Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545 0052

2013

For calendar year 2013, or tax year beginning , 2013, and ending ,

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

A Employer identification number: 52-6036472

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

C If exemption application is pending, check here ► [ ]

D 1 Foreign organizations, check here ► [ ]

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 1,055,979.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants etc received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	31.	31.		
	4 Dividends and interest from securities	22,814.	22,814.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	3,010.			
	b Gross sales price for all assets on line 6a 314,913.				
	7 Capital gain net income (from Part IV, line 2)		3,010.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) SEE STATEMENT 1	2,193.	2,193.		
	12 **Total.** Add lines 1 through 11	28,048.	28,048.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	10,000.	10,000.		
	c Other prof fees (attach sch)				
	17 Interest	2.	2.		
	18 Taxes (attach schedule)(see instrs) SEE STM 3	68.	68.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 4	5,186.	5,186.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,256.	15,256.		
	25 Contributions, gifts, grants paid PART XV	53,300.			53,300.
	26 **Total expenses and disbursements.** Add lines 24 and 25	68,556.	15,256.	0.	53,300.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-40,508.			
	b **Net investment income** (if negative, enter -0-)		12,792.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS 1 Cash – non-interest-bearing			
2 Savings and temporary cash investments	176,931.	141,096.	141,096.
3 Accounts receivable ►			
Less allowance for doubtful accounts ►			
4 Pledges receivable ►			
Less allowance for doubtful accounts ►			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach sch) ►			
Less allowance for doubtful accounts ►			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments – U S and state government obligations (attach schedule)			
b Investments – corporate stock (attach schedule) STATEMENT 5	836,031.	834,171.	914,883.
c Investments – corporate bonds (attach schedule)			
11 Investments – land, buildings, and equipment basis ►			
Less accumulated depreciation (attach schedule) ►			
12 Investments – mortgage loans			
13 Investments – other (attach schedule)			
14 Land, buildings, and equipment basis ►			
Less accumulated depreciation (attach schedule) ►			
15 Other assets (describe ►)			
16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	1,012,962.	975,267.	1,055,979.
LIABILITIES 17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, & other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ►)			
23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	1,012,962.	975,267.	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, building, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	1,012,962.	975,267.	
31 Total liabilities and net assets/fund balances (see instructions)	1,012,962.	975,267.	

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	1,012,962.
2 Enter amount from Part I, line 27a	2	-40,508.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 6	3	2,973.
4 Add lines 1, 2, and 3	4	975,427.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 7	5	160.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	975,267.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month day, year)
1a	SEE STATEMENT 8			
b				
c				
d				
e				

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

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

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

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	3,010.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	51,900.	1,046,023.	0.049616
2011	51,400.	1,047,358.	0.049076
2010	42,000.	1,020,088.	0.041173
2009	67,636.	865,709.	0.078128
2008	93,290.	1,349,383.	0.069135

2	**Total** of line 1, column (d)	2	0.287128
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.057426
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,051,424.
5	Multiply line 4 by line 3	5	60,379.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	128.
7	Add lines 5 and 6	7	60,507.
8	Enter qualifying distributions from Part XII, line 4	8	53,300.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1 Date of ruling or determination letter _______ (attach copy of letter if necessary — see instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b	1	256.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	256.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	256.
6	Credits/Payments		
a	2013 estimated tax pmts and 2012 overpayment credited to 2013 — 6a		
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	0.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	256.
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 2014 estimated tax ► — Refunded ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► N/A			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X

Website address ► N/A

14 The books are in care of ► KOZAK POLLEKOFF & GOLDMAN PC Telephone no ► (703) 506-9700

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

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

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2013 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 2013.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4 b		X

