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Form **990-PF**

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.

Department of the Treasury Internal Revenue Service

11.	r year 2012 or tax year			, and ending		
Name of for	undation				A Employer identification	number
		amily Founda			75-2864400	
		f mail is not delivered to street	t address)	Room/suite	B Telephone number	
	McKinney A	venue		1700	(214) 220-	3612
-	n, state, and ZIP code	201			C If exemption application is pe	ending, check here
	as, TX 752				<u> </u>	
Check all	that apply:	Initial return		rmer public charity	D 1. Foreign organizations	s, check here
	片	Final return	Amended return		Foreign organizations me- check here and attach co-	eting the 85% test,
Chook by	no of expensions	Address change	Name change		check here and attach co	mputation
	pe of organization: L on 4947(a)(1) nonexem	X Section 501(c)(3) ex	xempt private toundation Other taxable private founda		E If private foundation stat	
	et value of all assets at e		ing method: X Cash	Accrual	under section 507(b)(1)	, ,,
	et value of all assets at e rt II, col. (c), line 16)	,	ther (specify)	Accruai	F If the foundation is in a 6	
			ımn (d) must be on cash t	hasis)	under section 507(b)(1)	(B), check here
	Analysis of Revenue an				(a) Administration and	(d) Disbursements
raiti (The total of amounts in colur ecessarily equal the amount	mns (b), (c), and (d) may not	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	for charitable purposes (cash basis only)
	ontributions, gifts, grant				-	(cash basis only)
2 Ch	neck X if the foundation	n is not required to attach Cab. D				
l e inte	terest on savings and tempo	rary				
	sh investmentš Vidends and interest fro	um cacuritiae	57,875.	57,875.		
I .	oss rents	in securities	37,073.	37,073.		
	et rental income or (loss)					
1 -	· · · -		38,591.			
g Gro	et gain or (loss) from sale of a oss sales price for all	1,809,390.	30,331.			
Φ!	sets on line 6a pital gain net income (from F			38,591.		
22 8 Ne	et short-term capital gair	•		30,331.	N/A	
	come modifications	.1			14/25	
Gro	oss sales less returns d allowances			 		
1 .	ss Cost of goods sold	 -		· · · · · · · · · · · · · · · · · · ·		
I .	oss profit or (loss)				BEAFI	ED
	her income		771.	771.		Statement 1
	otal. Add lines 1 through	h 11	97,237.	97,237.	0.	[6]
	empensation of officers, direct		0.	0.	1 1 ST 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	2013 7 0
		Clors, trustees, etc	U • I	U •		
l	her employee salaries a		0.		g JUL 2 0%.	1 / 1
15 Pe	mer employee salaries a ension plans, employee l	nd wages	0.			<u>2</u>
္ဟု 15 Pe ဗ္ဟု 16a Le		nd wages	0.		OCDEN	1 / 1
15 Pe 16a Leg b Ac	ension plans, employee	nd wages			OGDEN	UT UT
15 Pe 16a Le b Ac	ension plans, employee gal fees	nd wages benefits				UT 5,048
15 Pe 16a Leg b Acc c Ott	ension plans, employee in gal fees ecounting fees ther professional fees	nd wages benefits Stmt 2	9,998.	4,950.	OGDEN 0.	<u>12</u> , UT
15 Pe 16a Leg b Acc c Ott 17 Int 18 Tax	ension plans, employee in gal fees ecounting fees ther professional fees	nd wages benefits Stmt 2	9,998.	4,950.	OGDEN 0.	12 , UT 5,048 0
15 Pe 16a Le b Aci c Ott 17 Int 18 Tax 19 De	ension plans, employee i gal fees ecounting fees ther professional fees terest	stmt 2 Stmt 3 Stmt 4	9,998.	4,950.	CGDEN 0.	12 , UT 5,048 0
15 Pe 16a Le b Acc c Ott 17 Int 18 Tax 19 De 20 Occ	ension plans, employee of gal fees ecounting fees her professional fees terest exes	stmt 2 Stmt 3 Stmt 4	9,998.	4,950.	CGDEN 0.	12 , UT 5,048 0
16a Lee b Acc c Ott 17 Int 18 Tax 19 De 20 Occ 21 Tra	ension plans, employee of egal fees ecounting fees her professional fees terest exes epreciation and depletion	stmt 2 Stmt 3 Stmt 4	9,998.	4,950.	CGDEN 0.	12 , UT 5,048 0
16a Lee b Acc c Ott 17 Int 18 Tay 19 De 20 Occ 21 Tra	ension plans, employee of egal fees ecounting fees her professional fees terest exes epreciation and depletion ecupancy	stmt 2 Stmt 3 Stmt 4	9,998.	4,950.	CGDEN 0.	12 , UT 5,048 0
16a Lee b Acc c Ott 17 Int 18 Tax 19 De 20 Occ 21 Tra 22 Pri	ension plans, employee in egal fees accounting fees ther professional fees terest axes epreciation and depletion accupancy avel, conferences, and in	stmt 2 Stmt 3 Stmt 4	9,998.	4,950.	CGDEN 0.	12 , UT 5,048 0
16a Lee b Acc c Ott 17 Int 18 Tax 19 De 20 Occ 21 Tra 22 Pri	ension plans, employee in gal fees counting fees her professional fees terest exes epreciation and depletion occupancy avel, conferences, and in	stmt 2 Stmt 3 Stmt 4 n meetings	9,998.	4,950.	CGDEN 0.	12 , UT 5,048 0
16a Lee b Acc c Ott 17 Int 18 Tax 19 De 20 Occ 21 Tra 22 Pri	ension plans, employee in gal fees counting fees her professional fees terest exes epreciation and depletion occupancy avel, conferences, and in inting and publications her expenses	stmt 2 Stmt 3 Stmt 4 n meetings	9,998.	4,950.	CGDEN 0.	j <u>2</u> , UT 5,048 0
16a Leg b Acc c Ott 17 Int 18 Tax 19 De 20 Occ 21 Tra 22 Pri 23 Ott 24 To ex	ension plans, employee in gal fees counting fees her professional fees terest exes expreciation and depletion ecupancy avel, conferences, and mainting and publications her expenses extal operating and admit	stmt 2 Stmt 3 Stmt 4 n meetings inistrative brough 23	9,998.	4,950.	OGDEN 0. 0.	J <u>2</u> , UT 5,048 0
16a Let b Acc c Ott 17 Int 18 Tax 19 De 20 Occ 21 Tra 22 Pri 23 Ott 24 To ex 25 Co	ension plans, employee a gal fees counting fees her professional fees terest exes expreciation and depletion ccupancy avel, conferences, and n inting and publications her expenses otal operating and admit epenses. Add lines 13 th	stmt 2 Stmt 3 Stmt 4 Stmt 4 n meetings inistrative nrough 23 s paid	9,998. 53. 5,000.	4,950.	OGDEN 0. 0.	∫ <u>&</u> , UT 5,048 0
16a Let b Acc c Ott 17 Int 18 Tax 19 De 20 Occ 21 Tra 22 Pri 23 Ott 24 To exi 25 Co 26 To	ension plans, employee in gal fees accounting fees their professional fees terest exes expreciation and depletion accupancy avel, conferences, and in inting and publications their expenses at a operating and admit penses. Add lines 13 the intributions, gifts, grants	stmt 2 Stmt 3 Stmt 4 Stmt 4 n meetings inistrative nrough 23 s paid	9,998. 53. 5,000.	4,950.	OGDEN 0. 0.	5,048 5,048 0 479,552
16a Lee b Acc c Ott 17 Int 18 Tax 19 De 20 Occ 21 Tra 22 Pri 23 Ott 24 To ex 25 Co 26 To Ad	ension plans, employee in gal fees accounting fees their professional fees terest exes epreciation and depletion accupancy avel, conferences, and in inting and publications their expenses and admit aperating and admit appearance and distributions, gifts, grants and distributions, gifts, grants and distributions.	stmt 2 Stmt 3 Stmt 4 n meetings inistrative nrough 23 s paid ursements.	9,998. 53. 5,000. 15,051. 479,552.	4,950. 53. 0. 5,003.	0. 0.	5,048 479,552
16a Let	ension plans, employee a gal fees counting fees ther professional fees terest exes expreciation and depletion excupancy avel, conferences, and n inting and publications ther expenses extal operating and admit expenses. Add lines 13 th entributions, gifts, grants extal expenses and disbut did lines 24 and 25 entract line 26 from line	stmt 2 Stmt 3 Stmt 4 n meetings inistrative nrough 23 s paid ursements.	9,998. 53. 5,000. 15,051. 479,552.	5,003.	0. 0.	5,048 479,552
16a Leg b Acc c Ott 17 Int 18 Tax 19 De 20 Occ 21 Tra 22 Pri 23 Ott 24 To exi 25 Co 26 To Ad 27 Sull a Exc	ension plans, employee a gal fees counting fees ther professional fees terest exes epreciation and depletion coupancy avel, conferences, and n inting and publications ther expenses etal operating and admit epenses. Add lines 13 th entributions, gifts, grants etal expenses and disbuild lines 24 and 25	stmt 2 Stmt 3 Stmt 4 n meetings inistrative nrough 23 s paid ursements. 12: ses and disbursements	9,998. 53. 5,000. 15,051. 479,552.	5,003.	0. 0.	UT UT

