Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2012

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

HENRY J. FOX FUND
C/O KOZAK, POLLEKOFF & GOLDMAN PC
1950 OLD GALLOWS ROAD #440
VIENNA, VA 22182

A Employer identification number 52-6036472

B Telephone number (see the instructions) 703-506-9700

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 1,032,877.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	21,963.	21,963.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	8,717.			
	b	Gross sales price for all assets on line 6a 481,974.				
	7	Capital gain net income (from Part IV, line 2)		8,717.		
	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/(loss) (att sch)				
	11	Other income (attach schedule) SEE STATEMENT 1	1,445.	1,445.		
	12	**Total.** Add lines 1 through 11	32,125.	32,125.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) SEE ST 2	10,000.	10,000.		
	c	Other prof fees (attach sch)				
	17	Interest	3.	3.		
	18	Taxes (attach schedule)(see instrs) SEE STM 3	67.	67.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) SEE STATEMENT 4	5,494.	5,494.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	15,564.	15,564.		
	25	Contributions, gifts, grants paid PART XV	51,900.			51,900.
	26	**Total expenses and disbursements.** Add lines 24 and 25	67,464.	15,564.	0.	51,900.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-35,339.			
	b	**Net investment income** (if negative, enter 0)		16,561.		
	c	**Adjusted net income** (if negative enter -0)			0.	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1	Cash – non-interest-bearing	162,378.	176,931.	176,931.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) ►			
		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 (attach schedule)			
	b	Investments – corporate stock (attach schedule) STATEMENT 5	885,271.	836,031.	855,946.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	1,047,649.	1,012,962.	1,032,877.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	1,047,649.	1,012,962.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,047,649.	1,012,962.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,047,649.	1,012,962.	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,047,649.
2	Enter amount from Part I, line 27a	2	-35,339.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 6	3	652.
4	Add lines 1, 2, and 3	4	1,012,962.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,012,962.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	SEE STATEMENT 7			
b				
c				
d				
e				

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

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	8,717.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	51,400.	1,047,358.	0.049076
2010	42,000.	1,020,088.	0.041173
2009	67,636.	865,709.	0.078128
2008	93,290.	1,349,383.	0.069135
2007	89,502.	1,896,854.	0.047184

2	**Total** of line 1, column (d)	2	0.284696
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.056939
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,046,023.
5	Multiply line 4 by line 3	5	59,560.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	166.
7	Add lines 5 and 6	7	59,726.
8	Enter qualifying distributions from Part XII, line 4	8	51,900.

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)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary – see instrs)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	331.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	331.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	331.
6	Credits/Payments				
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	171.		
b	Exempt foreign organizations — tax withheld at source	6 b			
c	Tax paid with application for extension of time to file (Form 8868)	6 c			
d	Backup withholding erroneously withheld	6 d			
7	Total credits and payments Add lines 6a through 6d			7	171.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	160.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ►	**Refunded** ►		11	

Part VII-A Statements Regarding Activities

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

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

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 ► KOZAK POLLEKOFF & GOLDMAN PC Telephone no ► (703) 506-9700

Located at ► 1950 OLD GALLOWS ROAD #440 VIENNA VA VIENNA ZIP + 4 ► 22182

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

				Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.				
1 a	During the year did the foundation (either directly or indirectly)				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
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)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4 b		X

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

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

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

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

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

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

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6 a 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 (No)

If 'Yes' to 6b, file Form 8870

7 a 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 (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
LINDA JOY FOX 344 COMBS FAYETTEVILLE, AR 72701	TRUSTEE 0	0.	0.	0.
LESLIE KEFAUVER 4831 PARK AVENUE BETHESDA, MD 20816	TRUSTEE 0	0.	0.	0.
ROBERT I FOX 6565 CAMINITO SINNECOCK LA JOLLA, CA 92037	TRUSTEE 0	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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	836,305.
b	Average of monthly cash balances		1b	225,647.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,061,952.
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	1,061,952.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	15,929.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	1,046,023.
6	**Minimum investment return.** Enter 5% of line 5		6	52,301.

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	52,301.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 331.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	331.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	51,970.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	51,970.
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	51,970.

