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Form **990-PF**

# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

OMB No 1545-0052

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

04/01, 2012, and ending

03/31, 2013

Name of foundation **SAMUEL I & JOHN HENRY FOX FOUNDATION**  
6702035200A Employer identification number  
95-6010288

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

PO BOX 45174

619- 230-4484

City or town, state, and ZIP code

SAN FRANCISCO, CA 94145-0174

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

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

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

### 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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	167,540.	165,494.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	27,467.			
b Gross sales price for all assets on line 6a	27,491.			
7 Capital gain net income (from Part IV, line 2)		27,467.		
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)				
12 Total. Add lines 1 through 11	195,007.	192,961.		
13 Compensation of officers, directors, trustees, etc.	52,725.	39,544.		13,181.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	900.	NONE	NONE	900.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3	9,121.	1,173.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 4	300.	290.		10.
24 Total operating and administrative expenses. Add lines 13 through 23	63,046.	41,007.	NONE	14,091.
25 Contributions, gifts, grants paid	284,720.			284,720.
26 Total expenses and disbursements. Add lines 24 and 25	347,766.	41,007.	NONE	298,811.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-152,759.			
b Net investment income (if negative, enter -0-)		151,954.		
c Adjusted net income (if negative, enter -0-)				

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .				
	2 Savings and temporary cash investments . . . . .	586,350.	402,058.	402,058.	
	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 5	1,452,585.	1,450,821.	2,517,474.
	c Investments - corporate bonds (attach schedule) . . . . .				
	11 Investments - land, buildings, and equipment basis . . . . .				
Less: accumulated depreciation (attach schedule) ▶ . . . . .					
12 Investments - mortgage loans . . . . .					
13 Investments - other (attach schedule) . . . . .	STMT 6	2,674,003.	2,708,579.	3,056,329.	
14 Land, buildings, and equipment basis . . . . .					
Less: accumulated depreciation (attach schedule) ▶ . . . . .					
15 Other assets (describe ▶ . . . . .)					
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		4,712,938.	4,561,458.	5,975,861.	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/>				
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24 Unrestricted . . . . .				
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶</b> <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds . . . . .	4,712,938.	4,561,458.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	4,712,938.	4,561,458.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	4,712,938.	4,561,458.			

**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	4,712,938.
2 Enter amount from Part I, line 27a . . . . .	2	-152,759.
3 Other increases not included in line 2 (itemize) ▶ CTF INCOME TIMING DIFF . . . . .	3	1,279.
4 Add lines 1, 2, and 3 . . . . .	4	4,561,458.
5 Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	4,561,458.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b OTHER GAINS AND LOSSES</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 6,846.		24.	6,822.		
<b>b</b> 20,645.			20,645.		
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>			6,822.		
<b>b</b>			20,645.		
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	27,467.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

**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	251,373.	5,632,366.	0.044630
2010	264,071.	5,439,305.	0.048549
2009	259,971.	4,983,544.	0.052166
2008	318,555.	5,114,401.	0.062286
2007	280,332.	6,120,728.	0.045800
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.253431
<b>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</b>			<b>3</b> 0.050686
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>			<b>4</b> 5,627,328.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 285,227.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 1,520.
<b>7 Add lines 5 and 6</b>			<b>7</b> 286,747.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 298,811.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	1,520.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b. . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 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	1,520.
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	1,520.
6 Credits/Payments.			
a 2012 estimated tax payments and 2011 overpayment credited to 2012. . . . .	6a	5,960.	
b Exempt foreign organizations - tax withheld at source. . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868). . . . .	6c	NONE	
d Backup withholding erroneously withheld. . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d. . . . .	7	5,960.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached. . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed. . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .	10	4,440.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax. 760. Refunded. . . . .	11	3,680.	

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>UNION BANK, N.A.</u> Telephone no. <u>(858) 551-4750</u>			
	Located at <u>7807 GIRARD AVE, LA JOLLA, CA</u> ZIP+4 <u>92037</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
and enter the amount of tax-exempt interest received or accrued during the year.		15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				X

**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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?		X
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
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?		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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)		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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**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
UNION BANK, N.A. 7807 GIRARD AVE, LA JOLLA, CA 92037	TRUSTEE 20	52,725.	-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**

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	5,269,415.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	443,608.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	5,713,023.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	5,713,023.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	85,695.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	5,627,328.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	281,366.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	281,366.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,520.
<b>2b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>2c</b>	Add lines 2a and 2b	<b>2c</b>	1,520.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	279,846.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	279,846.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	279,846.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	298,811.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	298,811.
<b>5</b>	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)	<b>5</b>	1,520.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	297,291.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				279,846.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			NONE	
<b>b</b> Total for prior years 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .	NONE			
<b>b</b> From 2008 . . . . .	11,934.			
<b>c</b> From 2009 . . . . .	17,574.			
<b>d</b> From 2010 . . . . .	NONE			
<b>e</b> From 2011 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	29,508.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>298,811.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				279,846.
<b>e</b> Remaining amount distributed out of corpus . . . . .	18,965.			
<b>5</b> Excess distributions carryover applied to 2012 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	48,473.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				NONE
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	48,473.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .	11,934.			
<b>b</b> Excess from 2009 . . . . .	17,574.			
<b>c</b> Excess from 2010 . . . . .	NONE			
<b>d</b> Excess from 2011 . . . . .	NONE			
<b>e</b> Excess from 2012 . . . . .	18,965.			

