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

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation	A Employer identification number
FOX FAMILY FOUNDATION, INC. C/O DAVID D. BEISCHER	56-1756144
Number and street (or P O box number if mail is not delivered to street address): 2451 CROASDAILE FARM PARKWAY — Room/suite: 101	B Telephone number: 919-383-5575
City or town, state or province, country, and ZIP or foreign postal code: DURHAM, NC 27705	C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (*from Part II, col. (c), line 16*) ▶$ 10,777,386.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(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	330,560.		N/A	
2 Check ▶ ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	168,576.	168,576.		STATEMENT 1
5a Gross rents	<12.>	<12.>		STATEMENT 2
b Net rental income or (loss) <12.>				
6a Net gain or (loss) from sale of assets not on line 10	198,339.			
b Gross sales price for all assets on line 6a 2,081,716.				
7 Capital gain net income (from Part IV, line 2)		198,339.		
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	107,552.	107,552.		STATEMENT 3
12 **Total.** Add lines 1 through 11	805,015.	474,455.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	60,000.	0.		6,000.
14 Other employee salaries and wages	7,000.	0.		700.
15 Pension plans, employee benefits				
16a Legal fees STMT 4	570.	513.		57.
b Accounting fees STMT 5	3,900.	3,510.		390.
c Other professional fees STMT 6	20,137.	20,110.		27.
17 Interest	2,145.	2,145.		0.
18 Taxes STMT 7	8,866.	4,613.		513.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 8	20,779.	20,669.		110.
24 **Total operating and administrative expenses.** Add lines 13 through 23	123,397.	51,560.		7,797.
25 Contributions, gifts, grants paid	409,521.			409,521.
26 **Total expenses and disbursements.** Add lines 24 and 25	532,918.	51,560.		417,318.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	272,097.			
b **Net investment income** (if negative, enter -0-)		422,895.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	222,432.	144,007.	144,007.
	3 Accounts receivable ▶ 283,737.			
	Less: allowance for doubtful accounts ▶	243,016.	283,737.	283,737.
	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 9	7,704,350.	8,014,151.	10,349,642.
	c Investments - corporate bonds			
	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 - see the instructions. Also, see page 1, item 1)	8,169,798.	8,441,895.	10,777,386.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	8,169,798.	8,441,895.	
	30 **Total net assets or fund balances**	8,169,798.	8,441,895.	
	31 **Total liabilities and net assets/fund balances**	8,169,798.	8,441,895.	

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	8,169,798.
2	Enter amount from Part I, line 27a	2	272,097.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,441,895.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,441,895.

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	2,081,716.		1,883,377.	198,339.

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				198,339.

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 } 2 198,339.

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))
2012	402,034.	8,449,838.	.047579
2011	407,324.	8,214,342.	.049587
2010	405,927.	7,522,700.	.053960
2009	354,853.	6,717,121.	.052828
2008	435,374.	7,598,153.	.057300

2	**Total** of line 1, column (d)	2	.261254
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	.052251
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,633,273.
5	Multiply line 4 by line 3	5	503,348.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,229.
7	Add lines 5 and 6	7	507,577.
8	Enter qualifying distributions from Part XII, line 4	8	417,318.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	8,458.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	8,458.
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	8,458.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 9,500.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 4,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	13,500.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	86.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	4,956.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 4,956. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 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?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
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 ▶ CATHERINE MCGHEE Telephone no. ▶919-643-2225

Located at ▶2451 CROASDAILE FARM PARKWAY, SUITE 101, DURHAM, ZIP+4 ▶27705

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

			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
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 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 ▶ ______, ______, ______, ______			
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. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* 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 2013?	4b		X

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

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

(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
SEE STATEMENT 10		60,000.	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

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	9,623,786.
b	Average of monthly cash balances	1b	156,187.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,779,973.
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	9,779,973.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	146,700.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,633,273.
6	**Minimum investment return.** Enter 5% of line 5	6	481,664.

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	481,664.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 8,458.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	8,458.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	473,206.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	473,206.
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	473,206.

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	417,318.
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	417,318.
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	417,318.

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				473,206.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			7,609.	
b Total for prior years: ____, ____, ____		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: ▶ $ 417,318.				
a Applied to 2012, but not more than line 2a			7,609.	
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				409,709.
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 instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				63,497.
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 2008 not applied on line 5 or line 7	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 address of the person to whom applications should be addressed:

SEE STATEMENT 11

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CHARITABLE CONTRIBUTIONS MADE THROUGH INVESTMENT PORTFOLIOS VARIOUS		PUBLIC	VARIOUS	21.
SEE ATTACHED LIST OF GRANTEES - ATTACHMENT #2 VARIOUS		PUBLIC	VARIOUS	409,500.
Total			▶ 3a	409,521.
b Approved for future payment				
SEE ATTACHED LIST OF GRANTEES - ATTACHMENT #3 VARIOUS		PUBLIC	VARIOUS	330,000.
Total			▶ 3b	330,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	168,576.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property			16	<12.>	
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	20.	
8 Gain or (loss) from sales of assets other than inventory			18	198,339.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 12				107,532.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		474,455.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 474,455.