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

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

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

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

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

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

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

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

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

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If 'Yes' to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LINDA JOY FOX 344 COMBS FAYETTEVILLE, AR 72701	TRUSTEE 0	0.	0.	0.
LESLIE KEFAUVER 4831 PARK AVENUE BETHESDA, MD 20816	TRUSTEE 0	0.	0.	0.
ROBERT I FOX 4206 CAMINITO CASSIS SAN DIEGO, CA 92122	TRUSTEE 0	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services	►	0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	873,028.
b Average of monthly cash balances	1b	194,408.
c Fair market value of all other assets (see instructions)	1c	
d **Total** (add lines 1a, b, and c)	1d	1,067,436.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	1,067,436.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	16,012.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,051,424.
6 **Minimum investment return.** Enter 5% of line 5	6	52,571.

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

1 Minimum investment return from Part X, line 6	1	52,571.
2a Tax on investment income for 2013 from Part VI, line 5 2a 256.		
b Income tax for 2013 (This does not include the tax from Part VI) 2b		
c Add lines 2a and 2b	2c	256.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	52,315.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	52,315.
6 Deduction from distributable amount (see instructions)	6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	52,315.

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	53,300.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	53,300.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	53,300.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				52,315.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			51,474.	
b Total for prior years 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 53,300.				
a Applied to 2012, but not more than line 2a			51,474.	
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 2013 distributable amount				1,826.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 *(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 2012 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				50,489.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►

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

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e)** Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a 'Assets' alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 10				
Total			► 3a	53,300.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	31.	
4 Dividends and interest from securities			14	22,814.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	2,193.	
8 Gain or (loss) from sales of assets other than inventory			14	3,010.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				28,048.	

13 Total. Add line 12, columns (b), (d), and (e) 13 28,048.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule

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

Sign Here

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

Leslie J Kefauver 4/25/14 TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CARL SERGI	Carl Sergi	4/21/14		P01405769
Firm's name ► KOZAK, POLLEKOFF & GOLDMAN, P.C.			Firm's EIN ► 54-1639552	
Firm's address ► 1950 OLD GALLOWS ROAD, SUITE 440 VIENNA, VA 22182			Phone no (703) 506-9700	

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 2,193.	$ 2,193.	
TOTAL	$ 2,193.	$ 2,193.	$ 0.

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

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

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES-37525	$ 9.	$ 9.		
FOREIGN TAXES-55641	58.	58.		
KKR & CO LP	1.	1.		
TOTAL	$ 68.	$ 68.	$ 0.	$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	$ 12.	$ 12.		
INVESTMENT ADVISORY FEES-37525	3,919.	3,919.		
INVESTMENT ADVISORY FEES-55641	1,255.	1,255.		
TOTAL	$ 5,186.	$ 5,186.	$ 0.	$ 0.