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

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

**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	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
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE ATTACHED STATEMENT CA	NONE	EXEMPT	CHARITABLE	284,720.
<b>Total</b>			<b>3a</b>	284,720.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			<b>3b</b>	

Form 990-PF (2012)

[illegible]

(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



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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,322.	1,322.
FOREIGN DIVIDENDS	15,842.	15,842.
NONDIVIDEND DISTRIBUTIONS	2,046.	
DOMESTIC DIVIDENDS	63,475.	63,475.
OTHER INTEREST	57,956.	57,956.
NONQUALIFIED FOREIGN DIVIDENDS	359.	359.
NONQUALIFIED DOMESTIC DIVIDENDS	26,540.	26,540.
	-----	-----
TOTAL	167,540.	165,494.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	900.			900.
TOTALS	900.	NONE	NONE	900.
	=====	=====	=====	=====



FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	285.	285.
FEDERAL TAX PAYMENT - PRIOR YE	1,988.	
FEDERAL ESTIMATES - PRINCIPAL	5,960.	
FOREIGN TAXES ON QUALIFIED FOR	830.	830.
FOREIGN TAXES ON NONQUALIFIED	58.	58.
	-----	-----
TOTALS	9,121.	1,173.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
CA FILING FEE	10.		10.
OTHER ALLOCABLE EXPENSES	290.	290.	
TOTALS	----- 300. =====	----- 290. =====	----- 10. =====

SAMUEL I & JOHN HENRY FOX FOUNDATION

95-6010288

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED ASSET STMT	1,452,585. -----	1,450,821. -----	2,517,474. -----
TOTALS	1,452,585. =====	1,450,821. =====	2,517,474. =====

SAMUEL I & JOHN HENRY FOX FOUNDATION

95-6010288

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED ASSET STMT	C	2,674,003.	2,708,579.	3,056,329.
		-----	-----	-----
TOTALS		2,674,003.	2,708,579.	3,056,329.
		=====	=====	=====

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

COMMON TRUST FUNDS

8,409.00  
-----

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-----  
8,409.00  
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS

12,236.00  
-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-----  
12,236.00  
=====

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT  
=====

THIS QUESTION DOES NOT APPLY. THE FOUNDATION DOES NOT HAVE ANY  
UNDISTRIBUTED INCOME FROM PRIOR YEAR.

ACCT L674 6702035200  
PREP 7234 ADMN:7 INV.60

UNION BANK, N.A.  
TAX TRANSACTION DETAIL

PAGE 22  
RUN 07/19/2013  
.. ..

149 BENEFICIARY DISTRIBUTIONS  
SEE ATTACHED STATEMENT - 000-00-0000  
-----

07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO AJA PROJECT TR TRAN#=OX000406000001 TR CD=156 REG= PORT=PRIN	-1000.00	-1000 00 1207000033 **CHANGED** 07/19/13 MRW
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO AMERICAN HEART ASSOCIATION TR TRAN#=OX000406000002 TR CD=156 REG= PORT=PRIN	-3425 00	-3425 00 1207000034 **CHANGED** 07/19/13 MRW
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT	-3425 00	-3425.00 1207000035 **CHANGED** 07/19/13 MRW

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - 000-00-0000 (CONTINUED)				
	FOR 000-00-0000 PAID TO: AMERICAN RED CROSS TR TRAN#-OX000406000003 TR CD=156 REG= PORT=PRIN				
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: ANGELS DEPOT TR TRAN#-OX000406000004 TR CD=156 REG= PORT=PRIN	-3425.00		-3425.00	1207000036 **CHANGED** 07/19/13 MRW
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: ARCS FOUNDATION TR TRAN#-OX000406000005 TR CD=156 REG= PORT=PRIN	-3425.00		-3425.00	1207000037 **CHANGED** 07/19/13 MRW
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: ASSOCIATION OF FUNDRAISING PROFESSIONALS TR TRAN#-OX000406000006 TR CD=156 REG= PORT=PRIN	-2500.00		-2500.00	1207000038 **CHANGED** 07/19/13 MRW
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: BIG BROTHERS BIG SISTERS OF SAN DIEGO COUNTY TR TRAN#-OX000406000007 TR CD=156 REG= PORT=PRIN	-3425.00		-3425.00	1207000039 **CHANGED** 07/19/13 MRW
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: BIRCH AQUARIUM TR TRAN#-OX000406000008 TR CD=156 REG= PORT=PRIN	-3425.00		-3425.00	1207000040 **CHANGED** 07/19/13 MRW
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: BOYS AND GIRLS CLUB OF GREATER SAN DIEGO TR TRAN#-OX000406000009 TR CD=156 REG= PORT=PRIN	-3425.00		-3425.00	1207000041 **CHANGED** 07/19/13 MRW
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: BOYS AND GIRLS CLUB OF GREATER SAN DIEGO TR TRAN#-OX000406000010 TR CD=156 REG= PORT=PRIN	-3425.00		-3425.00	1207000042 **CHANGED** 07/19/13 MRW
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: BRAILLE INSTITUTE TR TRAN#-OX000406000011 TR CD=156 REG= PORT=PRIN	-3425.00		-3425.00	1207000043 **CHANGED** 07/19/13 MRW
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: BURN INSTITUTE TR TRAN#-OX000406000012 TR CD=156 REG= PORT=PRIN	-3425.00		-3425.00	1207000044 **CHANGED** 07/19/13 MRW
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: CALIFORNIA CENTER FOR THE ARTS, ESCONDIDO	-3425.00		-3425.00	1207000045 **CHANGED** 07/19/13 MRW



TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - 000-00-0000 (CONTINUED)				
	TR TRAN#=OX000406000013 TR CD=156 REG= PORT=PRIN				
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO CASA DE AMPARO TR TRAN#=OX000406000014 TR CD=156 REG= PORT=PRIN	-3425.00		-3425.00 1207000046 **CHANGED** 07/19/13 MRW	
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO CENTER FOR COMMUNITY SOLUTIONS TR TRAN#=OX000406000015 TR CD=156 REG= PORT=PRIN	-3425 00		-3425.00 1207000047 **CHANGED** 07/19/13 MRW	
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO CLASSICS FOR KIDS TR TRAN#=OX000406000016 TR CD=156 REG= PORT=PRIN	-3425 00		-3425.00 1207000048 **CHANGED** 07/19/13 MRW	
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO COMMUNITY RESOURCE CENTER TR TRAN#=OX000406000017 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1207000049 **CHANGED** 07/19/13 MRW	
07/31/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO COMMUNITY YOUTH ATHLETIC CENTER TR TRAN#=OX000406000018 TR CD=156 REG= PORT=PRIN	-1000 00		-1000 00 1207000050 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO ELDERHELP OF SAN DIEGO TR TRAN#=OX000013000001 TR CD=156 REG= PORT=PRIN	-3425 00		-3425 00 1208000007 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO ELDER LAW AND ADVOCACY TR TRAN#=OX000013000002 TR CD=156 REG= PORT=PRIN	-3425 00		-3425 00 1208000008 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO ELEMENTARY INSTITUTE OF SCIENCE TR TRAN#=OX000013000003 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000009 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO FRIENDS OF BALBOA PARK TR TRAN#=OX000013000004 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000010 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO FRIENDS OF VISTA HILL TR TRAN#=OX000013000005 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000011 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO GIRL SCOUTS OF SAN DIEGO	-3425 00		-3425.00 1208000012 **CHANGED** 07/19/13 MRW	

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - 000-00-0000 (CONTINUED)				
	TR TRAN#=OX000013000006 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO GROSSMONT HOSPITAL FOUNDATION TR TRAN#=OX000013000007 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000013 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO HELEN WOODWARD ANIMAL CENTER TR TRAN#=OX000013000008 TR CD=156 REG= PORT=PRIN	-3425 00		-3425 00 1208000014 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO INTERFAITH SHELTER NETWORK TR TRAN#=OX000013000009 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000015 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO JEWISH FAMILY SERVICE TR TRAN#=OX000013000010 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000016 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO JUNIOR ACHIEVEMENT TR TRAN#=OX000013000011 TR CD=156 REG= PORT=PRIN	-3425 00		-3425 00 1208000017 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO JUNIOR LEAGUE OF SAN DIEGO TR TRAN#=OX000013000012 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000018 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO LA JOLLA COMMUNITY CENTER TR TRAN#=OX000013000013 TR CD=156 REG= PORT=PRIN	-1000 00		-1000 00 1208000019 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO LA JOLLA PLAYHOUSE TR TRAN#=OX000013000014 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000020 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO LAMB PLAYERS THEATER TR TRAN#=OX000013000015 TR CD=156 REG= PORT=PRIN	-3425.00		-3425.00 1208000021 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO LYRIC OPERA SAN DIEGO TR TRAN#=OX000013000016 TR CD=156 REG= PORT=PRIN	-3425 00		-3425.00 1208000022 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO MALASHOCK DANCE	-3425 00		-3425.00 1208000023 **CHANGED** 07/19/13 MRW	

