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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation: JIM COX JR FOUNDATION

A Employer identification number: 58-6285853

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: P O BOX 40200, FL9-100-10-19

B Telephone number (see instructions): 877- 446-1410

City or town, state, and ZIP code: JACKSONVILLE, FL 32203-0200

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 18,243,201.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	358,354.	340,993.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	866,300.			
	b Gross sales price for all assets on line 6a 8,448,270.				
	7 Capital gain net income (from Part IV, line 2)		866,300.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)		6,552.		STMT 13
	12 **Total.** Add lines 1 through 11	1,224,654.	1,213,845.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	57,199.	34,244.		22,830.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 14	2,500.	NONE	NONE	2,500.
	c Other professional fees (attach schedule) STMT 15	95,954.	60,275.		32,591.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 16	34,182.	9,452.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,262.			5,262.
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 17	3,919.	4,927.		2,895.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	199,016.	108,898.	NONE	66,078.
	25 Contributions, gifts, grants paid	813,661.			813,661.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,012,677.	108,898.	NONE	879,739.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	211,977.			
	b **Net investment income** (if negative, enter -0-)		1,104,947.		
	c **Adjusted net income** (if negative, enter -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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	NONE		
2	Savings and temporary cash investments	673,476.	471,090.	471,090.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶	NONE		
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 18	10,463,541.	10,073,717.	11,596,815.
c	Investments - corporate bonds (attach schedule) STMT 19	812,010.	507,296.	530,489.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶	NONE		
12	Investments - mortgage loans	NONE		
13	Investments - other (attach schedule) STMT 20	4,470,968.	5,562,088.	5,644,807.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE		
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	16,419,995.	16,614,191.	18,243,201.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	16,419,995.	16,614,191.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	NONE		
30	**Total net assets or fund balances** (see instructions)	16,419,995.	16,614,191.	
31	**Total liabilities and net assets/fund balances** (see instructions)	16,419,995.	16,614,191.	

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	16,419,995.
2	Enter amount from Part I, line 27a	2	211,977.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 21	3	4,112.
4	Add lines 1, 2, and 3	4	16,636,084.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 22	5	21,893.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,614,191.

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	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
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	8,441,924.		7,581,937.	859,987.
b	6,263.			6,263.
c				
d				
e				

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

	(i) F.M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				859,987.
b				6,263.
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** 866,300.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2011	847,252.	18,187,289.	0.046585
2010	807,052.	17,044,358.	0.047350
2009	990,433.	15,916,284.	0.062228
2008	1,212,747.	20,278,637.	0.059804
2007	1,078,005.	24,464,251.	0.044065

2	**Total** of line 1, column (d)	2	0.260032
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	0.052006
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	18,002,221.
5	Multiply line 4 by line 3	5	936,224.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,049.
7	Add lines 5 and 6	7	947,273.
8	Enter qualifying distributions from Part XII, line 4	8	879,739.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	22,099.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	
3	Add lines 1 and 2			3	22,099.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	22,099.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	18,304.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,900.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	22,204.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	105.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 105. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ MR. LARRY B. HOOKS Telephone no. ▶ (404)842-1870 Located at ▶ 3414 PEACHTREE RD, ATLANTA, GA ZIP+4 ▶ 30326			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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

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

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

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

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

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

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

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

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

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

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

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

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** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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
LARRY HOOKS 3414 PEACHTREE ROAD NE -STE 722, ATLANTA, GA 30326	TRUSTEE 20	57,199.	-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		NONE	NONE	NONE

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,257,879.
b	Average of monthly cash balances	1b	1,018,488.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	18,276,367.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	18,276,367.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	274,146.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,002,221.
6	**Minimum investment return.** Enter 5% of line 5	6	900,111.

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	900,111.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	22,099.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	22,099.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	878,012.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	878,012.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	878,012.

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	879,739.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	879,739.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	879,739.

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				878,012.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			813,179.	
b Total for prior years 20 10 ,20 ___ ,20 ___		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 ... NONE				
b From 2008 ... NONE				
c From 2009 ... NONE				
d From 2010 ... NONE				
e From 2011 ... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 879,739.				
a Applied to 2011, but not more than line 2a			813,179.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				66,560.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				811,452.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008 ... NONE				
b Excess from 2009 ... NONE				
c Excess from 2010 ... NONE				
d Excess from 2011 ... NONE				
e Excess from 2012 ... NONE				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ▶ [X] 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:

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

c Any submission deadlines:

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

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 27				813,661.
Total . . . . ▶ 3a				813,661.
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	358,354.	
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				NONE	
8 Gain or (loss) from sales of assets other than inventory	525990	170.	18	866,130.	
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)		170.		1,224,484.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,224,654.

(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.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Larry B Foster — 10/11/2013 — 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	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ELAINE R JARRETT	ERJarrett	10/10/13		P00022366

Firm's name ▶ BANK OF AMERICA, N.A. — Firm's EIN ▶ 94-1687665

Firm's address ▶ PO BOX 40200 JACKSONVILLE, FL 32203-0200 — Phone no 877-446-1410

