000
WBPT Channel 2 - Donors of Distinction	14901 Northeast 20th Avenue	Miami	FL	33181	No Relationship	Public Charity	General Fund	Arts & Culture	$3 000
TOTAL									$1,285,550

COX FOUNDATION INC.

EIN: 23-7068786

Expenditure Responsibility Statement for the year 2012

Pursuant to IRC Regulation § 53.4945-5(d)(2), the Cox Foundation Inc. provides the following information:

(i) Grantee:	The Pegasus Foundation 218 W. Main Street, 3W Hyannis, MA 02601
(ii) Amount of Grant:	April 10, 2012 $1,000 (general support)
(iii) Purpose of Grant:	General support for the Pegasus Foundation, a foundation that improves animal welfare through effective grant making and education, in the amount listed above.
(iv) and (vi) Reports:	The Pegasus Foundation submitted a report on the 2012 general support grant on April 24, 2012. The general support report reflected that the grant was properly added to the foundation's account, the income from which is devoted exclusively to its animal welfare programs.
(v) Diversions:	To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.
(vii) Verification:	The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
COX FOUNDATION INC	23-7068786

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	5,201.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	468.
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	5,669.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	655,000.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	38,228.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	693,228.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

JSA
2F1210 2 000

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			5,669.
14 **Net long-term gain or (loss):**				
a Total for year	14a			693,228.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			698,897.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: COX FOUNDATION INC

Employer identification number: 23-7068786

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SCHWAB SHORT-TERM - SEE ATTACHED STMTS	VAR	VAR	739,235.	734,034.	5,201.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 5,201.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

JSA
2F1221 2 000

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

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	SCHWAB LONG-TERM - SEE ATTACHED STMTS	VAR	VAR	3,243,338.	2,508,455.	734,883.
	4,508.68 SHS COMMON SENSE OFFSHORE LTD.	VAR	01/26/2012	660,000.	739,883.	-79,883.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 655,000.

Schedule D-1 (Form 1041) 2012

Schwab One® Account of
COX FOUNDATION INC
MGR: RIVER ROAD ASSET MGMT

Account Number
2825-8408

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CRACKER BARREL OLD CTRY: CBRL	100.0000	09/27/11	09/27/12	$6,691.62	$4,278 99	$2,412.63
Security Subtotal				**$6,691.62**	**$4,278.99**	**$2,412.63**
LANDAUER INC. LDR	75.0000	09/23/11	09/19/12	$4,437.91	$3,644.52	$793.39
Security Subtotal				**$4,437.91**	**$3,644.52**	**$793.39**
MEREDITH CORP: MDP	375.0000	11/25/11	10/10/12	$12,967.22	$10,447.56	$2,519.66
Security Subtotal				**$12,967.22**	**$10,447.56**	**$2,519.66**
NEWMONT MINING CORP: NEM	150.0000	02/07/12	07/31/12	$6,688.66	$9,125.80	($2,437.14)
Security Subtotal				**$6,688.66**	**$9,125.80**	**($2,437.14)**
PHILLIPS 66: PSX	0.5000	09/21/11	05/01/12	$16.00	$15.29	$0.71
PHILLIPS 66: PSX	49.5000	09/21/11	08/01/12	$1,882.63	$1,513.24	$369.39
Security Subtotal				**$1,898.63**	**$1,528.53**	**$370.10**
SEADRILL LTD F: SDRL	175.0000	09/27/11	02/13/12	$6,886.09	$5,237.88	$1,648.21
Security Subtotal				**$6,886.09**	**$5,237.88**	**$1,648.21**
Total Short-Term				**$39,570.13**	**$34,263.28**	**$5,306.85**

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CHUBB CORPORATION: CB	140.0000	07/13/10	09/24/12	$10,617.17	$7,349.85	$3,267.32
Security Subtotal				**$10,617.17**	**$7,349.85**	**$3,267.32**
CINCINNATI FINANCIAL CP: CINF	375.0000	07/13/10	03/05/12	$13,019.11	$10,258 67	$2,760.44
CINCINNATI FINANCIAL CP: CINF	375.0000	07/13/10	04/02/12	$12,865.30	$10,258.67	$2,606.63
Security Subtotal				**$25,884.41**	**$20,517.34**	**$5,367.07**
COMMERCE BANCSHARES INC MISSOURI. CBSH	0.1000	07/13/10	12/17/12	$3.58	$3.27	$0.31
Security Subtotal				**$3.58**	**$3.27**	**$0.31**
COMPANIA CER UNIDAS ADRFSPONSORED ADR 1 ADR REP 5: CCU	100.0000	07/13/10	01/04/12	$6,162.05	$4,890.68	$1,271.37
COMPANIA CER UNIDAS ADRFSPONSORED ADR 1 ADR REP 5: CCU	70.0000	07/13/10	01/26/12	$4,317.06	$3,423.48	$893.58
Security Subtotal				**$10,479.11**	**$8,314.16**	**$2,164.95**
CRACKER BARREL OLD CTRY· CBRL	125 0000	07/13/10	03/05/12	$6,849.68	$6,080 09	$769 59
CRACKER BARREL OLD CTRY: CBRL	100 0000	07/13/10	09/27/12	$6,691.62	$4,864.08	$1,827.54

G000000430883

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CRACKER BARREL OLD CTRY: CBRL	125.0000	09/22/11	09/27/12	$8,364.54	$5,148.44	$3,216.10
Security Subtotal				**$21,905.84**	**$16,092.61**	**$5,813.23**
CULLEN FROST BANKERS: CFR	150.0000	07/13/10	01/24/12	$8,522.98	$8,047.11	$475.87
CULLEN FROST BANKERS. CFR	250.0000	07/13/10	03/16/12	$15,048.13	$13,411.84	$1,636.29
Security Subtotal				**$23,571.11**	**$21,458.95**	**$2,112.16**
DIAGEO PLC NEW ADR FSPONSORED ADR 1 ADR REPS 4. DEO	100.0000	07/13/10	01/26/12	$8,906.34	$6,741.78	$2,164.56
DIAGEO PLC NEW ADR FSPONSORED ADR 1 ADR REPS 4: DEO	125 0000	07/13/10	02/07/12	$11,698.63	$8,427.22	$3,271.41
Security Subtotal				**$20,604.97**	**$15,169.00**	**$5,435.97**
DUKE ENERGY CORP NEW. DUK	495.0000	07/13/10	06/12/12	$11,291.65	$8,332.25	$2,959.40
Security Subtotal				**$11,291.65**	**$8,332.25**	**$2,959.40**
DUKE ENERGY CORP NEW: DUK	0.6666	07/13/10	07/06/12	$45.13	$33.67	$11.46
DUKE ENERGY CORP NEW: DUK	175.0000	07/13/10	07/30/12	$11,856.08	$8,837.24	$3,018.84

