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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation FOX FAMILY FOUNDATION		A Employer identification number 43-1456258
Number and street (or P.O. box number if mail is not delivered to street address) 7701 FORSYTH BOULEVARD	Room/suite 600	B Telephone number 314-889-0815
City or town, state, and ZIP code ST. LOUIS, MO 63105		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 26,847,178.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	100,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	3,077.	3,077.		STATEMENT 1
4 Dividends and interest from securities	558,340.	558,340.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,910,387.			
b Gross sales price for all assets on line 6a	4,511,405.			
7 Capital gain net income (from Part IV, line 2)		1,910,387.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	72,659.	69,451.		STATEMENT 3
12 Total. Add lines 1 through 11	2,644,463.	2,541,255.		
13 Compensation of officers, directors, trustees, etc.	30,561.	0.		22,921.
14 Other employee salaries and wages	42,189.	0.		31,641.
15 Pension plans, employee benefits	35,664.	0.		26,746.
16a Legal fees STMT 4	3,590.	0.		898.
b Accounting fees STMT 5	17,523.	0.		11,565.
c Other professional fees STMT 6	133,366.	133,366.		0.
17 Interest	27,193.	27,193.		0.
18 Taxes STMT 7	23,106.	1,856.		4,686.
19 Depreciation and depletion	1,612.	0.		
20 Occupancy	5,424.	0.		4,068.
21 Travel, conferences, and meetings	3,650.	0.		1,863.
22 Printing and publications	53.	0.		40.
23 Other expenses STMT 8	15,494.	0.		11,187.
24 Total operating and administrative expenses. Add lines 13 through 23	339,425.	162,415.		115,615.
25 Contributions, gifts, grants paid	2,903,240.			2,903,240.
26 Total expenses and disbursements. Add lines 24 and 25	3,242,665.	162,415.		3,018,855.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-598,202.			
b Net investment income (if negative, enter -0-)		2,378,840.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,423,022.	650,120.	650,120.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation			
	12 Investments - mortgage loans			
	13 Investments - other	20,154,165.	21,330,223.	26,189,767.
	14 Land, buildings, and equipment: basis	30,263.		
	Less: accumulated depreciation	22,972.	8,902.	7,291.
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers)	22,586,089.	21,987,634.	26,847,178.
	17 Accounts payable and accrued expenses	807.	1,250.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)	1,418.	722.	
	23 Total liabilities (add lines 17 through 22)	2,225.	1,972.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	21,988,124.	21,988,124.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	595,740.	-2,462.	
30 Total net assets or fund balances	22,583,864.	21,985,662.		
31 Total liabilities and net assets/fund balances	22,586,089.	21,987,634.		

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	22,583,864.
2 Enter amount from Part I, line 27a	2	-598,202.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	21,985,662.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,985,662.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 4,511,405.		2,601,018.	1,910,387.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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	
a			
b			
c			
d			
e			1,910,387.

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	1,910,387.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,808,374.	27,981,628.	.064627
2010	1,665,432.	27,170,913.	.061295
2009	1,557,682.	25,316,570.	.061528
2008	1,639,135.	30,894,859.	.053055
2007	1,394,000.	32,460,755.	.042944

2 Total of line 1, column (d)	2	.283449
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	.056690
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	26,746,093.
5 Multiply line 4 by line 3	5	1,516,236.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,788.
7 Add lines 5 and 6	7	1,540,024.
8 Enter qualifying distributions from Part XII, line 4	8	3,018,855.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	23,788.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b...			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	23,788.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	23,788.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	41,674.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	51,674.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
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	27,886.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	27,886.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 ▶ <u>CHERI FOX</u>	Telephone no ▶ <u>314-889-0815</u>		
	Located at ▶ <u>7701 FORSYTH, , ST. LOUIS, MO</u>	ZIP+4 ▶ <u>63105</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes X	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ <u>ISRAEL</u>				

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

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

<p>1a During the year did the foundation (either directly or indirectly)</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		1b	X
<p>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))</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," list the years <input type="checkbox"/> _____ , _____ , _____ , _____</p> <p>b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.</p> <p><input type="checkbox"/> _____ , _____ , _____ , _____</p>		1c	X
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		2b	N/A
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		3b	X
		4a	X
		4b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☒

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

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		30,561.	12,470.	1,900.

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

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

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. 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		0

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	27,153,394.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	27,153,394.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	27,153,394.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	407,301.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,746,093.
6	Minimum investment return. Enter 5% of line 5	6	1,337,305.

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	1,337,305.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	23,788.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	23,788.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,313,517.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,313,517.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,313,517.

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	3,018,855.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,018,855.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	23,788.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,995,067.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,313,517.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	124,130.			
c From 2009	310,643.			
d From 2010	350,504.			
e From 2011	421,009.			
f Total of lines 3a through e	1,206,286.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 3,018,855.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,313,517.
e Remaining amount distributed out of corpus	1,705,338.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,911,624.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,911,624.			
10 Analysis of line 9.				
a Excess from 2008	124,130.			
b Excess from 2009	310,643.			
c Excess from 2010	350,504.			
d Excess from 2011	421,009.			
e Excess from 2012	1,705,338.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2012

(b) 2011

Prior 3 years

(c) 2010

(d) 2009

(e) Total

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).)

SAM FOX

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

NONE

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

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

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

SEE STATEMENT 12

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

SEE STATEMENT 12

c Any submission deadlines:

SEE STATEMENT 12

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

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

FOX FAMILY FOUNDATION

Employer identification number

43-1456258

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

FOX FAMILY FOUNDATION

43-1456258

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SAM FOX 7701 FORSYTH BLVD #600 CLAYTON, MO 63105	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	MARILYN FOX 7701 FORSYTH BLVD #600 CLAYTON, MO 63105	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	CHERYL FOX 7701 FORSYTH BLVD #600 CLAYTON, MO 63105	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	STEVE FOX 7701 FORSYTH BLVD #600 CLAYTON, MO 63105	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

FOX FAMILY FOUNDATION

43-1456258

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

FOX FAMILY FOUNDATION

43-1456258

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FOX FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	REDEMPTION 32.19 SHS TIGER ASIA	P		
b	REDEMPTION VANGUARD 500 INDEX	P		
c	REDEMPTION VANGUARD 500 INDEX	P		
d	TIFF SHORT TERM FUND	P		
e	REDEMPTION SANDS CAPITAL	P		
f	KNIGHTSBRIDGE SEE ATTACHED	P		
g	THRU TIFF PVT EQUITY 2006	P		
h	THRU TIFF PVT EQUITY 2006	P		
i	THRU TIFF PVT EQUITY 2005 LLC	P		
j	THRU TIFF PVT EQUITY 2005 LLC	P		
k	THRU TIFF II LLC	P		
l	THRU TIFF II LLC	P		
m	THRU SCOTTISH ENGLISH INV LP	P		
n	THRU SCOTTISH ENGLISH INV LP	P		
o	THRU OCM OPP FUND IV LP	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	58,825.	24,033.	34,792.
b	39,203.	35,910.	3,293.
c	1,856,136.	1,246,724.	609,412.
d	22,000.	22,006.	-6.
e	700,032.	411,975.	288,057.
f	551,789.	623,827.	-72,038.
g		172.	-172.
h	31,074.		31,074.
i	5,039.		5,039.
j	101,514.		101,514.
k		61.	-61.
l		21,675.	-21,675.
m		393.	-393.
n		35,731.	-35,731.
o	1,821.		1,821.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			34,792.
b			3,293.
c			609,412.
d			-6.
e			288,057.
f			-72,038.
g			-172.
h			31,074.
i			5,039.
j			101,514.
k			-61.
l			-21,675.
m			-393.
n			-35,731.
o			1,821.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