Form 990-PF (2012) Berry R. Cox Family Foundation 75-2864400 Page 2 Beginning of year Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only End of year (a) Book Value (b) Book Value (c) Fair Market Value 502,090. 1,466. 1 Cash - non-interest-bearing 1,466. 9,000,174. 8,162,831. 2 Savings and temporary cash investments 8,162,831. 3 Accounts receivable ► Less: allowance for doubtful accounts 4 Pledges receivable ► Less: allowance for doubtful accounts 5 Grants receivable 6 Receivables due from officers, directors, trustees, and other disqualified persons 7 Other notes and loans receivable Less: allowance for doubtful accounts | 8 Inventories for sale or use 9 Prepaid expenses and deferred charges 10a Investments - U.S. and state government obligations Stmt 5 480,942. 448,864. b Investments - corporate stock c Investments - corporate bonds 11 Investments - land, buildings, and equipment basis Less accumulated depreciation 12 Investments - mortgage loans Stmt 6 13 Investments - other 459,658. 465,408. 14 Land, buildings, and equipment basis I Less accumulated depreciation 15 Other assets (describe ▶ 9,502,264. 9,104,897. 9,078,569. 16 Total assets (to be completed by all filers) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Loans from officers, directors, trustees, and other disqualified persons 21 Mortgages and other notes payable 22 Other liabilities (describe 23 Total liabilities (add lines 17 through 22) 0. Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. Fund Balances 24 Unrestricted 25 Temporarily restricted 26 Permanently restricted **►** X Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. Assets or 27 Capital stock, trust principal, or current funds 11,953,753. 28 Paid-in or capital surplus, or land, bldg., and equipment fund 11,953,753. <2,451,489. <2,848,856. 29 Retained earnings, accumulated income, endowment, or other funds 30 Total net assets or fund balances 9,502,264. 9,104,897 9,502,264. 9,104,897 31 Total liabilities and net assets/fund balances 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 9,502,264. 2 Enter amount from Part I, line 27a 2 <397,366.> 3 Other increases not included in line 2 (itemize) 3

2235 11 12-05-12

4 Add lines 1, 2, and 3

5 Decreases not included in line 2 (itemize)

6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30

9,104,898.