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AAON INC COM PAR $0.004	76.	76.
ABB LTD SPONSORED ADR	414.	414.
AT&T INC	4,935.	4,935.
AT&T INC NT	3,781.	3,781.
AARONS INC CL A COM	14.	14.
ABAXIS INC COM	297.	297.
ABBOTT LABORATORIES	1,832.	1,832.
ACTUANT CORP COM CL A NEW	8.	8.
ACUITY BRANDS INC	78.	78.
AEON CO LTD UNSPON ADR	168.	168.
AGILENT TECHNOLOGIES INC	132.	132.
AIR LIQUIDE ADR FRANCE ADR	182.	182.
AKZO NOBEL NV SPONSORED ADR	957.	957.
ALBEMARLE CORPORATION	35.	35.
ALLERGAN INCORPORATED	61.	61.
ALLIANZ SE SPONSORED ADR REPSTG 1/10 SH	588.	588.
ALTRIA GROUP INC	1,959.	1,959.
AMERICAN CAP AGY CORP COM	622.	622.
AMERICAN ELECTRIC POWER CO	1,047.	1,047.
AMERICAN EXPRESS CO	600.	600.
AMERICAN FINANCIAL GROUP INC COM	388.	388.
AMERICAN TOWER CORP COM	113.	113.
AMETEK INC - NEW	77.	77.
AMGEN INC COM	656.	656.
AMPHENOL CORP NEW CL A	90.	90.
APPLE INC COM	1,688.	1,688.
APTARGROUP INCORPORATED	176.	176.
ARMOUR RESIDENTIAL REIT INC REIT	145.	145.
ASHLAND INC NEW COM	211.	211.
ATMOS ENERGY CORPORATION	96.	96.
AUTOMATIC DATA PROCESSING INC	1,079.	1,079.
AXA SA SPONSORED ADR	494.	494.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BG GROUP PLC- SPON ADR ISIN US0554342032	156.	156.
BP AMOCO P L C SPONSORED ADR	687.	687.
BNP PARIBAS SPONSORED ADR REPSTG 1/4 SH	321.	321.
BALCHEM CORP COM	47.	47.
BANCO SANTANDER SA ADR	1,298.	1,298.
BANCO SANTANDER BRASIL S A ADS REPSTG 1	62.	62.
BARCLAYS PLC ADR	262.	262.
BARNES GROUP INC COM	30.	30.
BAYER A G SPONSORED ADR	500.	500.
BAYERISCHE MOTOREN WERKE A G ADR	415.	415.
BHP BILLITON LIMITED ADR	1,070.	1,070.
BLACKBAUD INC COM	194.	194.
BLACKROCK INC CL A	951.	951.
BLOCK H & R INC	295.	295.
BOEING CO	696.	696.
BOEING CO SR UNSECD NT	3,832.	3,832.
BOFA GOVERNMENT RESERVES TRUST CLASS	67.	67.
BOTTLING GROUP LLC SR NT	9,240.	9,240.
BRADY W H CO CL A	100.	100.
BRINKER INTERNATIONAL INCORPORATED	183.	183.
BRISTOL MYERS SQUIBB CO COM	4,902.	4,902.
BROADCOM CORP CL A	186.	186.
BROADRIDGE FINL SOLUTIONS INC COM	68.	68.
BUCKEYE TECHNOLOGIES INC COM	8.	8.
CME GROUP INC COM	1,751.	1,751.
CMS ENERGY CORP COM	505.	505.
CNOOC LTD SPONSORED ADR	62.	62.
CRH PLC ADR 00	647.	647.
CABOT CORP	143.	143.
CABOT MICROELECTRONICS CORP COM	3,480.	3,480.
CANON INC ADR REPSTG 5 SHS	1,123.	1,123.
CAPSTEAD MTG CORP REITS NO PAR	137.	137.
CARDINAL HEALTH INCORPORATED	137.	137.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CARLISLE COS INC	106.	106.
CARREFOUR SA SPONSORED ADR	174.	174.
CASEYS GEN STORES INC	172.	172.
CASS INFORMATION SYS INC COM	134.	134.
CATERPILLAR INCORPORATED	428.	428.
CHEESECAKE FACTORY INCORPORATED	92.	92.
CHEMED CORP NEW	187.	187.
CHEVRONTEXACO CORP COM	3,443.	3,443.
CHICOS FAS INC COM	89.	89.
CHINA CONSTR BK CORP ADR	440.	440.
CHIMERA INVT CORP REIT	378.	378.
CHINA UNICOM LTD SPONSORED ADR	48.	48.
CHOICE HOTELS INTL INC COM	2,550.	2,550.
CHUBB CORPORATION	867.	867.
CHURCH & DWIGHT INC	47.	47.
CISCO SYS INC NT	4,576.	4,576.
CITY NATL CORP	158.	158.
CLARCOR INC COM	111.	111.
CLIFFS NAT RES INC COM	113.	113.
COACH INC COM	836.	836.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	11,380.	11,380.
CMG ULTRA SHORT TERM BOND FUND	3,630.	3,630.
COLUMBIA HIGH YIELD MUNICIPAL FD CLASS Z	2,667.	12.
COLUMBIA SPORTSWEAR CO COM	111.	111.
COMMONWEALTH REIT SH BEN INT REITS	479.	479.
COMMUNITY HEALTH SYS INC NEWCO COM	15.	15.
COMPASS GROUP PLC SPONSORED ADR NEW	120.	120.
CONVERGYS CORP COM	43.	43.
COOPER COMPANIES INC	3.	3.
COVANTA HLDG CORP COM	293.	293.
CREDIT SUISSE GROUP SPONSORED ADR	151.	151.
CUBIC CORP	21.	21.
CULLEN FROST BANKERS INC COM	412.	412.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUMMINS ENGINE INC	532.	532.
CYPRESS SEMICONDUCTOR CORP	124.	
DBS GROUP HLDGS LTD SPONSORED ADR	130.	130.
DAKTRONICS INC COM	58.	58.
DANAHER CORPORATION	93.	93.
DANONE SPONSORED ADR	219.	219.
DASSAULT SYSTEMES SA-ADR	58.	58.
DELAWARE EMERGING MKTS FUND CL INSTL CL	7,260.	7,260.
DELUXE CORPORATION	50.	50.
DENSO CORP UNSPONSORED ADR	206.	206.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	1,978.	1,978.
DICKS SPORTING GOODS INC COM	106.	106.
DIGITAL RLTY TR INC REITS	1,123.	1,031.
DOMINION RESOURCES INC	490.	490.
DOMTAR CORP NEW COM	17.	17.
DORMAN PRODS INC COM	375.	375.
DOVER CORPORATION	1,199.	1,199.
DOW CHEMICAL COMPANY	552.	552.
DUPONT E I DE NEMOURS & CO COM	1,387.	1,387.
ENI SPA SPONSORED ADR	1,193.	1,193.
EAST JAPAN RY CO ADR	316.	316.
EASTMAN CHEMICAL COMPANY	97.	97.
EATON CORPORATION	275.	275.
EBIX INC NEW COM	79.	79.
EMERSON ELEC CO	730.	730.
ENERGIZER HLDGS INC COM	86.	86.
ENERSIS S A SPONSORED ADR	375.	375.
ERICSSON L M TEL CO ADR CL B	595.	595.
EVERCORE PARTNERS INC CL A COM	119.	119.
EXPEDIA INC DEL NEW COM	103.	103.
EXPEDITORS INTL WASH INC	156.	156.
EXXON MOBIL CORPORATION	2,567.	2,567.
FMC CORP NEW COM	84.	84.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FAIR ISAAC & CO INC COM	22.	22.
FAMILY DLR STORES INC	228.	228.
FIDELITY NATL FINL INC NEW CL A COM	24.	24.
FORRESTER RESH INC COM	84.	84.
FORWARD AIR CORP COM	162.	162.
FRANCE TELECOM SPONSORED ADR	1,267.	1,267.
GDF SUEZ SPONSORED ADR	378.	378.
GNC HLDGS INC COM	109.	109.
GALLAGHER ARTHUR J & CO	1,111.	1,111.
GARDNER DENVER MACHINERY INC	13.	13.
GENTEX CORP	480.	480.
GIVAUDAN SA ADR	484.	484.
GLAXO PLC	3,139.	3,139.
GLOBAL PMTS INC COM	8.	8.
GOLDMAN SACHS GROUP INC SR NT	10,010.	10,010.
GRACO INC	141.	141.
GRAINGER W W INCORPORATED	596.	596.
HCA HLDGS INC COM	1,706.	1,706.
HCC INS HLDGS INC	122.	122.
HDFC BANK LTD ADR	37.	37.
HSBC HLDGS PLC SPON ADR NEW	1,616.	1,616.
HALLIBURTON CO	507.	507.
HARRIS TEETER SUPERMARKETS INC COM	34.	34.
HARSCO CORP	29.	29.
HATTERAS FINL CORP REITS	217.	217.
HEICO CORP NEW CL A	451.	451.
HEINEKEN N V (NETHERLANDS) ADR	229.	229.
HEINZ H J CO	2,040.	2,040.
HENRY JACK & ASSOC INC COM	168.	168.
HERSHEY FOODS CORP	403.	403.
HILLENBRAND INC COM	130.	130.
REMS REAL ESTATE VALUE OPPTY FUND	12,781.	2,736.
HOLLYFRONTIER CORP COM	326.	326.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HOME DEPOT INC	3,140.	3,140.
HONDA MOTOR NEW ADR	329.	329.
HONEYWELL INTERNATIONAL INC	1,173.	1,173.
HOSPITALITY PPTYS TR COM SH BEN INT	522.	522.
HUNT J B TRANSPORT SERVICES INC COM	142.	142.
HUNTSMAN CORP COM	78.	78.
HUSSMAN INVT STRATEGIC GROWTH FUND	3,380.	3,380.
HUTCHISON WHAMPOA LTD ADR	318.	318.
IAC / INTERACTIVECORP PAR $.001 COM	127.	127.
IBERIABANK CORP COM	95.	95.
ICICI BANK LTD SPONSORED ADR	81.	81.
IMPERIAL TOBACCO GROUP ADR UNITED KINGDO	930.	930.
INFOSYS TECHNOLOGIES SP ADR ISIN #US4567	217.	217.
INTEL CORPORATION	2,815.	2,815.
INTERNATIONAL BUSINESS MACHS	1,762.	1,762.
INTERPUBLIC GROUP COS INC	127.	127.
INVESCO MORTGAGE CAPITAL INC REITS	102.	102.
ISHARES MSCI PACIFIC EX-JAPAN INDEX FUND	8,272.	8,272.
ISHARES MSCI EMERGING MKTS INDEX FUND	13,893.	13,893.
ISHARES S&P LATIN AMER 40 INDEX FUND	4,593.	4,593.
ITAU UNIBANCO HLDG SA SPONSORED ADR REPS	276.	276.
J & J SNACK FOODS CORP COM	82.	82.
J P MORGAN CHASE & CO COM	1,767.	1,767.
JABIL CIRCUIT INC	60.	
JOHNSON & JOHNSON	1,813.	1,813.
JONES LANG LASALLE INC	41.	41.
KBR INC COM	64.	64.
KAO CORP SPONSORED ADR REPSTG 10 SHS COM	667.	667.
KDDI CORP ADR	233.	233.
KENNAMETAL INC	106.	106.
KEPPEL CORP LTD SPONSORED ADR	584.	584.
KIMBERLY CLARK CORP COM	1,676.	1,676.
KINDER MORGAN INC DEL COM	3,092.	3,092.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KNIGHT TRANSN INC COM	289.	289.