FOX FAMILY FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo, day, yr.)
1a THRU OCM OPP FUND IV LP		P		
b THRU OCM OPP FUND IV AIF		P		
c THRU OCM OPP FUND IV AIF		P		
d .5477 UNITS CEREBUS INT'L		P		
e 113.32 UNITS CEREBUS II		P		
f THRU BROOKSIDE CAP PTRS FUND LP		P		
g THRU BROOKSIDE CAP PTRS FUND LP		P		
h DIST >BASIS TIFF II LLC		P		
i CAPITAL GAINS DIVIDENDS				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 67,686.			67,686.
b 44.			44.
c 223.			223.
d 398,786.		107,491.	291,295.
e 126,078.		71,020.	55,058.
f 159,884.			159,884.
g 159,636.			159,636.
h 114,548.			114,548.
i 117,087.			117,087.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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	
a			67,686.
b			44.
c			223.
d			291,295.
e			55,058.
f			159,884.
g			159,636.
h			114,548.
i			117,087.
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) ... { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,910,387.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	AMOUNT
BANK OF AMERICA	705.
ISRAEL BOND	2,362.
JPMORGAN	10.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,077.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BLUE BAY	19,847.	39.	19,808.
BROOKSIDE CAP PTRS FUND LP	46,089.	0.	46,089.
JPM ABERDEEN	5,902.	0.	5,902.
JPM OSTERWEIS	38,487.	16,229.	22,258.
JPM WISDOM TREE EMERG MKT	15,874.	0.	15,874.
JPM WISDOM TREE TRUST	23,021.	0.	23,021.
KNIGHTSBRIDGE	992.	0.	992.
OCM OPPORT IV AIF	654.	0.	654.
PIMCO TOTAL RETURN FUND	394,313.	60,569.	333,744.
SANDS CAPITAL	40,749.	40,250.	499.
SCOTTISH&ENGLISH INVESTORS LP	15,848.	0.	15,848.
THRU OCM PRINCIPAL OPP IV	46,359.	0.	46,359.
TIFF PARTNERS II LLC	593.	0.	593.
TIFF PRIVATE EQUITY 05	13,548.	0.	13,548.
TIFF PRIVATE EQUITY PTRS 06	13,151.	0.	13,151.
TOTAL TO FM 990-PF, PART I, LN 4	675,427.	117,087.	558,340.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
THRU TIFF PRIVATE EQUITY 2006	2,505.	2,505.	
THRU TIFF PRIVATE EQUITY 2006	69.	69.	
THRU TIFF PRIVATE EQUITY 2005	4,422.	4,422.	
THRU TIFF PRIVATE EQUITY 2005	160.	160.	
THRU BROOKSIDE CAPITAL PTRS	-29,334.	-29,334.	
THRU TIFF PARTNERS II LLC	2,592.	2,592.	
THRU OCM PRIN OPPOR FUND IV	-855.	-855.	

REPORTED ON FORM 990-T	0.	-3,208.
SCOTTISH & ENGLISH INVESTORS LP	93,100.	93,100.
TOTAL TO FORM 990-PF, PART I, LINE 11	72,659.	69,451.

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,590.	0.		898.
TO FM 990-PF, PG 1, LN 16A	3,590.	0.		898.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING SERVICES	17,523.	0.		11,565.
TO FORM 990-PF, PG 1, LN 16B	17,523.	0.		11,565.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT SVCS	133,366.	133,366.		0.
TO FORM 990-PF, PG 1, LN 16C	133,366.	133,366.		0.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,856.	1,856.		0.
PAYROLL TAXES	6,248.	0.		4,686.
EXCISE TAX	15,000.	0.		0.
LICENSE	2.	0.		0.
TO FORM 990-PF, PG 1, LN 18	23,106.	1,856.		4,686.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER TRAINING	5,351.	0.		4,281.
CLOTHING ALLOWANCE	500.	0.		375.
INSURANCE	750.	0.		0.
MEMBERSHIP DUES	4,195.	0.		4,195.
OFFICE EXPENSE	665.	0.		332.
BANK FEES	1,234.	0.		0.
TELECOMMUNICATIONS	1,641.	0.		1,361.
LOSS ON EXCHANGE RATE	-240.	0.		0.
THRU PARTNERSHIPS NON DEDUCTIBLE	114.	0.		0.
POSTAGE AND PRINTING	195.	0.		98.
PARKING	1,089.	0.		545.
TO FORM 990-PF, PG 1, LN 23	15,494.	0.		11,187.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 13	COST	21,330,223.	26,189,767.
TOTAL TO FORM 990-PF, PART II, LINE 13		21,330,223.	26,189,767.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 10
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
TAX WITHHELD	1,193.	434.
INSURANCE DEDUCTIBLES PAYABLE	225.	288.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,418.	722.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHERI FOX 7701 FORSYTH CLAYTON, MO 63105	EXECUTIVE DIRECTOR 15.00	30,561.	12,470.	1,900.
PAMELA FOX 7701 FORSYTH CLAYTON, MO 63105	DIRECTOR 0.00	0.	0.	0.
JEFFREY FOX 7701 FORSYTH CLAYTON, MO 63105	DIRECTOR 0.00	0.	0.	0.
GREGORY FOX 7701 FORSYTH CLAYTON, MO 63105	DIRECTOR 0.00	0.	0.	0.
STEVE FOX 7701 FORSYTH CLAYTON, MO 63105	DIRECTOR 0.00	0.	0.	0.
MARILYN FOX 7701 FORSYTH CLAYTON, MO 63105	DIRECTOR 0.00	0.	0.	0.
SAM FOX 7701 FORSYTH CLAYTON, MO 63105	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		30,561.	12,470.	1,900.

Applying for a Grant

Requests for grants should be initiated by filling out a Preliminary Application, which is included. If the Foundation wishes to consider your application in greater depth, a Foundation representative will contact you. Where possible, a site visit will take place. In addition, you will be asked to submit a formal application and include a copy of your IRS determination letter stating that the applying organization has 501(c)(3) status and is not a private foundation.

Preliminary Applications will be accepted for review **until March 15, 2012**, and must be received by that date in order to be considered for a subsequent funding period.

The Foundation will notify applicants as quickly as possible whether the Preliminary Application will receive further consideration. Six to nine months should be allowed to complete the entire application process and to receive notification of the Board's decision.

Communication with individual directors of the Foundation will not be of assistance to the applicant and is discouraged.

Applications should be addressed as follows:

Cheri Fox
Executive Director
Fox Family Foundation
7701 Forsyth Blvd., Suite 600
St. Louis, MO 63105
Phone: 314/889-0890
Fax: 314/727-7314

Applications can also be e-mailed to: fff@harbourgroup.com. If you would like a copy of our application materials via e-mail, please notify us.

Thank you for considering an application to the Fox Family Foundation. We wish you every success in your endeavors.

FOX FAMILY FOUNDATION

7701 Forsyth Boulevard, Suite 600 • St. Louis, Missouri 63105
314/889-0890 • Telefax: 314/727-7314 • Internet: FFF@HARBOURGROUP.COM

GRANT POLICIES AND PROCEDURES OF THE FOX FAMILY FOUNDATION

The Foundation

The Fox Family Foundation was established in 1986 in St. Louis, Missouri, by Sam and Marilyn Fox. Their desire was to create a foundation that would allow them, their children, and future generations of their family the opportunity to carry on a family tradition of philanthropy and community involvement.

Foundation Guidelines and Grant Making Policies

The Fox Family Foundation is a private, non-operating foundation that funds programs mainly in St. Louis, Missouri. The Foundation's strategic grant making program is primarily interested in supporting projects that help families and individuals attain self-sufficiency. This is defined more specifically as programs that meet basic human needs (food, shelter and basic education), provide job training, offer early childhood education for the working poor, and focus on strengthening the family unit.

Grants are made to organizations only and are subject to funds being available. In general, the Foundation's strategic grant making program does not support capital fund, endowment fund or annual fund drives, coverage of budget deficits, or operating expenses. Please note that applications for grants should not exceed \$15,000.

Only written applications will be accepted for consideration.

The Foundation is interested in providing seed money grants for innovative programs in its areas of interest as well as supporting ongoing projects that can demonstrate an impact. Currently, grants are funded for a period of one year; therefore, a strong indication of the project's ability to attain self-sufficiency (through other funding, commitment on the part of the recipient agency to adopt the project, etc.) is important.

Each grant is disbursed in two allocations, with receipt of the second half contingent upon submission of a progress report, evaluation, and a statement of expenses. A similar report at the project's termination is also required. When possible, a Foundation representative may also make site visits to monitor the grant in progress. Organizations may reapply for additional funding once their current grant year has ended.