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - 000-00-0000 (CONTINUED)				
	TR TRAN#=OX000013000017 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: MAMA'S KITCHEN	-3425 00		-3425.00 1208000024 **CHANGED** 07/19/13 MRW	
	TR TRAN#=OX000013000018 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: MEALS ON WHEELS	-3425 00		-3425 00 1208000025 **CHANGED** 07/19/13 MRW	
	TR TRAN#=OX000013000019 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: MIRACLE BABIES	-1000.00		-1000 00 1208000026 **CHANGED** 07/19/13 MRW	
	TR TRAN#=OX000013000020 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: MO' OLELO PERFORMING ARTS COMPANY	-3425 00		-3425.00 1208000027 **CHANGED** 07/19/13 MRW	
	TR TRAN#=OX000013000021 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: MONARCH SCHOOL PROJECT	-3425 00		-3425.00 1208000028 **CHANGED** 07/19/13 MRW	
	TR TRAN#=OX000013000022 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: NTC FOUNDATION	-3425 00		-3425.00 1208000029 **CHANGED** 07/19/13 MRW	
	TR TRAN#=OX000013000023 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: NORTH COUNTY SOLUTIONS FOR CHANGE	-3425 00		-3425.00 1208000030 **CHANGED** 07/19/13 MRW	
	TR TRAN#=OX000013000024 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: THE OLD GLOBE	-3425.00		-3425 00 1208000031 **CHANGED** 07/19/13 MRW	
	TR TRAN#=OX000013000025 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: OLIVEWOOD GARDENS	-3425.00		-3425 00 1208000032 **CHANGED** 07/19/13 MRW	
	TR TRAN#=OX000013000026 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: ORCHESTRA NOVA	-3425 00		-3425 00 1208000033 **CHANGED** 07/19/13 MRW	
	TR TRAN#=OX000013000027 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO: OUTDOOR OUTREACH	-3425 00		-3425 00 1208000034 **CHANGED** 07/19/13 MRW	

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - 000-00-0000 (CONTINUED)				
	TR TRAN#-OX000013000028 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO PLAYWRIGHTS PROJECT TR TRAN#-OX000013000029 TR CD=156 REG= PORT=PRIN	-3425 00		-3425.00 1208000035 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO. POINT LOMA NAZARENE UNIVERSITY TR TRAN#-OX000013000030 TR CD=156 REG= PORT=PRIN	-1000 00		-1000 00 1208000036 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO. POWAY CENTER FOR THE PERFORMING ARTS TR TRAN#-OX000013000031 TR CD=156 REG= PORT=PRIN	-3425 00		-3425 00 1208000037 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO PRO KIDS TR TRAN#-OX000013000032 TR CD=156 REG= PORT=PRIN	-1000 00		-1000 00 1208000038 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO PROMISES2KIDS TR TRAN#-OX000013000033 TR CD=156 REG= PORT=PRIN	-3425.00		-3425.00 1208000039 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO. ST MADELEINE SOPHIE'S CENTER TR TRAN#-OX000013000034 TR CD=156 REG= PORT=PRIN	-3425.00		-3425.00 1208000040 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO. ST VINCENT DE PAUL VILLAGE TR TRAN#-OX000013000035 TR CD=156 REG= PORT=PRIN	-3425 00		-3425 00 1208000041 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO. SALK INSTITUTE TR TRAN#-OX000013000036 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000042 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO. SALVATION ARMY TR TRAN#-OX000013000037 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000043 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO. SAN DIEGO ADAPTIVE SPORTS FOUNDATION TR TRAN#-OX000013000038 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000044 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO.	-3425.00		-3425.00 1208000045 **CHANGED** 07/19/13 MRW	

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - 000-00-0000 (CONTINUED)				
	SAN DIEGO AUTOMOTIVE MUSEUM TR TRAN#=OX000013000039 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO:	-3425.00		-3425 00 1208000046 **CHANGED** 07/19/13 MRW	
	SAN DIEGO BOTANIC GARDEN TR TRAN#=OX000013000040 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO:	-3425 00		-3425 00 1208000047 **CHANGED** 07/19/13 MRW	
	SAN DIEGO CHILDREN'S DISCOVERY MUSEUM TR TRAN#=OX000013000041 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO:	-3425 00		-3425 00 1208000048 **CHANGED** 07/19/13 MRW	
	SAN DIEGO COUNCIL ON LITERACY TR TRAN#=OX000013000042 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO:	-3425.00		-3425 00 1208000049 **CHANGED** 07/19/13 MRW	
	SAN DIEGO COUNTY MEDICAL SOCIETY FOUNDATION TR TRAN#=OX000013000043 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO:	-3425 00		-3425 00 1208000050 **CHANGED** 07/19/13 MRW	
	SAN DIEGO EDUCATION FUND TR TRAN#=OX000013000044 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO:	-3425 00		-3425 00 1208000051 **CHANGED** 07/19/13 MRW	
	SAN DIEGO FOOD BANK TR TRAN#=OX000013000045 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO:	-3425 00		-3425.00 1208000052 **CHANGED** 07/19/13 MRW	
	SAN DIEGO HISTORY CENTER TR TRAN#=OX000013000046 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO:	-3425.00		-3425 00 1208000053 **CHANGED** 07/19/13 MRW	
	SAN DIEGO HOSPICE FOUNDATION TR TRAN#=OX000013000047 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO:	-2520.00		-2520 00 1208000054 **CHANGED** 07/19/13 MRW	
	SAN DIEGO HUMANE SOCIETY TR TRAN#=OX000013000048 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR 000-00-0000 PAID TO:	-3425.00		-3425.00 1208000055 **CHANGED** 07/19/13 MRW	
	SAN DIEGO MUSEUM OF ART TR TRAN#=OX000013000049 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT	-3425 00		-3425 00 1208000056 **CHANGED** 07/19/13 MRW	