KOHLS CORP COM	72.	72.
LI & FUNG LTD ADR	168.	168.
LUMH MOET HENNESSY LOUIS VUITTON	216.	216.
LANDAUER INC	174.	174.
ESTEE LAUDER COMPANIES CL A	273.	273.
LIMITED BRANDS INC COM	3,458.	3,458.
MFA FINL INC REITS	184.	184.
MACYS INC COM	155.	155.
MAXIMUS INC COM	115.	115.
MCDONALDS CORP	3,542.	3,542.
MEAD JOHNSON NUTRITION CO COM	1,221.	1,221.
MEADWESTVACO CORP COM	20.	20.
MERCK & CO INC SR UNSECD NT	3,080.	3,080.
MERCK & CO INC NEW COM	2,826.	2,826.
MEREDITH CORP	801.	801.
MERIDIAN BIOSCIENCE INC COM	304.	304.
METLIFE INC	292.	292.
MICROSOFT CORPORATION	2,414.	2,414.
MINERALS TECHNOLOGIES INC COM	20.	20.
MITSUBISHI CORP SPONSORED ADR	209.	209.
MITSUBISHI UFJ FINANCIAL GROUP INC ADR	718.	718.
MONRO MUFFLER BRAKE INC COM	115.	115.
MONSANTO CO NEW COM	1,272.	1,272.
MORNINGSTAR INC COM	137.	137.
NTT DOCOMO INC SPONS ADR	536.	536.
NATIONAL INSTRUMENTS CORP	444.	444.
NATIONAL OILWELL VARCO INC COM	464.	464.
NESTLE S A SPONSORED ADR	1,487.	1,487.
NEW YORK CMNTY BANCORP INC COM	326.	326.
NEXTERA ENERGY INC COM	833.	833.
NIKE INC CL B	1,496.	1,496.
NINTENDO LTD ADR	66.	66.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NISOURCE INC	195.	195.
NOBLE ENERGY INC COM	193.	193.
NORDSTROM INCORPORATED	408.	408.
NORFOLK SOUTHERN CORP	552.	552.
NOVARTIS AG ADR	1,355.	1,355.
NUCOR CORP	724.	724.
NV ENERGY INC COM	379.	379.
OCCIDENTAL PETROLEUM CORPORATION	2,778.	2,778.
OCEANEERING INTL INC COM	54.	54.
OWENS & MINOR INC NEW COM	76.	76.
PG&E CORP COM	175.	175.
PNC BK CORP	1,054.	1,054.
PNM RESOURCES INC	99.	99.
PPG INDUSTRIES INC	178.	178.
PVH CORP COM	12.	12.
PT BK MANDIRI PERSERO TBK ADR	69.	69.
PARKER HANNIFIN CORPORATION	407.	407.
PATTERSON-UTI ENERGY INC COM	36.	36.
PEARSON PLC SPONSORED ADR	59.	59.
PEGASYSTEMS INC	32.	32.
PENN WEST PETE LTD NEW COM	908.	908.
PEOPLES UTD FINL INC COM	221.	221.
PERRIGO CO	74.	74.
PETROLEO BRASILEIRO SA PETROBRAS ADR	359.	359.
PETSMART INCORPORATED	138.	138.
PFIZER INC	3,177.	3,177.
PHILIP MORRIS INTL INC COM	4,236.	4,236.
PIMCO COMMODITY REALRETURN STRATEGY FUND	25,725.	25,725.
PIMCO COMMODITIESPLUS STRATEGY FUND INST	2,384.	2,384.
PINNACLE WEST CAPITAL CORPORATION	152.	152.
POLARIS INDUSTRIES INCORPORATED	337.	337.
POWER INTEGRATIONS INC	87.	87.
POWERSHARES WATER RESOURCES PORT	2,028.	2,028.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRAXAIR INCORPORATED	891.	891.
PRECISION CASTPARTS CORPORATION	68.	68.
PRICE T ROWE GROUP INC COM	893.	893.
PROCTER & GAMBLE CO COM	1,474.	1,474.
PROSPERITY BANCSHARES INC COM	100.	100.
PROTECTIVE LIFE CORP	62.	62.
PUBLIC SERVICE ENTERPRISE GROUP INC	628.	628.
PUBLIC STORAGE INC	680.	680.
PUBLICIS S A NEW NEW SPONSORED ADR COM	109.	109.
QUALCOMM INC	1,014.	1,014.
QUALITY SYS INC COM	63.	63.
RLI CORP COM	720.	720.
RPM INCORPORATED OHIO	1,098.	1,098.
RAVEN INDS INC COM	102.	102.
RAYMOND JAMES FINANCIAL INCORPORATED	148.	148.
RAYTHEON CO COM NEW	1,216.	1,216.
RECKITT BENCKISER GROUP PLC ADR	256.	256.
REED ELSEVIER P L C SPONSORED ADR NEW CO	552.	552.
RELIANCE STL & ALUM CO	112.	112.
RESOURCES CONNECTION INC COM	50.	50.
RIO TINTO PLC SPONSORED ADR	479.	479.
RITCHIE BROS AUCTIONEERS INC COM	272.	272.
ROCHE HLDG LTD SPONSORED ADR	1,732.	1,732.
ROCK-TENN CO CL A COM	133.	133.
ROLLINS INC COM	427.	427.
ROLLS-ROYCE PLC SPONSORED ADR	215.	215.
ROPER INDUSTRIES INCORPORATED NEW	90.	90.
ROSS STORES INC	39.	39.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	6,233.	6,233.
RUDDICK CORP COM	32.	32.
RYDER SYSTEMS INCORPORATED	87.	87.
S E I INC	263.	263.
SL GREEN RLTY CORP COM	7.	7.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ST JUDE MEDICAL INCORPORATED	170.	170.
SANOFI SPONSORED ADR	998.	998.
SAP AG ADR	372.	372.
SCHNEIDER ELEC SA ADR	533.	533.
SCHWEITZER-MAUDUIT INTL INC	44.	44.
SECOM LTD ADR	312.	312.
SEMPRA ENERGY	1,339.	1,339.
SERVICE CORPORATION INTERNATIONAL	140.	140.
SEVEN & I HLDGS CO LTD UNSPON ADR	169.	169.
SHERWIN WILLIAMS COMPANY	561.	561.
SIEMENS A G SPONSORED ADR	1,125.	1,125.
SIMPSON MFG INC	29.	29.
SMITH & NEPHEW PLC SPDN ADR NEW	45.	45.
STARBUCKS CORP COM	927.	927.
STARWOOD PPTY TR INC REITS	523.	523.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	1,926.	1,926.
STATE BK FINL CORP COM	19.	19.
STEEL DYNAMICS INC	101.	101.
SUMITOMO MITSUI FINL GROUP INC SPONSORED	588.	588.
SYMRISE AG ADR	205.	205.
SYNGENTA AG SPONSORED ADR	422.	422.
TD AMERITRADE HLDG CORP COM	513.	513.
TJX COMPANIES INCORPORATED NEW	1,643.	1,643.
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED A	367.	367.
TARGET CORP	211.	211.
TAUBMAN CTRS INC COM	23.	16.
TECHNE CORPORATION	288.	288.
TECHNIP SPONSORED ADR	175.	175.
TECK CORP CL B	102.	102.
TELECOM ITALIA S P A SPONSORED ADR	125.	125.
TESCO PLC SPONSORED ADR	1,432.	1,432.
TEVA PHARMACEUTICAL INDS LTD ADR	269.	269.
TEXAS INSTRS INC	559.	559.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TIFFANY & COMPANY NEW	405.	405.
TIM PARTICIPACOES S A SPONSORED ADR	87.	87.
TIME WARNER INC NEW COM	1,650.	1,650.
TOKIO MARINE HLDGS INC ADR	120.	120.
TOTAL S A SPONSORED ADR	1,003.	1,003.
TRIUMPH GROUP INC NEW	29.	29.
TWO HBRS INVT CORP REITS	723.	723.
UGI CORPORATION NEW	23.	23.
US BANCORP DEL COM NEW	2,895.	2,895.
URS CORP NEW COM	127.	127.
UMPQUA HLDGS CORP COM	230.	230.
UNILEVER PLC W/I (UK/USD) US9047677045	750.	750.
UNION PAC CORP COM	1,524.	1,524.
UNITED TECHNOLOGIES CORP	919.	919.
UNIVERSAL HEALTH RLTY INCOME SH BEN INT	295.	295.
V F CORPORATION	84.	84.
VERIZON COMMUNICATIONS	4,730.	4,730.
VISA INC CL A COM	645.	645.
VODAFONE GROUP PLC NEW SP ADR	1,334.	1,334.
WPP PLC ADR COM	441.	441.
WABTEC	16.	16.
WAL-MART STORES INCORPORATED	942.	942.
WASTE CONNECTIONS INC COM	195.	195.
WASTE MANAGEMENT INC	790.	790.
WELLS FARGO COMPANY	3,365.	3,365.
WELLS FARGO & CO NEW PFD DEP SHS SER J	1,195.	1,195.
WESTAMERICA BANCORPORATION COM	218.	218.
WESTAR ENERGY INC COM	249.	249.
WESTERN DIGITAL CORP COM	102.	102.
WESTERN UNION CO COM	237.	237.
WESTPAC BKG CORP SPONSORED ADR	788.	788.
WHOLE FOODS MKT INC COM	360.	360.
WILLIAMS SONOMA INCORPORATED	80.	80.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WISCONSIN ENERGY CORPORATION	396.	396.
WOLVERINE WORLD WIDE INC COM	70.	70.
WYNDHAM WORLDWIDE CORP COM	99.	99.
WYNN RESORTS LTD COM	5,200.	1,820.
YOUNG INNOVATIONS INC COM	17.	17.
YUM BRANDS INC COM	1,067.	1,067.
ZIONS BANCORP	3.	3.
AMDOCS LTD COM	28.	28.
ARCOS DORADOS HLDGS INC COM	50.	50.
ACCENTURE PLC CL A COM	2,455.	2,455.
HERBALIFE LTD COMMON STOCK	83.	83.
VALIDUS HLDGS LTD COM ISIN BMG9319H1025	41.	41.
ACE LTD COM	89.	89.
TRANSOCEAN LTD COM	286.	286.
ASML HLDGS N V NY REG SHS ADR	66.	66.
LYONDELLBASELL INDUSTRIES NV CL A COM	3,796.	2,798.
TOTAL	358,354.	340,993.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BA PARTNERS FUND V OPPORTUNISTIC REAL ES		6,552.
TOTALS		6,552.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MGMT FEES - BOA	84,566.	48,887.	32,591.
INVESTMENT ADVISORY FEES	11,388.	11,388.	
TOTALS	95,954.	60,275.	32,591.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	6,024.	6,024.
EXCISE TAX - PRIOR YEAR	13,355.	
EXCISE TAX ESTIMATES	11,375.	
FOREIGN TAXES ON QUALIFIED FOR	2,915.	2,915.
FOREIGN TAXES ON NONQUALIFIED	513.	513.
TOTALS	34,182.	9,452.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	2,200.		2,200.
OTHER INVESTMENT FEE	1,024.	1,024.	
ASSOCIATION MEMBERSHIP DUES	695.		695.
PARTNERSHIP EXPENSES		3,903.	
TOTALS	3,919.	4,927.	2,895.