FOX FAMILY FOUNDATION
BALANCE SHEET
DECEMBER 31, 2012

					COST	MARKET	VARIANCE
ASSETS							
CASH AND CASH EQUIVALENTS:							
Bank of America					\$ 587,601		
JP Morgan					45,620		
Israel Account					16,902		
Total Cash					<u>\$ 650,123</u>		
INVESTMENTS:							
	INCEPTION DATE	SHARES	COST PER SHARE	MKT VALUE PER SHARE			
Bullin Stock	6/30/1993	4.305	23,228.80	41,009.99	\$ 100,000	\$ 176,548	\$ 76,548
Israel Bond	Various				75,000	75,000	-
TIFF Partners II	9/23/1997				(76,427)	112,198	188,625
TIFF Private Equity Partners 2005	8/2/2005				908,755	1,306,254	397,499
TIFF Private Equity Partners 2006	2/2006				570,580	706,410	135,830
TIFF Short-Term Fund	1/16/1996	40,325.3040	9.90	9.90	399,292	399,221	(71)
PIMCO Fund	7/10/2003	552,281.7620	10.83	11.24	5,978,844	6,207,647	228,803
Anchorage Capital Partners	2/1/2005	747.5020	808.15	1,641.35	604,094	1,226,916	622,822
Bluebay Emerging Market Fund	3/29/2012	49,778.7700	10.44	10.93	519,847	544,082	24,235
Brookside Capital Partners	10/31/1997				2,181,997	2,345,106	163,109
Cerberus International	6/26/1998	1.8089	196,258.50	770,583.78	355,012	1,393,909	1,038,897
Cerberus International II	11/01/2009	169.9841	626.71	1,390.49	106,531	236,362	129,831
Canyon Value Real.Fund	1/29/2005	297.6799	3,359.31	6,342.39	1,000,000	1,888,003	888,003
Coatue Offshore Fund Ltd.	01/30/2012	7,846.2735	127.45	147.50	1,000,000	1,157,326	157,326
IVA Overseas Fund	02/28/2012	1,000.0000	1,000.00	1,037.57	1,000,000	1,037,569	37,569
JP Morgan Aberdeen	02/29/2012	34,457.4080	14.68	15.86	505,902	546,494	40,592
JP Morgan Geneva	4/28/2011	30,927.8350	24.25	22.24	750,000	687,835	(62,165)
JP Morgan Osterwels	4/28/2011	37,166.4450	29.47	28.05	1,071,089	1,042,519	(28,570)
JP Morgan Wisdom Tree Trust	2/29/2012	14,375.0000	52.08	53.64	748,684	771,075	22,391
JP Morgan Wisdom Tree Emerging	2/29/2012	8,425.0000	59.22	57.19	498,961	481,826	(17,135)
Lazard/Scottish & English	4/01/2011				652,109	653,133	1,024
Sands/Constellation Institutional	2/3/2005	65,192.6810	10.09	17.12	657,891	1,116,099	458,208
Reservoir Capital Master	6/28/2005				1,000,000	1,189,302	189,302
CM Principal Opportunities Fund IV	12/1/2006				715,156	819,591	104,435
Tiger Asia Overseas Fund SPV	12/29/2006	8.0421	858.73	8,622.33	6,906	69,342	62,436
Total Investments					<u>\$ 21,330,223</u>	<u>\$ 26,189,767</u>	<u>\$ 4,859,544</u>
PROPERTY AND EQUIPMENT:							
Leasehold Improvements					\$ 16,281		
Accum. Depr. - Leasehold Improvements					(12,038)		
Computer Equipment					5,475		
Accum. Depr. - Computer Equipment					(2,427)		
Office Equipment					4,044		
Accum. Depr. - Office Equipment					(4,044)		
Furniture & Fixtures					4,463		
Accum. Depr. - Furniture & Fixtures					(4,463)		
Total Property and Equipment					<u>\$ 7,291</u>		
TOTAL ASSETS					<u><u>\$ 21,987,637</u></u>		
LIABILITIES AND FUND BALANCE							
CURRENT LIABILITIES							
Accounts Payable					\$ 1,250		
Federal and FICA Payable					368		
State W/H Tax Payable					68		
401(k) Deductions Payable					-		
Insurance Deductions Payable					288		
Total Current Liabilities					<u>\$ 1,972</u>		
FUND BALANCE:							
Balance at Beginning of Year					\$ 22,583,864		
Net Income					(698,199)		
Balance, End of Period					<u>\$ 21,985,665</u>		
TOTAL LIABILITIES AND FUND BALANCE					<u><u>\$ 21,987,637</u></u>		

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

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
<u>Basic Needs</u>					
ALIVE P.O. Box 11201 St. Louis, MO 63105 <i>Nights of Safety Program</i> \$15,000.00	\$7,500.00	\$0.00	\$0.00	\$7,500.00	\$0.00
Bevo Area Community Improvement Corporation 4705 Ridgewood Avenue St. Louis, MO 63116 <i>Food Pantry Support</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
Interfaith Residence DBA Doorways 4385 Maryland Avenue St. Louis, MO 63108 <i>Doorways - 2013 Red Top Hat: A Glamorous Romance</i> \$3,500.00	\$0.00	\$3,500.00	\$0.00	\$3,500.00	\$0.00
Feed My People 171 Kingston Drive St. Louis, MO 63125 <i>Food Pantry Support</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Food Outreach Inc. 3117 Olive Street St. Louis, MO 63103 <i>Food Pantry Support</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Guardian Angel Settlement Association 1127 North Vandeventer St. Louis, MO 63113 <i>Food Pantry Support - Hosea House</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Jewish Family & Children's Service 10950 Schuetz Road St. Louis, MO 63146 <i>Tree of Life Society</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Jewish Family & Children's Service 10950 Schuetz Road St. Louis, MO 63146 <i>Harvey Kornblum Food Pantry - Feed the Pantry, Feed the Soul</i> \$2,500.00	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Jewish Family & Children's Service 10950 Schuetz Road St. Louis, MO 63146 <i>Harvey Komblum Food Pantry Support</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Justine Petersen Housing & Reinvestment Corp. 1023 North Grand Boulevard St. Louis, MO 63106 <i>Homeownership Retention Program</i> \$15,000.00	\$7,500.00	\$0.00	\$0.00	\$7,500.00	\$0.00
MAZON, Inc., A Jewish Response to Hunger 10495 Santa Monica Blvd., Suite 100 Los Angeles, CA 90025 <i>Food Pantry Support</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Nurses for Newborns Foundation 7259 Lansdowne Avenue, Ste. 100 St. Louis, MO 63119 <i>A Night For Newborns</i> \$300.00	\$0.00	\$300.00	\$0.00	\$300.00	\$0.00
Operation Food Search Inc. 6282 Olive Boulevard St. Louis, MO 63130 <i>Operation Backpack</i> \$15,000.00	\$7,500.00	\$0.00	\$0.00	\$7,500.00	\$0.00
Operation Food Search Inc. 6282 Olive Boulevard St. Louis, MO 63130 <i>Food Pantry Support</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Salvation Army 1130 Hampton Avenue St. Louis, MO 63139 <i>2012 Tree of Lights</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
St. Louis Area Foodbank, Inc. 70 Corporate Woods Drive St. Louis, MO 63044 <i>Winter Food Pantry Support</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00

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

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
St. Louis Area Foodbank, Inc. 70 Corporate Woods Drive St. Louis, MO 63044 <i>Summer Food Pantry Fund Drive</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
St. Louis Area Foodbank, Inc. 70 Corporate Woods Drive St. Louis, MO 63044 <i>Food Pantry Support</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Sts. Teresa & Bridget's Church 6 Wood Acre Road St. Louis, MO 63124 <i>Holiday Campaign 2012</i> \$350.00	\$0.00	\$350.00	\$0.00	\$350.00	\$0.00
Suburban Journals Old Newsboys Fund for Children 14522 S. Outer Forty Rd., 3rd Floor St. Louis, MO 63017 <i>Old Newsboys Day 2012</i> \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
United Way of Greater St. Louis Box 955925 St. Louis, MO 63195-5925 <i>100 Neediest Cases</i> \$1,500.00	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00
Total Basic Needs	\$22,500.00	\$20,900.00	\$0.00	\$43,400.00	\$0.00
Children At Risk					
Breakdown STL 16105 Swingley Ridge Road, #165 Chesterfield, MO 63006 <i>2012 Black & White Gala</i> \$2,000.00	\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00
Camp for all Kids PO Box 50194 St. Louis, MO 63105 <i>General Support</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
Catholic Comprehensive Services for Children: Child Center-Marygrove 2705 Mullanphy Florissant, MO 63031 <i>General Support</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00