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DUKE ENERGY CORP NEW: DUK	166.0000	07/13/10	08/27/12	$10,839.08	$8,382.75	$2,456.33
Security Subtotal				**$22,740.29**	**$17,253.66**	**$5,486.63**
GENUINE PARTS CO: GPC	300.0000	07/13/10	04/25/12	$18,991.48	$12,530 92	$6,460.56
GENUINE PARTS_CO: GPC	200.0000	07/13/10	05/11/12	$12,997.44	$8,353.95	$4,643.49
Security Subtotal				**$31,988.92**	**$20,884.87**	**$11,104.05**
GRUPO AEROPORT DEL ADR FSPONSORED ADR 1 ADR REP 10: ASR	175.0000	07/13/10	07/17/12	$13,828.71	$8,729.85	$5,098.86
Security Subtotal				**$13,828.71**	**$8,729.85**	**$5,098.86**
J M SMUCKER CO NEW. SJM	125.0000	07/13/10	08/21/12	$10,507.60	$7,794.23	$2,713.37
J M SMUCKER CO NEW: SJM	25.0000	10/29/10	08/21/12	$2,101.52	$1,618.70	$482.82
J M SMUCKER CO NEW: SJM	125.0000	07/13/10	09/17/12	$10,783.31	$7,794.22	$2,989.09
Security Subtotal				**$23,392.43**	**$17,207.15**	**$6,185.28**
LANDAUER INC: LDR	100.0000	09/01/11	09/19/12	$5,917.22	$5,198.46	$718.76
LANDAUER INC: LDR	125.0000	08/19/11	12/05/12	$7,260.72	$5,755.65	$1,505.07

G000000430983

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
LANDAUER INC: LDR	25.0000	09/23/11	12/05/12	$1,452.15	$1,214.84	$237.31
Security Subtotal				**$14,630.09**	**$12,168.95**	**$2,461.14**
MC CORMICK & CO INC N-VTNON VOTING SHARES: MKC	225.0000	07/13/10	05/15/12	$12,760.10	$8,702.18	$4,057.92
MC CORMICK & CO INC N-VTNON VOTING SHARES: MKC	225.0000	07/13/10	05/29/12	$12,838 80	$8,702 17	$4,136.63
Security Subtotal				**$25,598.90**	**$17,404.35**	**$8,194.55**
MC DONALDS CORP· MCD	100.0000	07/13/10	01/20/12	$10,140.86	$7,088 95	$3,051.91
MC DONALDS CORP: MCD	105.0000	07/13/10	02/21/12	$10,508.36	$7,443.40	$3,064.96
Security Subtotal				**$20,649.22**	**$14,532.35**	**$6,116.87**
NORDIC AMERN TANKR LTD F: NAT	425.0000	03/01/11	09/21/12	$4,503.63	$10,114.64	($5,611.01)
NORDIC AMERN TANKR LTD F: NAT	25.0000	03/08/11	09/21/12	$264.92	$606.22	($341.30)
NORDIC AMERN TANKR LTD F: NAT	250.0000	07/06/11	09/21/12	$2,649.19	$5,573.50	($2,924.31)
Security Subtotal				**$7,417.74**	**$16,294.36**	**($8,876.62)**

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Long-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PEPSICO INCORPORATED: PEP		100.0000	07/19/11	08/27/12	$7,333 39	$6,838.75	$494 64
Security Subtotal					**$7,333.39**	**$6,838.75**	**$494.64**
PHILLIPS 66: PSX		187.5000	07/13/10	08/01/12	$7,131.17	$4,564.78	$2,566.39
Security Subtotal					**$7,131.17**	**$4,564.78**	**$2,566.39**
SARA LEE CORP. SLE		700.0000	07/13/10	05/21/12	$14,551.00	$10,061.32	$4,489.68
SARA LEE CORP: SLE		1,010.0000	07/13/10	06/04/12	$20,688.32	$14,517.05	$6,171.27
Security Subtotal					**$35,239.32**	**$24,578.37**	**$10,660.95**
SEADRILL LTD	F: SDRL	25.0000	07/13/10	02/13/12	$983.73	$539.04	$444.69
SEADRILL LTD	F: SDRL	225.0000	08/02/10	02/13/12	$8,853.54	$5,597.19	$3,256.35
SEADRILL LTD	F: SDRL	400.0000	07/13/10	02/22/12	$15,835.08	$8,624.72	$7,210.36
SEADRILL LTD	F: SDRL	275.0000	07/13/10	02/23/12	$11,060.59	$5,929.49	$5,131.10
Security Subtotal					**$36,732.94**	**$20,690.44**	**$16,042.50**
THE SOUTHERN COMPANY. SO		365.0000	07/13/10	05/14/12	$16,631.43	$12,702.65	$3,928.78

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
THE SOUTHERN COMPANY: SO	285.0000	07/13/10	06/20/12	$13,378.00	$9,918.50	$3,459.50
Security Subtotal				**$30,009.43**	**$22,621.15**	**$7,388.28**
TOWER GROUP INC· TWGP	450 0000	05/27/11	12/04/12	$7,651.23	$10,800 36	($3,149.13)
TOWER GROUP INC: TWGP	190.0000	06/08/11	12/04/12	$3,230.52	$4,568.72	($1,338.20)
Security Subtotal				**$10,881.75**	**$15,369.08**	**($4,487.33)**
UNITED TECHNOLOGIES CORP: UTX	175.0000	07/13/10	10/10/12	$13,426.08	$11,873.81	$1,552.27
UNITED TECHNOLOGIES CORP: UTX	155.0000	07/13/10	12/19/12	$12,916.41	$10,516 81	$2,399.60
Security Subtotal				**$26,342.49**	**$22,390.62**	**$3,951.87**
VODAFONE GROUP NEW ADR FSPONSORED ADR 1 ADR REP 10: VOD	125.0000	11/16/10	11/19/12	$3,183.38	$3,405.09	($221.71)
VODAFONE GROUP NEW ADR FSPONSORED ADR 1 ADR REP 10: VOD	275.0000	05/17/11	11/19/12	$7,003.44	$7,659.18	($655.74)
Security Subtotal				**$10,186.82**	**$11,064.27**	**($877.45)**

SCHEDULE D ATTACHMENT

Schwab One® Account of
COX FOUNDATION INC
MGR: RIVER ROAD ASSET MGMT

Account Number
2825-8408

Report Perlod
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accountmg Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
WASTE MANAGEMENT INC DEL: WM	350.0000	07/13/10	08/28/12	$11,927.43	$11,509.20	$418.23
Security Subtotal				**$11,927.43**	**$11,509.20**	**$418.23**
Total Long-Term				**$460,388.88**	**$361,339.63**	**$99,049.25**
Total Realized Gain or (Loss)				**$499,959.01**	**$395,602.91**	**$104,356.10**

Schwab has provided realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings See Terms and Conditions.

Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AMERICAN PUB EDUCATION: APEI	125.0000	09/14/11	08/07/12	$3,418 74	$5,083.71	($1,664 97)
AMERICAN PUB EDUCATION. APEI	15.0000	09/14/11	08/10/12	$487.74	$610.05	($122.31)
Security Subtotal				**$3,906.48**	**$5,693.76**	**($1,787.28)**
AMERICAN VANGUARD CORP: AVD	430.0000	01/19/12	03/21/12	$8,715.08	$6,329.78	$2,385.30
AMERICAN VANGUARD CORP: AVD	455.0000	02/10/12	03/21/12	$9,221.77	$7,316.93	$1,904.84
Security Subtotal				**$17,936.85**	**$13,646.71**	**$4,290.14**
COMSCORE INC NEW: SCOR	450.0000	10/28/11	08/02/12	$6,946.48	$9,926.94	($2,980.46)
COMSCORE INC NEW: SCOR	300.0000	11/18/11	11/16/12	$3,806.81	$5,941.51	($2,134.70)
Security Subtotal				**$10,753.29**	**$15,868.45**	**($5,115.16)**
CONSTANT CONTACT INC: CTCT	140.0000	02/08/11	02/03/12	$4,349.19	$4,054.42	$294.77
Security Subtotal				**$4,349.19**	**$4,054.42**	**$294.77**
CORRECTIONS CP AMER NEW: CXW	380.0000	07/12/11	04/05/12	$10,908.06	$8,514.83	$2,393.23
Security Subtotal				**$10,908.06**	**$8,514.83**	**$2,393.23**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DIGITAL RIVER INC: DRIV	260.0000	02/04/11	01/05/12	$3,823.50	$8,568.49	($4,744.99)
Security Subtotal				**$3,823.50**	**$8,568.49**	**($4,744.99)**
GENTEX CORP: GNTX	85.0000	08/09/11	01/10/12	$2,579 59	$1,942 45	$637 14
Security Subtotal				**$2,579.59**	**$1,942.45**	**$637.14**
INNERWORKING INC. INWK	445.0000	07/20/11	01/19/12	$4,443.96	$3,540.83	$903.13
Security Subtotal				**$4,443.96**	**$3,540.83**	**$903.13**
INTERMEC INC: IN	730.0000	07/11/11	02/03/12	$5,915.04	$8,051.07	($2,136.03)
Security Subtotal				**$5,915.04**	**$8,051.07**	**($2,136.03)**
IXIA: XXIA	405.0000	08/12/11	05/01/12	$5,108.75	$3,551.85	$1,556.90
Security Subtotal				**$5,108.75**	**$3,551.85**	**$1,556.90**
ROBBINS & MYERS INC: RBN	150.0000	05/13/11	01/09/12	$7,502.40	$6,291.00	$1,211.40
Security Subtotal				**$7,502.40**	**$6,291.00**	**$1,211.40**
RUSH ENTERPRISES CL A. RUSHA	235.0000	07/11/12	11/27/12	$4,464.17	$3,639.98	$824.19
Security Subtotal				**$4,464.17**	**$3,639.98**	**$824.19**

G000000435183

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SONOSITE INC TENDER OFFER EXP: 2/15/12 SONO	130.0000	07/27/11	01/25/12	$7,002.95	$4,315.94	$2,687.01
Security Subtotal				**$7,002.95**	**$4,315.94**	**$2,687.01**
SUPER MICRO COMPUTER INC: SMCI	220.0000	04/17/12	10/10/12	$1,974.42	$3,748.95	($1,774.53)
Security Subtotal				**$1,974.42**	**$3,748.95**	**($1,774.53)**
ULTIMATE SOFTWARE GROUP: ULTI	30.0000	11/19/12	12/21/12	$2,858 95	$2,638.10	$220.85
Security Subtotal				**$2,858.95**	**$2,638.10**	**$220.85**
3 D SYSTEMS CORP: DDD	65.0000	11/16/12	12/21/12	$3,351.18	$2,431.72	$919.46
Security Subtotal				**$3,351.18**	**$2,431.72**	**$919.46**
Total Short-Term				**$96,878.78**	**$96,498.55**	**$380.23**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ALBEMARLE CORP: ALB	270.0000	01/27/09	03/08/12	$16,961.51	$5,665.00 [a]	$11,296.51
Security Subtotal				**$16,961.51**	**$5,665.00**	**$11,296.51**
AMERICAN PUB EDUCATION· APEI	75 0000	05/12/10	08/07/12	$2,051.25	$3,267.33	($1,216 08)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accountıng Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AMERICAN PUB EDUCATION. APEI	210.0000	09/14/09	08/10/12	$6,828.41	$7,124.72 [a]	($296.31)
Security Subtotal				**$8,879.66**	**$10,392.05**	**($1,512.39)**
ARIBA INC NEW XXXCASH MERGER @ $45.00/SH EFF 10/02/12: 04033V203	920.0000	01/26/09	10/05/12	$41,400.00	$6,384.00 [a]	$35,016.00
Security Subtotal				**$41,400.00**	**$6,384.00**	**$35,016.00**
ATMEL CORP: ATML	585.0000	10/01/08	03/23/12	$6,076.22	$1,911.16 [a]	$4,165 06
ATMEL CORP. ATML	710.0000	11/25/08	03/23/12	$7,374.56	$2,238.99 [a]	$5,135.57
Security Subtotal				**$13,450.78**	**$4,150.15**	**$9,300.63**
BELO CORPORATION SER A SERIES A: BLC	895.0000	08/01/11	11/16/12	$6,284.87	$6,223.47	$61.40
BELO CORPORATION SER A SERIES A· BLC	1,165 0000	08/19/11	11/16/12	$8,180 86	$6,009.40	$2,171 46
Security Subtotal				**$14,465.73**	**$12,232.87**	**$2,232.86**
CHICAGO BRIDGE & IRON FN Y REGISTRY SHS 1 NY SH REP· CBI	140.0000	01/26/09	03/23/12	$6,207.42	$1,573.39 [a]	$4,634.03
Security Subtotal				**$6,207.42**	**$1,573.39**	**$4,634.03**
COMSCORE INC NEW. SCOR	160.0000	10/28/11	11/16/12	$2,030.30	$3,529.58	($1,499.28)
Security Subtotal				**$2,030.30**	**$3,529.58**	**($1,499.28)**

G000000435283

Please see "Endnotes for Your Account" section for an explanatıon of the endnote codes and symbols on thıs report

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CONCUR TECHNOLOGIES INC: CNQR	50.0000	11/12/10	06/25/12	$3,282.44	$2,481.41	$801.03
CONCUR TECHNOLOGIES INC· CNQR	40.0000	04/30/08	10/18/12	$2,716.46	$1,320.53 [a]	$1,395.93
CONCUR TECHNOLOGIES INC: CNQR	60.0000	11/12/10	10/18/12	$4,074.68	$2,977.70	$1,096.98
CONCUR TECHNOLOGIES INC: CNQR	95.0000	04/30/08	11/01/12	$6,300.91	$3,136.26 [a]	$3,164.65
Security Subtotal				**$16,374.49**	**$9,915.90**	**$6,458.59**
CONSTANT CONTACT INC: CTCT	10 0000	04/30/08	02/03/12	$310 66	$178.33 [a]	$132.33
Security Subtotal				**$310.66**	**$178.33**	**$132.33**
COOPER COMPANIES NEW: COO	180.0000	01/30/09	09/25/12	$17,044.12	$3,410.28 [a]	$13,633.84
Security Subtotal				**$17,044.12**	**$3,410.28**	**$13,633.84**
CORRECTIONS CP AMER NEW· CXW	45.0000	01/29/09	04/05/12	$1,291.74	$650.47 [a]	$641.27
CORRECTIONS CP AMER NEW. CXW	220.0000	01/29/09	04/24/12	$6,040.91	$3,180.06 [a]	$2,860.85
CORRECTIONS CP AMER NEW: CXW	280.0000	01/29/09	11/09/12	$9,560.12	$4,047.34 [a]	$5,512.78
Security Subtotal				**$16,892.77**	**$7,877.87**	**$9,014.90**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
DEVRY INC DEL: DV	395.0000	05/02/08	10/02/12	$9,500.58	$23,091.99 [a]	($13,591.41)
Security Subtotal				**$9,500.58**	**$23,091.99**	**($13,591.41)**
DIGITAL RIVER INC· DRIV	210 0000	02/09/09	01/05/12	$3,088.22	$5,615.59 [a]	($2,527.37)
Security Subtotal				**$3,088.22**	**$5,615.59**	**($2,527.37)**
ENERSYS: ENS	340.0000	01/26/09	12/06/12	$11,658.77	$3,113.56 [a]	$8,545.21
Security Subtotal				**$11,658.77**	**$3,113.56**	**$8,545.21**
INNERWORKING INC: INWK	100.0000	01/27/09	01/19/12	$998.65	$341.32 [a]	$657.33
INNERWORKING INC: INWK	100.0000	07/06/10	01/19/12	$998 64	$701.88	$296.76
INNERWORKING INC: INWK	305.0000	01/27/09	11/14/12	$3,784.07	$1,041.01 [a]	$2,743.06
INNERWORKING INC· INWK	275.0000	01/27/09	11/16/12	$3,436 25	$938 62 [a]	$2,497.63
Security Subtotal				**$9,217.61**	**$3,022.83**	**$6,194.78**
IXIA: XXIA	65.0000	05/07/08	05/01/12	$819 92	$498.67 [a]	$321.25
IXIA: XXIA	465.0000	05/07/08	06/19/12	$5,653.18	$3,567.38 [a]	$2,085.80
Security Subtotal				**$6,473.10**	**$4,066.05**	**$2,407.05**