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

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GLADSTONE CAPITAL CORP	MKT VAL	$ 44,600.	$ 19,140.
APPLE INC	MKT VAL	0.	0.
EXXON MOBIL CORP	MKT VAL	18,924.	25,199.
FORD MOTOR CO	MKT VAL	0.	0.
JPMORGAN ALERIAN MLP INDEX	MKT VAL	36,136.	46,350.
FAIRHOLME FUND	MKT VAL	50,535.	56,472.
OAKMARK INTL FUND	MKT VAL	10,237.	13,294.
SCOUT MID CAP FUND	MKT VAL	82,702.	105,565.
WELLS FARGO ADVANTAGE GROWTH FUND	MKT VAL	43,916.	60,974.
ISHARES IBOXX HIGH YIELD CORP BOND	MKT VAL	39,645.	41,796.
DOUBLE LINE TOTAL RETURN FUND	MKT VAL	82,167.	79,406.
FIRST TRUST PREFERRED SECURITIES & INCOM	MKT VAL	41,100.	41,308.
INVESCO BALANCED-RISK ALLOC FD A	MKT VAL	39,000.	36,432.
APPLE INC	MKT VAL	0.	0.
BAIDU INC ADS	MKT VAL	0.	0.
FREEPORT MCMORAN COPPER & GOLD INC	MKT VAL	0.	0.
NIKE INC CL B	MKT VAL	12,845.	21,862.
PIER 1 IMPORTS INC	MKT VAL	6,293.	11,448.
WHOLE FOODS MARKET INC	MKT VAL	15,764.	27,642.
AT&T	MKT VAL	15,443.	15,822.
EATON VANCE GLOBAL MACRO	MKT VAL	0.	0.
GOOGLE INC	MKT VAL	18,841.	35,863.
HEINZ H J CO	MKT VAL	0.	0.
ISHARES GOLD TRUST ETF	MKT VAL	36,194.	26,280.
NATAXIS LOOMIS SAYLES BOND FUND	MKT VAL	50,000.	48,926.
AT&T	MKT VAL	0.	0.
COCONOPHILLIPS	MKT VAL	2,603.	3,533.
DANDREON CORP	MKT VAL	0.	0.
EATON CORP	MKT VAL	3,358.	4,948.
EMC CORP	MKT VAL	1,921.	1,886.
GELERAL ELECTRIC CO	MKT VAL	16,979.	19,621.
INT'L BUSINESS MACHINES	MKT VAL	0.	0.
NUANCE COMMUNICATIONS INC	MKT VAL	0.	0.
PHILLIPS 66	MKT VAL	821.	1,928.
SANOFI SPONSORED ADR	MKT VAL	4,104.	5,899.
SCHLUMBERGER LTD	MKT VAL	1,883.	2,253.
AMERICAN REALTY CAP PPTYS REIT	MKT VAL	54,261.	50,119.
WALT DISNEY CO	MKT VAL	10,670.	12,224.
COLFAX CORP	MKT VAL	29,343.	31,845.
GILEAD SCIENCES INC	MKT VAL	13,777.	15,020.
HONEYWELL INTL INC	MKT VAL	44,080.	45,685.
VERIZON COMMUNICATIONS INC	MKT VAL	6,029.	6,143.
	TOTAL	$ 834,171.	$ 914,883.

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

NONTAXABLE DISTRIBUTIONS	$ 2,973.
TOTAL	$ 2,973.

STATEMENT 7
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

FEDERAL TAX PAID	$ 160.
TOTAL	$ 160.