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

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Circus Arts Foundation of Missouri 3547 Olive St., 2nd Floor St. Louis, MO 63103 <i>Share the Circus Ticket Program</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Epworth Children and Family Services Inc. 110 N. Elm Avenue Webster Groves, MO 63119 <i>Pillar of Strength Award</i> \$2,500.00	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Girls Incorporated of St. Louis 3801 Nelson Drive St. Louis, MO 63121 <i>General Support</i> \$600.00	\$0.00	\$600.00	\$0.00	\$600.00	\$0.00
Guardian Angel Settlement Association 1127 North Vandeventer St. Louis, MO 63113 <i>Backpacks and BBQ</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
King Baudouin Foundation-United States 10 Rockefeller Plaza, 16th Floor New York, NY 10020 <i>For A Child's Smile</i> \$5,250.00	\$0.00	\$5,000.00	\$250.00	\$5,250.00	\$0.00
Lift for Life Gym 1800 S. Broadway St. Louis, MO 63104 <i>Marshall Cohen Scholarship Fund</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Mathews-Dickey Boy's Club 4245 N. Kingshighway Blvd. St. Louis, MO 63115 <i>Grand Slam Level for Mathews-Dickey at Bob Russell Park Field of Dreams Sports Complex</i> \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Mathews-Dickey Boy's Club 4245 N. Kingshighway Blvd. St. Louis, MO 63115 <i>2012 "Say Amen" Gala</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Project Backpack 9369 Olive Blvd #15 St. Louis, MO 63132 <i>General Support</i> \$200.00	\$0.00	\$200.00	\$0.00	\$200.00	\$0.00

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CY 2012

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Young Men's Christian Assoc. of Greater St. Louis 1528 Locust Street St. Louis, MO 63103-9956 2012 Stong Community Campaign \$1,200.00	\$0.00	\$1,200.00	\$0.00	\$1,200.00	\$0.00
Total Children At Risk	\$0.00	\$20,500.00	\$250.00	\$20,750.00	\$0.00
Children At Risk (ISRAEL)					
Friends of Tsad Kadima 1745 Lake Eleanor Ct. Deerfield, IL 60015 General Support \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
NA'AMAT USA 9369 Olive Boulevard, Suite 15 St. Louis, MO 63132-3217 Spiritual Adoption Program \$100.00	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
Total Children At Risk (ISRAEL)	\$0.00	\$1,100.00	\$0.00	\$1,100.00	\$0.00
Civic					
American Enterprise Institute for Public Policy Research 1150 Seventeenth Street, N.W. Washington, DC 20036 General Support \$20,000.00	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Archdiocese of St. Louis 20 Archbishop May Drive St. Louis, MO 63119 Structural Restoration - Old Cathedral Basilica St. Louis \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Aspen Institute, The 1000 North Third Street Aspen, CO 81611 Annual Fund \$3,500.00	\$0.00	\$3,500.00	\$0.00	\$3,500.00	\$0.00
Backstoppers, The 10411 Clayton Road, Suite A5 St. Louis, MO 63131 General Support \$150.00	\$0.00	\$150.00	\$0.00	\$150.00	\$0.00

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

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CY 2012

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Boy Scouts of America 4568 West Pine Blvd. St. Louis, MO 63108 <i>2012 Friends of Scouting Campaign</i> \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Boy Scouts of America 4568 West Pine Blvd. St. Louis, MO 63108 <i>Eagle Scout Recognition Dinner</i> \$25,000.00	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Citizens for Modern Transit 911 Washington Avenue, Suite 200 St. Louis, MO 63101 <i>General Support</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
Council of American Ambassadors 888 17th Street, NW, Suite 306 Washington, DC 20006-3312 <i>Annual Fund Campaign</i> \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
FOCUS St. Louis 815 Olive Street, Suite 110 St. Louis, MO 63101-1509 <i>2012 "What's Right With The Region" Celebration</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
George W. Bush Foundation PO Box 600610 Dallas, TX 75360 <i>George W. Bush Presidential Center (5-year, \$100,000 grant)</i> \$100,000.00	\$80,000.00	\$0.00	\$0.00	\$20,000.00	\$60,000.00
Innovate St. Louis One Metropolitan Square, Suite 1300 St. Louis, MO 63102 <i>General Support</i> \$15,000.00	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Landmarks Association of St. Louis 911 Washington, Suite 170 St. Louis, MO 63101 <i>Biddle Market Building - Grant Returned - Project Cancelled & Amended to \$0.00</i> \$0.00	\$0.00	\$500.00	-\$500.00	\$0.00	\$0.00
National Conference for Community & Justice of Metro St. Louis 8420 Delmar Blvd., Suite 500 St. Louis, MO 63124 <i>67th Annual Brotherhood Sisterhood Dinner</i> \$4,000.00	\$0.00	\$4,000.00	\$0.00	\$4,000.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
St. Louis Beacon 3655 Olive Street St. Louis, MO 63108 <i>General Support</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
St. Louis Police Foundation 9761 Clayton Road St. Louis , MO 63124 <i>2012 Sponsorship</i> \$2,500.00	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
St. Louis Public Library Foundation 1301 Olive Street St. Louis, MO 63103 <i>Tennessee Williams Society</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
St. Louis Public Library Foundation 1301 Olive Street St. Louis, MO 63103 <i>Central Library Capital Campaign</i> \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Woodrow Wilson International Center for Scholars 1300 Pennsylvania Avenue, NW Washington, DC 20004 <i>General Support</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Total Civic	\$80,000.00	\$90,400.00	-\$500.00	\$109,900.00	\$60,000.00
Culture					
Arts & Education Council of Greater St. Louis 3547 Olive Street St. Louis, MO 63103-1014 <i>General Support</i> \$1,500.00	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00
Arts & Education Council of Greater St. Louis 3547 Olive Street St. Louis, MO 63103-1014 <i>22nd Annual St. Louis Arts Awards</i> \$1,500.00	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00
Black Cat Theatre Inc. 663 Fairview St. Louis, MO 63119 <i>21st Season Sponsorship</i> \$200.00	\$0.00	\$200.00	\$0.00	\$200.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Circus Day Foundation 4120 Parker Road Florissant, MO 63033 <i>Peace Through Pyramids</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Craft Alliance 6640 Delmar Blvd St. Louis, MO 63130 <i>General Support</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
Craft Alliance 6640 Delmar Blvd St. Louis, MO 63130 <i>Annual Fund</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
Grand Center, Inc 3526 Washington Avenue, Second Floor St. Louis, MO 63103 <i>2012 Grand Center Gala</i> \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Let's Start, Inc. 1408 S. 10th Street St. Louis, MO 63104 <i>Let's Start the Music</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Missouri Botanical Garden Board of Trustees P.O. Box 299 St. Louis, MO 63166-0299 <i>Garden of Light Gala</i> \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Missouri Botanical Garden Board of Trustees P.O. Box 299 St. Louis, MO 63166-0299 <i>Peter Raven Society</i> \$15,000.00	\$0.00	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Missouri Historical Society Jefferson Memorial Building P.O. Box 11940 St. Louis, MO 63112-0040 <i>2012 Thomas Jefferson Society - Silver Level</i> \$2,500.00	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Missouri Women's Chorus 733 Union Boulevard St. Louis, MO 63108 <i>General Support</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Municipal Theatre Association of St. Louis Forest Park, #1 Theatre Drive St. Louis, MO 63112 <i>Muny Partner Silver Level</i> \$2,000.00	\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00
Opera Theatre of Saint Louis 210 Hazel Avenue St. Louis, MO 63119-3236 <i>2012 Spring Gala - La Habanera</i> \$10,000.00	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Repertory Theatre of St. Louis, The 130 Edgar Road St. Louis, MO 63119 <i>Spotlight Society</i> \$1,500.00	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00
Shakespeare Festival of St. Louis 5715 Elizabeth Avenue St. Louis, MO 63110 <i>General Support 2012</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Shakespeare Festival of St. Louis 5715 Elizabeth Avenue St. Louis, MO 63110 <i>The Tempest Ball</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Sheldon Arts Foundation 3648 Washington Blvd. St. Louis, MO 63108 <i>Capital Campaign (5-Year, \$25,000 grant)</i> \$25,000.00	\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Sheldon Arts Foundation 3648 Washington Blvd. St. Louis, MO 63108 <i>2012 Annual Gala</i> \$1,500.00	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00
Sheldon Arts Foundation 3648 Washington Blvd. St. Louis, MO 63108 <i>Foundation & Art Galleries 2012 Annual Fund</i> \$2,000.00	\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00
Sheldon Arts Foundation 3648 Washington Blvd. St. Louis, MO 63108 <i>Gallery Gala</i> \$2,500.00	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Sheldon Arts Foundation 3648 Washington Blvd. St. Louis, MO 63108 100th Anniversary Celebration \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
St. Louis Art Museum Foundation Forest Park, 1 Fine Arts Drive St. Louis, MO 63110-1380 2012 Gala \$25,000.00	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
St. Louis Art Museum Foundation Forest Park, 1 Fine Arts Drive St. Louis, MO 63110-1380 2012 Beaux Arts Council \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
St. Louis Zoo Association Forest Park, One Government Drive St. Louis, MO 63110 The Living Promise Campaign (5-year, \$250,000 grant) \$250,000.00	\$0.00	\$250,000.00	\$0.00	\$50,000.00	\$200,000.00
St. Louis Zoo Association Forest Park, One Government Drive St. Louis, MO 63110 2012 Marlin Perkins Society - Wildlife Circle \$2,500.00	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
St. Louis Zoo Association Forest Park, One Government Drive St. Louis, MO 63110 2012 A Zoo ADO \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Total Culture	\$5,000.00	\$338,450.00	\$0.00	\$143,450.00	\$200,000.00