JIM COX JR FOUNDATION 58-6285853

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	10,073,717.	11,596,815.
TOTALS	10,073,717.	11,596,815.

JIM COX JR FOUNDATION 58-6285853

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	507,296.	530,489.
TOTALS	507,296.	530,489.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F		ENDING BOOK VALUE	ENDING FMV
PRIVATE EQUITY - SEE ATTACHED	C		900,000.	953,624.
HEDGE FUNDS - SEE ATTACHED	C		2,780,514.	2,690,069.
COMMODITIES FDS - SEE ATTACHED	C		1,325,000.	1,261,405.
REITS - SEE ATTACHED	C		556,574.	739,709.
	TOTALS		5,562,088.	5,644,807.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
COST ADJUST-KDDI		26.
2012 INCOME TAX EFFECTIVE 2011		2,178.
REIT ADJUSTMENTS		69.
FOREIGN TAX RECLAIMED		1,839.
	TOTAL	4,112.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
COST ADJUST-BROADCOM	24.
COST ADJUST-COMMONWEALTH REIT	106.
COST ADJUST-CYPRESS	86.
COST ADJUST-ASML	2,917.
COST ADJUST-BRISTOL MYERS	10.
2012 SALES SETTLED IN 2013	551.
COST ADJUST-REMS REIT	4,552.
SALES ADJUSTMENTS	5,004.
2013 INCOME TAX EFFECTIVE 2012	2,153.
COST ADJUST-JABIL CIRCUIT	74.
ROUNDING	21.
PARTNERSHIP ADJUSTMENT	6,263.
COST ADJUST-STARWOOD	132.
TOTAL	21,893.

GAINS AND LOSSES FROM PASS-THRU ENTITIES
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NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS		
	6,263.00	
	------------	------------
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		6,263.00
		============

RECIPIENT NAME:
THE ATLANTA OPERA
ADDRESS:
1575 NORTHSIDE DR. NW
ATLANTA, GA 30318
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
THE ATLANTA SYMPHONY
ADDRESS:
1280 PEACHTREE ST
ATLANTA, GA 30309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
EAST GEORGIA COLLEGE FDN
ADDRESS:
131 COLLEGE CIRCLE
SWAINSBORO, GA 30401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
THE PATH FOUNDATION
ADDRESS:
PO BOX 14327
ATLANTA, GA 30324
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TRAILS CONNECTION PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
RHODE ISLAND HOSPITAL
ADDRESS:
593 EDDY ST., APC 7
PROVIDENCE, RI 02903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUND OBSERVERSHIPS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 22,661.

RECIPIENT NAME:
EMORY UNIVERSITY SCHOOL
OF MEDICINE
ADDRESS:
1440 CLIFTON ROAD, N.E.
ATLANTA, GA 30322
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUND HOLLAND CHAIR OF NEUROLOGY
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 261,000.

RECIPIENT NAME:
EMORY UNIVERSITY SCHOOL
OF MEDICINE
ADDRESS:
1440 CLIFTON RD NE
ATLANTA, GA 30322
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
NEUROLOGICAL RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
VISITING NURSE/HOSPICE ATLANTA
ADDRESS:
5775 GLENRIDGE DR. NE., STE E-200
ATLANTA, GA 30328
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
UNIVERSITY OF GEORGIA COLLEGE
OF JOURNALISM & COMMUNICATION
ADDRESS:
ATTN: DEAN'S OFFICE
ATHENS, GA 30602
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EDUCATIONAL PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 300,000.

RECIPIENT NAME:
ACTION MINISTRIES
ADDRESS:
17 EXECUTIVE PARK DR., STE 540
ATLANTA, GA 30329
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
SHEPHERD SPINAL CENTER
ADDRESS:
2020 PEACHTREE RD, NW
ATLANTA, GA 30309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

TOTAL GRANTS PAID: 813,661.

JIM COX JR FOUNDATION
58-6285853
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	471089.700	471,089.70	471,089.70
000360206	AAON INC	210.000	3,142.90	4,382.70
000375204	ABB LTD	759.000	14,904.40	15,779.61
001084102	AGCO CORP	201.000	10,463.14	9,873.12
00206R102	AT&T INC	2102.000	55,125.86	70,858.42
002535300	AARONS INC	232.000	2,135.43	6,560.96
002567105	ABAXIS INC	295.000	5,244.37	10,944.50
002824100	ABBOTT LABS	670.000	30,224.30	43,885.00
00508X203	ACTUANT CORP	200.000	5,223.17	5,582.00
00508Y102	ACUITY BRANDS INC	157.000	6,503.59	10,633.61
007627102	AEON CO LTD	383.000	4,905.65	4,371.94
00762W107	ADVISORY BRD CO	74.000	933.82	3,462.46
008252108	AFFILIATED MANAGERS GROUP	832.000	99,449.89	108,284.80
00971T101	AKAMAI TECHNOLOGIES INC	464.000	17,941.61	18,982.24
010199305	AKZO NOBEL NV	1645.000	27,473.78	35,961.35
015351109	ALEXION PHARMACEUTICALS INC	1413.000	124,483.24	132,454.62
018490102	ALLERGAN INC	906.000	85,446.40	83,107.38
018805101	ALLIANZ SE	1008.000	10,539.85	13,927.54
01988P108	ALLSCRIPTS-MISYS HEALTHCARE	488.000	7,273.44	4,596.96
02209S103	ALTRIA GROUP INC	935.000	16,140.53	29,396.40
023111206	AMARIN CORP PLC	785.000	8,760.36	6,350.65
023135106	AMAZON COM INC	485.000	117,868.90	121,671.95
025537101	AMERICAN ELEC PWR INC	447.000	13,845.32	19,077.96
025816109	AMERICAN EXPRESS CO	622.000	23,619.97	35,752.56
025932104	AMERICAN FINL GROUP INC OHIO	518.000	15,040.55	20,471.36
031100100	AMETEK INC NEW	344.000	5,306.04	12,924.08
031162100	AMGEN INC	463.000	28,018.22	39,910.60
032095101	AMPHENOL CORP NEW	443.000	20,227.84	28,662.10
037833100	APPLE INC	427.000	159,044.46	227,237.83
038336103	APTARGROUP INC	200.000	3,846.00	9,544.00
042315101	ARMOUR RESIDENTIAL REIT INC	403.000	2,939.66	2,607.41
043176106	ARUBA NETWORKS INC	427.000	8,898.84	8,855.98
04351G101	ASCENA RETAIL GROUP INC	934.000	18,335.28	17,250.98
044209104	ASHLAND INC	234.000	15,147.81	18,815.94