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	100.000 APPLE INC	PURCHASED	9/07/2011	6/25/2013
2	80.000 APPLE INC	PURCHASED	10/17/2011	6/25/2013
3	489.145 EATON VANCE GLOBAL MACRO	PURCHASED	2/22/2012	3/07/2013
4	0.335 EATON VANCE GLOBAL MACRO	PURCHASED	3/01/2012	3/07/2013
5	1.492 EATON VANCE GLOBAL MACRO	PURCHASED	4/02/2012	3/07/2013
6	1.447 EATON VANCE GLOBAL MACRO	PURCHASED	5/01/2012	3/07/2013
7	1.527 EATON VANCE GLOBAL MACRO	PURCHASED	6/01/2012	3/07/2013
8	1,023.541 EATON VANCE GLOBAL MACRO	PURCHASED	6/12/2012	3/07/2013
9	950.000 FORD MOTOR CO	PURCHASED	5/11/2011	12/18/2013
10	300.000 HEINZ H J CO	PURCHASED	6/07/2012	5/09/2013
11	ISHARES GOLT TRUST-RETURN OF PRINCIPLE	PURCHASED	12/31/2012	12/31/2013
12	100.00 AMERICAN RLTY CAP PPTYS REIT	PURCHASED	3/07/2013	8/09/2013
13	43.000 APPLE INC	PURCHASED	5/11/2011	6/25/2013
14	125.000 AT&T INC	PURCHASED	2/03/2012	12/12/2013
15	88.000 BAIDU INC ADS	PURCHASED	8/11/2011	6/25/2013
16	11.000 BAIDU INC ADS	PURCHASED	11/02/2011	6/25/2013
17	339.000 DENDREON CORP	PURCHASED	1/30/2012	3/07/2013
18	355.000 DENDREON CORP	PURCHASED	1/30/2012	3/07/2013
19	55.000 DENDREON CORP	PURCHASED	1/30/2012	3/07/2013
20	4,975.124 FEDERATED MUNI ULTRASHORT FD	PURCHASED	2/19/2013	3/07/2013
21	0.376 FEDERATED MUNI ULTRASHORT FD	PURCHASED	3/01/2013	3/07/2013
22	88.000 FREEPORT MCMORAN COP&GOLD INC	PURCHASED	11/02/2011	12/12/2013
23	178.000 FREEPORT MCMORAN COP&GOLD INC	PURCHASED	9/30/2011	12/12/2013
24	97.000 FREEPORT MCMORAN COP&GOLD INC	PURCHASED	1/13/2012	12/12/2013
25	40.000 FREEPORT MCMORAN COP&GOLD INC	PURCHASED	1/25/2012	12/12/2013
26	15.000 INTL BUSINESS MACH	PURCHASED	2/03/2012	12/12/2013
27	250.000 KKR &CO	PURCHASED	3/15/2013	6/12/2013
28	500.000 LINNCO LLC	PURCHASED	3/12/2013	6/13/2013
29	500.000 LINNCO LLC	PURCHASED	5/10/2013	6/13/2013
30	500.000 LINNCO LLC	PURCHASED	6/05/2013	6/13/2013
31	250.000 MONDELEZ INTL INC	PURCHASED	3/15/2013	11/14/2013
32	192.000 NUANCE COMMUNICATIONS INC	PURCHASED	1/12/2012	3/07/2013
33	93.000 NUANCE COMMUNICATIONS INC	PURCHASED	1/12/2012	3/07/2013
34	104.000 NUANCE COMMUNICATIONS INC	PURCHASED	1/13/2012	3/07/2013
35	60.000 NUANCE COMMUNICATIONS INC	PURCHASED	1/25/2012	3/07/2013
36	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	40,067.		38,628.	1,439.				$ 1,439.
2	32,054.		32,591.	-537.				-537.
3	4,838.		4,876.	-38.				-38.
4	3.		3.	0.				0.
5	15.		15.	0.				0.
6	14.		14.	0.				0.

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
7	15.		15.	0.				$ 0.
8	10,123.		9,958.	165.				165.
9	14,900.		14,533.	367.				367.
10	21,723.		16,061.	5,662.				5,662.
11	78.		0.	78.				78.
12	1,400.		1,375.	25.				25.
13	17,221.		15,035.	2,186.				2,186.
14	4,248.		3,672.	576.				576.
15	7,906.		11,726.	-3,820.				-3,820.
16	988.		1,595.	-607.				-607.
17	1,973.		4,902.	-2,929.				-2,929.
18	2,066.		5,313.	-3,247.				-3,247.
19	320.		830.	-510.				-510.
20	50,050.		50,000.	50.				50.
21	4.		4.	0.				0.
22	3,023.		4,059.	-1,036.				-1,036.
23	6,115.		6,439.	-324.				-324.
24	3,332.		3,958.	-626.				-626.
25	1,374.		1,748.	-374.				-374.
26	2,612.		2,881.	-269.				-269.
27	4,833.		4,816.	17.				17.
28	18,610.		19,177.	-567.				-567.
29	18,610.		19,775.	-1,165.				-1,165.
30	18,610.		18,385.	225.				225.
31	8,438.		7,082.	1,356.				1,356.
32	3,623.		5,194.	-1,571.				-1,571.
33	1,755.		2,548.	-793.				-793.
34	1,963.		2,947.	-984.				-984.
35	1,132.		1,748.	-616.				-616.
36								10,877.
							TOTAL	$ 3,010.