Disabilities

Alliance on Mental Illness - NAMI St. Louis 1750 S. Brentwood Blvd., Suite 511 Brentwood, MO 63144 Celebrating Beautiful Minds Gala \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
American Parkinson Disease Association 660 South Euclid Avenue St. Louis, MO 63110 17th Annual Luncheon - Sweet Success \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Autism Speaks 1121 Olivette Executive Parkway St. Louis, MO 63132 <i>Walk Now for Autism Speaks - in support of Susie Neubauer</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Autism Speaks 1121 Olivette Executive Parkway St. Louis, MO 63132 <i>\$2500 - Walk Now For Autism Speaks & \$1000 - Light It Up Blue Campaign</i> \$3,500.00	\$0.00	\$3,500.00	\$0.00	\$3,500.00	\$0.00
Central Institute for the Deaf 825 South Taylor Avenue St. Louis, MO 63110 <i>Best of the West at the Four Seasons</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Central Institute for the Deaf 825 South Taylor Avenue St. Louis, MO 63110 <i>General Support</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Hope Happens 101 South Hanley Road, Suite 1320 St. Louis, MO 63105 <i>8th Annual Evening of Hope</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Independence Center 4245 Forest Park Avenue St. Louis, MO 63108-2810 <i>Capital Campaign (5-Year, \$25,000 grant)</i> \$25,000.00	\$5,000.00	\$0.00	\$0.00	\$5,000.00	\$0.00
Make-A-Wish Foundation of Missouri 600 Kellwood Parkway St. Louis, MO 63017 <i>17th Annual Night of Wishes</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Special Olympics Missouri 1907 William Street Jefferson City, MO 65109 <i>12th Annual Run/Walk</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
St. Louis ARC 1177 North Warson Road St. Louis, MO 63132 <i>22nd Annual Golf Tournament</i> \$2,000.00	\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
St. Louis ARC 1177 North Warson Road St. Louis, MO 63132 <i>Belle Children's Services Support</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
Starkloff Disability Institute 133 S. 11th Street, Suite 500 St. Louis, MO 63102 <i>Costas to the Max</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Variety the Childrens Charity of St. Louis 2200 Westport Plaza Drive St. Louis, MO 63146 <i>The Marilyn Fox Endowment for Adventure Camp</i> \$1,000,000.00	\$0.00	\$1,000,000.00	\$0.00	\$1,000,000.00	\$0.00
Variety the Childrens Charity of St. Louis 2200 Westport Plaza Drive St. Louis, MO 63146 <i>2012 Annual Support</i> \$29,500.00	\$0.00	\$29,500.00	\$0.00	\$29,500.00	\$0.00
Total Disabilities	\$5,000.00	\$1,041,750.00	\$0.00	\$1,046,750.00	\$0.00
<u>Education (Adult)</u>					
Caney Creek Community Center Inc. (d.b.a. Alice Lloyd College) 100 Purpose Road Pippa Passes, KY 41844 <i>Student Work Program</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Horatio Alger Association of Distinguished Americans, Inc. 99 Canal Center Plaza Alexandria, VA 22314 <i>Chairman's Club (5-Year, \$50,000 grant)</i> \$50,000.00	\$30,000.00	\$0.00	\$0.00	\$10,000.00	\$20,000.00
Press Club of Metropolitan St. Louis PO Box 410522 Creve Coeur, MO 63141 <i>2012 Media Person of the Year Award</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Scholarship Foundation of St. Louis 8215 Clayton Road St. Louis, MO 63117 <i>General Scholarship Support</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
St. Louis University 221 North Grand Boulevard St. Louis, MO 63103 <i>College-In-Prison Initiative</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Washington Center for Internships and Academic Seminars, The 1333 16th Street, NW Washington, DC 20036-2205 <i>Annual Gala</i> \$25,000.00	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00
Washington University One Brookings Drive St. Louis, MO 63130 <i>James E. McLeod Scholars Program (5-year, \$100,000 grant)</i> \$100,000.00	\$60,000.00	\$0.00	\$0.00	\$20,000.00	\$40,000.00
Webster University 470 East Lockwood Avenue St. Louis, MO 63119-3194 <i>Scholarships</i> \$35,000.00	\$0.00	\$35,000.00	\$0.00	\$35,000.00	\$0.00
Total Education (Adult)	\$90,000.00	\$62,750.00	\$0.00	\$92,750.00	\$60,000.00
Education (Early Childhood)					
Grace Hill Settlement House 2600 Hadley Street St. Louis, MO 63106 <i>Scholarships for Childcare for Low-Income Working Parents</i> \$15,000.00	\$7,500.00	\$0.00	\$0.00	\$7,500.00	\$0.00
Ready Readers 1974 Innerbelt Business Center Drive St. Louis, MO 63114 <i>7th Annual Non-Event</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Ready Readers 1974 Innerbelt Business Center Drive St. Louis, MO 63114 <i>2nd Annual Fall Fundraiser Sponsorship</i> \$2,500.00	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
University City Children's Center 6646 Vernon Ave. St. Louis, MO 63130 <i>Tuition Assistance for Low Income Families</i> \$15,000.00	\$7,500.00	\$0.00	\$0.00	\$7,500.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
University City Children's Center 6646 Vernon Ave. St. Louis, MO 63130 General Support \$1,500.00	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00
Total Education (Early Childhood)	\$15,000.00	\$5,000.00	\$0.00	\$20,000.00	\$0.00
<u>Education (K-12)</u>					
America SCORES St. Louis 4236 Lindell, Suite 204 St. Louis, MO 63108 STL Celebrity Voices \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
A Million Stars (d.b.a. College Bound) 110 North Jefferson St. Louis, MO 63103 General Support \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
CBC High School 1850 De La Salle Drive St. Louis, MO 63141 6th Annual "Jay" Aboussie Jr. Trivia Night \$100.00	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
Child Day Care Association of St. Louis (d.b.a. United 4 Children) 12 North Newstead Avenue St. Louis, MO 63108 St. Louis for Kids - After-School Quality Initiative \$15,000.00	\$7,500.00	\$0.00	\$0.00	\$7,500.00	\$0.00
Community School Association 900 Lay Road St. Louis, MO 63124 Capital Campaign (5-Year, \$100,000 grant) \$100,000.00	\$20,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00
Community School Association 900 Lay Road St. Louis, MO 63124 Annual Giving 2012 \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
KidSmart 12175 Bridgeton Square Drive Bridgeton, MO 63044 General Support \$300.00	\$0.00	\$300.00	\$0.00	\$300.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Logos Inc. 9317 Old Bonhomme Road St. Louis, MO 63132 <i>Support for Endowment Campaign Feasibility Study</i> \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Missouri Press Foundation Inc St. Louis Post-Dispatch 900 N Tucker Boulevard St. Louis, MO 63101 <i>Newspapers in Education</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
St. Louis Archdiocesan Dept. of Special Education 4445 Lindell Boulevard St. Louis, MO 63108 <i>The Night of Stars</i> \$10,000.00	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Today and Tomorrow Educational Foundation 20 Archbishop May Drive St. Louis, MO 63119 <i>Third Annual Archbishop's Gala</i> \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
United States Holocaust Memorial Museum 100 Raoul Wallenberg Place, SW Washington, DC 20024-2126 <i>The Stephen Tyrone Johns Summer Youth Leadership Program (5-Year, \$5,000 grant)</i> \$5,000.00	\$3,000.00	\$0.00	\$0.00	\$1,000.00	\$2,000.00
Total Education (K-12)	\$30,500.00	\$22,900.00	\$0.00	\$51,400.00	\$2,000.00
Environment					
Big Sur Land Trust P.O. Box 4071 Monterey, CA 93942 <i>General Support</i> \$2,000.00	\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00
Donald Danforth Plant Science Center 975 North Warson Road St. Louis, MO 63132-2918 <i>Danforth Society Membership</i> \$10,000.00	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Environmental Defense Fund, Inc. 257 Park Avenue South New York, NY 10010 <i>General Support</i> \$100.00	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Jewish Funders Network 150 W. 30th Street, Suite 900 New York, NY 10001 2012 Carbon Offset Conference Sponsorship \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Missouri Coalition for the Environment Foundation 6267 Delmar Blvd., 2-E St. Louis, MO 63130 General Support \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
Natural Capitalism Solutions, Inc. 11823 N. 75th Street Longmont, CO 80503 General Support \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Rocky Mountain Institute 2317 Snowmass Creek Road Snowmass, CO 81654 General Support \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Total Environment	\$0.00	\$15,350.00	\$0.00	\$15,350.00	\$0.00
Environment (ISRAEL)					
American Society for the Protection of Nature in Israel 28 Arrandale Ave. Great Neck, NY 11024 General Support \$360.00	\$0.00	\$360.00	\$0.00	\$360.00	\$0.00
P.E.F. Israel Endowment Funds, Inc. 317 Madison Avenue New York, NY 10017 Heschel Center for Environmental Learning and Leadership - Education and Sustainability in Israel \$30,000.00	\$0.00	\$30,000.00	\$0.00	\$30,000.00	\$0.00
Total Environment (ISRAEL)	\$0.00	\$30,360.00	\$0.00	\$30,360.00	\$0.00
Food Insecurity (Hunger) (ISRAEL)					