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	51,900.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	51,900.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	51,900.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				51,970.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			51,404.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 51,900.				
a Applied to 2011, but not more than line 2a			51,404.	
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				496.
e Remaining amount distributed out of corpus	0.			
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	0.			
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 instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				51,474.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 8

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 9				
Total			► **3a**	51,900.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	21,963.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,445.	
8 Gain or (loss) from sales of assets other than inventory			14	2,174.	6,543.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				25,582.	6,543.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	32,125.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

Leslie J. Kefauver 4/22/13 TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name CARL SERGI	Preparer's signature Carl Sergi	Date 4/16/13	Check ☐ if self employed	PTIN P01405769
Firm's name ► KOZAK, POLLEKOFF & GOLDMAN, P.C.			Firm's EIN ► 54-1639552	
Firm's address ► 1950 OLD GALLOWS ROAD, SUITE 440 VIENNA, VA 22182			Phone no (703) 506-9700	

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 1,445.	$ 1,445.	
TOTAL	$ 1,445.	$ 1,445.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	$ 10,000.	$ 10,000.		
TOTAL	$ 10,000.	$ 10,000.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES-37525	$ 11.	$ 11.		
FOREIGN TAXES-55641	56.	56.		
TOTAL	$ 67.	$ 67.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	$ 100.	$ 100.		
INVESTMENT ADVISORY FEES-37525	4,015.	4,015.		
INVESTMENT ADVISORY FEES-55641	1,277.	1,277.		
KINDER MORGAN-OTHER DEDUCTIONS	24.	24.		
POWERSHARES DB COMMODITY INDEX	64.	64.		
POWERSHARES DB PRECIOUS METALS FUND	14.	14.		
TOTAL	$ 5,494.	$ 5,494.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GLADSTONE CAPITAL CORP	MKT VAL	$ 44,740.	$ 16,320.
APPLE INC	MKT VAL	71,220.	95,791.
EXXON MOBIL CORP	MKT VAL	18,924.	21,551.
FORD MOTOR CO	MKT VAL	14,533.	12,303.
JPMORGAN ALERIAN MLP INDEX	MKT VAL	36,136.	38,460.
FAIRHOLME FUND	MKT VAL	46,033.	41,665.
OAKMARK INTL FUND	MKT VAL	9,879.	10,278.
SCOUT MID CAP FUND	MKT VAL	77,137.	76,673.
WELLS FARGO ADVANTAGE GROWTH FUND	MKT VAL	41,877.	45,804.
ISHARES IBOXX HIGH YIELD CORP BOND	MKT VAL	39,645.	42,008.
DOUBLE LINE TOTAL RETURN FUND	MKT VAL	78,367.	79,590.
FIRST TRUST PREFERRED SECURITIES & INCOM	MKT VAL	38,862.	44,270.
PRINCIPAL INVESTORS PREFERRED SEC FD A	MKT VAL	0.	0.
ARBITRAGE FUND NO LOAD CLASS	MKT VAL	0.	0.
CALAMOS MARKET NEUTRAL INCOME FD CL A	MKT VAL	0.	0.
MERGER FUND SBI	MKT VAL	0.	0.
POWERSHARES DB MULTI SECTOR COMMODITY TR	MKT VAL	0.	0.
SPDR GOLD TRUST	MKT VAL	0.	0.
INVESCO BALANCED-RISK ALLOC FD A	MKT VAL	39,000.	38,505.
APPLE INC	MKT VAL	15,035.	22,883.
ASSURED GUARANTY LTD	MKT VAL	0.	0.
BAIDU INC ADS	MKT VAL	13,321.	9,929.
FREEPORT MCMORAN COPPER & GOLD INC	MKT VAL	16,205.	13,782.
INTERCONTINENTALEXCHANGE INC	MKT VAL	0.	0.
LAS VEGAS SANDS CORP	MKT VAL	0.	0.
NIKE INC CL B	MKT VAL	12,845.	14,345.
PHARMASSET INC	MKT VAL	0.	0.
PIER 1 IMPORTS INC	MKT VAL	6,293.	9,920.
PRICELINE.COM INC NEW	MKT VAL	0.	0.
SANDISK CORP	MKT VAL	0.	0.
SEAGATE TECHNOLOGY PLC	MKT VAL	0.	0.
VALEANT PHARMACEUTICALS INTL	MKT VAL	0.	0.
WALTER ENERGY INC	MKT VAL	0.	0.
WHOLE FOODS MARKET INC	MKT VAL	15,764.	21,787.
AT&T	MKT VAL	15,443.	15,170.
EATON VANCE GLOBAL MACRO	MKT VAL	14,929.	14,932.
GOOGLE INC	MKT VAL	18,841.	22,636.
HEINZ H J CO	MKT VAL	16,061.	17,304.
ISHARES GOLD TRUST ETF	MKT VAL	36,270.	36,628.
NATAXIS LOOMIS SAYLES BOND FUND	MKT VAL	50,000.	51,342.
AT&T	MKT VAL	3,672.	4,214.
COCONOPHILLIPS	MKT VAL	2,603.	2,900.
DANDREON CORP	MKT VAL	11,045.	3,962.
EATON CORP	MKT VAL	3,358.	3,522.
EMC CORP	MKT VAL	1,921.	1,898.
GELERAL ELECTRIC CO	MKT VAL	3,946.	4,408.
INT'L BUSINESS MACHINES	MKT VAL	2,881.	2,873.
NUANCE COMMUNICATIONS INC	MKT VAL	12,437.	10,021.
PHILLIPS 66	MKT VAL	821.	1,328.
SANOFI SPONSORED ADR	MKT VAL	4,104.	5,212.
SCHLUMBERGER LTD	MKT VAL	1,883.	1,732.
	TOTAL	$ 836,031.	$ 855,946.