(a) List and descri	pe the kind(s) of property sold (e. ehouse; or common stock, 200 sl	g., real estate,	Lincome	(Б) Н	ow acc	uired (c) Date a	acquired av. vr.)	(d) Date sold (mo., day, yr.)
1a Publicly Traded				U-	Donat I		, , , ,	-3,3,	(,,
b				 	<u>-</u>	 			
C				†			_		
d			-						
_ e									
(e) Gross sales price	(f) Depreciation allowed (or allowable)	plus e	st or other basis expense of sale					ain or (loss) s (f) minus (g)
a 1,809,390.		.	1,770,79	9.					38,591.
<u>b</u>									
d								 -	
e	-								
Complete only for assets showing	gain in column (h) and owned by	the foundation	on 12/31/69	\dashv		(1) (Saine (C	ol. (h) gain	minue
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) E>	cess of col. (i)			col. (I	k), but n	ot less than (from col. (1 -0-) or
a			(,,,	-			_		38,591.
b				\dashv					30,331.
C			-						• •
d				一十					
e									
2 Capital gain net income or (net capi	tal loss) { If gain, also enter-			}	2				38,591.
3 Net short-term capital gain or (loss				1					
If gain, also enter in Part I, line 8, co		(0).		J	1				
If (loss), enter -0- in Part I, line 8 Part V Qualification Un	der Section 4940(e) fo				3				38,591.
If section 4940(d)(2) applies, leave this Was the foundation liable for the section If "Yes," the foundation does not qualify Tenter the appropriate amount in each	in 4942 tax on the distributable al under section 4940(e). Do not c	omplete this pa	rt.						Yes X No
1 Enter the appropriate amount in ea		instructions be	fore making any ei						(4)
Base periód years Calendar year (or tax year beginning			Net value of no					Distrib (col. (b) div	(d) ution ratio ided by col. (c))
2011		39,862.				7,562.			.050203
2010		93,388. 04,270.				,106. 2,482.			.048729
2008		28,511.				7,028.		-	.012493
2007		77,640.				2,493.			.011430
		, , , , ,		- '		,			
2 Total of line 1, column (d)							2		.162558
3 Average distribution ratio for the 5- the foundation has been in existence	: · · · · · · · · · · · · · · · · · · ·	on line 2 by 5,	or by the number	of year	rs		3		.032512
4 Enter the net value of noncharitable	•	line 5					4		9,244,671.
	ase assets for 20 12 from 1 art A.	, inte o							
5 Multiply line 4 by line 3							5		300,563.
6 Enter 1% of net investment income	(1% of Part I, line 27b)						6	_	922.
7 Add lines 5 and 6							7		301,485.
8 Enter qualifying distributions from F	•	. 46	late that and	401	4	. _	8		484,600.
If line 8 is equal to or greater than li See the Part VI instructions.	HE 7, CHECK THE DOX IN PART VI, IIII	e io, and comp ———————	ilete that part using	g a 1%	tax ra	te.			

Form 990-PF (2012) Berry R. Cox Family Fou		5-2864			Page 4
Part VI Excise Tax Based on Investment Income (Se	ection 4940(a), 4940(b), 4940(e), or 49	48 - see i	nstrı	uctio	ns)
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)	ļ			
b Domestic foundations that meet the section 4940(e) requirements in Part V,	check here ▶ X and enter 1%	1		9	22.
of Part I, line 27b					
c All other domestic foundations enter 2% of line 27b. Exempt foreign organiza	1=	_		-	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable found	dations only. Others enter -0-)	2			<u>0.</u>
3 Add lines 1 and 2	L	3		9	22.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foun	· · · · · · · · · · · · · · · · · · ·	4			0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less,	, enter -0-	5		9	22.
6 Credits/Payments:					
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 5,417.				
b Exempt foreign organizations - tax withheld at source	6b				
c Tax paid with application for extension of time to file (Form 8868)	6c				
d Backup withholding erroneously withheld	_ 6d	_		·	
7 Total credits and payments. Add lines 6a through 6d	L	7		5,4	<u>17.</u>
8 Enter any penalty for underpayment of estimated tax. Check here if For	rm 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	▶	9		4 4	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amou		10		4,4	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	4,495. Refunded▶	11			0.
Part VII-A Statements Regarding Activities					- I NI -
1a During the tax year, did the foundation attempt to influence any national, state	e, or local legislation or did it participate or intervene ir	I	<u> </u>	res	No
any political campaign?			1a	<u> </u>	X
b Did it spend more than \$100 during the year (either directly or indirectly) for			1b	ļ	X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the	e activities and copies of any materials published	or		l	
distributed by the foundation in connection with the activities.					<u></u>
c Did the foundation file Form 1120-POL for this year?	and divine the corn		10	<u> </u>	
d Enter the amount (if any) of tax on political expenditures (section 4955) impo	5 ,				
(1) On the foundation. > \$ 0 . (2) On foundate Enter the reimbursement (if any) paid by the foundation during the year for properties.	ation managers. > \$ 0.				
managers. > \$ 0.	ontical experience tax imposed on foundation				
2 Has the foundation engaged in any activities that have not previously been re	norted to the IRS2		2		×
If "Yes," attach a detailed description of the activities.	ported to the Ins!			-	
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			3	-	х
4a Did the foundation have unrelated business gross income of \$1,000 or more	<u> </u>		4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	and year.	N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction di	uring the year?		5		X
If "Yes," attach the statement required by General Instruction T.					
6 Are the requirements of section 508(e) (relating to sections 4941 through 49	45) satisfied either:				
By language in the governing instrument, or					
 By state legislation that effectively amends the governing instrument so that 	t no mandatory directions that conflict with the state la	ıw			
remain in the governing instrument?			6	X	-
7 Did the foundation have at least \$5,000 in assets at any time during the year?	•		7	Х	
If "Yes," complete Part II, col. (c), and Part XV.					
8a Enter the states to which the foundation reports or with which it is registered	(see instructions) >				
TX					
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 9	90-PF to the Attorney General (or designate)				
of each state as required by General Instruction G? If "No," attach expla			8b	X	
9 Is the foundation claiming status as a private operating foundation within the		lar			
year 2012 or the taxable year beginning in 2012 (see instructions for 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
		Cor	m 990	-DF	20121

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Pa	art 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 ▶ Berry R. Cox Family Foundation Telephone no. ▶ (214)	220		12
	Located at ▶ 2100 McKinney Ave, Ste 1700, Dallas, TX ZIP+4 ▶7!	5201		
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	N	/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,	i	Yes	
	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			
<u> </u>	country >			
Pi	art 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.	<u> </u>	Yes	No
18	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 X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person? Yes X No Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X No	1		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No"	l		
	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 X No			
	of 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		х
	Organizations relying on a current notice regarding disaster assistance check here			
	E 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?			
	If "Yes," list the years ▶ , , ,			
t	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			
	statement - see instructions.) N/A	2b		
C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.			
)			
3 <i>a</i>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after			
	May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose			
	of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,			
	Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b		
	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
	Foi	m 990	-PF(2012)