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED) SEE ATTACHED STATEMENT - 000-00-0000 (CONTINUED)				
	FOR 000-00-0000 PAID TO SAN DIEGO NATURAL HISTORY MUSEUM TR TRAN#-OX000013000050 TR CD=156 REG= PORT=PRIN				
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO SAN DIEGO OPERA TR TRAN#-OX000013000051 TR CD=156 REG= PORT=PRIN	-3425 00		-3425 00 1208000057 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO SAN DIEGO SHAKESPEARE SOCIETY TR TRAN#-OX000013000054 TR CD=156 REG= PORT=PRIN	-1000.00		-1000 00 1208000060 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO SAN DIEGO SYMPHONY TR TRAN#-OX000013000055 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000061 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO SCRIPPSHEALTH TR TRAN#-OX000013000056 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000062 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO SECOND CHANCE TR TRAN#-OX000013000057 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000063 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO SHARP HEALTHCARE FOUNDATION TR TRAN#-OX000013000058 TR CD=156 REG= PORT=PRIN	-3425 00		-3425 00 1208000064 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO SPECIAL DELIVERY SAN DIEGO TR TRAN#-OX000013000059 TR CD=156 REG= PORT=PRIN	-1000.00		-1000.00 1208000065 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO STREET OF DREAMS TR TRAN#-OX000013000060 TR CD=156 REG= PORT=PRIN	-1000.00		-1000 00 1208000066 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO TURNING THE HEARTS CENTER TR TRAN#-OX000013000061 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000067 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR: 000-00-0000 PAID TO VOICES FOR CHILDREN TR TRAN#-OX000013000062 TR CD=156 REG= PORT=PRIN	-3425.00		-3425 00 1208000068 **CHANGED** 07/19/13 MRW	
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT	-750 00		-750 00 1208000069 **CHANGED** 07/19/13 MRW	

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## 149 BENEFICIARY DISTRIBUTIONS (CONTINUED)

SEE ATTACHED STATEMENT - 000-00-0000 (CONTINUED)

	FOR. 000-00-0000 PAID TO WRITE OUT LOUD TR TRAN#-OX000013000063 TR CD=156 REG= PORT=PRIN			
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO. YMCA PALOMAR TR TRAN#-OX000013000064 TR CD=156 REG= PORT=PRIN	-3425.00	-3425 00	1208000070 **CHANGED** 07/19/13 MRW
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO. YMCA PENINSULA TR TRAN#-OX000013000065 TR CD=156 REG= PORT=PRIN	-3425 00	-3425 00	1208000071 **CHANGED** 07/19/13 MRW
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO. YMCA SAN DIEGO COUNTY TR TRAN#-OX000013000066 TR CD=156 REG= PORT=PRIN	-13000.00	-13000 00	1208000072 **CHANGED** 07/19/13 MRW
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO. YMCA YOUTH & FAMILY SERVICES TR TRAN#-OX000013000067 TR CD=156 REG= PORT=PRIN	-3425.00	-3425.00	1208000073 **CHANGED** 07/19/13 MRW
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO YNPN TR TRAN#-OX000013000068 TR CD=156 REG= PORT=PRIN	-500.00	-500.00	1208000074 **CHANGED** 07/19/13 MRW
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO ZOOLOGICAL SOCIETY OF SAN DIEGO TR TRAN#-OX000013000069 TR CD=156 REG= PORT=PRIN	-3425.00	-3425.00	1208000075 **CHANGED** 07/19/13 MRW
08/01/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO. CYGNET THEATRE COMPANY TR TRAN#-OX000013000070 TR CD=156 REG= PORT=PRIN	-3425 00	-3425 00	1208000076 **CHANGED** 07/19/13 MRW
08/03/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2011 GRANT FOR: 000-00-0000 PAID TO. TURNING THE HEARTS CENTER TR TRAN#-OX000055000004 TR CD=156 REG= PORT=PRIN	-3000.00	-3000 00	1208000080 **CHANGED** 07/19/13 MRW
08/06/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO: SAN DIEGO PUBLIC LIBRARY FOUNDATION TR TRAN#-OX000071000008 TR CD=156 REG= PORT=PRIN	-3425.00	-3425 00	1208000087 **CHANGED** 07/19/13 MRW
08/06/12	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2012 GRANT FOR. 000-00-0000 PAID TO. SAN DIEGO RESCUE MISSION INC TR TRAN#-OX000071000009 TR CD=156 REG= PORT=PRIN	-3425 00	-3425 00	1208000088 **CHANGED** 07/19/13 MRW

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED)  
SEE ATTACHED STATEMENT - 000-00-0000 (CONTINUED)  
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TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS

