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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning DEC 1, 2012, and ending NOV 30, 2013

Name of foundation
FOX FOUNDATION, INC.

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
1445 CINCINNATI ZANESVILLE RD SW

City or town, state, and ZIP code
LANCASTER, OH 43130

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

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

Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 19,482,211.**

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

A Employer identification number
31-6023906

B Telephone number
740-654-0950

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))		(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				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	18.	18.		
4	Dividends and interest from securities	2,039,543.	2,039,543.		STATEMENT 1
5a	Gross rents				STATEMENT 2
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-46.			
b	Gross sales price for all assets on line 6a	237,628.			
7	Capital gain net income (from Part IV, line 2)	-	0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	-7,213.	0.	0.	STATEMENT 3
12	Total. Add lines 1 through 11	2,032,302.	2,039,561.	0.	
13	Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	3,500.	2,800.	0.	700.
c	Other professional fees				
17	Interest				
18	Taxes STMT 5	10,371.	292.	0.	0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	235.	189.	0.	46.
24	Total operating and administrative expenses. Add lines 13 through 23	14,106.	3,281.	0.	746.
25	Contributions, gifts, grants paid	730,000.			730,000.
26	Total expenses and disbursements. Add lines 24 and 25	744,106.	3,281.	0.	730,746.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,288,196.			
b	Net investment income (if negative, enter -0-)		2,036,280.		
c	Adjusted net income (if negative, enter -0-)			0.	

223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form 990-PF (2012)

15350401 716836 12425

2012.05050 FOX FOUNDATION, INC.

12425 1

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		68,524.	779,613.	779,613.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock STMT 8	1,643,275.	2,147,685.	18,375,672.	
	c	Investments - corporate bonds STMT 9	270,696.	343,390.	326,926.	
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)			1,982,495.	3,270,688.	19,482,211.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds	1,611,313.	1,611,313.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	371,182.	1,659,375.			
30	Total net assets or fund balances	1,982,495.	3,270,688.			
31	Total liabilities and net assets/fund balances	1,982,495.	3,270,688.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,982,495.
2	Enter amount from Part I, line 27a	2	1,288,196.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,270,691.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	3.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,270,688.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 237,628.		237,674.	-46.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			-46.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-46.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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			
2010			
2009			
2008			
2007			

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

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	40,726.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	40,726.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	40,726.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,560.	
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	7	9,560.	
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	31,166.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► ROBERT L. FOX Telephone no. ► 740-653-9581
 Located at ► 1445 CINCINNATI ZANESVILLE RD SW, LANCASTER, OH ZIP+4 ► 43130

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? Yes No
16 X
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" 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)? N/A	1b	
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? N/A	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? <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.) 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. N/A		
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) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT L. FOX	TRUSTEE			
1445 CINCINNATI ZANESVILLE ROAD SW				
LANCASTER, OH 43130	2.50	0.	0.	0.
ELIZABETH Q. FOX	TRUSTEE			
1445 CINCINNATI ZANESVILLE ROAD SW				
LANCASTER, OH 43130	2.50	0.	0.	0.
DONALD R. SUTTON	TRUSTEE			
1445 CINCINNATI ZANESVILLE ROAD SW				
LANCASTER, OH 43130	2.50	0.	0.	0.

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

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

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

0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A**Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,248,213.
b	Average of monthly cash balances	1b	576,657.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	17,824,870.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,824,870.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	267,373.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,557,497.
6	Minimum investment return. Enter 5% of line 5	6	877,875.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	877,875.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	40,726.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	40,726.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	837,149.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	837,149.
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	837,149.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	730,746.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	730,746.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	730,746.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				837,149.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			728,529.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 730,746.				
a Applied to 2011, but not more than line 2a			728,529.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,217.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				834,932.
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				
d Excess from 2011				
e Excess from 2012				