Form 990-PF (2012) Berry R. Cox Family Foun			<u>75-28644</u>	00	Page 6
Part VII-B Statements Regarding Activities for Which I	orm 4720 May Be I	Required (contin	ued)		
5a During the year did the foundation pay or incur any amount to:					T
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e))?	Y	es X No		
(2) Influence the outcome of any specific public election (see section 4955); o	r to carry on, directly or indir				
any voter registration drive?			es X No	ļ	
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	Y	es X No		i
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section				
509(a)(1), (2), or (3), or section 4940(d)(2)?		Y	es X No	٠	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or t	for	}		
the prevention of cruelty to children or animals?		Y	es X No	1	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify unc	ler the exceptions described	in Regulations	1	į	1
section 53.4945 or in a current notice regarding disaster assistance (see instru		•	N/A	5b	İ
Organizations relying on a current notice regarding disaster assistance check h	· ·				+
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr		ined			i i
expenditure responsibility for the grant?			es 🔲 No	ļ	
If "Yes," attach the statement required by Regulations section 53.4945					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	` '				1
a personal benefit contract?	ouy promisino on	□ v	es X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal henefit contract?		~	6b -	x
If "Yes" to 6b, file Form 8870	orsonal benefit contract:		<u> </u>	-	+**
7a At any time during the tax year, was the foundation a party to a prohibited tax s	helter transaction?		s X No		
b If "Yes," did the foundation receive any proceeds or have any net income attribu		10		7b	
Information About Officers Directors Trust		nogoro Highli		70]	
Part VIII Paid Employees, and Contractors	ees, roundation wia	magers, nigni	y		
List all officers, directors, trustees, foundation managers and their controls.	compensation.	· · · · · · · · · · · · · · · · · · ·			
		(c) Compensation	(d) Contributions to	(e) F)	nense
(a) Name and address	(b) Title, and average hours per week devoted	(If not paid,	(d) Contributions to employee benefit plans and deferred	accour	opense nt, other
	to position	`enter'-0-)	compensation	allow	ances
See Statement 7		0.	0.		0.
bee beacement /		· · ·	<u> </u>		
	1 1 1 1 1	. "			
2 Compensation of five highest-paid employees (other than those inc		enter "NONE."	(d) Contabulance to	4-3 Fs	
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	accoun	pense it, other
27027	devoted to position		compensation	allow	ances
NONE					
Total number of other employees paid over \$50,000		•		_	0
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Part: VIII Paid Employees, and Contractors (continued)	ion Managers, Highly	_	
3 Five highest-paid independent contractors for professional services. If none, enter	"NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Com	pensation
NONE			<u>. </u>
	_		
,	_		
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 statistic number of organizations and other beneficiaries served, conferences convened, research papers produ	cal information such as the	Expenses	s
1 N/A			_
] -	^
2			0.
]	
3			
<u> </u>			
4	·	-	
Describe the two largest program-related investments made by the foundation during the tax year on lir	nes 1 and 2	Amount	
1 N/A		100000	
			•
2			0.
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 four	ndations, se	e instructions.)	- rugo e
1 Fair market value of assets not used (or held for use) directly in carrying out charitable, et		- '		
a Average monthly fair market value of securities	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	1a	1,341	.724
b Average of monthly cash balances	ľ	1b	1,341, 8,043,	.729
c Fair market value of all other assets	ľ	1c		
d Total (add lines 1a, b, and c)		1d	9,385	, 453.
e Reduction claimed for blockage or other factors reported on lines 1a and	ľ		<u> </u>	·
1c (attach detailed explanation)	0.			
2 Acquisition indebtedness applicable to line 1 assets		2		0.
3 Subtract line 2 from line 1d		3	9,385	, 453
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see	instructions)	4	140	,782.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Par		5	9,244	
6 Minimum investment return. Enter 5% of line 5	İ	6		,234.
Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j) foreign organizations check here and do not complete this part.)	(5) private operating foundations and	d certain		
1 Minimum investment return from Part X, line 6		1	462,	, 234.
2a Tax on investment income for 2012 from Part VI, line 5	922.		-	
b Income tax for 2012. (This does not include the tax from Part VI.)				
c Add lines 2a and 2b		2c		922.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	461,	,312.
4 Recoveries of amounts treated as qualifying distributions		4	-	0.
5 Add lines 3 and 4		5	461,	,312.
6 Deduction from distributable amount (see instructions)		6	-	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII,	line 1	7	461,	,312.
Part XII Qualifying Distributions (see instructions)				
1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purpose	s:			
a Expenses, contributions, gifts, etc total from Part I, column (d), line 26		1a	484,	,600.
b Program-related investments - total from Part IX-B		1b		0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, e	łc., 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 Pa	rt XIII, line 4	4	484,	,600.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investme	nt			
income. Enter 1% of Part I, line 27b	ļ	5		922.
6 Adjusted qualifying distributions. Subtract line 5 from line 4		6		678.
Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when	calculating whether the foundation q	ualifies for th	e section	
4940(a) raduction of tay in those years				

TOTAL SSO FT (2012) DCLLY IC. C	OX TAMILLY FOUL	Idacion	13-20	O4400 Page
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				461,312
2 Undistributed income, if any, as of the end of 2012				101,312
a Enter amount for 2011 only			477,939.	
b Total for prior years:				
		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	1			
c From 2009	1			
d From 2010	1			
eFrom 2011	1			
f Total of lines 3a through e	0.1			
4 Qualifying distributions for 2012 from				-
Part XII, line 4: ►\$ 484,600.]			
a Applied to 2011, but not more than line 2a			477,939.	
b Applied to undistributed income of prior	7			
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.			
d Applied to 2012 distributable amount				6,661
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	0.1		`	
b Prior years' undistributed income. Subtract				
line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable				***
amount - see instructions		0.		
e Undistributed income for 2011. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2013				454,651
7 Amounts treated as distributions out of				
corpus to satisfy requirements imposed by	_			
section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013.				
Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	I	l		

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dExcess from 2011 e Excess from 2012