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

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

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
A TOUCH OF LOVE FOUNDATION 604 HUPA STREET VENTURA, CA 93001	NONE	PUBLIC	CHARITY	$ 1,700.
LOW VISION INFO CENTER 7701 WOODMONT AVE #604 BETHESDA, MD 20814	NONE	PUBLIC	CHARITY	200.
NATIONAL PARKS CONSERVATION 1300 19TH STREET NW, SUITE 300 WASHINGTON, DC 20036	NONE	PUBLIC	CHARITY	700.
OPERATION UNDERSTANDING 3000 CONNECTICUT AVE NW, STE 3 WASHINGTON, DC 20008	NONE	PUBLIC	CHARITY	1,000.
AMER FRIENDS SERVICE COMMITTEE 1822 R ST NW WASHINGTON, DC 20009	NONE	PUBLIC	CHARITY	400.
ENVIRONMENTAL DEFENSE FD 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	PUBLIC	CHARITY	2,000.
UNION OF CONCERNED SCIENT 2 BRATTLE SQUARE CAMBRIDGE, MA 02238	NONE	PUBLIC	CHARITY	2,000.
FINCA 1101 14TH ST NW WASHINGTON, DC 20005	NONE	PUBLIC	CHARITY	1,000.
CONFLICT RESOLUTION CENTER PO BOX 187 SOQUEL, CA 95073	NONE	PUBLIC	CHARITY	1,000.
PLANNED PARENTHOOD 1108 16TH STREET NW WASHINGTON, DC 20003	NONE	PUBLIC	CHARITY	300.
CONGREGATION BETH ISRAEL 9001 TOWNE CENTER DRIVE SAN DIEGO, CA 92122	NONE	PUBLIC	CHARITY	3,000.
COOP GREEN AMERICA 1612 K STREET NW, SUITE 600 WASHINGTON, DC 20006	NONE	PUBLIC	CHARITY	1,200.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
HEIFER INTERNATIONAL PO BOX 1692 MERRIFIELD, VA 22116	NONE	PUBLIC	CHARITY	$ 400.
RIDDLE'S ELEPHANT SANCTUARY PO BOX 715 GREENBRIAR, AR 72058	NONE	PUBLIC	CHARITY	150.
NATURE CONSERVANCY 601 N UNIVERSITY AVE LITTLE ROCK, AR 72205	NONE	PUBLIC	CHARITY	500.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY, AL 36177	NONE	PUBLIC	CHARITY	2,000.
FRANKLIN INSTITUTE 222 NORTH 20TH STREET PHILADELPHIA, PA 19103	NONE	PUBLIC	CHARITY	500.
BCC HIGH SCHOOL EDUC FDTN PO BOX 31209 BETHESDA, MD 20824	NONE	PUBLIC	CHARITY	100.
SINGLE PARENT SCHOLARSHIP FUND 614 EAST EMMA SUITE 300 SPRINGDALE, AR 72764	NONE	PUBLIC	CHARITY	200.
CENTER FOR BIOLOGICAL DIVERSITY PO BOX 710 TUCSON, AZ 85702	NONE	PUBLIC	CHARITY	750.
FRIENDS OF CHESTER CTY LIBRARY 450 EXTON SQUARE PKY EXTON, PA 19103	NONE	PUBLIC	CHARITY	500.
CENTER FOR LAO STUDIES 65 NINTH STREET SAN FRANCISCO, CA 94103	NONE	PUBLIC	CHARITY	1,000.
CHARITY NAVIGATOR 2ND FLOOR, 1200 MCARTHUR BLVD MAHWAH, NJ 07430	NONE	PUBLIC	CHARITY	1,000.
ARENA STAGE 1101 6TH STREET SW WASHINGTON, DC 20024	NONE	PUBLIC	CHARITY	1,000.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
WETA TV 3939 CAMPBELL AVE ARLINGTON, VA 22206	NONE	PUBLIC	CHARITY	$ 300.
COMPASSIONATE WORKS FOR ALL PO BOX 7708 LITTLE ROCK, AR 72217	NONE	PUBLIC	CHARITY	2,000.
KLEIWERKS 82 BUCHANAN AVE ASHVILLE, NC 28801	NONE	PUBLIC	CHARITY	200.
LIVING LANDS & WATER 17615 GREAT RIVER RD, RTE 84 N E MOLINE, IL 61244	NONE	PUBLIC	CHARITY	300.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH ST NEW YORK, NY 10011	NONE	PUBLIC	CHARITY	2,000.