G000000435383

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
LKQ CORP: LKQX	195 0000	01/26/09	01/18/12	$6,210.59	$2,219 44 [a]	$3,991.15
Security Subtotal				**$6,210.59**	**$2,219.44**	**$3,991.15**
MICROS SYSTEMS INC: MCRS	45.0000	02/25/09	06/05/12	$2,238.16	$724.69 [a]	$1,513.47
MICROS SYSTEMS INC. MCRS	75 0000	02/12/10	06/05/12	$3,730.26	$2,205.91	$1,524.35
Security Subtotal				**$5,968.42**	**$2,930.60**	**$3,037.82**
NIKO RESOURCES LTD F. NKRSF	70.0000	01/26/09	09/13/12	$755.32	$2,724.15 [a]	($1,968.83)
NIKO RESOURCES LTD F· NKRSF	70.0000	03/21/11	09/13/12	$755.33	$6,551.81	($5,796.48)
Security Subtotal				**$1,510.65**	**$9,275.96**	**($7,765.31)**
POLYCOM INC: PLCM	550.0000	01/28/09	03/29/12	$10,267.74	$4,104.74 [a]	$6,163.00
Security Subtotal				**$10,267.74**	**$4,104.74**	**$6,163.00**
RESMED INC: RMD	235.0000	05/01/08	11/15/12	$9,155 46	$4,947.97 [a]	$4,207.49
Security Subtotal				**$9,155.46**	**$4,947.97**	**$4,207.49**
ROBBINS & MYERS INC: RBN	165.0000	01/04/11	10/11/12	$9,864.25	$6,005.63	$3,858.62

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ROBBINS & MYERS INC: RBN	80.0000	05/13/11	10/11/12	$4,782.66	$3,355.20	$1,427.46
Security Subtotal				**$14,646.91**	**$9,360.83**	**$5,286.08**
RUBY TUESDAY INC GEORGIA: RT	810.0000	09/14/09	04/18/12	$5,701 34	$5,943.09 [a]	($241.75)
RUBY TUESDAY INC GEORGIA: RT	240.0000	09/14/09	07/27/12	$1,437.15	$1,760.92 [a]	($323.77)
RUBY TUESDAY INC GEORGIA: RT	530.0000	11/04/09	07/27/12	$3,173.72	$3,443.62 [a]	($269.90)
Security Subtotal				**$10,312.21**	**$11,147.63**	**($835.42)**
RUSH ENTERPRISES CL A: RUSHA	85.0000	02/14/11	02/16/12	$2,052 31	$1,763.01	$289.30
RUSH ENTERPRISES CL A: RUSHA	230.0000	02/14/11	11/27/12	$4,369.18	$4,770.50	($401.32)
RUSH ENTERPRISES CL A: RUSHA	155 0000	02/17/11	11/27/12	$2,944.45	$3,155.20	($210 75)
Security Subtotal				**$9,365.94**	**$9,688.71**	**($322.77)**
SAN GOLD CORP F: SGRCF	2,635.0000	02/25/10	02/23/12	$4,517.11	$8,892.50	($4,375.39)
Security Subtotal				**$4,517.11**	**$8,892.50**	**($4,375.39)**
SONOSITE INC TENDER OFFER EXP: 2/15/12: SONO	200.0000	01/30/09	01/25/12	$10,773.77	$3,815.97 [a]	$6,957.80

G000000435483

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
SONOSITE INC TENDER OFFER EXP· 2/15/12: SONO	115.0000	10/09/09	01/25/12	$6,194.92	$3,205.38 [a]	$2,989.54
Security Subtotal				**$16,968.69**	**$7,021.35**	**$9,947.34**
SUPER MICRO COMPUTER INC: SMCI	90.0000	04/27/10	10/10/12	$807.72	$1,666.05	($858.33)
SUPER MICRO COMPUTER INC: SMCI	270.0000	06/07/10	10/10/12	$2,423.16	$3,246.20	($823.04)
Security Subtotal				**$3,230.88**	**$4,912.25**	**($1,681.37)**
SYNTEL INC: SYNT	100.0000	08/24/11	11/15/12	$5,807.87	$4,481.12	$1,326.75
Security Subtotal				**$5,807.87**	**$4,481.12**	**$1,326.75**
TRACTOR SUPPLY COMPANY: TSCO	80 0000	05/02/08	01/20/12	$6,386.25	$1,440.70 [a]	$4,945.55
Security Subtotal				**$6,386.25**	**$1,440.70**	**$4,945.55**
ULTA SALON COSM & FRAG: ULTA	115.0000	12/11/08	03/15/12	$10,383.59	$980.12 [a]	$9,403.47
Security Subtotal				**$10,383.59**	**$980.12**	**$9,403.47**
ULTIMATE SOFTWARE GROUP: ULTI	145.0000	02/14/11	06/27/12	$12,681.75	$7,423.57	$5,258.18
ULTIMATE SOFTWARE GROUP· ULTI	20.0000	05/14/10	12/21/12	$1,905.97	$702 99	$1,202.98

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ULTIMATE SOFTWARE GROUP: ULTI	5.0000	02/14/11	12/21/12	$476.49	$255.98	$220.51
Security Subtotal				**$15,064.21**	**$8,382.54**	**$6,681.67**
3 D SYSTEMS CORP: DDD	185 0000	07/21/11	09/21/12	$6,471.56	$4,934.93	$1,536.63
3 D SYSTEMS CORP. DDD	45.0000	07/21/11	12/21/12	$2,320.04	$1,200.39	$1,119.65
Security Subtotal				**$8,791.60**	**$6,135.32**	**$2,656.28**
Total Long-Term				**$332,543.84**	**$200,141.22**	**$132,402.62**
Total Realized Gain or (Loss)				**$429,422.62**	**$296,639.77**	**$132,782.85**

Schwab has provided realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions

Option Customers. Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

Endnotes For Your Account

Symbol	Endnote Legend
a	Data for this holding has been edited or provided by the advisor.