Part XIV Private Operating For	undations (see II	nstructions and Part V	II-A, question 9)	N/A	664400 Page
1 a If the foundation has received a ruling or o	Jetermination letter tha	at it is a private operating			
foundation, and the ruling is effective for 2	012, enter the date of	the ruling	▶		
b Check box to indicate whether the foundat	tion is a private operat	ing foundation described	ın section	4942(j)(3) or	4942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years		
income from Part I or the minimum	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
investment return from Part X for					
each year listed					
b 85% of line 2a					<u> </u>
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		 	<u> </u>		
for active conduct of exempt activities.					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the		-	 		<u> </u>
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)			1		
b "Endowment" alternative test - enter		-			
2/3 of minimum investment return		1	,		
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 Inform	nation (Comple	ete this part only	if the foundati	ion had \$5 000 or m	ore in assets
at any time during the			ii die loulidad	1011 11aa 40,000 01 11	iore iii assets
1 Information Regarding Foundation	Managers:				
a List any managers of the foundation who h	nave contributed more	than 2% of the total con	tributions received by	the foundation before the cl	ose of any tax
year (but only if they have contributed mor	e than \$5,000). (See s	section 507(d)(2).)			
Berry R. Cox					
b List any managers of the foundation who conther entity) of which the foundation has a			(or an equally large p	ortion of the ownership of a	partnership or
lone	<u> </u>				
2 Information Regarding Contribution	n Grant Gift Loan	Scholarshin etc. P	rograms:		
Check here ► X if the foundation only the foundation makes gifts, grants, etc. (se	makes contributions	to preselected charitable	organizations and do	es not accept unsolicited red s. complete items 2a, b, c, ar	uests for funds. If
a The name, address, and telephone number			····		
a the hamily address, and tolophone hamiles	or o mail or the person	on to whom applications	anoula be addressed.		
b The form in which applications should be s	submitted and informa	ation and materials they s	hould include:		
c Any submission deadlines:					
d Any restrictions or limitations as a second	web on his section.	al areas should be forth	funda af + 1 - 1 -		
d Any restrictions or limitations on awards, s	uch as by geographic	ai areas, charitable fields	, KINDS OF INSTITUTIONS,	or other factors:	
23601 12-05-12					Form QQ0_DF (201

3 Grants and Contributions Paid During the	Year or Approved for Future	Payment		
Recipient	If recipient is an individual, show any relationship to Foundation		Purpose of grant or	Amount
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
a Paid during the year				
Communities Foundation of Texas		509(a)(1)/170(h	Berry R. Cox Family	
5500 Caruth Haven Lane		(1)(A)(vi)	Fund	
Dallas, TX 75225				120,00
Fort Worth Zoological Association		509(a)(2)	General Fund	
1989 Colonial Parkway Fort Worth, TX 76110				7,50
Greenhill School		509(a)(1) 170(h	Building Community	
4141 Spring Valley Rd		1	Campaign	
Addison, TX 75001				10,000
Highland Park United Methodist		509(a)(1)/170(b	General Fund	
3300 Mockingbird Ln		(1)(A)(i)		
Dallas, TX 75205			-	3,100
North Texas Public Broadcasting		509(a)(1)/170(b	General Fund	
3000 Harry Hines Boulevard		(1)(A)(vi)		
Dallas, TX 75201 Total See CO	ntinuation shee	<u> </u>	20	1,500
b Approved for future payment	THE STATE OF STREET	(8)	▶ 3a	479,552
None				
None				
Total		<u> </u>	▶ 3b	(

Part XVI-A Analysis of Income-Producing Activities

inter gross amounts unless otherwise indicated.	Unrelate	d business income		ded by section 512, 513, or 514	(e)
1 Program service revenue:	(a) Business code	(b) Amount	Exclu- sion code	(d) Amount	Related or exempt function income
a					
b	1				
C	+				
d	+				
e					
f	<u> </u>				
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	57,875.	
5 Net rental income or (loss) from real estate:		· · · <u>-</u>			
Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property	: 				
7 Other investment income		-			
8 Gain or (loss) from sales of assets other than inventory			14	38,591.	
9 Net income or (loss) from special events				· · · · · · · · · · · · · · · · · · ·	
O Gross profit or (loss) from sales of inventory					
1 Other revenue:		•			
a JPM Class Action					_
b Settlement			14	771.	
c					
d					
e				**= -**-	
2 Subtotal. Add columns (b), (d), and (e)		0	•	97,237.	0.
3 Total. Add line 12, columns (b), (d), and (e)				13	97,237.
See worksheet in line 13 instructions to verify calculations.)					