American Friends of Leket Israel PO Box 2090 Teaneck, NJ 07666 Start Up & Operational Costs (5-year, \$225,000 grant) \$225,000.00	\$100,000.00	\$0.00	\$0.00	\$50,000.00	\$50,000.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Jewish Federations of North America 25 Broadway, Suite 1700 New York, NY 10004-1010 <i>Shachen Tov</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Total Food Insecurity (Hunger) (ISRAEL)	\$100,000.00	\$500.00	\$0.00	\$50,500.00	\$50,000.00
<u>Health Care (Non-Basic Needs)</u>					
Alzheimers Disease & Related Disorders Assoc. 9370 Olive Boulevard St. Louis, MO 63132-3214 <i>General Support</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
American Diabetes Association, Inc. 425 South Woods Mill Road, Suite 110 St. Louis, MO 63017 <i>Unmask the Cure</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
American Heart Association Inc. 460 N. Lindbergh Blvd. St Louis, MO 63141 <i>2012 Heart Ball</i> \$2,500.00	\$0.00	\$2,000.00	\$500.00	\$2,500.00	\$0.00
American Heart Association Inc. 460 N. Lindbergh Blvd. St Louis, MO 63141 <i>2013 Heart Ball</i> \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
American Liver Foundation 16 Hampton Village Plaza, Suite 215 St Louis, MO 63109 <i>5th Annual "Boogie Ball"</i> \$10,000.00	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Arthritis Foundation, Heartland Region 9433 Olive Boulevard, Suite 100 St. Louis, MO 63132 <i>2012 Silver Ball</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Cancer Support Community Of Greater St. Louis 1058 Old Des Peres Road St. Louis, MO 63131 <i>2012 Celebration of Hope</i> \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Casa De La Salud 3200 Chouteau Avenue St. Louis, MO 63103 <i>Everyone Can Plan</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Crohn's & Colitis Foundation of America, Inc. 1034 S. Brentwood Blvd., Suite 1510 St. Louis, MO 63117 <i>Cirque de CCFA Gala</i> \$200.00	\$0.00	\$200.00	\$0.00	\$200.00	\$0.00
Friends of the Saint Louis University Liver Center 14323 S. Outer 40, Suite 200M Chesterfield, MO 63017 <i>10th Annual Denim & Diamonds</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Gateway to Hope 845 North New Ballas Court, Suite 380 St. Louis, MO 63141 <i>Cirque Magnifique</i> \$200.00	\$0.00	\$200.00	\$0.00	\$200.00	\$0.00
Juvenile Diabetes Research Foundation 50 Crestwood Executive Center, Suite 401 St. Louis, MO 63126 <i>Garden of Hope Dream Gala</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Juvenile Diabetes Research Foundation 50 Crestwood Executive Center, Suite 401 St. Louis, MO 63126 <i>2012 Walk to Cure Diabetes</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Leukemia & Lymphoma Society, The 77 West Port Plaza, Suite 101 St. Louis, MO 63146 <i>Man & Woman of the Year</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
March of Dimes Foundation 2001 S. Hanley Road, Suite 510 St. Louis, MO 63144 <i>March for Babies - Karen Duree</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
March of Dimes Foundation 2001 S. Hanley Road, Suite 510 St. Louis, MO 63144 <i>2012 March for Babies</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Meds & Food for Kids 4488 Forest Park Avenue, Suite 230 St. Louis , MO 63108 <i>MFK Gala</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Memory Care Home Solutions 1526 S. Big Bend Blvd. St. Louis, MO 63117 <i>6th Annual Memories & Melodies Event</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Mental Health Association of St. Louis 1905 South Grand Boulevard St. Louis, MO 63104-1542 <i>2012 Snow Ball Gala</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Muscular Dystrophy Association 345 Marshall Road, #101A St. Louis, MO 63119 <i>2012 Breckenridge/Muscle Team Bash</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
National Jewish Health 1400 Jackson St. Denver, CO 80206-2762 <i>General Support</i> \$100.00	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
National Multiple Sclerosis Society 733 Third Ave, 3rd Floor New York, NY 10017 <i>2012 MS 150 Bike Tour - Peter Herschend</i> \$1,500.00	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00
National Multiple Sclerosis Society 733 Third Ave, 3rd Floor New York, NY 10017 <i>2012 MS 150 Bike Tour - Steve Lipstein</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
Pedal the Cause 1001 Craig Road, Suite 450 St. Louis, MO 63141 <i>Pedal the Cause - Team THF - Fox's Friends</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Pedal the Cause 1001 Craig Road, Suite 450 St. Louis, MO 63141 <i>Pedal the Cause - Elizabeth Pepper</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Siteman Cancer Center 7425 Forsyth Boulevard, Suite 2200 St. Louis, MO 63105 <i>Sing for Siteman 2012</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
St. Jude Children's Research Hospital 501 St. Jude Place Memphis, TN 38105 <i>Walk for St. Jude - Cathy Engeman</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
St. Jude Children's Research Hospital 501 St. Jude Place Memphis, TN 38105 <i>6th Annual Dinner Auction</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
St. Louis Children's Hospital Foundation One Children's Place St. Louis, MO 63110-1077 <i>29th Annual St. Louis Children's Hospital Day at Six Flags</i> \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Susan G. Komen Breast Cancer Foundation, The PO Box 224523 Dallas, TX 75222-4523 <i>General Support</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
Volunteers In Medicine, Inc. 2140 North 4th Street St. Charles, MO 63301 <i>General Support</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Total Health Care (Non-Basic Needs)	\$0.00	\$43,000.00	\$500.00	\$43,500.00	\$0.00
<u>Jewish</u>					
American Friends of Lubavitch 2110 Leroy Place, NW Washington, DC 20008 <i>General Support</i> \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
American Jewish Committee 7751 Carondelet, Suite 501 St. Louis, MO 63105 <i>John D. Levy Human Relations Award Dinner</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
American Jewish Committee 7751 Carondelet, Suite 501 St. Louis, MO 63105 <i>2012 Netzach Award Dinner</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
American Jewish Historical Society 15 West 16th Street New York, NY 10011 <i>Emma Lazarus Statue of Liberty Award Dinner</i> \$2,500.00	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
American Jewish World Service Inc. 45 West 36th Street New York, NY 10018 <i>General Support</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Anti-Defamation League 34 North Brentwood Boulevard, Suite 2 St. Louis, MO 63105 <i>25th Anniversary Gala</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
B'nai B'rith International 2020 K Street, N.W., 7th Floor Washington, DC 20006 <i>General Support</i> \$100.00	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
Bais Abraham Congregation 6910 Delmar Boulevard St. Louis, MO 63130 <i>General Support</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
CLAL - The National Jewish Center for Learning and Leadership, Inc. 440 Park Avenue South, 4th Floor New York, NY 10016-8012 <i>Board of Rabbi's Seminar - St. Louis</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Committee for Accuracy in Middle East Reporting in America P.O. Box 35040 Boston, MA 02135-0001 <i>General Support</i> \$300.00	\$0.00	\$300.00	\$0.00	\$300.00	\$0.00
Community Aging Corporation 8 Millstone Campus Drive, Suite 2000 St. Louis, MO 63146 <i>Covenant House I Rehab Campaign (5-Year, \$100,000 grant)</i> \$100,000.00	\$20,000.00	\$0.00	\$0.00	\$20,000.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Congregation Temple Israel #1 Rabbi Alvan D. Rubin Drive Creve Coeur, MO 63141 125th Anniversary Year Sponsor \$1,250.00	\$0.00	\$1,250.00	\$0.00	\$1,250.00	\$0.00
Congregation Temple Israel #1 Rabbi Alvan D. Rubin Drive Creve Coeur, MO 63141 Rabbi's Discretionary Account (to assist TI families in crisis) \$2,500.00	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
H. F. Epstein Hebrew Academy 1138 North Warson Road St. Louis, MO 63132 69th Annual Banquet and Auction \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Jewish Community Centers Association 2 Millstone Campus Drive St. Louis, MO 63146 Camp Sabra Capital Campaign (3-year, \$400,000 grant) \$400,000.00	\$200,000.00	\$0.00	\$0.00	\$100,000.00	\$100,000.00
Jewish Community Centers Association 2 Millstone Campus Drive St. Louis, MO 63146 2012 Annual Support \$35,000.00	\$0.00	\$35,000.00	\$0.00	\$35,000.00	\$0.00
Jewish Community Relations Council of St. Louis 12 Millstone Campus Drive St. Louis, MO 63146-5776 General Support \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
Jewish Federation of St. Louis 12 Millstone Campus Drive St. Louis, MO 63146-5776 2012 General Support \$375,000.00	\$0.00	\$375,000.00	\$0.00	\$375,000.00	\$0.00
Jewish Women International 1129 20th Street NW, Suite 801 Washington, DC 20036 General Support \$100.00	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
Jewish Women's Archive One Harvard Street, Suite 200 Brookline, MA 02445 General Support \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00