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-284720.00  
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Holdings - Reporting as of Trade Date  
Account: 6702035200 - SAMUEL I & JOHN HENRYFOX FOUNDATION

As of: 31-Mar-2013

Pending Transactions included

Asset Type	Asset Name	CUSIP	ISIN	Shares/Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Cash & Cash Equivalents	CASH			-21,594.3000	\$1.00 USD	31-Mar-2013	(\$21,594.30) USD	(\$21,594.30) USD	\$0.00 USD
Cash & Cash Equivalents	CASH			25,089.4500	\$1.00 USD	31-Mar-2013	\$25,089.45 USD	\$25,089.45 USD	\$0.00 USD
Cash & Cash Equivalents	HIGHMARK DIVERSIFIED MKT FID #464	43111488S	US4311148831	398,562.7900	\$1.00 USD	31-Mar-2013	\$398,562.79 USD	\$398,562.79 USD	\$0.00 USD
Funds	ISHARES MSCI EAFE ETF	464287465	US4642874659	3,500.0000	\$58.98 USD	28-Mar-2013	\$206,741.92 USD	\$206,430.00 USD	(\$311.92) USD
Funds	ISHARES MSCI EMERGING MKT FID	464287234	US4642872349	1,800.0000	\$42.77 USD	28-Mar-2013	\$70,592.67 USD	\$76,986.00 USD	\$6,393.33 USD
Funds	ISHARES SILVER TR	464280109	US4642801094	4,400.0000	\$27.43 USD	28-Mar-2013	\$75,520.26 USD	\$120,692.00 USD	\$45,171.74 USD
Funds	ISHARES TR CORE S&P SCP ETF	464287804	US4642878049	2,500.0000	\$87.06 USD	28-Mar-2013	\$139,929.75 USD	\$217,650.00 USD	\$77,720.25 USD
Funds	LAZARD EMERG MKTS INSTL (CLOSED)#38	52106N889	US52106N8891	2,858.1270	\$19.32 USD	28-Mar-2013	\$48,058.09 USD	\$55,219.01 USD	\$7,160.92 USD
Funds	PARNASSUS SMALL CAP FID #1007	701765877	US7017658771	6,095.5800	\$24.93 USD	28-Mar-2013	\$120,093.69 USD	\$151,962.81 USD	\$31,869.12 USD
Funds	PIMCO TOTAL RETURN INSTL #35	693390700	US6933907007	28,248.0350	\$11.24 USD	28-Mar-2013	\$302,259.67 USD	\$317,507.91 USD	\$15,248.24 USD
Funds	PT-CHARITABLE INCM FID	014009005	US0140090053	120,981.0000	\$10.80 USD	31-Mar-2013	\$1,200,812.62 USD	\$1,306,921.93 USD	\$106,109.31 USD
Funds	SPDR GOLD TRUST SHS	78463V107	US78463V1070	550.0000	\$154.47 USD	28-Mar-2013	\$78,902.06 USD	\$84,958.50 USD	\$6,056.44 USD
Funds	VNGRD ST TERM INVMT GRADE ADM #539	922031836		34,736.4390	\$10.81 USD	28-Mar-2013	\$370,667.93 USD	\$375,500.91 USD	\$4,832.98 USD
Funds	WESTCORE MID CAP VALUE FID	957904584	US9579045843	6,266.4910	\$22.74 USD	28-Mar-2013	\$95,000.00 USD	\$142,500.01 USD	\$47,500.01 USD
Equities	AIR PRODS & CHEMS INC	009158106	US0091581068	300.0000	\$87.12 USD	28-Mar-2013	\$14,500.50 USD	\$26,136.00 USD	\$11,635.50 USD
Equities	ALCOA INC	013817101	US0138171014	700.0000	\$8.52 USD	28-Mar-2013	\$18,662.00 USD	\$5,964.00 USD	(\$12,698.00) USD
Equities	ALLSTATE CORP	020002101	US0200021014	1,000.0000	\$49.07 USD	28-Mar-2013	\$60,040.00 USD	\$49,070.00 USD	(\$10,970.00) USD
Equities	AMEREN CORP	023608102	US0236081024	1,800.0000	\$35.02 USD	28-Mar-2013	\$45,592.02 USD	\$63,036.00 USD	\$17,443.98 USD
Equities	ANALOG DEVICES INC	032654105	US0326541051	1,500.0000	\$46.49 USD	28-Mar-2013	\$51,095.00 USD	\$69,735.00 USD	\$18,640.00 USD
Equities	APPLIED MATLS INC	038222105	US0382221051	1,500.0000	\$13.48 USD	28-Mar-2013	\$27,840.00 USD	\$20,220.00 USD	(\$7,620.00) USD
Equities	AT & T INC COM	00206R102	US00206R1023	2,000.0000	\$36.69 USD	28-Mar-2013	\$41,132.70 USD	\$73,380.00 USD	\$32,247.30 USD
Equities	BAKER HUGHES INC	057224107	US0572241075	2,000.0000	\$46.41 USD	28-Mar-2013	\$95,908.19 USD	\$92,820.00 USD	(\$3,088.19) USD
Equities	BAXTER INTL INC	071813109	US0718131099	700.0000	\$72.64 USD	28-Mar-2013	\$19,535.00 USD	\$50,848.00 USD	\$31,313.00 USD
Equities	BERKSHIRE HATHAWAY B	084670702	US0846707028	745.0000	\$104.20 USD	28-Mar-2013	\$17,641.07 USD	\$77,629.00 USD	\$59,987.93 USD
Equities	BHP BILLITON LIMITED	088606108	US0886061086	1,200.0000	\$68.43 USD	28-Mar-2013	\$55,715.20 USD	\$82,116.00 USD	\$26,400.80 USD
Equities	BRISTOL MYERS SQUIBB CO	110122108	US1101221083	2,500.0000	\$41.19 USD	28-Mar-2013	\$37,518.61 USD	\$102,975.00 USD	\$65,456.39 USD