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).					
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To bid the organization directly or indirectly singage in any of the following with any other organization described in section 501(c) of the Golde (other than section 501(c)) or granizations or in section 527, relating to political organizations? 1 Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets 1 14(2) X 14(2) X 14(2) X 14(3) Rental of facilities, experiment in organization (3) Rental of facilities, experiment in organization (4) Rembureament arrangements (5) Loads or found guizantees (6) Performance of services or membership or fundasing solicitations (6) Performance of services or membership or fundasing solicitations (6) Performance of services or membership or fundasing solicitations (6) Performance of services or membership or fundasing solicitations (6) Performance of services or membership or fundasing solicitations (6) Loads or foundation, experiment intelligent, other assets, or services process that foundation releved tests that fair market value in any transaction or sharing arrangement, shown in column (9) the value of the goods, other assets, or services forceved. (3) Incenso (6) Amount involved (6) Name of noncharitable exempt organization (6) Occessposan of biocidens, variantations, and sharing arrangements. (4) Name of organization (6) Name of noncharitable exempt organization (7) Occessposan of biocidens, variantations, and sharing arrangements. (4) Name of organization (6) Name of noncharitable exempt organization (7) Occessposan of biocidens, variantations, and sharing arrangements. (5) In the value of the goods, other assets, or services forceved. (6) Name of organization (7) Occasions that have accumed the oritor, nonching accompanying stindulation and attenues, and to the least of yn involved processing or the section of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the process of the pro	Form 990-PF (egarding Tran		Foundation and Transactions	and Relations	75-286 hips With Nonch			age 13
a Transfers from the reporting foundation to a noncharitable exempt organization of: 1) Cash (2) Other assets 5) Other assets 5) Other assets 5) Other assets 6) Porticises of assets from a noncharitable exempt organization (3) Porticises of assets from a noncharitable exempt organization (4) Rembursement arrangements (5) Lears or been quarantees (6) Performance of services or membership or fundrasing solicitations (6) Performance of services or membership or fundrasing solicitations (7) Sales of assets from a noncharitable exempt organization (8) Lears or been quarantees (9) Lears or been quarantees (10) Lear or been quarantees (10) Lear or been quarantees (10) Lear or been quarantees (10) Lear or been quarantees (10) Lear or been quarantees (10) Lear or learning or services or membership or fundrasing solicitations (10) Lear or learning organization (10) Learning	1 Did the o			of the following	ng with any other organizat	ion described in sect	ion 501(c) of		Yes	No
(2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchase of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursament arrangements (5) Loans or loan quarantees (6) Performance of services or membership or fundrasing solicitations (7) Purchase of services or membership or fundrasing solicitations (8) Performance of services or membership or fundrasing solicitations (9) Performance of services or membership or fundrasing solicitations (16) It has never to any of the above 5 reg. (complete the following schedules: Column (0) 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 scalinn (6) the value of the goods, other assets or services received. (9) Amount involved (1) Amount involved (2) Name of noncharitable exempt organization (9) Description of relationship N/A (1) Intraction of the price of the price of the price of t	the Code	(other than section 501(c	:)(3) organizations) o	r in section 52	27, relating to political orga	nizations?				
22 Deter assets 1a(2) X	a Transfers	s from the reporting found	lation to a noncharita	ble exempt or	ganization of:					1
b Other transactions; (1) Sales of assets to a noncharitable exempt organization (2) Peurchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundrasing solicitations (6) Performance of services or membership or fundrasing solicitations (7) It is an answer to any of the above is "Yes," complete the following schedule. Column (6) 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 strange arrangement, show in column (6) Performance (6) Amount involved (6) Name of organization (7) Name roll (6) Amount involved (6) Name of noncharitable exempt organization (8) Description of transfers, transactions, and starring arrangements 24 is the foundation directly or indirectly affidiated with, or related to, one or more tax-exempt organization (9) Description of transfers, transactions, and starring arrangements 24 is the foundation directly or indirectly affidiated with, or related to, one or more tax-exempt organization (9) Description of transfers, transactions, and starring arrangements 25 in the foundation directly or indirectly affidiated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c) of the Code (othe	(1) Cast	า						1a(1)		
(2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Remoturement arrangements (5) Loans to foan guarantee (6) Performance of services or membership or fundrasing solicitations (7) Performance of services or membership or fundrasing solicitations (8) Performance of services or membership or fundrasing solicitations (9) Performance of services or membership or fundrasing solicitations (16) Loans to flat above is "Yes," complete the following schedule. Column (9) should always show the fair market value of the goods, other assets, or services present by the reporting fundration. If the foundation researched less than fair market value in any transaction or sharing arrangement, show in column (9) the value of the goods, other assets, or services received. (2) It me no (9) Amount involved (9) Name of noncharitable exempt organization (9) Description of transless, parasactions, and sharing arrangements. N/A 10) If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A 11) If Yes, "complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A 11) If Yes, "complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A 12) If Yes, "complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A 13) If Yes No No No No No No No N	(2) Othe	er assets			-			1a(2)		X
2) Purchases of assets from a noncharitable exempt organization 116(2)										-
3] Bental of facilities, equipment, or other assets 15(3)								1b(1)	<u> </u>	
(a) Lose or loan guarantees (b) Performance of services or membership or fundrasing solicitations (c) Performance of services or membership or fundrasing solicitations (d) Performance of services or membership or fundrasing solicitations (e) Performance of services or sembership or fundrasing solicitations (d) If the answer to any of the above is Yes; complete the following schedule. Collumn (b) should always show the fair market value of the goods, other assets, or services received. (e) Name of noncharitable exempt organization (f) Description of teasters, variactions, and sharing arrangements N/A 2a is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organization (d) Description of teasters, variactions, and sharing arrangements N/A (a) Name of organization (b) Type of organization (c) Description of relationship (d) Description of relationship Yes ▼ No b if Yes, complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Description of relationship N/A Pres/Tres Preparer's signature			•	organization				<u> </u>	+	
(5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations (7) Sharing of facilities, equipment, mailing lists, other assets, or paid employees (8) 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 reprofund 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 evempt organization (d) Description of vanishins, transactions, and sharing arrangements N/A 12a Is the foundation directly or indirectly affinited 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? 13 If Yes, "complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A (a) Name of organization (b) Type of organization (c) Description of relationship N/A (b) Type of organization (c) Description of relationship N/A (a) Name of organization (b) Type of organization (c) Description of relationship N/A (b) Type of organization (c) Description of relationship N/A (c) Description of relationship N/A (d) Name of organization (d) Type of organization (d) Description of relationship N/A (e) Name of organization (d) Type of organization (d) Description of relationship N/A (f) Primary in the code (other than section ship) N/A (h) Type of organization (d) Type of organization (d) Description of relationship N/A (h) Type of organization (d) Description of relationship N/A (h) Type of organization (d) Description of relationship N/A (h) Type of organization (d) Type of organiz									<u> </u>	
(e) Performance of services or membership or fundrasing solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Ves," 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 dies 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) Lines no (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements. N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? b If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A (b) Type of organization (c) Description of relationship N/A (c) Description of relationship N/A (d) Type of organization (e) Description of relationship N/A (e) Name of organization (e) Description of relationship N/A (f) Name of organization (e) Description of relationship N/A (g) Name of organization (e) Description of relationship N/A (g) Name of organization (e) Description of relationship N/A Sign Primal Type peparer's name Preparer's signature Oate Proparer's signature Oate Primal Primal Primal New PRMG LLP Firm's address > 717 N. HARWOOD, SUITE 3100			;					<u> </u>	ļ	
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d if the answer to any of the above is "es;" complete the following schedule. Column (a) 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 non-fatible exempt organization (d) Description of transfers, transactions, and sharing arrangements. N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? b If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A	• •	-	ambarahin ar fiindeai							
d if the answer to any of the above is "est," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services green 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 services, or services services. (a) Line to (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of vanishing, sensections, and sharing arrangements. N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)) of the Code (other than se			·	-					-	
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 (4) 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 ransfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in the second of transfers, transactions, and sharing arrangements in transfers, transactions, and sharing arrangements in transfers, and sharing ar	_		•	•		luovo obovi the foir r	mortrat value of the goods			
N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?	or servic	es given by the reporting f d) the value of the goods,	oundation. If the fou other assets, or serv	ndation receiv rices received.	ed less than fair market val	ue in any transaction	or sharing arrangement,	show in		
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?	(a)Ellie ilo	(b) Amount involved	(c) Name of			(U) Description	or transfers, transactions, an	a snaring a	rrangeme	ints
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?				H/A		+				
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?			-							
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?		· · · · · · · · · · · · · · · · · · ·								
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?						-				
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?										
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?										
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?										
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?							-			
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?										
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?										
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?							•			
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?										
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?										
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?							-			
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?					_					
(a) Name of organization N/A Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge 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 return with the preparer shown below (see instr)? 7 7 13	ın sectior	n 501(c) of the Code (othe	r than section 501(c)			izations described	!	Yes	X	□ No
Sign Here Under penalties of perpuy, 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 return with the preparer shown below (see instr.)? Pres/Tres Preparer's name Preparer's signature Date Check if self-employed Print/Type preparer's name Preparer's signature Print/Type preparer's name Print/Type preparer's		`			(b) Type of organization		(c) Description of relation	ship		
Sign Here 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 return with the preparer shown below (see instr.)? X Yes No		N/A			,					
Sign Here 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 return with the preparer shown below (see instr.)? X Yes No					· -					
Sign Here 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 return with the preparer shown below (see instr.)? X Yes No										
Sign Here 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 return with the preparer shown below (see instr.)? X Yes No										
Sign Here 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 return with the preparer shown below (see instr.)? X Yes No										
Paid MORGAN L. SOUZA Preparer Use Only Print/Type preparer's name Preparer's signature 7/15/13 Print/Type preparer's name Preparer's signature 7/15/13 Print/Type preparer's name Preparer's signature 7/15/13 PO0652612 Firm's name ► KPMG LLP 13-5565207	Sign Here	pelief, it is true, correct, and con	mplete Declaration of pr		n taxpayer) is based on all infor	Pres/1	r has any knowledge	turn with th nown below	ne prepai v (se <u>e ins</u>	rer str)?
Paid Preparer Use Only MORGAN L. SOUZA Morgan 7/15/13 Self-employed P00652612				Preparer's o			Check I if LDTIN			
Preparer Use Only Firm's name ► KPMG LLP 13-5565207 Firm's address ► 717 N. HARWOOD, SUITE 3100	Paid			Morga		,	self- employed		2613	2
Use Only 13-5565207		L		1 1		1 . , = 3 , = 3	,			
	-							5565	207	
							Phone no (21/	L) 8 <i>1</i>	10-2	ብስሳ