STATEMENT 6
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NONTAXABLE DISTRIBUTIONS	$ 652.
TOTAL	$ 652.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	390.9300 ARBITRAGE FUND NO LOAD CLASS	PURCHASED	6/07/2012	11/02/2012
2	1151.5000 ASTON/ANCHOR CAPITAL EXHANCED EQUITY FD	PURCHASED	2/16/2012	11/02/2012
3	4.5440 ASTON/ANCHOR CAPITAL EXHANCED EQUITY FD	PURCHASED	3/23/2012	11/02/2012
4	586.8540 ASTON/ANCHOR CAPITAL EXHANCED EQUITY FD	PURCHASED	6/07/2012	11/02/2012
5	1700 HERCULES OFFSHORE INC	PURCHASED	2/01/2012	2/08/2012
6	1200 INTEL CORP	PURCHASED	2/01/2012	6/21/2012
7	500 PROSHARES TRUST PROSHARES SHORT S&P 500	PURCHASED	1/10/2012	1/19/2012
8	515 SPDR S&P REGL BANKING ETF	PURCHASED	1/09/2012	2/08/2012
9	200 WELLS FARGO & CO NEW	PURCHASED	1/09/2012	2/08/2012
10	380.8070 ARBITRAGE FUND NO LOAD CLASS	PURCHASED	11/11/2011	11/02/2012
11	822.368 CALAMOS MARKET NEUTREAL INCOME FD	PURCHASED	11/11/2011	2/16/2012
12	1000 JPMORGAN ALERIAN MLP INDEX	PURCHASED	5/24/2011	2/01/2012
13	312.8910 MERGER FUND SBI	PURCHASED	11/11/2011	2/16/2012
14	800 POWERSHARES DB COMMODITY INDEX TRACKING	PURCHASED	1/09/2012	5/07/2012
15	400 POWERSHARES DB MULTI SECTOR COMMODITY TR DB PRECIOUS METAL FUND	PURCHASED	9/26/2011	1/09/2012
16	6109.9800 PRINCIPAL INVESTORS PREFERRED SECURITIES	PURCHASED	8/31/2011	1/11/2012
17	100 SPDR GOLD TRUST	PURCHASED	8/04/2011	3/16/2012
18	50 SPDR GOLD TRUST	PURCHASED	9/23/2011	3/16/2012
19	75 SPDR GOLD TRUST	PURCHASED	10/12/2011	3/16/2012
20	101.00 ALLEGHENY TECHNOLOGY INC	PURCHASED	1/23/2012	1/25/2012
21	179.000 ASSURED GUARANTY LTD	PURCHASED	12/13/2011	1/26/2012
22	185.000 ASSURED GUARANTY LTD	PURCHASED	12/13/2011	1/26/2012
23	155.000 ASSURED GUARANTY LTD	PURCHASED	1/03/2012	1/26/2012
24	194.000 ASSURED GUARANTY LTD	PURCHASED	1/04/2012	1/26/2012
25	201.000 ASSURED GUARANTY LTD	PURCHASED	1/04/2012	1/26/2012
26	130.000 ASSURED GUARANTY LTD	PURCHASED	1/10/2012	1/26/2012
27	110.000 BRISTOL MYERS SQUIBB CO	PURCHASED	1/31/2012	8/07/2012
28	6.000 GOOGLE INC	PURCHASED	1/12/2012	1/20/2012
29	47.000 INTERCONTINENTALEXCHANGE INC	PURCHASED	10/27/2011	1/04/2012
30	50.000 KINDER MORGAN ENERGY PTNRS	PURCHASED	1/31/2012	11/02/2012
31	20.000 LAS VEGAS SANDS CORP	PURCHASED	7/20/2011	1/06/2012
32	68.000 LAS VEGAS SANDS CORP	PURCHASED	11/01/2011	1/06/2012
33	58.000 LAS VEGAS SANDS CORP	PURCHASED	11/01/2011	1/26/2012
34	123.000 LAS VEGAS SANDS CORP	PURCHASED	11/14/2011	1/26/2012
35	97.000 LULULEMON ATHLETICA INC	PURCHASED	1/10/2012	1/26/2012
36	65.000 LULULEMON ATHLETICA INC	PURCHASED	1/10/2012	1/26/2012
37	57.000 LULULEMON ATHLETICA INC	PURCHASED	1/11/2012	1/26/2012
38	125.000 PHARMASSET INC	PURCHASED	10/04/2011	1/12/2012
39	54.000 PIER 1 IMPORTS INC	PURCHASED	10/31/2011	1/25/2012