G000000435583

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method· High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AMAZON COM INC· AMZN	50 0000	01/23/12	07/26/12	$10,950 36	$9,461 16	$1,489 20
Security Subtotal				**$10,950.36**	**$9,461.16**	**$1,489.20**
APPLE INC: AAPL	14.0000	12/06/11	03/21/12	$8,477.92	$5,494.27	$2,983.65
APPLE INC: AAPL	19.0000	05/18/12	09/27/12	$12,644.53	$10,145.48	$2,499.05
Security Subtotal				**$21,122.45**	**$15,639.75**	**$5,482.70**
CME GROUP INC CL A CLASS A· CME	10 0000	08/31/11	07/09/12	$2,613.13	$2,686.50	($73.37)
CME GROUP INC CL A CLASS A: CME	34.0000	02/07/12	07/09/12	$8,884.63	$9,387.20	($502.57)
Security Subtotal				**$11,497.76**	**$12,073.70**	**($575.94)**
ILLUMINA INC TENDER OFFER EXP: 2/24/12: ILMN	293.0000	02/02/11	01/31/12	$14,946 86	$20,898.86	($5,952.00)
Security Subtotal				**$14,946.86**	**$20,898.86**	**($5,952.00)**
MEAD JOHNSON NUTRITION: MJN	124 0000	12/21/11	06/19/12	$10,702.30	$9,485 13	$1,217.17
Security Subtotal				**$10,702.30**	**$9,485.13**	**$1,217.17**
NATIONAL OILWELL VARCO: NOV	142.0000	08/10/11	06/21/12	$9,417.56	$9,196.12	$221.44
Security Subtotal				**$9,417.56**	**$9,196.12**	**$221.44**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
QUALCOMM INC: QCOM	92.0000	03/16/11	02/07/12	$5,644.32	$4,812.62	$831.70
QUALCOMM INC· QCOM	84.0000	07/09/12	11/20/12	$5,195.72	$4,637.83	$557.89
Security Subtotal				**$10,840.04**	**$9,450.45**	**$1,389.59**
SOUTHWESTERN ENERGY CO: SWN	257 0000	01/26/11	01/17/12	$7,445.55	$10,024 68	($2,579.13)
SOUTHWESTERN ENERGY CO: SWN	123.0000	08/10/11	01/17/12	$3,563.43	$4,463.46	($900.03)
Security Subtotal				**$11,008.98**	**$14,488.14**	**($3,479.16)**
Total Short-Term				**$100,486.31**	**$100,693.31**	**($207.00)**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AMERICAN TOWER CORP REIT· AMT	74 0000	11/10/10	01/17/12	$4,607.86	$3,932.45	$675 41
AMERICAN TOWER CORP REIT: AMT	105.0000	11/11/10	01/17/12	$6,538.19	$5,563.14	$975.05
Security Subtotal				**$11,146.05**	**$9,495.59**	**$1,650.46**
APPLE INC: AAPL	8.0000	01/20/09	03/21/12	$4,844.53	$631.39 [a]	$4,213.14
Security Subtotal				**$4,844.53**	**$631.39**	**$4,213.14**

G000000435883

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CELGENE CORP: CELG		57.0000	10/21/09	02/07/12	$4,159.74	$3,133.04 [a]	$1,026.70
CELGENE CORP: CELG		16 0000	12/10/10	02/07/12	$1,167.65	$922.00	$245.65
CELGENE CORP. CELG		1.0000	02/01/11	02/07/12	$72.97	$52.65	$20.32
CELGENE CORP. CELG		160.0000	02/01/11	11/16/12	$11,949.90	$8,424.30	$3,525.60
Security Subtotal					**$17,350.26**	**$12,531.99**	**$4,818.27**
CME GROUP INC CL A	CLASS A: CME	17.0000	01/20/09	10/26/12	$934.46	$566.59 [a]	$367.87
CME GROUP INC CL A	CLASS A: CME	70 0000	08/10/11	10/26/12	$3,847.75	$3,536 81	$310.94
CME GROUP INC CL A	CLASS A: CME	40.0000	08/31/11	10/26/12	$2,198.71	$2,149 20	$49.51
Security Subtotal					**$6,980.92**	**$6,252.60**	**$728.32**
INTUITIVE SURGICAL NEW. ISRG		12.0000	11/10/10	01/25/12	$5,429.33	$3,323.35	$2,105.98
INTUITIVE SURGICAL NEW. ISRG		13.0000	11/10/10	04/18/12	$7,656.66	$3,600.30	$4,056.36
INTUITIVE SURGICAL NEW: ISRG		9 0000	10/27/10	05/09/12	$4,977 64	$2,346.32	$2,631.32
INTUITIVE SURGICAL NEW: ISRG		6 0000	11/10/10	05/09/12	$3,318.43	$1,661.67	$1,656.76
Security Subtotal					**$21,382.06**	**$10,931.64**	**$10,450.42**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: Hıgh Cost

Long-Term (continued)	Quantıty/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
NATIONAL OILWELL VARCO: NOV	396.0000	02/01/11	06/21/12	$26,263.07	$29,526.91	($3,263.84)
NATIONAL OILWELL VARCO. NOV	69 0000	03/30/11	06/21/12	$4,576 14	$5,572.10	($995.96)
Security Subtotal				**$30,839.21**	**$35,099.01**	**($4,259.80)**
ORACLE CORPORATION: ORCL	461.0000	03/31/10	05/18/12	$11,957.28	$11,836.11	$121.17
ORACLE CORPORATION. ORCL	467.0000	03/31/10	10/16/12	$14,665.96	$11,990.16	$2,675.80
ORACLE CORPORATION: ORCL	365.0000	03/31/10	11/15/12	$10,867.34	$9,371.33	$1,496 01
ORACLE CORPORATION: ORCL	366.0000	03/31/10	11/16/12	$11,005.57	$9,397.00	$1,608.57
Security Subtotal				**$48,496.15**	**$42,594.60**	**$5,901.55**
PRAXAIR INC: PX	61 0000	10/01/09	05/09/12	$6,888 92	$4,847.04 [a]	$2,041.88
Security Subtotal				**$6,888.92**	**$4,847.04**	**$2,041.88**
QUALCOMM INC. QCOM	83.0000	01/20/09	11/20/12	$5,133.87	$2,886.26 [a]	$2,247 61
QUALCOMM INC. QCOM	5.0000	03/16/11	11/20/12	$309.27	$261.56	$47.71
QUALCOMM INC: QCOM	81 0000	08/31/11	11/20/12	$5,010.16	$4,175.95	$834.21
Security Subtotal				**$10,453.30**	**$7,323.77**	**$3,129.53**

G000000435983

Please see "Endnotes for Your Account" section for an explanatıon of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accountıng Method: High Cost

Long-Term (continued)	Quantıty/Par	Acquıred/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realızed Gain or (Loss)
QUANTA SERVICES INC: PWR	100.0000	01/20/09	10/18/12	$2,445.61	$1,918.28 [a]	$527.33
QUANTA SERVICES INC: PWR	100.0000	01/20/09	10/18/12	$2,445 62	$1,918.28 [a]	$527 34
QUANTA SERVICES INC: PWR	605.0000	01/20/09	10/18/12	$14,795.94	$11,611.64 [a]	$3,184.30
QUANTA SERVICES INC: PWR	808.0000	01/20/09	10/18/12	$19,760.53	$15,507.77 [a]	$4,252.76
Security Subtotal				**$39,447.70**	**$30,955.97**	**$8,491.73**
SOUTHWESTERN ENERGY CO· SWN	192.0000	12/04/09	01/17/12	$5,562.43	$8,234.04	($2,671.61)
Security Subtotal				**$5,562.43**	**$8,234.04**	**($2,671.61)**
VISA INC CL A CLASS A: V	24.0000	05/19/10	07/16/12	$3,056.87	$1,734.68	$1,322.19
VISA INC CL A CLASS A: V	59 0000	01/26/11	07/16/12	$7,514 79	$4,214.19	$3,300.60
VISA INC CL A CLASS A: V	13.0000	10/31/08	10/26/12	$1,785.44	$718.98 [a]	$1,066.46
VISA INC CL A CLASS A: V	72.0000	01/26/11	10/26/12	$9,888.61	$5,142.74	$4,745.87
Security Subtotal				**$22,245.71**	**$11,810.59**	**$10,435.12**