JIM COX JR FOUNDATION
58-6285853
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
04685W103	ATHENAHEALTH INC	179.000	9,242.83	13,118.91
049560105	ATMOS ENERGY CORP	83.000	2,192.01	2,914.96
053015103	AUTOMATIC DATA PROCESSING INC	552.000	21,137.53	31,425.36
05329W102	AUTONATION INC	234.000	9,560.78	9,289.80
053807103	AVNET INC	247.000	7,294.80	7,560.67
054536107	AXA SA	555.000	8,344.98	9,768.56
055434203	BG GROUP PLC	617.000	11,033.54	10,154.59
055622104	BP P L C	308.000	11,216.65	12,825.12
05565A202	BNP PARIBAS	428.000	13,242.98	12,014.82
05577E101	BT GROUP PLC	83.000	2,969.56	3,156.49
055921100	BMC SOFTWARE INC	274.000	10,250.13	10,855.88
057665200	BALCHEM CORP	135.000	3,215.44	4,920.75
05874B107	BALLY TECHNOLOGIES INC	223.000	8,921.54	9,970.33
05964H105	BANCO SANTANDER SA	896.000	9,396.73	7,320.32
06738E204	BARCLAYS PLC	874.000	13,633.06	15,137.68
072730302	BAYER A G	208.000	8,399.26	19,714.03
073685109	BEACON ROOFING SUPPLY INC	659.000	11,540.98	21,931.52
075896100	BED BATH & BEYOND INC	331.000	19,276.08	18,506.21
088606108	BHP BILLITON LTD	420.000	30,086.47	32,936.40
090572207	BIO RAD LABS INC	125.000	10,378.35	13,131.25
09057G602	BIO-REFERENCE LABS INC	459.000	7,466.58	13,141.08
09062X103	BIOGEN IDEC INC	585.000	60,739.75	85,626.45
09227Q100	BLACKBAUD INC	405.000	5,924.30	9,246.15
09247X101	BLACKROCK INC	127.000	19,921.24	26,252.17
093671105	BLOCK H & R INC	471.000	7,570.01	8,746.47
097023105	BOEING CO	499.000	33,924.57	37,604.64
097023AV7	BOEING CO	100000.000	101,834.76	105,313.00
105368203	BRANDYWINE RLTY TR	427.000	4,898.31	5,205.13
109641100	BRINKER INTL INC	299.000	6,587.19	9,266.01
110122108	BRISTOL MYERS SQUIBB CO	1981.000	59,886.17	64,560.79
111320107	BROADCOM CORP	600.000	19,719.56	19,926.00
11133T103	BROADRIDGE FINL SOLUTIONS INC	133.000	2,984.36	3,043.04
111621306	BROCADE COMMUNICATIONS SYS INC	794.000	4,366.73	4,232 02
12572Q105	CME GROUP INC	433.000	21,205.73	21,940.11

JIM COX JR FOUNDATION
58-6285853
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
125896100	CMS ENERGY CORP	571.000	12,302.13	13,920.98
126132109	CNOOC LTD	31.000	5,494.33	6,820.00
12626K203	CRH PLC	684.000	11,380.22	13,912.56
127055101	CABOT CORP	300.000	12,205.56	11,937.00
12709P103	CABOT MICROELECTRONICS CORP	225.000	6,929.13	7,989.75
127190304	CACI INTL INC	177.000	10,183.57	9,740.31
13342B105	CAMERON INTL CORP	1767.000	97,567.91	99,764.82
138006309	CANON INC	601.000	22,856.65	23,565.21
14067E506	CAPSTEAD MTG CORP	241.000	3,230.22	2,764.27
142339100	CARLISLE COS INC	140.000	4,724.27	8,226.40
144430204	CARREFOUR SA	1353.000	13,124.64	6,940.89
147528103	CASEYS GEN STORES INC	511.000	24,521.85	27,134.10
14808P109	CASS INFORMATION SYS INC	205.000	5,655.15	8,651.00
149123101	CATERPILLAR INC	824.000	72,932.15	73,837.40
15135B101	CENTENE CORP	76.000	3,415.90	3,116.00
15670R107	CEPHEID	503.000	4,648.68	17,031.58
156782104	CERNER CORP	1090.000	86,920.11	84,485.90
159864107	CHARLES RIV LABORATORIES INTL	128.000	4,402.26	4,796.16
163072101	CHEESECAKE FACTORY INC	378.000	4,373.46	12,364.38
16359R103	CHEMED CORP	267.000	9,543.62	18,313.53
166764100	CHEVRON CORP	810.000	60,883.96	87,593.40
168615102	CHICOS FAS INC	531.000	7,377.34	9,802.26
16945R104	CHINA UNICOM (HONG KONG) LTD	302.000	4,119.98	4,919.58
169656105	CHIPOTLE MEXICAN GRILL INC	218.000	57,518.13	64,846.28
169905106	CHOICE HOTELS INTL INC	225.000	5,327.32	7,564.50
171232101	CHUBB CORP	437.000	29,321.82	32,914.84
171340102	CHURCH & DWIGHT INC	121.000	6,265.03	6,481.97
17275RAC6	CISCO SYS INC	100000.000	103,569.59	114,305.00
177376100	CITRIX SYS INC	2006.000	132,262.18	131,633.72
178566105	CITY NATL CORP	142.000	6,652.50	7,031.84
179895107	CLARCOR INC	193.000	7,351.99	9,221.54
184496107	CLEAN HBRS INC	214.000	12,268.90	11,772.14
189754104	COACH INC	438.000	29,322.40	24,313.38
19075F106	COBALT INTL ENERGY INC	487.000	12,217.16	11,960.72

JIM COX JR FOUNDATION
58-6285853
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	1458.000	105,188.58	107,720.39
19259P300	COINSTAR INC	191.000	10,225.10	9,933.91
19763T889	COLUMBIA INCOME OPPORTUNITIES	25987.526	250,000.00	261,954.26
19765E823	CMG ULTRA SHORT TERM BOND	27746.948	250,000.00	250,000.00
198516106	COLUMBIA SPORTSWEAR CO	132.000	5,409.00	7,043.52
203233101	COMMONWEALTH REIT	347.000	6,166.97	5,496.48
203668108	COMMUNITY HEALTH SYS INC NEWCO	79.000	1,585.28	2,428.46
20441A102	COMPANHIA DE SANEAMENTO	73.000	6,329.63	6,100.61
20449X203	COMPASS GROUP PLC	1331.000	13,348.28	15,685.84
206708109	CONCUR TECHNOLOGIES INC	175.000	5,393.72	11,816.00
210313102	CONSTANT CONTACT INC	177.000	4,079.36	2,515.17
21036P108	CONSTELLATION BRANDS INC	231.000	8,088.53	8,175.09
212485106	CONVERGYS CORP	539.000	7,771.16	8,844.99
21871D103	CORELOGIC INC	248.000	6,608.71	6,676.16
22160N109	COSTAR GROUP INC	166.000	9,084.94	14,835.42
22282E102	COVANTA HLDG CORP	247.000	3,787.89	4,549.74
225401108	CREDIT SUISSE GROUP	522.000	12,713.88	12,820.32
229669106	CUBIC CORP	113.000	5,295.46	5,420.61
229899109	CULLEN / FROST BANKERS INC	273.000	15,228.51	14,815.71
23304Y100	DBS GROUP HLDGS LTD	246.000	10,739.69	11,954.62
23636T100	DANONE	844.000	10,696.42	11,106.20
237545108	DASSAULT SYS S A	66.000	4,057.38	7,329.17
242309102	DEALERTRACK TECHNOLOGIES INC	469.000	7,875.15	13,469.68
245914817	DELAWARE EMERGING MKTS FUND	45311.541	725,000.00	652,939.31
24872B100	DENSO CORP	806.000	13,142.31	13,856.75
25243Q205	DIAGEO PLC	591.000	32,284 55	68,898.78
253798102	DIGI INTL INC	723.000	6,204.50	6,846.81
253868103	DIGITAL RLTY TR INC	317.000	20,126.24	21,521.13
25746U109	DOMINION RES INC VA NEW	246.000	12,470.80	12,742.80
257559203	DOMTAR CORP	73.000	5,710.78	6,096.96
258278100	DORMAN PRODS INC	250.000	4,469.19	8,835.00
260003108	DOVER CORP	665.000	27,815.82	43,697.15
262037104	DRIL-QUIP INC	170.000	4,184.18	12,418.50
263534109	DU PONT E I DE NEMOURS & CO	744.000	34,603.95	33,464.00