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
40	284.000 PIER 1 IMPORTS INC	PURCHASED	10/31/2011	1/26/2012
41	246.000 PIER 1 IMPORTS INC	PURCHASED	10/31/2011	1/26/2012
42	11.000 PRICELINE.COM INC	PURCHASED	11/30/2011	1/10/2012
43	4.000 PRICELINE.COM INC	PURCHASED	11/30/2011	1/11/2012
44	3.000 PRICELINE.COM INC	PURCHASED	12/02/2011	1/11/2012
45	8.000 PRICELINE.COM INC	PURCHASED	12/08/2011	1/12/2012
46	71.000 RACKSPACE HOSTING INC	PURCHASED	1/03/2012	1/05/2012
47	29.000 SANDISK CORP	PURCHASED	10/27/2011	1/15/2012
48	29.000 SANDISK CORP	PURCHASED	10/27/2011	1/15/2012
49	31.000 SANDISK CORP	PURCHASED	10/26/2011	1/05/2012
50	43.000 SANDISK CORP	PURCHASED	10/26/2011	1/03/2012
51	32.000 SANDISK CORP	PURCHASED	10/26/2011	1/03/2012
52	33.000 SANDISK CORP	PURCHASED	10/26/2011	1/03/2012
53	228.000 SEAGATE TECHNOLOGY PLC	PURCHASED	11/04/2011	1/26/2012
54	112.000 SEAGATE TECHNOLOGY PLC	PURCHASED	11/04/2011	1/26/2012
55	185.000 SEAGATE TECHNOLOGY PLC	PURCHASED	11/09/2011	1/26/2012
56	143.000 SEAGATE TECHNOLOGY PLC	PURCHASED	11/23/2011	1/26/2012
57	38.000 SEAGATE TECHNOLOGY PLC	PURCHASED	11/28/2011	1/26/2012
58	68.000 SODA STREAM INTL LTD	PURCHASED	1/05/2012	1/09/2012
59	5.000 SODA STREAM INTL LTD	PURCHASED	1/05/2012	1/26/2012
60	105.000 SODA STREAM INTL LTD	PURCHASED	1/05/2012	1/26/2012
61	96.000 SODA STREAM INTL LTD	PURCHASED	1/06/2012	1/26/2012
62	63.000 SODA STREAM INTL LTD	PURCHASED	1/10/2012	1/26/2012
63	313.000 VALEANT PHARMACEUTICALS INTL	PURCHASED	12/09/2011	1/26/2012
64	38.000 WALTER ENERGY INC	PURCHASED	10/14/2011	1/09/2012
65	52.000 WALTER ENERGY INC	PURCHASED	10/14/2011	1/09/2012
66	26.000 WALTER ENERGY INC	PURCHASED	10/14/2011	1/10/2012
67	72.000 WALTER ENERGY INC	PURCHASED	10/14/2011	1/10/2012
68	86.000 WALTER ENERGY INC	PURCHASED	10/18/2011	1/10/2012
69	86.000 WALTER ENERGY INC	PURCHASED	12/21/2011	1/10/2012
70	65 EATON CORP	PURCHASED	1/31/2012	12/03/2012
71	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	4,887.		5,000.	-113.				$ -113.
2	9,984.		10,294.	-310.				-310.
3	39.		41.	-2.				-2.
4	5,088.		5,000.	88.				88.
5	8,330.		7,786.	544.				544.
6	32,163.		32,136.	27.				27.
7	19,304.		19,645.	-341.				-341.
8	13,879.		13,349.	530.				530.