GREENPEACE 702 H ST NW #300 WASHINGTON, DC 20001	NONE	PUBLIC	CHARITY	500.
INTERFAITH WORKS/COMMUNITY MINISTRIES 114 W MONTGOMERY AVE ROCKVILLE, MD 20850	NONE	PUBLIC	CHARITY	1,500.
HUMAN RIGHTS WATCH 1630 CONNECTICUT AVE NW WASHINGTON, DC 20009	NONE	PUBLIC	CHARITY	2,500.
MARYLAND PIRG FOUNDATION 3121 ST PAUL ST #26 BALTIMORE, MD 21218	NONE	PUBLIC	CHARITY	750.
OMNI CENTER FOR PEACE 2103 LOREN CIRCLE FAYETTEVILLE, AR 72701	NONE	PUBLIC	CHARITY	1,000.
UNIVERSITY OF MICHIGAN LSA FD 500 SOUTH STATE ST #5000 ANN ARBOR, MI 48109	NONE	PUBLIC	CHARITY	100.
WOLF PARK - NAWPF RR1 BATTLE GROUND, IN 47920	NONE	PUBLIC	CHARITY	200.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
NATIONAL WILDLIFE FEDERATION PO BOX 1637 MERRIFIELD, VA 22116	NONE	PUBLIC	CHARITY	$ 200.
ENVIRONMENTAL MD RESEARCH & POLICY 3121 ST PAUL ST #26 BALTIMORE, MD 21218	NONE	PUBLIC	CHARITY	900.
INQUIRING MIND P.P. BOX 9999 BERKLEY, CA 94709	NONE	PUBLIC	CHARITY	200.
NPR KUAF RADIO STATION 747 W DIXON ST FAYETTEVILLE, AR 72701	NONE	PUBLIC	CHARITY	1,000.
SUN IN MY HEART 13431 BEAR PAW TRAIL ELY, MN 55731	NONE	PUBLIC	CHARITY	200.
WIKIPEDIA FOUNDATION 200 SECOND AVE S #358 ST PETERSBURG, FL 33701	NONE	PUBLIC	CHARITY	1,000.
ALEMEDA FOOD BANK PO BOX 2599 OAKLAND, CA 94614	NONE	PUBLIC	CHARITY	100.
ENVIRONMENTAL WORKING GROUP 1436 U STREET NW STE 100 WASHINGTON, DC 20009	NONE	PUBLIC	CHARITY	1,000.
FSGW PO BOX 5693 WASHINGTON, DC 20016	NONE	PUBLIC	CHARITY	1,000.
HADASSAH MEDICAL ORGANIZATION 5755 OBERLIN DR #202 SAN DIEGO, CA 92121	NONE	PUBLIC	CHARITY	500.
MAGEN DAVID ADOM 888 SEVENTH AVE STE 403 NEW YORK, NY 10106	NONE	PUBLIC	CHARITY	500.
BCC RESCUE SQUAD 5020 BATTERY LANE BETHESDA, MD 20814	NONE	PUBLIC	CHARITY	250.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CANINE COMPANIONS FOR INDEPENDENCE PO BOX 446 SANTA ROSA, CA 95402	NONE	PUBLIC	CHARITY	$ 250.
FRIENDS OF LITTLE FALLS LIBRARY 5500 MASSACHUSETTS AVE BETHESDA, MD 20816	NONE	PUBLIC	CHARITY	200.
ISEC/THOUSAND VARIETIES PO BOX 9475 BERKELEY, CA 94709	NONE	PUBLIC	CHARITY	200.
LEAGUE OF CONSERVATION VOTERS EDUC FD 1920 L ST NW STE 800 WASHINGTON, DC 20036	NONE	PUBLIC	CHARITY	300.
MIRROR STAGE 3940 BROOKLYN AVE NE SEATTLE, WA 98105	NONE	PUBLIC	CHARITY	100.
PARKINSON'S DESEASE FOUNDATION 710 W 168TH ST NEW YORK, NY 10032	NONE	PUBLIC	CHARITY	1,000.
PUBLIC POLICY WATCH 1308 W SECOND ST LITTLE ROCK, AR 72201	NONE	PUBLIC	CHARITY	700.
A WIDER CIRCLE 4808 MOORLAND #802 BETHESDA, MD 20814		PUBLIC	CHARITY	350.
ARNE NIXON CENTER 5200 N BARTON AVE FRESNO, CA 93740	NONE	PUBLIC	CHARITY	100.
BYCICLE COALITION OF THE OZARKS PO BOX 4173 FAYETTSVILLE, AR 72702	NONE	PUBLIC	CHARITY	150.
HOLOCUST MUSEUM 100 RAOUL WALLENBERG PL SW WASHINGTON, DC 20024	NONE	PUBLIC	CHARITY	100.
SAN DIEGO HUMANE SOCIETY 5500 GAINES ST SAN DIEGO, CA 92110	NONE	PUBLIC	CHARITY	250.