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268648102	EMC CORP	3457.000	88,218.69	87,462.10
26874R108	ENI S P A	383.000	11,693.76	18,820.62
273202101	EAST JAPAN RY CO	1332.000	12,753.96	14,326.99
277432100	EASTMAN CHEM CO	261.000	14,384.10	17,761.05
278642103	EBAY INC	2447.000	125,320.92	124,791.37
278715206	EBIX INC	407.000	8,374.60	6,560.84
27875T101	ECHO GLOBAL LOGISTICS INC	410.000	5,232.26	7,367.70
291011104	EMERSON ELEC CO	367.000	17,882.70	19,436.32
29264F205	ENDO HEALTH SOLUTIONS INC	308.000	9,135.94	8,078.87
29266R108	ENERGIZER HLDGS INC	85.000	6,188.22	6,798.30
294821608	ERICSSON	1810.000	22,605.12	18,281.00
29977A105	EVERCORE PARTNERS INC	365.000	9,545.49	11,019.35
3007229Y3	EXCELSIOR MULTI-STRATEGY HEDGE	2385.784	2,280,513.92	2,199,375.54
30212P303	EXPEDIA INC DEL	137.000	4,874.19	8,417.28
302130109	EXPEDITORS INTL WASHINGTON INC	329.000	14,668.91	13,011.95
30214U102	EXPONENT INC	185.000	5,360.63	10,328.55
30219G108	EXPRESS SCRIPTS HLDG CO	1250.000	72,312.73	67,500.00
30225X103	EXTERRAN HLDGS INC	482.000	10,418.80	10,565.44
30231G102	EXXON MOBIL CORP	982.000	66,859.48	84,992.10
303250104	FAIR ISAAC CORP	270.000	5,909.88	11,348.10
307000109	FAMILY DLR STORES INC	347.000	23,143.23	22,003.27
311642102	FARO TECHNOLOGIES INC	169.000	2,853.79	6,029.92
311900104	FASTENAL CO	1693.000	72,909.89	78,978.45
31620R105	FIDELITY NATL FINL INC	193.000	4,556.09	4,545.15
317485100	FINANCIAL ENGINES INC	314.000	7,419.31	8,710.36
31942D107	FIRST CASH FINANCIAL SERVICES	322.000	13,476.15	15,977.64
345550107	FOREST CITY ENTERPRISES INC	470.000	2,246.14	7,590.50
346563109	FORRESTER RESH INC	120.000	3,124.44	3,216.00
34959E109	FORTINET INC	491.000	10,160.46	10,320.82
349853101	FORWARD AIR CORP	473.000	9,936.75	16,559.73
349882100	FOSSIL INC	138.000	12,087.67	12,847.80
35177Q105	FRANCE TELECOM	725.000	16,575.53	8,011.25
35804H106	FRESH MKT INC	200.000	7,896.32	9,618.00
36160B105	GDF SUEZ	348.000	7,579.19	7,145.83

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371559105	GENESEE & WYO INC	146.000	9,894.64	11,107.68
371901109	GENTEX CORP	445.000	5,144.20	8,388.25
37636P108	GIVAUDAN SA	726.000	12,314.19	15,275.77
37733W105	GLAXOSMITHKLINE PLC	1564.000	66,122.40	67,987.08
37940X102	GLOBAL PMTS INC	131.000	6,332.59	5,934.30
38141GDB7	GOLDMAN SACHS GROUP INC	200000.000	200,254.12	202,338.00
382550101	GOODYEAR TIRE & RUBR CO	751.000	11,754.64	10,371.31
384109104	GRACO INC	162.000	4,830.62	8,341.38
38526M106	GRAND CANYON ED INC	685.000	13,847.45	16,076.95
39679B103	GREENWAY MEDICAL TECHNOLOGIES	363.000	6,583.37	5,575.68
40053C105	GRUPO FINANCIERO SANTANDER	282.000	3,860.25	4,562.76
40412C101	HCA HLDGS INC	612.000	19,604.27	18,464.04
404132102	HCC INS HLDGS INC	202.000	4,540.30	7,516.42
40415F101	HDFC BK LTD	159.000	1,705.56	6,474.48
40425J101	HMS HLDGS CORP	239.000	7,258.28	6,194.88
404280406	HSBC HLDGS PLC	597.000	23,573.23	31,682.79
404303109	HSN INC DEL	100.000	5,311.50	5,508.00
414585109	HARRIS TEETER SUPERMARKETS INC	120.000	2,036.40	4,627.20
41902R103	HATTERAS FINL CORP	165.000	4,661.31	4,093.65
422806208	HEICO CORP NEW	201.000	6,438.23	6,427.98
423012301	HEINEKEN N V	412.000	10,436.21	13,830.84
423074103	HEINZ H J CO	656.000	28,153.91	37,838.08
42330P107	HELIX ENERGY SOLUTIONS GROUP INC	334.000	5,807.41	6,893.76
425883105	HENNES & MAURITZ AB	895.000	6,604.38	6,177.29
426281101	HENRY JACK & ASSOC INC	365.000	7,492.04	14,329.90
427866108	HERSHEY CO	393.000	24,841.35	28,382.46
42805T105	HERTZ GLOBAL HLDGS INC	705 000	8,556.85	11,470.35
428567101	HIBBETT SPORTS INC	121.000	1,567.64	6,376.70
431571108	HILLENBRAND INC	381.000	7,202.54	8,614.41
432787307	REMS REAL ESTATE VALUE OPPTY	29041.626	291,620.27	413,552.75
43365Y104	HITTITE MICROWAVE CORP	70 000	3,782.68	4,344.20
436106108	HOLLYFRONTIER CORP	218 000	8,628.45	10,147.90
436440101	HOLOGIC INC	442.000	7,315.56	8,844.46
437076102	HOME DEPOT INC	1383 000	33,709.28	85,538.55

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438128308	HONDA MTR LTD	580.000	21,433.71	21,425.20
438516106	HONEYWELL INTL INC	624.000	27,938.81	39,605.28
441060100	HOSPIRA INC	217.000	6,435.52	6,779.08
44106M102	HOSPITALITY PPTYS TR	263.000	5,307.12	6,159.46
445658107	HUNT J B TRANS SVCS INC	949.000	54,923.85	56,664.79
448108100	HUSSMAN INVT STRATEGIC GROWTH	22265.376	250,000.00	238,462.18
448415208	HUTCHISON WHAMPOA LTD	797.000	12,589.44	16,637.38
44919P508	IAC / INTERACTIVECORP	172.000	6,459.90	8,125.62
44984A105	IPC THE HOSPITALIST CO	249.000	6,758.02	9,887.79
450828108	IBERIABANK CORP	145.000	7,827.65	7,122.40
45104G104	ICICI BK LTD	139.000	4,929.59	6,061.79
453142101	IMPERIAL TOBACCO GROUP PLC	180.000	8,651.13	13,886.28
456788108	INFOSYS TECHNOLOGIES LTD	255.000	11,358.01	10,786.50
456837103	ING GROEP N V	1136.000	12,427.11	10,780.64
457153104	INGRAM MICRO INC	138.000	2,497.99	2,334.96
45773Y105	INNERWORKINGS INC	727.000	5,514.94	10,018.06
458140100	INTEL CORP	2665.000	55,346.94	54,952.30
459200101	INTERNATIONAL BUSINESS MACHS	431.000	43,705.09	82,558.05
460690100	INTERPUBLIC GROUP COS INC	740.000	7,848.77	8,154.80
464286665	ISHARES MSCI PACIFIC EX-JAPAN	4140.000	200,120.70	195,159.60
464287234	ISHARES MSCI EMERGING MKTS	15845.000	651,528.55	702,725.75
464287390	ISHARES S&P LATIN AMER 40 INDEX	3650.000	199,823.85	160,016.00
465562106	ITAU UNIBANCO HLDG SA	513.000	9,419.27	8,443.98
466032109	J & J SNACK FOODS CORP	120.000	4,950.97	7,665.97
46625H100	J P MORGAN CHASE & CO	1199.000	48,007.04	52,718.95
471109108	JARDEN CORP	161.000	8,190.86	8,323.70
478160104	JOHNSON & JOHNSON	600.000	38,252.79	42,060.00
48020Q107	JONES LANG LASALLE INC	120.000	8,850.03	10,072.80
4812A2439	HIGHBRIDGE STATISTICAL MKT	16759.532	250,000.00	252,230.96
48242W106	KBR INC	320.000	11,512.93	9,574.40
485537302	KAO CORP	869.000	22,688.95	22,603.56
48667L106	KDDI CORP	524.000	7,098.74	9,226.59
489170100	KENNAMETAL INC	230.000	9,129.90	9,200.00
492051305	KEPPEL CORP LTD	830.000	6,063.83	14,949.13