9	6,056.		5,856.	200.				200.
10	4,760.		5,000.	-240.				-240.
11	10,230.		10,000.	230.				230.
12	39,962.		36,711.	3,251.				3,251.
13	4,909.		5,000.	-91.				-91.
14	21,584.		22,088.	-504.				-504.
15	22,364.		22,436.	-72.				-72.
16	58,534.		60,000.	-1,466.				-1,466.
17	16,068.		16,338.	-270.				-270.
18	8,034.		7,964.	70.				70.
19	12,051.		12,267.	-216.				-216.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)
ITEM	GROSS SALES	DEPREC. ALLOWED	COST BASIS	GAIN (LOSS)	FMV 12/31/69	ADJ. BAS. 12/31/69	EXCESS (I)-(J)	GAIN (LOSS)
20	4,839.		5,091.	-252.				$ -252.
21	2,718.		2,383.	335.				335.
22	2,809.		2,524.	285.				285.
23	2,353.		2,075.	278.				278.
24	2,946.		2,734.	212.				212.
25	3,052.		2,788.	264.				264.
26	1,974.		1,929.	45.				45.
27	3,589.		3,522.	67.				67.
28	3,534.		3,766.	-232.				-232.
29	5,507.		6,156.	-649.				-649.
30	4,197.		4,255.	-58.				-58.
31	844.		900.	-56.				-56.
32	2,871.		3,240.	-369.				-369.
33	2,844.		2,763.	81.				81.
34	6,032.		6,060.	-28.				-28.
35	6,136.		5,897.	239.				239.
36	4,112.		4,003.	109.				109.
37	3,606.		3,373.	233.				233.
38	17,125.		9,509.	7,616.				7,616.
39	832.		691.	141.				141.
40	4,397.		3,637.	760.				760.
41	3,809.		3,190.	619.				619.
42	5,303.		5,273.	30.				30.
43	1,932.		1,917.	15.				15.
44	1,449.		1,489.	-40.				-40.
45	3,817.		3,866.	-49.				-49.
46	2,985.		3,118.	-133.				-133.
47	1,400.		1,517.	-117.				-117.
48	1,400.		1,519.	-119.				-119.
49	1,496.		1,571.	-75.				-75.
50	2,078.		2,175.	-97.				-97.
51	1,543.		1,605.	-62.				-62.
52	1,592.		1,648.	-56.				-56.
53	4,508.		3,985.	523.				523.
54	2,214.		1,962.	252.				252.
55	3,657.		3,211.	446.				446.
56	2,827.		2,220.	607.				607.
57	751.		609.	142.				142.
58	2,559.		2,559.	0.				0.
59	187.		205.	-18.				-18.
60	3,916.		4,506.	-590.				-590.
61	3,581.		3,696.	-115.				-115.
62	2,350.		2,379.	-29.				-29.
63	15,413.		14,581.	832.				832.
64	2,186.		2,186.	0.				0.
65	2,991.		3,099.	-108.				-108.
66	1,535.		2,196.	-661.				-661.
67	4,247.		5,628.	-1,381.				-1,381.
68	5,059.		6,273.	-1,214.				-1,214.
69	5,002.		7,699.	-2,697.				-2,697.
70	3,357.		3,168.	189.				189.
71								2,287.
							TOTAL	$ 8,717.