Holdings - Reporting as of Trade Date

Account 6702035200 - SAMUEL I & JOHN HENRYFOX FOUNDATION

As of: 31-Mar-2013

Pending Transactions included

Asset Type	Asset Name	CUSIP	ISIN	Shares/Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	CENOVUS ENERGY COM	15135U109	CA15135U1093	700 0000	\$30.98 USD	28-Mar-2013	\$22,443.72 USD	\$21,693.00 USD	(\$750.72) USD
Equities	CHEVRON CORP COMMON STOCK	166764100	US1667641005	700 0000	\$118.82 USD	28-Mar-2013	\$22,928.00 USD	\$83,174.00 USD	\$60,246.00 USD
Equities	COCA-COLA CO	191216100	US1912161007	1,200 0000	\$40.44 USD	28-Mar-2013	\$1,568.00 USD	\$48,528.00 USD	\$46,940.00 USD
Equities	CONOCOPHILLIPS COM	20825C104	US20825C1045	600 0000	\$60.10 USD	28-Mar-2013	\$29,900.02 USD	\$36,060.00 USD	\$6,159.98 USD
Equities	CSX CORP	126408103	US1264081035	3,900 0000	\$24.63 USD	28-Mar-2013	\$7,059.00 USD	\$96,057.00 USD	\$88,998.00 USD
Equities	ENCANA CORP	292505104	CA2925051047	700 0000	\$19.46 USD	28-Mar-2013	\$24,323.28 USD	\$13,822.00 USD	(\$10,701.28) USD
Equities	EQUITY RESIDENTIAL	29476L107	US29476L1070	800 0000	\$55.06 USD	28-Mar-2013	\$18,883.26 USD	\$44,048.00 USD	\$25,164.74 USD
Equities	EXXON MOBIL CORP	30231G102	US30231G1022	1,300 0000	\$90.11 USD	28-Mar-2013	\$20,021.62 USD	\$117,143.00 USD	\$97,121.38 USD
Equities	FLUOR CORP (NEW)	343412102	US3434121022	1,200 0000	\$66.33 USD	28-Mar-2013	\$53,810.64 USD	\$79,596.00 USD	\$25,785.36 USD
Equities	GENERAL ELEC CO	369604103	US3696041033	2,400 0000	\$23.12 USD	28-Mar-2013	\$21,991.94 USD	\$55,488.00 USD	\$33,496.06 USD
Equities	GENERAL MILS INC	370334104	US3703341046	1,400 0000	\$49.31 USD	28-Mar-2013	\$31,883.00 USD	\$69,034.00 USD	\$37,151.00 USD
Equities	GLAXOSMITHKLINE PLC ADR	37733W105	US37733W1053	700 0000	\$46.91 USD	28-Mar-2013	\$37,826.00 USD	\$32,837.00 USD	(\$4,989.00) USD
Equities	HEWLETT PACKARD CO	428236103	US4282361033	1,000 0000	\$23.84 USD	28-Mar-2013	\$1,968.07 USD	\$23,840.00 USD	\$21,871.93 USD
Equities	INTEL CORP	458140100	US4581401001	2,600 0000	\$21.84 USD	28-Mar-2013	\$9,546.87 USD	\$56,771.00 USD	\$47,224.13 USD
Equities	JOHNSON & JOHNSON	478160104	US4781601046	650 0000	\$81.53 USD	28-Mar-2013	\$7,717.12 USD	\$52,984.50 USD	\$45,277.38 USD
Equities	KIMBERLY CLARK CORP	494368103	US4943681035	300 0000	\$97.98 USD	28-Mar-2013	\$16,261.42 USD	\$29,394.00 USD	\$13,132.58 USD
Equities	KONINKLIJKE PHILIPS NV	500472303	US5004723038	1,298 0000	\$29.55 USD	28-Mar-2013	\$19,836.57 USD	\$38,355.90 USD	\$18,519.33 USD
Equities	KRAFT FOODS GROUP INC	50076Q106	US50076Q1067	233 0000	\$51.53 USD	28-Mar-2013	\$7,502.76 USD	\$12,006.49 USD	\$4,503.73 USD
Equities	LEGGETT & PLATT INC	524660107	US5246601075	1,000 0000	\$33.78 USD	28-Mar-2013	\$24,490.00 USD	\$33,780.00 USD	\$9,290.00 USD
Equities	LILLY ELI & CO	532457108	US5324571083	750 0000	\$56.79 USD	28-Mar-2013	\$39,255.00 USD	\$42,592.50 USD	\$3,337.50 USD
Equities	LINEAR TECHNOLOGY CORP	535678106	US5356781063	1,200 0000	\$38.37 USD	28-Mar-2013	\$40,138.56 USD	\$46,044.00 USD	\$5,905.44 USD
Equities	LOCKHEED MARTIN CORP	539830109	US5398301094	500 0000	\$96.52 USD	28-Mar-2013	\$24,497.00 USD	\$48,260.00 USD	\$23,763.00 USD
Equities	MICROSOFT CORP	594918104	US5949181045	1,700 0000	\$28.61 USD	28-Mar-2013	\$54,259.00 USD	\$48,628.50 USD	(\$5,630.50) USD
Equities	MONDELEZ INTL INC CL A	609207105	US6092071058	700 0000	\$30.61 USD	28-Mar-2013	\$13,998.98 USD	\$21,430.50 USD	\$7,431.52 USD
Equities	NEWMONT MNG CORP	651639106	US6516391066	800 0000	\$41.89 USD	28-Mar-2013	\$39,649.00 USD	\$33,512.00 USD	(\$6,137.00) USD
Equities	NORTHROP GRUMMAN CORP	666807102	US6668071029	600 0000	\$70.15 USD	28-Mar-2013	\$24,524.00 USD	\$42,090.00 USD	\$17,566.00 USD