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494368103	KIMBERLY CLARK CORP	454.000	32,254.16	38,331.22
49456B101	KINDER MORGAN INC DEL	897.000	24,932.27	31,691.01
497266106	KIRBY CORP	244.000	8,158.54	15,101.16
499064103	KNIGHT TRANSN INC	390.000	7,576.62	5,705.70
501889208	LKQ CORP	1498.000	9,168.31	31,607.80
501897102	LI & FUNG LTD	2250.000	8,929.10	7,942.50
502161102	LSI CORP	3061.000	24,767.13	21,641.27
502441306	LVMH MOET HENNESSY LOUIS	283.000	3,033.87	10,357.52
51476K103	LANDAUER INC	84.000	3,512.14	5,141.64
532716107	LIMITED BRANDS INC	466.000	23,177.33	21,929.96
53578A108	LINKEDIN CORP	386.000	39,481.05	44,320.52
53635B107	LIQUIDITY SVCS INC	132.000	2,567.60	5,393.52
550021109	LULULEMON ATHLETICA INC	806.000	53,945.27	61,441.38
55027E102	LUMINEX CORP DEL	233.000	5,409.42	3,914.05
55272X102	MFA FINL INC	507.000	4,100.71	4,111.77
55616P104	MACYS INC	322.000	12,957.60	12,564.44
559079207	MAGELLAN HEALTH SVCS INC	112.000	4,248.13	5,488.00
562750109	MANHATTAN ASSOCS INC	191.000	4,355.07	11,524.94
571748102	MARSH & MCLENNAN COS INC	782.000	26,879.08	26,955.54
577767106	MAXWELL TECHNOLOGIES INC	400.000	6,774.10	3,320.00
577933104	MAXIMUS INC	300.000	4,929.34	18,966.00
580135101	MCDONALDS CORP	533.000	34,692.27	47,015.93
58501N101	MEDIVATION INC	181.000	7,669.21	9,259.96
58502B106	MEDNAX INC	198.000	8,094.06	15,744.96
589331AP2	MERCK & CO INC	100000.000	101,637.67	108,533.00
58933Y105	MERCK & CO INC	1376.000	49,977.73	56,333.44
589433101	MEREDITH CORP	430.000	11,962.98	14,813.50
589584101	MERIDIAN BIOSCIENCE INC	320.000	7,023.92	6,480.00
59156R108	METLIFE INC	328.000	11,299.51	10,804.32
591708102	METROPCS COMMUNICATIONS INC	349.000	3,178.24	3,469.06
594901100	MICROS SYS INC	151.000	7,547.28	6,408.44
594918104	MICROSOFT CORP	2377.000	64,657.67	63,488.96
596278101	MIDDLEBY CORP	44.000	4,557.47	5,641.24
606769305	MITSUBISHI CORP	146.000	5,503.57	5,562.02

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606822104	MITSUBISHI UFJ FINL GROUP INC	4831.000	38,037.43	26,184.02
60740F105	MOBILE MINI INC	496.000	8,487.02	10,341.10
610236101	MONRO MUFFLER BRAKE INC	235.000	7,446.78	8,201.52
61166W101	MONSANTO CO	1339.000	86,814.99	126,736.35
615394202	MOOG INC	200.000	7,900.00	8,206.00
617700109	MORNINGSTAR INC	261.000	9,090.66	16,398 63
62942M201	NTT DOCOMO INC	745.000	12,376.09	10,735.45
636518102	NATIONAL INSTRS CORP	782.000	12,948.95	20,183.42
640491106	NEOGEN CORP	309.000	5,225.90	14,003.88
641069406	NESTLE S A	648.000	14,279.18	42,192.58
64126X201	NEUSTAR INC	274.000	8,090.56	11,488.82
649445103	NEW YORK CMNTY BANCORP INC	446.000	6,048.87	5,842.60
65339F101	NEXTERA ENERGY INC	282.000	14,779.11	19,511.58
655044105	NOBLE ENERGY INC	292.000	22,001.66	29,708.08
655663102	NORDSON CORP	131.000	7,609.57	8,268.72
655664100	NORDSTROM INC	301.000	6,384.17	16,103.50
66987V109	NOVARTIS A G	758.000	35,352.49	47,981.40
67073Y106	NV ENERGY INC	767.000	12,166.40	13,913.38
674215108	OASIS PETE INC NEW	481.000	14,811.97	15,295.80
674599105	OCCIDENTAL PETE CORP DEL	392.000	19,250.02	30,031.12
675232102	OCEANEERING INTL INC	130.000	6,491.65	6,992.70
683399109	ONYX PHARMACEUTICALS INC	96.000	7,177.11	7,250.88
693475105	PNC FINL SVCS GROUP INC	547.000	29,725.84	31,895.57
69349H107	PNM RES INC	203.000	3,900.55	4,163.53
693506107	PPG INDS INC	94.000	11,598.86	12,722.90
693656100	PVH CORP	88.000	7,438.37	9,768.88
69367U105	PT BK MANDIRI PERSERO TBK	615.000	4,643.24	5,169.07
698813102	PAPA JOHNS INTL INC	83.000	4,077.31	4,559.19
701094104	PARKER HANNIFIN CORP	203.000	8,748.70	17,267.18
705573103	PEGASYSTEMS INC	211.000	9,757.55	4,785.48
707569109	PENN NATL GAMING INC	203.000	6,224.71	9,969.33
714290103	PERRIGO CO	907.000	94,904.17	94,355.21
71654V408	PETROLEO BRASILEIRO SA PETROBR	686.000	20,820.56	13,356.42
716768106	PETSMART INC	208.000	8,458.95	14,214.72

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717081103	PFIZER INC	3004.000	48,537.22	75,338.22
718172109	PHILIP MORRIS INTL INC	1085.000	49,614.34	90,749.40
722005667	PIMCO COMMODITY REALRETURN	114200.841	825,000.00	758,293.58
72201P175	PIMCO COMMODITIESPLUS STRATEGY	46030.285	500,000.00	503,111.02
723484101	PINNACLE WEST CAP CORP	180.000	8,730.53	9,176.40
731068102	POLARIS INDS INC	248.000	13,681.17	20,869.20
73179V103	POLYPORE INTL INC	310.000	11,638.90	14,415.00
73640Q105	PORTFOLIO RECOVERY ASSOCS INC	163.000	6,191.57	17,418.18
739276103	POWER INTEGRATIONS INC	435.000	10,143.46	14,620.35
73935X575	POWERSHARES WATER RESOURCES	11200.000	225,680.00	232,400.00
740189105	PRECISION CASTPARTS CORP	119.000	15,945.51	22,540.98
74144T108	PRICE T ROWE GROUP INC	341.000	13,379.63	22,204.93
741503403	PRICELINE COM INC	136.000	45,444.58	84,373.04
742718109	PROCTER & GAMBLE CO	538.000	34,095.59	36,524.82
743606105	PROSPERITY BANCSHARES INC	166.000	7,423.17	6,972.00
74460D109	PUBLIC STORAGE INC	125.000	14,069.20	18,120.00
74463M106	PUBLICIS S A NEW	509.000	6,464.89	7,591.23
747525103	QUALCOMM INC	1774.000	106,013.08	109,738.93
749607107	RLI CORP	115.000	4,756.93	7,435.90
749685103	RPM INTL INC	1254.000	30,292.98	36,817.44
749941100	RF MICRODEVICES INC	1004.000	6,752.17	4,497.92
754212108	RAVEN INDS INC	200.000	2,436.79	5,272.00
754730109	RAYMOND JAMES FINL INC	356.000	10,582.73	13,716.68
754907103	RAYONIER INC	135.000	5,986.69	6,997.05
755111507	RAYTHEON CO	573.000	24,768.38	32,981.88
756255204	RECKITT BENCKISER PLC	745.000	6,385.04	9,470.44
758205207	REED ELSEVIER P L C	399.000	12,702.25	16,773.96
759509102	RELIANCE STEEL & ALUMINUM CO	176.000	9,433.93	10,929.60
767204100	RIO TINTO PLC	453.000	26,407.52	26,314.77
767744105	RITCHIE BROS AUCTIONEERS INC	573.000	12,557.79	11,969.97
771195104	ROCHE HLDG LTD	845.000	29,519.73	42,464.63
772739207	ROCK-TENN CO	149.000	8,549.73	10,416.59
775711104	ROLLINS INC	952.000	10,315.61	20,982 08
776696106	ROPER INDS INC NEW	139.000	9,347.27	15,495.72