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)				
a Paid during the year				
BIG BROTHERS/BIG SISTERS OF FAIRFIELD COUNTY 111 SOUTH BROAD STREET, SUITE 106 LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	5,000.
CENTRAL CAROLINA COMMUNITY FOUNDATION 2711 MIDDLEBURG DRIVE, STE 213 COLUMBIA, SC 29204	NONE	PUBLIC CHARITY	GENERAL	25,000.
COLUMBIA MUSEUM OF ART PO BOX 2068 COLUMBIA, SC 29202	NONE	PUBLIC CHARITY	GENERAL	75,000.
COLUMBUS MUSEUM OF ART 480 EAST BROAD STREET COLUMBUS, OH 43215	NONE	PUBLIC CHARITY	ANNUAL FUND	45,000.
DECORATIVE ARTS CENTER OF OHIO 145 EAST MAIN STREET LANCASTER, OH 43130	NONE	PUBLIC CHARITY	ANNUAL FUND	25,000.
Total			SEE CONTINUATION SHEET(S)	730,000.
b Approved for future payment				
NONE				
Total				0.

Part XVII

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

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="checked" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <i>Robert Fox</i>		Date <i>4/4/14</i>		Title <i>Pres.</i>	
Paid Preparer Use Only	Print/Type preparer's name JON YERIAN, CPA		Preparer's signature <i>[Signature]</i>		Date <i>3/31/14</i>	
	Check <input type="checkbox"/> if self-employed		PTIN P00575540		Firm's name ▶ JOHN GERLACH & COMPANY LLP	
	Firm's EIN ▶ 31-4419361		Firm's address ▶ 37 W BROAD ST STE 530 COLUMBUS, OH 43215		Phone no. 614-224-2164	