(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).

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ 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

Signature of officer or trustee: [signature] | Date: 9/9/14 | Title: EXECUTIVE DIRECTOR

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICK PADEN	[signature]	09/01/14		P00589732
Firm's name ▶ DIXON HUGHES GOODMAN LLP			Firm's EIN ▶ 56-0747981	
Firm's address ▶ 2501 BLUE RIDGE ROAD, SUITE 500 RALEIGH, NC 27607			Phone no. 919-876-4546	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization
FOX FAMILY FOUNDATION, INC.
C/O DAVID D. BEISCHER

Employer identification number
56-1756144

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
FOX FAMILY FOUNDATION, INC.
C/O DAVID D. BEISCHER

Employer identification number
56-1756144

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	FOX CHARITABLE LEAD UNITRUST 2451 CROASDAILE FARM PARKWAY, SUITE 101 DURHAM, NC 27705	$ 330,560.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
FOX FAMILY FOUNDATION, INC. C/O DAVID D. BEISCHER	56-1756144

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
FOX FAMILY FOUNDATION, INC. C/O DAVID D. BEISCHER	56-1756144

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	PORTFOLIO ADVISORS PRIVATE EQUITY FUND IV	P		
b	PORTFOLIO ADVISORS PRIVATE EQUITY FUND IV	P		
c	GRANVILLE MULTI-STRATEGY GLOBAL PARTNERS	P		
d	PLEXUS FUND II	P		
e	TRUST COMPANY OF THE SOUTH -SEE ATTACHED	P	VARIOUS	11/26/13
f	TRUST COMPANY OF THE SOUTH -SEE ATTACHED	P	VARIOUS	12/02/13
g	PORTFOLIO ADVISORS SECONDARY FUND II	P	VARIOUS	12/31/13
h	PORTFOLIO ADVISORS SECONDARY FUND II	P	VARIOUS	12/31/13
i	CAPITAL GAINS DIVIDENDS			
j				
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	97.			97.
b	28,399.			28,399.
c	39,653.			39,653.
d	48,566.			48,566.
e	1,149,198.		1,095,325.	53,873.
f	773,742.		788,052.	<14,310.>
g	88.			88.
h	7,846.			7,846.
i	34,127.			34,127.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				97.
b				28,399.
c				39,653.
d				48,566.
e				53,873.
f				<14,310.>
g				88.
h				7,846.
i				34,127.
j				
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	198,339.
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

2013 FOX FAMILY FOUNDATION GRANTEE LIST

Organization	Purpose	Amount
1. Achievement Academy of Durham 400 West Main Street Suite 103 Durham, NC 27701	Operating Support	$6,000
2. American Dance Festival Box 90772 Durham, NC 27708-0772	Financial Aid Fund and Capital Campaign	$17,000
3. Arts NC State NCSU Campus Box 7306 Raleigh, NC 27695-7306	Capital Campaign	$5,000
4. Big Brothers Big Sisters of the Triangle 909 Aviation Parkway, Suite 1500 Morrisville, NC 27560	Operating Support	$5,500
5. Caring House 2625 Pickett Road Durham, NC 27705	Operating Support	$6,000
6. The Carolina Theatre of Durham 309 W. Morgan Street Durham, NC 27701-2119	Ticket Subsidy for School Time Theatre Performances	$10,000
7. Communities in Schools of Durham 3412 Westgate Drive, Suite 301 Durham, NC 27707	Operating Support	$10,000
8. Dispute Settlement Center of Orange Co. 302 West Weaver Street Carrboro, NC 27510	Operating Support	$18,000
9. Dress for Success 1058 W. Club Blvd, Suite 662 Durham, NC 27701	Operating Support	$5,000

Organization	Purpose	Amount
10. Ducks Unlimited, Inc. Chapel Hill Chapter (NC057) One Waterfowl Way Memphis, TN 38120	Project Support	$10,000
11. Duke University Pediatric Blood & Bone Marrow Transplant Program DUMC Box 3350 Durham, NC 27710	Operating Support for Family Support Program	$15,000
12. Durham Academy 3601 Ridge Road Durham, NC 27705	Capital Campaign	$35,000
13. Durham Arts Council 120 Morris Street Durham, NC 27701-3242	Financial Aid for Arts School	$14,000
14. Durham Library Foundation P.O. Box 3809 Durham, NC 27702	Endowment Support	$10,000
15. Durham Literacy Center P.O. Box 52209 Durham, NC 27717	Operating support	$15,000
16. Durham Nativity School P.O. Box 3537 Durham, NC 27702	Operating Support	$20,000
17. Durham Symphony P.O. Box 1993 Durham, NC 27702	Operating Support and Challenge Grant	$10,000
18. East Durham Children's Initiative 107 N. Driver Street Durham, NC 27703	Project Support for Parent Advocate	$10,000
19. El Futuro 136 E. Chapel Hill Street Durham, NC 27701	Project Support for Child and Family Mental Health Program	$5,000