Please see "Endnotes for Your Account" section for an explanatıon of the endnote codes and symbols on thıs report

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
YUM BRANDS INC: YUM	177.0000	09/21/10	01/23/12	$10,978.66	$8,302.84	$2,675.82
Security Subtotal				**$10,978.66**	**$8,302.84**	**$2,675.82**
Total Long-Term				**$236,615.90**	**$189,011.07**	**$47,604.83**
Total Realized Gain or (Loss)				**$337,102.21**	**$289,704.38**	**$47,397.83**

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

Endnotes For Your Account

Symbol	Endnote Legend
a	Data for this holding has been edited or provided by the advisor

G000000436083

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
ANHEUSER BUSCH 3XXX**MATURED** DUE 10/15/12: 03523TAL2	50,000 0000	10/19/11	10/15/12	$50,000.00	$51,040.50	($1,040.50)
					$50,000 00	*$0.00*[b]
Security Subtotal				**$50,000.00**	**$51,040.50**	**($1,040.50)**
AT&T INC 4.95XXX** CALLED **DUE 01/15/13@ PAR EFF 06: 00206RAF9	30,000.0000	02/09/12	06/29/12	$30,738.51	$31,241 70	($503.19)
					$30,735.48	*$3.03*[b]
Security Subtotal				**$30,738.51**	**$31,241.70**	**($503.19)**
CITIGROUP INC 5.3XXX**MATURED** DUE 10/17/12: 172967EL1	25,000.0000	11/16/11	10/17/12	$25,000.00	$25,597.43	($597.43)
					$25,000.00	*$0.00*[b]
Security Subtotal				**$25,000.00**	**$25,597.43**	**($597.43)**
COOPER US 5 25XXX**MATURED** DUE 11/15/12: 216871AB9	25,000.0000	11/29/11	11/15/12	$25,000.00	$26,096.75	($1,096.75)
					$25,000.00	*$0.00*[b]
Security Subtotal				**$25,000.00**	**$26,096.75**	**($1,096.75)**
US TREAS BD 4.75%02/37U S T BOND DUE 02/15/37: 912810PT9	5,000 0000	05/16/11	02/24/12	$6,577.40	$5,401.85	$1,175.55
					$5,395.26	*$1,182.14*[b]

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
US TREAS BD 4.75%02/37U S T BOND DUE 02/15/37: 912810PT9	5,000.0000	05/16/11	02/24/12	$6,577.41	$5,409 15	$1,168.26
					$5,402.43	*$1,174.98* b
Security Subtotal				**$13,154.81**	**$10,811.00**	**$2,343.81**
US TREAS BOND6.625%02/27 DUE 02/15/27: 912810EZ7	10,000 0000	02/02/12	05/17/12	$15,552.55	$15,333.79	$218.76
					$15,248.95	*$303.60* b
US TREAS BOND6.625%02/27 DUE 02/15/27: 912810EZ7	5,000.0000	12/28/11	06/04/12	$7,999.05	$7,622.04	$377.01
					$7,558.99	*$440.06* b
US TREAS BOND6.625%02/27 DUE 02/15/27: 912810EZ7	10,000.0000	04/26/12	06/06/12	$15,823.25	$15,134.17	$689.08
					$15,101.01	*$722.24* b
Security Subtotal				**$39,374.85**	**$38,090.00**	**$1,284.85**
US TREAS NOTE 3.125%19UST NOTE DUE 05/15/19: 912828KQ2	15,000.0000	02/27/12	03/23/12	$16,449.22	$16,826.18	($376.96)
					$16,807.66	*($358.44)* b
Security Subtotal				**$16,449.22**	**$16,826.18**	**($376.96)**

G000000437983

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis *Adjusted*	Realized Gain or (Loss) *Adjusted*
VIRGINIA ELEC & 8.875%38SR NOTES DUE 11/15/38: 927804FG4	10,000.0000	10/04/11	03/23/12	$15,947.60	$16,567.10	($619.50)
					$16,509 03	*($561.43)*[b]
Security Subtotal				**$15,947.60**	**$16,567.10**	**($619.50)**
Total Short-Term				**$215,664.99**	**$216,270.66**	**($605.67)**
					$212,758.81	***$2,906.18***[b]

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis *Adjusted*	Realized Gain or (Loss) *Adjusted*
AMERICAN EXPRESS 6.15%17BONDS DUE 08/28/17: 025816AX7	10,000.0000	07/16/10	03/23/12	$11,696.50	$11,264.20	$432.30
					$10,996.96	*$699 54*[b]
Security Subtotal				**$11,696.50**	**$11,264.20**	**$432.30**
BERKSHIRE HATHAW 4.85%15FIN CORP DUE 01/15/15· 084664AT8	25,000.0000	07/19/10	01/11/12	$27,927.25	$27,792.00	$135.25
					$27,490.61	*$436 64*[b]
Security Subtotal				**$27,927.25**	**$27,792.00**	**$135.25**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis *Adjusted*	Realized Gain or (Loss) *Adjusted*
BURLINGTON NO 6.15%37NOTES DUE 05/01/37SANTA FE COR: 12189TAZ7	5,000.0000	07/15/10	09/12/12	$6,306.45	$5,541.60	$764.85
					$5,521 16	*$785 29*[b]
Security Subtotal				**$6,306.45**	**$5,541.60**	**$764.85**
CAMDEN PROP TR 5.875XXX**MATURED** DUE 11/30/12: 133131AK8	30,000.0000	08/20/10	11/30/12	$30,000.00	$32,361.60	($2,361.60)
					$30,000.00	*$0.00*[b]
Security Subtotal				**$30,000.00**	**$32,361.60**	**($2,361.60)**
CHARLES SCHWAB 4 95%14NOTES DUE 06/01/14: 808513AC9	40,000 0000	07/20/10	08/17/12	$43,293.00	$43,790 20	($497 20)
					$41,793.78	*$1,499 22*[b]
Security Subtotal				**$43,293.00**	**$43,790.20**	**($497.20)**
CHUBB CORP 6 8%31DEB DUE 11/15/31· 171232AE1	15,000.0000	07/15/10	03/26/12	$18,277 65	$17,443.80	$833.85
					$17,337.46	*$940.19*[b]
Security Subtotal				**$18,277.65**	**$17,443.80**	**$833.85**
CLOROX 5.45XXX**MATURED** DUE 10/15/12: 189054AP4	30,000.0000	07/20/10	10/15/12	$30,000.00	$32,630.10	($2,630.10)
					$30,000.00	*$0.00*[b]
Security Subtotal				**$30,000.00**	**$32,630.10**	**($2,630.10)**