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
FOOD & WATER WATCH 1616 P ST NW STE 300 WASHINGTON, DC 20036	NONE	PUBLIC	CHARITY	$ 1,000.
EARTH JUSTICE 50 CALIFORNIA ST STE 500 SAN FRANCISCO, CA 94111	NONE	PUBLIC	CHARITY	1,100.
SIERRA CLUB FOUNDATION 85 SECOND ST, STE 750 SAN FRANCISCO, CA 94105	NONE	PUBLIC	CHARITY	1,000.
SAN DIEGO POLICE-CRISIS INTERVENTION PO BOX 80276 SAN DIEGO, CA 92038	NONE	PUBLIC	CHARITY	500.
OXFAM AMERICA 226 CAUSEWAY ST 5TH FLOOR BOSTON, MA 02114	N/A	PUBLIC	CHARITY	600.
SEVEN HILLS HOMELESS SHELTER PO BOX 474 FAYETTEVILLE, AR 72702	NONE	PUBLIC	CHARITY	200.
MRDCC 550 EAT MADISON ST BALTIMORE , MD 21202	NONE	PUBLIC	CHARITY	1,700.
CCHFP 4713 WISCONSIN AVE NW WASHINGTON , DC 20016	N/A	PUBLIC	CHARITY	1,000.
CENTER FOR BIOLOGICAL DIVERSITY PO BOX 710 TUCSON, AZ 85702	N/A	PUBLIC	CHARITY	1,500.
INSTITUTE FOR INTL CONNECTIONS 2545 E WESLEY AVE DENVER, CO 80210	N/A	PUBLIC	CHARITY	200.
			TOTAL	$ 53,300.

HENRY J. FOX FUND

CLIENT FOXFUND C/O KOZAK, POLLEKOFF & GOLDMAN PC 52-6036472

OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.

UBS #37525	$	19,555.
UBS #55641-DIVIDENDS		3,238.
KKR & CO LP		21.
TOTAL	$	22,814.

OTHER INCOME PRODUCING ACTIVITIES
OTHER INVESTMENT INCOME [O]

UBS #37525	$	2,189.
KKR & CO LP		4.
TOTAL	$	2,193.

DISPOSITIONS
EXCLUDED (2A)

UBS #37525	$	10,877.
TOTAL	$	10,877.