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780259206	ROYAL DUTCH SHELL PLC	1571.000	92,153.28	108,320.45
784117103	SEI INVESTMENTS CO	369.000	8,450.58	8,612.46
78463M107	SPS COMM INC	311.000	5,448.33	11,590.97
79466L302	SALESFORCE COM INC	49.000	6,642.26	8,236.90
79546E104	SALLY BEAUTY HLDGS INC	822.000	13,831.81	19,374.54
80105N105	SANOFI	400.000	10,798.64	18,952.00
803054204	SAP AG	269.000	12,512.54	21,622.22
806037107	SCANSOURCE INC	203.000	5,091.35	6,449.31
806857108	SCHLUMBERGER LTD	1350.000	94,789.04	93,553.11
80687P106	SCHNEIDER ELEC SA	1232.000	15,169.00	17,812.26
808541106	SCHWEITZER-MAUDUIT INTL INC	167.000	5,653.63	6,518.01
80874P109	SCIENTIFIC GAMES CORP	867.000	9,399.81	7,516.89
80908T101	SCIQUEST INC	472.000	7,217.00	7,485.92
813113206	SECOM LTD	1105.000	13,096.02	13,850.07
816850101	SEMTECH CORP	589.000	6,694.40	17,051.55
816851109	SEMPRA ENERGY	466.000	25,291.13	33,058.04
817565104	SERVICE CORP INTL	644.000	4,880.12	8,893.64
81783H105	SEVEN & I HLDGS CO LTD	106.000	5,892.02	5,975.22
824348106	SHERWIN WILLIAMS CO	298.000	25,028.35	45,838.36
826197501	SIEMENS A G	172.000	14,534.34	18,828.84
83616T108	SOURCEFIRE INC	329.000	14,694.98	15,535.38
848577102	SPIRIT AIRLS INC	601.000	11,535.84	10,656.03
855244109	STARBUCKS CORP	1847.000	82,276.17	99,054.61
85571B105	STARWOOD PPTY TR INC	229.000	5,179.95	5,257.84
856190103	STATE BK FINL CORP	368.000	5,841.18	5,843.84
858119100	STEEL DYNAMICS INC	298.000	4,546.35	4,091.54
858912108	STERICYCLE INC	265.000	23,176.99	24,719.20
86562M209	SUMITOMO MITSUI FINL GROUP INC	1858.000	10,628.31	13,637.72
87155N109	SYMRISE AG	259.000	4,331.39	9,260.55
87160A100	SYNGENTA AG	244.000	8,425.83	19,715.20
87236Y108	TD AMERITRADE HLDG CORP	726.000	12,163.29	12,204.06
872540109	TJX COS INC NEW	479.000	14,303.28	20,333.55
874039100	TAIWAN SEMICONDUCTOR MFG LTD	583.000	4,318.83	10,004.28
876664103	TAUBMAN CTRS INC	33.000	2,604.18	2,597.76

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878377100	TECHNE CORP	264.000	17,219.64	18,041.76
87927Y102	TELECOM ITALIA S P A	224.000	2,923.20	2,027.20
88076W103	TERADATA CORP	1232.000	76,110.19	76,248.48
880770102	TERADYNE INC	903.000	14,269.49	15,251.67
881575302	TESCO PLC	1144.000	23,491.99	18,744.44
881624209	TEVA PHARMACEUTICAL INDS LTD	262.000	14,005.92	9,783.08
882508104	TEXAS INSTRS INC	655.000	20,627.59	20,232.95
885175307	THORATEC CORP	569.000	18,823.93	21,348.88
88554D205	3D SYS CORP	192 000	5,484.68	10,243.20
88632Q103	TIBCO SOFTWARE INC	511.000	14,711.08	11,231.78
88706P205	TIM PARTICIPACOES S A	160.000	3,847.90	3,171.20
887317303	TIME WARNER INC	860.000	29,235.83	41,133.80
889094108	TOKIO MARINE HLDGS INC	183.000	4,994.54	5,043.48
89151E109	TOTAL S A	301.000	11,498.55	15,655.01
892356106	TRACTOR SUPPLY CO	1016.000	87,318.38	89,773.76
896818101	TRIUMPH GROUP INC NEW	301.000	16,272.92	19,655.30
90187B101	TWO HBRS INVT CORP	428.000	4,181.33	4,742.24
902104108	II VI INC	250.000	5,524.11	4,557.50
902681105	UGI CORP NEW	109.000	3,262.36	3,565.39
902973304	US BANCORP DEL	1374.000	31,673.57	43,885.56
903236107	URS CORP NEW	442.000	17,144.94	17,352.92
90385D107	ULTIMATE SOFTWARE GROUP INC	285.000	5,560.78	26,906.85
904214103	UMPQUA HLDGS CORP	560.000	7,307.89	6,602.40
904767704	UNILEVER PLC	612.000	11,236.05	23,696.64
907818108	UNION PAC CORP	804.000	79,536.02	101,078.88
909218109	UNIT CORP	140.000	6,630.97	6,307.00
911163103	UNITED NAT FOODS INC	326.000	7,043.33	17,470.34
913017109	UNITED TECHNOLOGIES CORP	171.000	8,690.54	14,023.71
91307C102	UNITED THERAPEUTICS CORP DEL	146.000	7,896.94	7,799.32
91359E105	UNIVERSAL HEALTH RLTY INCM TR	120.000	4,002.19	6,073.20
917047102	URBAN OUTFITTERS INC	386.000	11,100.73	15,192.96
918204108	V F CORP	80.000	13,519.23	12,077.60
92343V104	VERIZON COMMUNICATIONS INC	1878.000	59,439.30	81,261.06
92343X100	VERINT SYS INC	286.000	4,121.26	8,396.96

JIM COX JR FOUNDATION
58-6285853
Balance Sheet
12/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
92532F100	VERTEX PHARMACEUTICALS INC	1181.000	48,999.35	49,483.90
92826C839	VISA INC	858.000	90,931.86	130,055.64
92857W209	VODAFONE GROUP PLC	839.000	20,538.00	21,134.41
92933H101	WPP PLC	218.000	11,822.10	15,892.20
929740108	WABTEC CORP	148.000	11,060.97	12,955.92
931142103	WAL-MART STORES INC	344.000	19,975.97	23,471.12
941053100	WASTE CONNECTIONS INC	614.000	19,702.10	20,747.06
94106L109	WASTE MGMT INC DEL	454.000	14,020.38	15,317.96
94946T106	WELLCARE GROUP INC	237.000	13,120.87	11,539.53
949746101	WELLS FARGO & CO	1141.000	33,212.50	38,999.38
957090103	WESTAMERICA BANCORPORATION	147.000	7,025.18	6,260.73
95709T100	WESTAR ENERGY INC	620.000	18,133.44	17,744.40
958102105	WESTERN DIGITAL CORP	262.000	9,424.66	11,132.38
961214301	WESTPAC BKG CORP	92.000	9,478.32	12,687.72
96208T104	WEX INC	87.000	4,215.66	6,557.19
966837106	WHOLE FOODS MKT INC	214.000	19,209.13	19,508.24
976657106	WISCONSIN ENERGY CORP	353.000	12,066.00	13,008.05
978097103	WOLVERINE WORLD WIDE INC	164.000	4,364.99	6,720.72
987520103	YOUNG INNOVATIONS INC	105.000	2,803.85	4,138.05
989701107	ZIONS BANCORPORATION	417.000	9,000.21	8,923.80
99Z198253	BA PARTNERS FUND V	230408.660	177,500.00	230,408.66
99Z198261	BA PARTNERS FUND V-PE BLEND LTD	953623.720	900,000.00	953,623.72
G02602103	AMDOCS LTD	400.000	11,918.25	13,596.00
G0457F107	ARCOS DORADOS HLDGS INC	388.000	4,878.67	4,640.48
G1151C101	ACCENTURE PLC	613.000	31,784.48	40,764.50
G9319H102	VALIDUS HLDGS LTD	209.000	7,559.87	7,227.22
H0023R105	ACE LTD	283.000	21,955.44	22,583.40
H27178104	FOSTER WHEELER AG	749.000	16,564.63	18,215.68
H89231338	UBS AG	283.000	4,558.19	4,454.42
M85548101	STRATASYS LTD	194.000	14,163.94	15,549.10
N07059210	ASML HOLDINGS NV	80.000	3,596.88	5,151.20
N63218106	NIELSEN HLDGS N V	488.000	13,251.67	14,927.92
Y2573F102	FLEXTRONICS	1092.000	7,108.78	6,781.32
		Totals:	16,614,190.85	18,243,199.28