G000000438083

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
COSTCO WHOLESALE 5.5%17BONDS DUE 03/15/17: 22160KAC9	15,000.0000	07/20/10	03/23/12	$17,784.75	$17,388.45	$396 30
					$16,826.77	*$957.98*[b]
Security Subtotal				**$17,784.75**	**$17,388.45**	**$396.30**
CSX CORP 6.3XXX**MATURED** DUE 03/15/12: 126408GB3	35,000.0000	09/27/10	03/15/12	$35,000.00	$37,606.75	($2,606.75)
					$35,000.00	*$0.00*[b]
Security Subtotal				**$35,000.00**	**$37,606.75**	**($2,606.75)**
E I DU PONT 6 0%18NOTES DUE 07/15/18: 263534BT5	25,000.0000	07/15/10	05/14/12	$30,806 00	$29,308 00	$1,498.00
					$28,426.37	*$2,379.63*[b]
Security Subtotal				**$30,806.00**	**$29,308.00**	**$1,498.00**
FHLMC A9-3614 4 5%40 DUE 08/01/40: 312942AP0	40,000.0000	09/02/10	03/23/12	$29,504.11	$29,132.20	$371.91
Security Subtotal				**$29,504.11**	**$29,132.20**	**$371.91**
FNMA PL MA0484 5%25 DUE 06/01/25: 31417YRE9	100,000.0000	07/21/10	03/23/12	$80,560.42	$77,168.70	$3,391.72
Security Subtotal				**$80,560.42**	**$77,168.70**	**$3,391.72**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accountıng Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
FPL GROUP CAP 7.875%15NOTES DUE 12/15/15: 302570BC9	20,000.0000	07/20/10	01/17/12	$23,774.80	$24,809.80	($1,035.00)
					$23,555.62	*$219.18*[b]
Security Subtotal				**$23,774.80**	**$24,809.80**	**($1,035.00)**
GENWORTH FINANCI 7 7%20NOTES DUE 06/15/20: 37247DAM8	5,000.0000	09/21/10	10/10/12	$5,269 55	$5,332.50	($62.95)
					$5,279.34	*($9.79)*[b]
Security Subtotal				**$5,269.55**	**$5,332.50**	**($62.95)**
GREENWICH CAP 4.533XXXREMIC DUE 01/05/36GCCFC 2003-C: 396789ER6	80,000.0000	12/01/10	12/07/12	$1,354 03	$1,393.30	($39.27)
Security Subtotal				**$1,354.03**	**$1,393.30**	**($39.27)**
HOME DEPOT INC 5.40%16SR NOTES DUE 03/01/16: 437076AP7	20,000.0000	07/16/10	01/11/12	$23,207.00	$22,361.20	$845.80
					$21,773 44	*$1,433.56*[b]
Security Subtotal				**$23,207.00**	**$22,361.20**	**$845.80**
JOHN DEERE CAP 5.5%17NOTES DUE 04/13/17: 24422EQF9	25,000.0000	07/20/10	03/23/12	$29,610.75	$28,466.75	$1,144 00
					$27,669.82	*$1,940.93*[b]
Security Subtotal				**$29,610.75**	**$28,466.75**	**$1,144.00**

G000000438183

Please see "Endnotes for Your Account" section for an explanatıon of the endnote codes and symbols on thıs report

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis *Adjusted*	Realized Gain or (Loss) *Adjusted*
JOHNSN & JOHNSN 6.73%23DEBENTURE DUE 11/15/23· 478160AF1	15,000.0000	07/15/10	08/08/12	$21,125.10	$19,798.80	$1,326.30
					$19,199.15	*$1,925 95*[b]
Security Subtotal				**$21,125.10**	**$19,798.80**	**$1,326.30**
ST PAUL TRAVELERS 5.5%15SR NT UNSEC DUE 12/01/15: 792860AH1	30,000.0000	07/16/10	03/23/12	$34,043.70	$33,678.90	$364.80
					$32,586.65	*$1,457 05*[b]
Security Subtotal				**$34,043.70**	**$33,678.90**	**$364.80**
US TREAS BD 4.75%02/37U S T BOND DUE 02/15/37: 912810PT9	5,000.0000	11/24/10	02/24/12	$6,577.41	$5,483.68	$1,093.73
					$5,470 81	*$1,106.60*[b]
US TREAS BD 4.75%02/37U S T BOND DUE 02/15/37· 912810PT9	5,000.0000	05/16/11	08/08/12	$7,020.93	$5,401.85	$1,619.08
					$5,391.13	*$1,629.80*[b]
Security Subtotal				**$13,598.34**	**$10,885.53**	**$2,712.81**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis *Adjusted*	Realized Gain or (Loss) *Adjusted*
VERIZON COMM INC 8.75%18NOTES DUE 11/01/18: 92343VAQ7	6,000.0000	07/15/10	12/17/12	$8,412.36	$7,872.48	$539.88
					$7,393.66	*$1,018.70* b
Security Subtotal				**$8,412.36**	**$7,872.48**	**$539.88**
Total Long-Term				**$521,551.76**	**$516,026.86**	**$5,524.90**
					$499,406.93	***$22,144.83*** b
Total Realized Gain or (Loss)				**$737,216.75**	**$732,297.52**	**$4,919.23**
					$712,165.74	***$25,051.01*** b

Schwab has provided realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions
Option Customers. Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options. Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Endnotes For Your Account

Symbol	Endnote Legend
b	When available, Adjusted Cost Basis values are used in Gain or (Loss) calculations

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
COHEN & STEERS INSTL GLOBAL REALTY SHARES. GRSIX	9,781.9070	08/09/11	03/23/12	$200,000.00	$184,878.50	$15,121.50
Security Subtotal				**$200,000.00**	**$184,878.50**	**$15,121.50**
PIMCO COMMODITY REAL RETURN STRAT CL INSTL: PCRIX	9,572.9480	multiple	03/23/12	$64,878.64	$83,351.67	($18,473.03)
Security Subtotal				**$64,878.64**	**$83,351.67**	**($18,473.03)**
PIMCO TOTAL RETURN FUND INSTL CL: PTTRX	1,904.0360	multiple	08/07/12	$21,756.16	$21,589.77	$166.39
Security Subtotal				**$21,756.16**	**$21,589.77**	**$166.39**
Total Short-Term				**$286,634.80**	**$289,819.94**	**($3,185.14)**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PIMCO COMMODITY REAL RETURN STRAT CL INSTL. PCRIX	5,182.2140	multiple	03/23/12	$35,121.36	$48,288.96	($13,167.60)
Security Subtotal				**$35,121.36**	**$48,288.96**	**($13,167.60)**
PIMCO TOTAL RETURN FUND INSTL CL PTTRX	27,103.8840	multiple	03/23/12	$300,000.00	$305,796.71	($5,796.71)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PIMCO TOTAL RETURN FUND INSTL CL: PTTRX	9,035.5970	07/13/10	08/07/12	$103,243.84	$101,652 03	$1,591.81
Security Subtotal				**$403,243.84**	**$407,448.74**	**($4,204.90)**
TORTOISE EGY INFRASTRUCT: TYG	2,400.0000	06/30/10	03/23/12	$99,750.05	$76,346.56	$23,403.49
Security Subtotal				**$99,750.05**	**$76,346.56**	**$23,403.49**
VANGUARD TOTAL STOCK MKT: VTI	18.0000	12/17/08	03/23/12	$1,294.39	$813.61 [a]	$480.78
VANGUARD TOTAL STOCK MKT· VTI	93.0000	12/17/08	03/23/12	$6,687.68	$4,203.64 [a]	$2,484.04
VANGUARD TOTAL STOCK MKT: VTI	100.0000	12/17/08	03/23/12	$7,191.05	$4,520.04 [a]	$2,671.01
VANGUARD TOTAL STOCK MKT: VTI	100.0000	12/17/08	03/23/12	$7,191.05	$4,521.04 [a]	$2,670.01
VANGUARD TOTAL STOCK MKT: VTI	100.0000	12/17/08	03/23/12	$7,191.05	$4,521.04 [a]	$2,670.01
VANGUARD TOTAL STOCK MKT VTI	100.0000	12/17/08	03/23/12	$7,191.05	$4,521.04 [a]	$2,670.01
VANGUARD TOTAL STOCK MKT: VTI	100.0000	12/17/08	03/23/12	$7,191.05	$4,521.04 [a]	$2,670.01
VANGUARD TOTAL STOCK MKT: VTI	151.0000	12/17/08	03/23/12	$10,858.49	$6,826.77 [a]	$4,031.72
VANGUARD TOTAL STOCK MKT. VTI	200.0000	12/17/08	03/23/12	$14,382.10	$9,042.08 [a]	$5,340.02