STATEMENT 8
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:	
NAME:	LESLIE KEFAUVER
CARE OF:	
STREET ADDRESS:	4831 PARK AVENUE
CITY, STATE, ZIP CODE:	BETHESDA, MD 20816
TELEPHONE:	301-299-8576
E-MAIL ADDRESS:	
FORM AND CONTENT:	NO SET FORMAT - BY WRITTEN REQUEST
SUBMISSION DEADLINES:	NONE
RESTRICTIONS ON AWARDS:	NONE

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
A TOUCH OF LOVE FOUNDATION 604 HUPA STREET VENTURA, CA 93001	NONE	PUBLIC	CHARITY	$ 1,300.
LOW VISION INFO CENTER 7701 WOODMONT AVE #604 BETHESDA, MD 20814	NONE	PUBLIC	CHARITY	200.
NATIONAL PARKS CONSERVATION 1300 19TH STREET NW, SUITE 300 WASHINGTON, DC 20036	NONE	PUBLIC	CHARITY	1,000.
OPERATION UNDERSTANDING 3000 CONNECTICUT AVE NW, STE 3 WASHINGTON, DC 20008	NONE	PUBLIC	CHARITY	1,000.
AMER FRIENDS SERVICE COMMITTEE 1501 CHERRY ST PHILADELPHIA, PA 19102	NONE	PUBLIC	CHARITY	1,600.
IFCO/PASTORS FOR PEACE 402 WEST 145TH STREET NEW YORK, NY 10031	NONE	PUBLIC	CHARITY	300.
ENVIRONMENTAL DEFENSE FD 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PUBLIC	CHARITY	1,500.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
UNION OF CONCERNED SCIENT 2 BRATTLE SQUARE CAMBRIDGE, MA 02238	NONE	PUBLIC	CHARITY	$ 1,500.
FINCA 1101 14TH ST NW WASHINGTON, DC 20005	NONE	PUBLIC	CHARITY	900.
CONFLICT RESOLUTION CENTER PO BOX 187 SOQUEL, CA 95073	NONE	PUBLIC	CHARITY	1,000.
PLANNED PARENTHOOD 1108 16TH STREET NW WASHINGTON, DC 20003	NONE	PUBLIC	CHARITY	250.
CONGREGATION BETH ISRAEL 9001 TOWNE CENTER DRIVE SAN DIEGO, CA 92122	NONE	PUBLIC	CHARITY	3,000.
COOP GREEN AMERICA 1612 K STREET NW, SUITE 600 WASHINGTON, DC 20006	NONE	PUBLIC	CHARITY	1,200.
HEIFER INTERNATIONAL PO BOX 1692 MERRIFIELD, VA 22116	NONE	PUBLIC	CHARITY	400.
RIDDLE'S ELEPHANT SANCTUARY PO BOX 715 GREENBRIAR, AR 72058	NONE	PUBLIC	CHARITY	150.
NATURE CONSERVANCY 601 N UNIVERSITY AVE LITTLE ROCK, AR 72205	NONE	PUBLIC	CHARITY	250.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY, AL 36177	NONE	PUBLIC	CHARITY	2,200.
SHAKESPEARE THEATRE 516 8TH STREET SE WASHINGTON, DC 20003	NONE	PUBLIC	CHARITY	200.
FRANKLIN INSTITUTE 222 NORTH 20TH STREET PHILADELPHIA, PA 19103	NONE	PUBLIC	CHARITY	500.
BCC HIGH SCHOOL EDUC FDTN PO BOX 31209 BETHESDA, MD 20824	NONE	PUBLIC	CHARITY	100.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
SIERRA CLUB FOUNDATION 12505 KUHL ROAD WHEATON, MD 20902	NONE	PUBLIC	CHARITY	$ 1,000.
SINGLE PARENT SCHOLARSHIP FUND 614 EAST EMMA SUITE 300 SPRINGDALE, AR 72764	NONE	PUBLIC	CHARITY	200.
CENTER FOR BIOLOGICAL DIVERSITY PO BOX 710 TUCSON, AZ 85702	NONE	PUBLIC	CHARITY	1,500.