Holdings - Reporting as of Trade Date  
Account: 6702035200 - SAMUEL I & JOHN HENRYFOX FOUNDATION

As of: 31-Mar-2013

Pending Transactions included

Asset Type	Asset Name	CUSIP	ISIN	Shares/Units	Price	Date Priced	Cost Basis	Market Value	Net Unrealized Gain/Loss
Equities	NYSE EURONEXT COM	629491101	US6294911010	2,500 0000	\$38 64 USD	28-Mar-2013	\$40,921 68 USD	\$56,600 00 USD	\$55,678 32 USD
Equities	PEPSICO INC	713448108	US7134481081	600 0000	\$79 11 USD	28-Mar-2013	\$27,918 00 USD	\$47,466 00 USD	\$19,548 00 USD
Equities	Pfizer Inc	717081103	US7170811035	2,000 0000	\$28 86 USD	28-Mar-2013	\$60,388 00 USD	\$57,720 00 USD	(\$2,668 00) USD
Equities	PHILLIPS 66 COM	718546104	US7185461040	300 0000	\$69 97 USD	28-Mar-2013	\$9,427 98 USD	\$20,991 00 USD	\$11,563 02 USD
Equities	POTASH CORP SASK INC	737551107	CA7375511076	600 0000	\$39 25 USD	28-Mar-2013	\$18,633 64 USD	\$23,550 00 USD	\$4,916 36 USD
Equities	PROCTER & GAMBLE CO	742718109	US7427181091	600 0000	\$77 06 USD	28-Mar-2013	\$28,079 00 USD	\$46,236 00 USD	\$18,157 00 USD
Equities	PROLOGIS INC	74340W103	US74340W1036	1,000 0000	\$39 98 USD	28-Mar-2013	\$13,989 90 USD	\$39,980 00 USD	\$25,990 10 USD
Equities	QUALCOMM INC	747525103	US7475251036	1,400 0000	\$66 94 USD	28-Mar-2013	\$58,317 56 USD	\$93,716 00 USD	\$35,398 44 USD
Equities	UNITED TECHNOLOGIES CORP	913017109	US9130171096	400 0000	\$93 43 USD	28-Mar-2013	\$14,720 00 USD	\$37,372 00 USD	\$22,652 00 USD
Equities	VERIZON COMMUNICATIONS	92343V104	US92343V1044	1,500 0000	\$49 15 USD	28-Mar-2013	\$47,681 93 USD	\$73,725 00 USD	\$26,043 07 USD
Equities	WASTE MGMT INC DEL	94106L109	US94106L1098	1,000 0000	\$39 21 USD	28-Mar-2013	\$29,260 00 USD	\$39,210 00 USD	\$9,950 00 USD
<b>Subtotals</b>									
Cash & Cash Equivalents							\$402,057 94 USD	\$402,057 94 USD	\$0 00 USD
Funds							\$2,708,578 66 USD	\$3,056,329 08 USD	\$347,750 42 USD
Equities							\$1,450,820 81 USD	\$2,517,474 39 USD	\$1,066,653 58 USD
<b>Total</b>							<b>\$4,561,457.41 USD</b>	<b>\$5,975,861.41 USD</b>	<b>\$1,414,404.00 USD</b>