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
VANGUARD TOTAL STOCK MKT: VTI	200.0000	12/17/08	03/23/12	$14,382.10	$9,042.08 [a]	$5,340.02
VANGUARD TOTAL STOCK MKT: VTI	200.0000	12/17/08	03/23/12	$14,382.10	$9,042.08 [a]	$5,340.02
VANGUARD TOTAL STOCK MKT: VTI	200.0000	12/17/08	03/23/12	$14,382.10	$9,042.08 [a]	$5,340.02
VANGUARD TOTAL STOCK MKT. VTI	200.0000	12/17/08	03/23/12	$14,382.10	$9,042.08 [a]	$5,340.02
VANGUARD TOTAL STOCK MKT· VTI	300.0000	12/17/08	03/23/12	$21,573.15	$13,563.12 [a]	$8,010.03
VANGUARD TOTAL STOCK MKT. VTI	300.0000	12/17/08	03/23/12	$21,573.15	$13,563.12 [a]	$8,010.03
VANGUARD TOTAL STOCK MKT. VTI	300.0000	12/17/08	03/23/12	$21,573.15	$13,563.12 [a]	$8,010.03
VANGUARD TOTAL STOCK MKT VTI	300.0000	12/17/08	03/23/12	$21,573.15	$13,563.12 [a]	$8,010.03
VANGUARD TOTAL STOCK MKT. VTI	348.0000	12/17/08	03/23/12	$25,024.86	$15,729 74 [a]	$9,295.12
VANGUARD TOTAL STOCK MKT. VTI	460.0000	12/17/08	03/23/12	$33,078.84	$20,792.18 [a]	$12,286.66
VANGUARD TOTAL STOCK MKT. VTI	500.0000	12/17/08	03/23/12	$35,955.25	$22,605.20 [a]	$13,350 05
VANGUARD TOTAL STOCK MKT· VTI	500.0000	12/17/08	03/23/12	$35,955 25	$22,605.20 [a]	$13,350.05
VANGUARD TOTAL STOCK MKT. VTI	600.0000	12/17/08	03/23/12	$43,146.30	$27,126.24 [a]	$16,020.06

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
VANGUARD TOTAL STOCK MKT. VTI	5,800.0000	12/17/08	03/23/12	$417,080.92	$262,220.15 [a]	$154,860.77
VANGUARD TOTAL STOCK MKT: VTI	40.0000	12/17/08	08/07/12	$2,864.34	$1,808.02 [a]	$1,056.32
VANGUARD TOTAL STOCK MKT· VTI	100.0000	12/17/08	08/07/12	$7,160.86	$4,520.04 [a]	$2,640.82
VANGUARD TOTAL STOCK MKT: VTI	100.0000	12/17/08	08/07/12	$7,160.86	$4,520.04 [a]	$2,640.82
VANGUARD TOTAL STOCK MKT· VTI	100.0000	12/17/08	08/07/12	$7,160.86	$4,520.04 [a]	$2,640.82
VANGUARD TOTAL STOCK MKT: VTI	100.0000	12/17/08	08/07/12	$7,160.86	$4,520.04 [a]	$2,640.82
VANGUARD TOTAL STOCK MKT: VTI	200.0000	12/17/08	08/07/12	$14,321.71	$9,040.08 [a]	$5,281.63
VANGUARD TOTAL STOCK MKT· VTI	200.0000	12/17/08	08/07/12	$14,321.71	$9,040.08 [a]	$5,281.63
VANGUARD TOTAL STOCK MKT. VTI	200 0000	12/17/08	08/07/12	$14,321.71	$9,040.08 [a]	$5,281.63
VANGUARD TOTAL STOCK MKT· VTI	200.0000	12/17/08	08/07/12	$14,321.71	$9,040.08 [a]	$5,281.63
VANGUARD TOTAL STOCK MKT: VTI	300.0000	12/17/08	08/07/12	$21,482.57	$13,560.12 [a]	$7,922.45
VANGUARD TOTAL STOCK MKT· VTI	300.0000	12/17/08	08/07/12	$21,482.57	$13,560.12 [a]	$7,922.45
VANGUARD TOTAL STOCK MKT: VTI	300.0000	12/17/08	08/07/12	$21,482.57	$13,560.12 [a]	$7,922.45

G000018042830

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SCHEDULE D ATTACHMENT

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
VANGUARD TOTAL STOCK MKT. VTI	300.0000	12/17/08	08/07/12	$21,482.57	$13,560.12 [a]	$7,922.45
VANGUARD TOTAL STOCK MKT: VTI	400.0000	12/17/08	08/07/12	$28,643.43	$18,080.16 [a]	$10,563.27
VANGUARD TOTAL STOCK MKT VTI	400.0000	12/17/08	08/07/12	$28,643.43	$18,080.16 [a]	$10,563.27
VANGUARD TOTAL STOCK MKT· VTI	460.0000	12/17/08	08/07/12	$32,939.95	$20,792.18 [a]	$12,147.77
VANGUARD TOTAL STOCK MKT. VTI	600.0000	12/17/08	08/07/12	$42,965.14	$27,120.24 [a]	$15,844.90
VANGUARD TOTAL STOCK MKT· VTI	600.0000	12/17/08	08/07/12	$42,965.14	$27,120.24 [a]	$15,844.90
Security Subtotal				**$1,154,122.32**	**$726,471.77**	**$427,650.55**
Total Long-Term				**$1,692,237.57**	**$1,258,556.03**	**$433,681.54**
Total Realized Gain or (Loss)				**$1,978,872.37**	**$1,548,375.97**	**$430,496.40**

Schwab has provided realized gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings See Terms and Conditions.
Option Customers. Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

SCHEDULE D ATTACHMENT

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

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 COX FOUNDATION INC	Employer identification number (EIN) or 23-7068786
	Number, street, and room or suite no If a P O box, see instructions C/O THE ST. LOUIS TRUST COMPANY	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CLAYTON, MO 63105	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
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

- The books are in the care of ▶ THE ST. LOUIS TRUST COMPANY

Telephone No ▶ 314 727-4600 FAX No ▶

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☒ calendar year 20 12 or

▶ ☐ tax year beginning ______, 20 ___, and ending ______, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	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	**3a**	$ 8,000.
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	**3b**	$ 0
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	**3c**	$ 8,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2013)

JSA
2F8054 2 000

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

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: COX FOUNDATION INC

Employer identification number (EIN) or: 23-7068786

Number, street, and room or suite no If a P O box, see instructions: C/O THE ST. LOUIS TRUST COMPANY

Social security number (SSN):

City, town or post office, state, and ZIP code For a foreign address, see instructions: CLAYTON, MO 63105

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 books are in the care of ▶ THE ST. LOUIS TRUST COMPANY

  Telephone No ▶ 314 727-4600 FAX No ▶

- 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 11/15 , 20 13

5 For calendar year 2012 , or other tax year beginning ______, 20 ___ , and ending ______, 20 ___

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 TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY 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**	$ 8,000.
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**	$ 8,000.
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 ▶ Ellen C. [illegible] Title ▶ Date ▶ 08/06/2013

Form **8868** (Rev 1-2013)

Ernst & Young U.S. LLP
190 Carondelet Plaza, Suite 1300
St. Louis, MO 63105