FRIENDS OF CHESTER CTY LIBRARY 450 EXTON SQUARE PKY EXTON, PA 19103	NONE	PUBLIC	CHARITY	500.
CENTER FOR LAO STUDIES 65 NINTH STREET SAN FRANCISCO, CA 94103	NONE	PUBLIC	CHARITY	1,000.
CHARITY NAVIGATOR 2ND FLOOR, 1200 MCARTHUR BLVD MAHWAH, NJ 07430	NONE	PUBLIC	CHARITY	400.
SEVA FOUNDATION 1786 FIFTH STREET BERKELEY, CA 94710	NONE	PUBLIC	CHARITY	250.
ARENA STAGE 1101 6TH STREET SW WASHINGTON, DC 20024	NONE	PUBLIC	CHARITY	1,500.
CLASSICAL WETA RADIO 3939 CAMPBELL AVE ARLINGTON, VA 22206	NONE	PUBLIC	CHARITY	100.
COMPASSIONATE WORKS FOR ALL PO BOX 7708 LITTLE ROCK, AR 72217	NONE	PUBLIC	CHARITY	2,000.
CCFHFP 4713 WISCONSIN AVE NW WASHINGTON, DC 20037	NONE	PUBLIC	CHARITY	1,000.
KLEIWERKS 82 BUCHANAN AVE ASHVILLE, NC 28801	NONE	PUBLIC	CHARITY	200.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
LIVING LANDS & WATER 17615 GREAT RIVER RD, RTE 84 N E MOLINE, IL 61244	NONE	PUBLIC	CHARITY	$ 300.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH ST NEW YORK, NY 10011	NONE	PUBLIC	CHARITY	1,200.
INTL CAMPAIGN FOR TIBET 1825 JEFFERSON PLACE NW WASHINGTON, DC 20036	NONE	PUBLIC	CHARITY	300.
GREENPEACE 702 H ST NW #300 WASHINGTON, DC 20001	NONE	PUBLIC	CHARITY	500.
INTERFAITH WORKERS JUSTICE CTR 902 WEST MAPLE ST FAYETTEVILLE, AR 72703	NONE	PUBLIC	CHARITY	250.
HUMAN RIGHTS WATCH 1630 CONNECTICUT AVE NW WASHINGTON, DC 20009	NONE	PUBLIC	CHARITY	2,000.
MARYLAND PIRG FOUNDATION 3121 ST PAUL ST #26 BALTIMORE, MD 21218	NONE	PUBLIC	CHARITY	1,000.
OMNI CENTER FOR PEACE 2103 LOREN CIRCLE FAYETTEVILLE, AR 72701	NONE	PUBLIC	CHARITY	1,000.
UNIVERSITY OF MICHIGAN LSA FD 500 SOUTH STATE ST #5000 ANN ARBOR, MI 48109	NONE	PUBLIC	CHARITY	100.
WOLF PARK - NAWPF RR1 BATTLE GROUND, IN 47920	NONE	PUBLIC	CHARITY	250.
ENVIRONMENTAL MD RESEARCH & POLICY 3121 ST PAUL ST #26 BALTIMORE, MD 21218	NONE	PUBLIC	CHARITY	500.
INQUIRING MIND P.P. BOX 9999 BERKLEY, CA 94709	NONE	PUBLIC	CHARITY	200.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
NPR KUAF RADIO STATION 747 W DIXON ST FAYETTEVILLE, AR 72701	NONE	PUBLIC	CHARITY	$ 1,000.
SUN IN MY HEART 13431 BEAR PAW TRAIL ELY, MN 55731	NONE	PUBLIC	CHARITY	100.
WIKIPEDIA FOUNDATION 200 SECOND AVE S #358 ST PETERSBURG, FL 33701	NONE	PUBLIC	CHARITY	4,400.
ALEMEDA FOOD BANK PO BOX 2599 OAKLAND, CA 94614	NONE	PUBLIC	CHARITY	200.
DEFENDERS OF WILDLIFE PO BOX 1551 MERRIFIELD, VA 22116	NONE	PUBLIC	CHARITY	200.
ENVIRONMENTAL WORKING GROUP 1436 U STREET NW STE 100 WASHINGTON, DC 20009	NONE	PUBLIC	CHARITY	500.
FSGW PO BOX 5693 WASHINGTON, DC 20016	NONE	PUBLIC	CHARITY	1,000.