Form **990-PF** (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a GECC 6.05% 2/6/47; 1,000 SHS.		P	01/31/07	01/18/13
b QUESTAR CORP; 600 SHS.		P	01/26/07	01/26/07
c US BANCORP; 1,000 SHS.		P	02/27/08	02/12/13
d AT&T CORP 8.375% 3/15/13; 8,000 SHS.		P	01/10/06	03/15/13
e MICROSOFT CORP; 3,000 SHS		P	02/25/13	09/16/13
f NEWMONT MINING CORP; 1,000 SHS.		P	04/03/13	09/26/13
g DWS SECS TR; 2,441 SHS.		P	VARIOUS	09/26/13
h FORD MOTOR CO 7.00% 10/01/13; 35,000 SHS.		P	01/10/06	10/01/13
i QEP RESOURCES INC; 600 SHS.		P	01/26/07	10/25/13
j LONG TERM GAIN FROM PASSTHROUGH K-1		P	VARIOUS	12/31/12
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 25,000.		25,456.	-456.
b 13,978.		7,868.	6,110.
c 34,076.		33,254.	822.
d 8,000.		8,194.	-194.
e 66,334.		55,609.	10,725.
f 27,996.		39,294.	-11,298.
g 7,487.		16,104.	-8,617.
h 35,000.		35,623.	-623.
i 19,728.		16,272.	3,456.
j 29.			29.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-456.
b			6,110.
c			822.
d			-194.
e			10,725.
f			-11,298.
g			-8,617.
h			-623.
i			3,456.
j			29.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-46.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DENISON UNIVERSITY PO BOX 734 GRANVILLE, OH 43023	NONE	SCHOOL	ANNUAL FUND	5,000.
DENISON UNIVERSITY PO BOX 734 GRANVILLE, OH 43023	NONE	SCHOOL	SCHOLARSHIP FUND	30,000.
FAIRFIELD HERITAGE ASSOCIATION 105 EAST WHEELING STREET LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	30,000.
FAIRHOPE HOSPICE 282 SELLS ROAD LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	10,000.
FORGOTTEN 4-PAWS PO BOX 1046 LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	10,000.
FOUNDATION DINNERS/SHELTER 1000 WEST FIFTH AVENUE LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	25,000.
FRANKLIN PARK CONSERVATORY 1777 EAST BROAD STREET COLUMBUS, OH 43203	NONE	PUBLIC CHARITY	GENERAL	25,000.
GEORGE AND RAYMOND FRANK FOUNDATION PO BOX 789 YARMOUTH, ME 04096	NONE	PUBLIC CHARITY	CAMP KAWANHEE	5,000.
GOODWILL COLUMBUS 1331 EDGEHILL ROAD COLUMBUS, OH 43212	NONE	PUBLIC CHARITY	GENERAL	10,000.
HOMELESS FAMILIES FOUNDATION 651 WEST BROAD STREET COLUMBUS, OH 43215	NONE	PUBLIC CHARITY	GENERAL	15,000.
Total from continuation sheets				555,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MID-OHIO FOOD BANK 3960 BROOKHAM DRIVE GROVE CITY, OH 43123	NONE	PUBLIC CHARITY	GENERAL	20,000.
OHIO HISTORICAL SOCIETY 800 EAST 17TH AVENUE COLUMBUS, OH 43211	NONE	PUBLIC CHARITY	GENERAL	25,000.
OHIO UNIVERSITY FOUNDATION PO BOX 869 ATHENS, OH 45701	NONE	SCHOOL	GENERAL	25,000.
PRINCETON UNIVERSITY PO BOX 291 PRINCETON, NJ 08544	NONE	SCHOOL	ANNUAL GIVING, ATHLETICS	2,000.
PROMUSICA 243 NORTH FIFTH STREET, STE 202 COLUMBUS, OH 43215	NONE	PUBLIC CHARITY	GENERAL	15,000.
ROBERT K FOX FAMILY YMCA 465 WEST 6TH AVENUE LANCASTER, OH 43130	NONE	PUBLIC CHARITY	PARTNER WITH YOUTH	10,000.
ROBERT K FOX FAMILY YMCA 465 WEST 6TH AVENUE LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	50,000.
RWANDAN WOMEN IN ACTION 385 EAST DUBLIN-GRANVILLE ROAD COLUMBUS, OH 43085	NONE	PUBLIC CHARITY	GENERAL	5,000.
SALVATION ARMY 228 WEST HUBERT AVENUE LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	15,000.
THE COLUMBUS ACADEMY 4300 CHERRY BOTTOM ROAD GAHANNA, OH 43230	NONE	SCHOOL	ANNUAL FUND	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE COLUMBUS ACADEMY 4300 CHERRY BOTTOM ROAD GAHANNA, OH 43230	NONE	SCHOOL	TRACK & FIELD FUND	25,000.
THE GRANGE INSURANCE AUDUBON CENTER 505 W. WHITTIER STREET COLUMBUS, OH 43215	NONE	PUBLIC CHARITY	GENERAL	1,000.
THE OHIO STATE UNIVERSITY FOUNDATION 364 WEST LANE AVENUE, SUITE B COLUMBUS, OH 43201	NONE	SCHOOL	GENERAL	60,000.
THE OHIO TO ERIE TRAIL FUND 118 GRACELAND BLVD #146 COLUMBUS, OH 43214	NONE	PUBLIC CHARITY	GENERAL	1,000.
THE WILDS 14000 INTERNATIONAL RD CUMBERLAND, OH 43732	NONE	PUBLIC CHARITY	GENERAL	1,000.
UNITED WAY OF FAIRFIELD COUNTY 115 SOUTH BROAD STREET LANCASTER, OH 43130	NONE	PUBLIC CHARITY	GENERAL	25,000.
UNITED WAY OF THE MIDLANDS 1800 MAIN STREET COLUMBIA, SC 29201	NONE	PUBLIC CHARITY	GENERAL	100,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
BANK INTEREST	14.
INTEREST FROM PASSTHROUGH	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	18.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE BONDS	16,580.	0.	16,580.
SECURITIES	2,022,963.	0.	2,022,963.
TOTAL TO FM 990-PF, PART I, LN 4	2,039,543.	0.	2,039,543.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY LOSS FROM PASSTHROUGH K-1	-7,111.	0.	0.
SECTION 1231 LOSS FROM PASSTHROUGH	-102.	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	-7,213.	0.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,500.	2,800.	0.	700.
TO FORM 990-PF, PG 1, LN 16B	3,500.	2,800.	0.	700.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES - IRS	10,079.	0.	0.	0.
TAXES - FOREIGN	292.	292.	0.	0.
TO FORM 990-PF, PG 1, LN 18	10,371.	292.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	200.	160.	0.	40.
BANK FEES	35.	29.	0.	6.
TO FORM 990-PF, PG 1, LN 23	235.	189.	0.	46.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
NON-DEDUCTIBLE EXPENSES FROM PASS-THROUGH	3.
TOTAL TO FORM 990-PF, PART III, LINE 5	3.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AMERICAN ELECTRIC POWER	66,116.	94,120.
AT & T	41,784.	52,815.
BP PLC SPONS ADR	100,797.	94,020.
DWS GLOBAL COMMODITIES	0.	0.
FIRST ENERGY	78,282.	65,260.
FRONTIER COMMUNICATIONS	21,482.	18,720.
GABELLI GLOBAL GOLD NATURAL RESOURCES	22,801.	9,130.
JOHNSON & JOHNSON	21,642.	42,597.