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Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Missouri Torah Institute 14550 Ladue Road Chesterfield, MO 63017 <i>Torah Study - (3-Year - \$54,000 Grant)</i> \$54,000.00	\$18,000.00	\$0.00	\$0.00	\$18,000.00	\$0.00
Missouri Torah Institute 14550 Ladue Road Chesterfield, MO 63017 <i>General Support - in honor of Craig Reiss</i> \$250,000.00	\$0.00	\$250,000.00	\$0.00	\$250,000.00	\$0.00
National Council of Jewish Women Incorporated 8350 Delcrest Drive St. Louis, MO 63124 <i>2012 Annual Campaign - Hannah G. Solomon Society Level - in honor of Marilyn Fox</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
National Council of Jewish Women Incorporated 8350 Delcrest Drive St. Louis, MO 63124 <i>New Building at 295 North Lindbergh</i> \$10,000.00	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Pardes Institute of Jewish Studies North America Inc. 5 West 37th Street, Suite 802 New York, NY 10018 <i>General Support</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Saul Mirowitz Jewish Community School 11411 N. Forty Dr. St. Louis, MO 63131 <i>Spring Gala - School Days</i> \$2,500.00	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
St. Louis Holocaust Museum and Learning Center 12 Millstone Campus Drive St. Louis, MO 63146 <i>Founders Dinner honoring Sara and Leo Wolf</i> \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
St. Louis Jewish Light 6 Millstone Campus Drive, Suite 3010 St. Louis, MO 63146 <i>Unsung Heros</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
United States Holocaust Memorial Museum 100 Raoul Wallenberg Place, SW Washington, DC 20024-2126 <i>Wings of Memory Society</i> \$25,000.00	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

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

CY 2012

43-1456258

Statement #11

24/28

Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Vaad Hoeir of St. Louis #4 Millstone Campus Drive St. Louis, MO 63146 <i>2012 Moas Chitim Fund</i> \$540.00	\$0.00	\$540.00	\$0.00	\$540.00	\$0.00
World Jewish Congress Foundation 2125 Biscayne Boulevard, Suite 310 Miami, FL 33137 <i>General Support</i> \$100.00	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
Total Jewish	\$238,000.00	\$723,890.00	\$0.00	\$861,890.00	\$100,000.00
Job Training					
Employment Connection 2838 Market Street St. Louis, MO 63103 <i>Ex-Offender Employment Services</i> \$15,000.00	\$7,500.00	\$0.00	\$0.00	\$7,500.00	\$0.00
St. Patrick Center 800 N. Tucker St. Louis, MO 63101 <i>The McMurphy's Grill Restaurant Training Program</i> \$15,000.00	\$7,500.00	\$0.00	\$0.00	\$7,500.00	\$0.00
Total Job Training	\$15,000.00	\$0.00	\$0.00	\$15,000.00	\$0.00
Other					
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202 <i>2012 Annual Support</i> \$2,630.00	\$0.00	\$2,630.00	\$0.00	\$2,630.00	\$0.00
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202 <i>2013 Annual Support</i> \$2,630.00	\$0.00	\$2,630.00	\$0.00	\$2,630.00	\$0.00
Daughters of St. Paul 9804 Watson Road St. Louis, MO 63126 <i>Benefit Dinner</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
Drug Free America Foundation, Inc. 5999 Central Avenue, Suite 301 St. Petersburg, FL 33710 <i>Inaugural Lifetime Achievement Award - Mel & Betty Sembler</i> \$25,000.00	\$0.00	\$25,000.00	\$0.00	\$25,000.00	\$0.00

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

Statement #14

CY 2012

25/28

43-1456258

Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
Foundation for Defense of Democracies 1726 M Street, NW, Suite 700 Washington, DC 20036 <i>General Support</i> \$5,000.00 2012	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
King Baudouin Foundation-United States 10 Rockefeller Plaza, 16th Floor New York, NY 10020 <i>Commission for Educational Exchange in Belgium - Fulbright - Margaret Nicholson Fund</i> \$20,000.00	\$0.00	\$20,000.00	\$0.00	\$20,000.00	\$0.00
King Baudouin Foundation-United States 10 Rockefeller Plaza, 16th Floor New York, NY 10020 <i>Cultural Heritage Fund</i> \$2,500.00	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
Layalina Productions Inc. 1250 24th Street NW, Suite 300 Washington, DC 20037 <i>10th Anniversary Gala</i> \$10,000.00	\$0.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Phoenix Multisport, Inc. 4735 East Walnut, Suite C Boulder, CO 80301 <i>General Support</i> \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Older Womens League 2418 Northline Industrial Drive Maryland Heights, MO 63043 <i>Women of Worth Awards Dinner</i> \$250.00	\$0.00	\$250.00	\$0.00	\$250.00	\$0.00
St. Louis Psychoanalytic Institute 8820 Ladue Road, 3rd Floor St. Louis, MO 63124 <i>4th Annual Spring Fling - An Evening of Music & Magic</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Washington University School of Medicine 4169 Laclede St. Louis, MO 63108 <i>Holiday Gold for Kids Toy Drive</i> \$200.00	\$0.00	\$200.00	\$0.00	\$200.00	\$0.00
Woman's Exchange of St. Louis 9214 Clayton Road St. Louis, MO 63124 <i>General Support</i> \$100.00	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
Total Other	\$0.00	\$70,060.00	\$0.00	\$70,060.00	\$0.00

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

Statement # 14

CY 2012

26/28

43-1456258

Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
<u>Other (ISRAEL)</u>					
American Friends of Magen David Adom 3175 Commercial Avenue, Suite 101 Northbrook, IL 60062 General Support \$200.00	\$0.00	\$200.00	\$0.00	\$200.00	\$0.00
American Friends of the Israel Free Loan Assoc. 1077 30th Street NW, Apt. 402 Washington, DC 20007 Named Fund \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
American Friends of Tsfat 20 Dawson Ave West Orange, NJ 07052 General Support \$180.00	\$0.00	\$180.00	\$0.00	\$180.00	\$0.00
American Society for Yad Vashem 500 Fifth Avenue, Suite 1600 New York, NY 10018 General Support \$100.00	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
Friends of the Israel Defense Forces 350 5th Avenue New York, NY 10018 General Support \$200.00	\$0.00	\$200.00	\$0.00	\$200.00	\$0.00
Friends of Yad Sarah 450 Park Avenue, 7th Floor New York, NY 10022 General Support \$100.00	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
Jewish National Fund - Keren Kayemeth LeIsrael - Inc. 42 East 69th Street New York, NY 10021-5093 General Support \$200.00	\$0.00	\$200.00	\$0.00	\$200.00	\$0.00
P.E.F. Israel Endowment Funds, Inc. 317 Madison Avenue New York, NY 10017 Pelech - Religious Experimental High School for Girls \$1,000.00	\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
P.E.F. Israel Endowment Funds, Inc. 317 Madison Avenue New York, NY 10017 Todah L'Tzahal (2 year, \$400,000 grant) \$400,000.00	\$0.00	\$400,000.00	\$0.00	\$150,000.00	\$250,000.00