HADASSAH MEDICAL ORGANIZATION 5755 OBERLIN DR #202 SAN DIEGO, CA 92121	NONE	PUBLIC	CHARITY	500.
MAGEN DAVID ADOM 888 SEVENTH AVE STE 403 NEW YORK, NY 10106	NONE	PUBLIC	CHARITY	500.
QUEST ARTS FOR EVERYONE 7414 NEWBURG DR LANHAM, MD 20706	NONE	PUBLIC	CHARITY	200.
BCC RESCUE SQUAD 5020 BATTERY LANE BETHESDA, MD 20814	NONE	PUBLIC	CHARITY	250.
CANINE COMPANIONS FOR INDEPENDENCE PO BOX 446 SANTA ROSA, CA 95402	NONE	PUBLIC	CHARITY	500.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
FRIENDS OF LITTLE FALLS LIBRARY 5500 MASSACHUSETTS AVE BETHESDA, MD 20816	NONE	PUBLIC	CHARITY	$ 250.
ISEC/THOUSAND VARIETIES PO BOX 9475 BERKELEY, CA 94709	NONE	PUBLIC	CHARITY	250.
MIRROR STAGE 3940 BROOKLYN AVE NE SEATTLE, WA 98105	NONE	PUBLIC	CHARITY	100.
OXFAM INTERNATIONAL 26 WEST ST BOSTON, MA 02111	NONE	PUBLIC	CHARITY	350.
PARKINSON'S DESEASE FOUNDATION 710 W 168TH ST NEW YORK, NY 10032	NONE	PUBLIC	CHARITY	1,000.
PUBLIC POLICY WATCH 1308 W SECOND ST LITTLE ROCK, AR 72201	NONE	PUBLIC	CHARITY	650.
WETA PO BOX 96100 WASHINGTON, DC 20090	NONE	PUBLIC	CHARITY	250.
A WIDER CIRCLE 4808 MOORLAND #802 BETHESDA, MD 20814		PUBLIC	CHARITY	250.
ARNE NIXON CENTER 5200 N BARTON AVE FRESNO, CA 93740	NONE	PUBLIC	CHARITY	100.
BYCICLE COALITION OF THE OZARKS PO BOX 4173 FAYETTSVILLE, AR 72702	NONE	PUBLIC	CHARITY	150.
GEORGETOWN LOMBARDI CANCER CENTER 3800 RESERVOIR RD NW WASHINGTON, DC 20007	NONE	PUBLIC	CHARITY	200.
HOLOCUST MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	NONE	PUBLIC	CHARITY	100.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
INTERFAITH WORKS 114 W MONTGOMERY AVE ROCKVILLE, MD 20850	NONE	PUBLIC	CHARITY	$ 1,000.
LCV EDUCATION FUND 7701 WOODMONT AVE BETHESDA, MD 20814	N/A	PUBLIC	CHARITY	1,350.
SAN DIEGO HUMANE SOCIETY 5500 GAINES ST SAN DIEGO, CA 92110	NONE	PUBLIC	CHARITY	500.
NATIONAL WILDLIFE FEDERATION PO BOX 1637 MERRIFIELD, VA 22116	NONE	PUBLIC	CHARITY	250.
			TOTAL	$ 51,900.

2012

CLIENT FOXFUND

FEDERAL SUPPORTING DETAIL

HENRY J. FOX FUND
C/O KOZAK, POLLEKOFF & GOLDMAN PC

52-6036472

OTHER INCOME PRODUCING ACTIVITIES DIVIDENDS/INTEREST FROM SECURITIES.

UBS #37525	$	19,477.
UBS #55641		2,473.
POWERSHARES DB COMMODITY INDEX FUND		4.
KINDER MORGAN ENERGY PARTNERS LP		9.
TOTAL	$	21,963.

OTHER INCOME PRODUCING ACTIVITIES OTHER INVESTMENT INCOME [O]

UBS #37525	$	2,023.
KINDER MORGAN		-578.
TOTAL	$	1,445.

DISPOSITIONS EXCLUDED (2A)

UBS #37525	$	1,121.
POWERSHARES DB COMMODITY INDEX		391.
POWERSHARES DB PRECIOUS METALS		693.
KINDER MORGAN		82.
TOTAL	$	2,287.