FOX FOUNDATION, INC.

31-6023906

KIMBERLY-CLARK CORP	32,616.	54,580.
LANCASTER COLONY CORP.	749,706.	4,985,550.
LEHRS	25,993.	11,756,297.
NEXTERA ENERGY INC	56,245.	84,590.
NISOURCE INC.	31,372.	47,430.
NUVEEN REAL ESTATE INCOME FUND	44,240.	21,720.
PFIZER INCORPORATED	45,546.	63,460.
PORTLAND GENERAL ELECTRIC CO	26,235.	29,810.
PROCTER & GAMBLE CO	8,565.	33,688.
QEP RESOURCES INC	0.	0.
QUESTAR CORP	0.	0.
SCANA CORP NEW	38,882.	47,170.
SEMPRA ENERGY	24,947.	44,220.
SPECTRA ENERGY CORP	51,668.	67,100.
TORTOISE ENERGY INFRASTRUCTURE	35,982.	74,700.
U.S. BANCORP DE	0.	0.
VERIZON COMMUNICATIONS	38,621.	49,620.
ROYAL DUTCH SHELL	64,799.	66,700.
ELI LILLY & COMPANY	36,180.	50,220.
CENTURYLINK INC	72,810.	61,400.
ENTERPRISE PRODUCTS PARTNERS	61,836.	94,455.
PEPCO HOLDINGS INC	39,211.	38,160.
ENTERGY CORP	66,337.	61,890.
MARKWEST ENERGY PARTNERS	69,289.	69,070.
PENNYMAC MTG	42,471.	45,160.
SIX FLAGS	37,292.	37,210.
THE SOUTHERN COMPANY	41,614.	40,630.
VODAFONE GROUP PLC	52,324.	74,180.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,147,685.	18,375,672.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
AT&T BROADBAND CORP	0.	0.	
CENTURYTEL INC	25,003.	27,306.	
FORD MOTOR CREDIT CO.	0.	0.	
GENERAL AMERICAN INVESTMENT	25,106.	25,500.	
GENERAL ELECTRIC CAPITAL CORP	0.	0.	
PROLOGIS 2006	24,076.	27,245.	
ENTERGY MISS	26,200.	24,030.	
GOLDMAN SACHS	25,233.	25,180.	
ARCELORMITTAL SR UNSECURED	50,750.	52,475.	
NEXTERA ENERGY	25,055.	19,020.	
GE CAP CORP	22,606.	20,130.	
PRUDENTIAL FINL	47,753.	43,400.	
QWEST CORP	23,446.	20,060.	
SELECTIVE INS	25,526.	20,440.	
TORCHMARK CORP	22,636.	22,140.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	343,390.	326,926.	