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Y	ear (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	Contribution	
Southern Methodist University			Medal of Freedom Event	
PO Box 750402		(1)(A)(ii)		54 405
Dallas, TX 75275				54,487.
Southern Methodist University		509(a)(1) 170(h	SMU Mustang Band Hall	
PO Box 750402			Project	
Dallas, TX 75275				5,000.
Texas Tech Foundation		509(a)(1),170(b		
3601 4th Street, MS 6238 Lubbock, TX 79430		(1)(A)(iv)	Scholarship Fund	100
242200K, 11 19230				100.
The Hockaday School		509(a)(1),170(b	General Fund	
11600 Welch Road		(1)(A)(ii)		
Dallas, TX 75229				100.
University of Texas System		509(a)(1),170(b	Center for Brain	
2200 W Mockingbird Lane		(1)(A)(v)	Health	
Dallas, TX 75235		 		250.
Communities Foundation of Texas		509(a)(1)/170(b	Saving Hope Foundation	
5500 Caruth Haven Lane			Fund	
Dallas, TX 75225				200.
Contact Crisis Line		509(a)(1)/170(b	General Fund	
PO Box 800742 Dallas, TX 75380		(1)(A)(vi)		100.
The George W Bush Presidential		509(a)(1)/170(b	Coneral Fund	· •
Library Foundation		(1)(A)(vi)	Seneral rund	
6116 N. Central Expwy., Suite 400				
Dallas, TX 75206				250,000.
7-41				
Family Legacy Missions International 5005 West Royal Lane, Suite 252		509(a)(1)/170(b (1)(A)(vi)	Child Sponsorship-Father's	
Irving, TX 75063		1	Heart	565.
Greenhill School		509(a)(1),170(b	General Fund	
4141 Spring Valley Rd		(1)(A)(ii)		
Addison, TX 75001 Total from continuation sheets		<u> </u>		1,000. 337,452.
LAME HAM COMMINGRAL SHEETS				331,432.

3 Grants and Contributions Paid During the Y Recipient Name and address (home or business)	If recipient is an individual, show any relationship to			
Name and address (home or business)	Show any relationship to	Foundation	Purpose of grant or	A
	any foundation manager or substantial contributor	status of recipient	contribution	Amount
Nantucket Historical Association		509(a)(2)	General Fund	
PO Box 1016				
Nantucket, MA 02554		_		1,500
Southern Methodist University			Central University	
PO Box 750402		(1)(A)(ii)	Libraries Fund	0.500
Dallas, TX 75275				2,500
Southern Methodist University		509(a)(1),170(b	The Dr. Jim Caswell	
PO Box 750402		(1)(A)(ii)	Endowment for	
Dallas, TX 75275			Leadership Development	
			and Training	150
Texas Book Festival		509(a)(1)/170(b	General Fund	
610 Brazos, Suite 200		(1)(A)(vi)		
Austin, TX 78701				150
The University of Texas Foundation.		509(a)(1) 170(b	MD Anderson Cancer	
Inc.		1	Center	
PO Box 250		, , , , , , , , ,		
Austin, TX 78767				100
The University of Texas Foundation,		509(a)(1),170(b	Eric Draper's book	
Inc.			Front Row Seat:	
PO Box 250			Photographs from the	
Austin, TX 78767			George W. Bush	F 000
			Presidency	5,000
The University of Texas Foundation,		509(a)(1),170(b	MD Anderson Cancer	
Inc.		(1)(A)(iv)	Center	
PO Box 4486				
Houston, TX 77210		-		15,000
Volunteer USA Foundation		509(a)(2)	Barbara Bush	
PO Box 131614			Foundation	
Houston, TX 77219				250
St. Michael's & All Angels Episcopal	}	509(a)(1)/170(b	St. Michael's	
Church		(1)(A)(i)	Preschool Playground	
8011 Douglas Avenue				
Dallas, TX 75225				1,000
Total from continuation sheets				