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

Statement # ¹⁴---

CY 2012

27/28

43-1456258

Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
P.E.F. Israel Endowment Funds, Inc. 317 Madison Avenue New York, NY 10017 <i>Todah L'Tzahal</i> \$5,000.00	\$0.00	\$5,000.00	\$0.00	\$5,000.00	\$0.00
Zaka 1303 53rd Street, #170 Brooklyn, NY 11219 <i>General Support</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Total Other (ISRAEL)	\$0.00	\$408,480.00	\$0.00	\$158,480.00	\$250,000.00
Prevention					
Faith Aloud 3672-A Arsenal Avenue St. Louis, MO 63116 <i>General Support</i> \$100.00	\$0.00	\$100.00	\$0.00	\$100.00	\$0.00
Planned Parenthood of the St. Louis Region 4251 Forest Park Avenue St. Louis, MO 63108 <i>General Support</i> \$1,500.00	\$0.00	\$1,500.00	\$0.00	\$1,500.00	\$0.00
Safe Connections 2165 Hampton Ave. St. Louis, MO 63139 <i>General Support</i> \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
Total Prevention	\$0.00	\$2,100.00	\$0.00	\$2,100.00	\$0.00
United Way					
United Way of Greater St. Louis, Inc. 901 North 11th Street St. Louis, MO 63101 <i>Annual Support for 2012 - \$115,000 General Campaign and \$11,000 donation to the Alexis deTocqueville Society in honor of Marilyn Fox</i> \$126,000.00	\$126,000.00	\$0.00	\$0.00	\$126,000.00	\$0.00
United Way of Greater St. Louis, Inc. 901 North 11th Street St. Louis, MO 63101 <i>Annual Support for 2013 - \$115,000 General Campaign and \$12,000 donation to the Alexis deTocqueville Society in honor of Marilyn Fox</i> \$127,000.00	\$0.00	\$127,000.00	\$0.00	\$0.00	\$127,000.00
Total United Way	\$126,000.00	\$127,000.00	\$0.00	\$126,000.00	\$127,000.00

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

Statement #14

CY 2012

28/28

43-1456258

Recipient and/or Purpose	Beginning Balance 2012	Newly Allocated 2012	Amended 2012	Amount Paid 2012	Ending Balance 2012
<u>Violence in Israeli Society (ISRAEL)</u>					
P.E.F. Israel Endowment Funds, Inc. 317 Madison Avenue New York, NY 10017 Counseling Center for Women \$500.00	\$0.00	\$500.00	\$0.00	\$500.00	\$0.00
<u>Total Violence in Israeli Society (ISRAEL)</u>	<u>\$0.00</u>	<u>\$500.00</u>	<u>\$0.00</u>	<u>\$500.00</u>	<u>\$0.00</u>
<u>GRAND TOTALS</u>	<u>\$727,000.00</u>	<u>\$3,024,990.00</u>	<u>\$250.00</u>	<u>\$2,903,240.00</u>	<u>\$849,000.00</u>

Fox Family Foundation
Office Equipment
Permanent

Date Acquired	Item	Cost	Method	Life	Depreciation 12/31/10	Accumulated Depreciation 12/31/10	Depreciation 12/31/11	Accumulated Depreciation 12/31/11	Depreciation 12/31/12	Accumulated Depreciation 12/31/12
Sep-10	CF Comp Monitor - US	262.62	S/L	5 Yrs	26.26	26.26	52.52	78.78	52.52	131.30
Sep-10	Exec Dir Laptop take 1/2 year depr in 2010	2,110.52	S/L	5 Yrs	211.05	211.05	422.10	633.15	422.10	1,055.25
Jan-11	TT - Computer	1,379.00	S/L	5 Yrs			275.80	275.80	275.80	551.60
Jan-11	TT - Monitor	218.85	S/L	5 Yrs			43.77	43.77	43.77	87.54
Jan-11	TT - Printer	1,504.15	S/L	5 Yrs			300.83	300.83	300.83	601.66
					<u>237.31</u>	<u>237.31</u>	<u>1,095.02</u>	<u>1,332.33</u>	<u>1,095.02</u>	<u>2,427.35</u>
					<u>4</u>	<u>4</u>	<u>4</u>	<u>4</u>	<u>4</u>	<u>4</u>
					<u>59.33</u>		<u>\$273.76</u>		<u>\$273.76</u>	
		<u>5,475.14</u>								

Fox Family Foundation
Leasehold Improvements
Permanent

Date Acquired	Item	Cost	Method	Life	Accumulated Depreciation 12/31/09	Depreciation 12/31/10	Accumulated Depreciation 12/31/10	Depreciation 12/31/11	Accumulated Depreciation 12/31/11	Depreciation 12/31/12	Accumulated Depreciation 12/31/12
Sep-89	Design Fee	3,456.22	S/L	31.5 Yrs	2,226.46	109.72	2,336.18	109.72	2,445.90	109.72	2,555.62
Sep-89	6th Floor Office	9,265.80	S/L	31.5 Yrs	5,969.07	294.15	6,263.22	294.15	6,557.37	294.15	6,851.52
Sep-89	Carpet	426.88	S/L	31.5 Yrs	274.95	13.55	288.50	13.55	302.05	13.55	315.60
Sep-89	Wallcovering	833.83	S/L	31.5 Yrs	537.11	26.47	563.58	26.47	590.05	26.47	616.52
Sep-89	Drapes	802.94	S/L	31.5 Yrs	517.23	25.49	542.72	25.49	568.21	25.49	593.70
Sep-89	Sixth Floor	<u>1,495.00</u>	S/L	31.5 Yrs	<u>963.12</u>	<u>47.46</u>	<u>1,010.58</u>	<u>47.46</u>	<u>1,058.04</u>	<u>47.46</u>	<u>1,105.50</u>
		16,280.67			10,487.94	516.84	11,004.78	516.84	11,521.62	516.84	12,038.46
						<u>/4</u>		<u>/4</u>		<u>/4</u>	
					<u>129.21</u>			<u>129.21</u>		<u>129.21</u>	

Fox Family Foundation
Office Equipment - Israel
Permanent

Date Acquired	Item	Cost	Method	Life	Accumulated Depreciation 12/31/09	Depreciation 12/31/10	Accumulated Depreciation 12/31/10	Depreciation 12/31/11	Accumulated Depreciation 12/31/11	Depreciation 12/31/12	Accumulated Depreciation 12/31/12
Mar-92	Furniture	1,654.00	S/L	10 Yrs	1,654.00	-	1,654.00	-	1,654.00	-	1,654.00
Jun-92	Furniture	1,653.00	S/L	10 Yrs	1,653.00	-	1,653.00	-	1,653.00	-	1,653.00
Oct-01	Printer/Fax	406.00	S/L	5 Yrs	406.00	-	406.00	-	406.00	-	406.00
Mar-02	Furniture	331.00	S/L	10 Yrs	264.80	33.10	297.90	33.10	331.00	-	331.00
		4,044.00			3,977.80	33.10	4,010.90	33.10	4,044.00		4,044.00
	Expense per quarter					<u>4</u> 8.28		<u>4</u> 8.28		<u>0</u>	

Fox Family Foundation
Furniture Fixtures
Permanent

Date Acquired	Item	Cost	Method	Life	Accumulated Depreciation 12/31/09	Depreciation 12/31/10	Accumulated Depreciation 12/31/10	Depreciation 12/31/11	Accumulated Depreciation 12/31/11	Depreciation 12/31/12	Accumulated Depreciation 12/31/12
Sep-89	Desk	1,088.29	MACRS	7 Yrs	1,088.29	-	1,088.29	-	1,088.29	-	1,088.29
Sep-89	Credenza	854.19	MACRS	7 Yrs	854.19	-	854.19	-	854.19	-	854.19
Sep-89	Table	231.00	MACRS	7 Yrs	231.00	-	231.00	-	231.00	-	231.00
Sep-89	File Cabinet	552.71	MACRS	7 Yrs	552.71	-	552.71	-	552.71	-	552.71
Sep-89	Bookcase	276.35	MACRS	7 Yrs	276.35	-	276.35	-	276.35	-	276.35
Sep-89	Chairs	1,221.56	MACRS	7 Yrs	1,221.56	-	1,221.56	-	1,221.56	-	1,221.56
Sep-89	Lamp	238.40	MACRS	7 Yrs	238.40	-	238.40	-	238.40	-	238.40
		4,462.50			4,462.50	-	4,462.50	-	4,462.50	-	4,462.50