Form 990-PF	Other I	ncome	S	tatement 1
Description		(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
JPM Class Action Settlement		771.	771.	0.
Total to Form 990-PF, Part I	, line 11	771.	771.	0.
Form 990-PF	Accounti	ng Fees	S	tatement 2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit Fees Tax Fees	4,900. 5,098.			2,450. 2,598.
To Form 990-PF, Pg 1, ln 16b	9,998.	4,950	0.	5,048.
Form 990-PF (ther Profes	sional Fees	S	tatement 3
Description	(a) Expenses Per Books		(c) Adjusted Net Income	(d) Charitable Purposes
JP Morgan Chase Safekeeping Fees	53.	53.	0.	0.
To Form 990-PF, Pg 1, ln 16c	53.	53.	0.	0.
Form 990-PF	Tax	es	S	tatement 4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FIT Payments	5,000.	0.	0.	0.
To Form 990-PF, Pg 1, 1n 18	5,000.	0.	0.	0.
=			= ———	

Form 990-PF	Corporate Stock		Statement 5
Description		Book Value	Fair Market Value
Apache Corp Devon Energy Corp		249,123. 231,819.	235,500. 213,364.
Total to Form 990-PF, Part II,	line 10b	480,942.	448,864.
Form 990-PF	Other Investments		Statement 6
Description	Valuation Method	Book Value	Fair Market Value
DoubleLine Total Return Bond Fu	nd COST	459,658.	465,408.
Total to Form 990-PF, Part II,	line 13	459,658.	465,408.

Form 990-PF	Part VIII - Trustees	Statement 7			
Name and Address		Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	
Berry R. Cox 2100 McKinney Ave, Dallas, TX 75201	Ste 1700,	Trustee 1.00	0.	0.	0.
Jeanne T. Cox 2100 McKinney Ave, Dallas, TX 75201	Ste 1700,	Trustee 1.00	0.	0.	0.
Justin B. Cox 2100 McKinney Ave, Dallas, TX 75201	Ste 1700,	Trustee 1.00	0.	0.	0.
A. Todd Kesterson 2100 McKinney Ave, Dallas, TX 75201	Ste 1700,	Pres/Treas 1.00	0.	0.	0.
Cindy Wolf 2100 McKinney Ave, Dallas, TX 75201	Ste 1700,	Secretary 1.00	0.	0.	0.
John G.T. Cox 2100 McKinney Ave, Dallas, TX 75201	Ste 1700,	Trustee 1.00	0.	0.	0.
Totals included or	1 990-PF, Pag	ge 6, Part VIII	0.	0.	0.

Form **8868**

(Rev January 2013)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

OMB No. 1545-1709

	are filing for an Automatic 3-Month Extension, comple are filing for an Additional (Not Automatic) 3-Month Ex			this form)		► X	
Do not con Electron required of time to Personal	pmplete Part II unless you have already been granted to filing (e-file). You can electronically file Form 8868 if to file Form 990-T), or an additional (not automatic) 3-mo file any of the forms listed in Part I or Part II with the ex Benefit Contracts, which must be sent to the IRS in parties. gov/efile and click on e-file for Charities & Nonprofits	an automa you need a onth extens ception of per format	atic 3-month extension on a previous a 3-month automatic extension of til sion of time. You can electronically form 8870, Information Return for (see instructions). For more details	sly filed Fome to file (file Form 8) Transfers on the elec	rm 8868. 3 months for a 868 to reques Associated Wi	t an extension ith Certain	
Part I onl	ation required to file Form 990-T and requesting an autor of corporations (including 1120-C filers), partnerships, REM ome tax returns			·	sion of time	>	
Type or	Name of exempt organization or other filer, see instru	ictions		Employe	mployer identification number (l		
print	Berry R. Cox Family Founda	tion			75-286	4400	
File by the due date for filing your	Number, street, and room or suite no. If a P.O. box, s 2100 McKinney Avenue, No.		tions.	Social se	curity number	(SSN)	
return See instructions	City, town or post office, state, and ZIP code. For a for Dallas, TX 75201		fress, see instructions.				
Enter the	Return code for the return that this application is for (file	e a separa	te application for each retum)			0 4	
Applicati	on	Return Code	Application Is For			Return Code	
Is For	or Form 990-EZ	01	Form 990-T (corporation)			07	
Form 990		02	Form 1041-A			08	
	0 (Individual)	03	Form 4720			09	
Form 990		03	Form 5227			10	
	-T (sec 401(a) or 408(a) trust)	05	Form 6069			11	
	-T (trust other than above)	06	Form 8870			12	
1 01111 000	Berry R. Cox F						
	ooks are in the care of > 2100 McKinney			TX 7	5201		
	none No. ► (214) 220-3612	Al 1 1 .		3000		. [
	organization does not have an office or place of busines			lf thus us for	. the whole or	euro ebeek this	
. 1	is for a Group Return, enter the organization's four digit If it is for part of the group, check this box	7			-	oup, check this	
box ▶ I	quest an automatic 3-month (6 months for a corporation				ers the extens	301115 101	
1 116	•	•	to file form 330-1) extension of time		The extension	1	
ıs f	or the organization's return for:	r organiza	alon rotal rot the organization ham	04 450 70.	THO OMOHOLO		
	X calendar year 2012 or						
 	tax year beginning	, an	nd ending				
2 f ti	ne tax year entered in line 1 is for less than 12 months, o Change in accounting period	check reas	on: Initial return	Final retur	n		
	nis application is for Form 990-BL, 990-PF, 990-T, 4720,	or 6069, e	nter the tentative tax, less any			0.	
	prefundable credits. See instructions.	onto:	rofundable gradity and	3a	\$	<u></u>	
	nis application is for Form 990-PF, 990-T, 4720, or 6069,			3b	 \$	5,417.	
	mated tax payments made. Include any prior year overpance due. Subtract line 3b from line 3a. Include your pa			35	-	<u> </u>	
	using EFTPS (Electronic Federal Tax Payment System)			3c	\$	0.	
	If you are going to make an electronic fund withdrawal			orm 8879	EO for payme	nt instructions.	
	or Privacy Act and Paperwork Reduction Act Notice,					68 (Rev. 1-2013)	

223841 01-21-13