Organization	Purpose	Amount
20. Emily Krzyzewski Center 904 W. Chapel Hill Street Durham, NC 27701	Operating Support	$5,000
21. Executive Service Corps P.O. Box 51152 Durham, NC 27717	Operating Support	$6,000
22. Food Bank of Central and Eastern NC 3808 Tarheel Drive Raleigh, NC 27609	Operating Support	$7,500
23. Genesis Home 300 North Queen Street Durham, NC 27701	Operating Support	$11,000
24. A Helping Hand 1502 W. Highway 54, Suite 405 Durham, NC 27707	Operating support	$10,000
25. Housing for New Hope 18 West Colony Place, Suite 250 Durham, NC 27705	Operating support	$10,000
26. Interfaith Council for Social Service 110 W. Main Street Carrboro, NC 27510	Operating Support	$7,000
27. Kramden Institute P.O. Box 13483 Research Triangle Park, NC 27709	Operating Support	$5,000
28. Maureen Joy Charter School 107 S. Driver Street Durham, NC 27703	Project Support	$5,000
29. Meals on Wheels 2522 Ross Road Durham, NC 27703	Operating Support	$6,000
30. Museum of Durham History Post Office Box 362 Durham, NC 27702	Operating Support	$5,000

Organization	Purpose	Amount
31. Nasher Art Museum at Duke University Box 90732 Durham, NC 27708	Project Support for Community Outreach	$5,000
32. North Carolina Arts in Action P.O. Box 51277 Durham, NC 27717	Project Support for In School Performing Arts Program	$5,000
33. North Carolina Botanical Garden University of North Carolina CB 3375 Totten Center Chapel Hill, NC 27599-3375	Program Support for Campus Community Garden	$5,000
34. North Carolina Folklife Institute 2726 Croasdaile Drive, Suite 203-B Durham, NC 27705	Project Support	$5,000
35. North Carolina State Veterinary Medical Foundation, Inc. 1060 William Moore Drive Raleigh, NC 27607	Project Support for Summer Internships	$10,000
36. Planned Parenthood of Central North Carolina P.O. Box 3258 Chapel Hill, NC 27515-3258	Operating Support	$10,000
37. Project Compassion 180 Providence Road, Suite 1-C Chapel Hill, NC 27514	Operating Support	$5,000
38. Project Graduation P.O. Box 52083 Durham, NC 27707	Operating Support	$2,500
39. Senior PharmAssist 406 Rigsbee Avenue, Suite 201 Durham, NC 27701-2186	Operating Support	$20,000
40. Student U 3116 Academy Road Durham, NC 27707	Operating Support	$5,000

Organization	Purpose	Amount
41. Teach for America, Inc. 324 Blackwell Street Bay 11, Suite 1160 Durham, NC 27701	Operating Support	$5,500
42. Threshold P.O. Box 11706 Durham, NC 27703	Operating Support	$7,500
43. UNC Law Foundation, Inc. 323 West Barbee Chapel Road Campus Box 3382 Chapel Hill, NC 27517	Project Support	$5,000
44. Urban Ministries of Durham P.O. Box 249 Durham, NC 27702-0249	Operating Support	$10,000
45. Voices Together P.O. Box 16721 Chapel Hill, NC 27516	Project Support for Education Project	$5,000
TOTAL GRANTS MADE IN 2013		***$409,500***

****All grantees are public charities.****

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS - TRUST COMPANY OF THE SOUTH	136,636.	0.	136,636.	136,636.	
DIVIDENDS - TRUST COMPANY OF THE SOUTH	34,127.	34,127.	0.	0.	
INTEREST - TRUST COMPANY OF THE SOUTH	6,634.	0.	6,634.	6,634.	
INTEREST - US GOV'T TRUST COMPANY OF THE	13,463.	0.	13,463.	13,463.	
PLEXUS FUND II, LP	3.	0.	3.	3.	
PORTFOLIO ADVISORS PRIVATE EQUITY FUND IV	9,034.	0.	9,034.	9,034.	
PORTFOLIO ADVISORS SECONDARY FUND II	2,806.	0.	2,806.	2,806.	
TO PART I, LINE 4	202,703.	34,127.	168,576.	168,576.	

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
PORTFOLIO ADVISORS PRIVATE EQUITY FUND IV	1	<8.>
PORTFOLIO ADVISORS SECONDARY FUND	2	<4.>
TOTAL TO FORM 990-PF, PART I, LINE 5A		<12.>

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PORTFOLIO ADVISORS PRIVATE EQUITY FUND IV	17.	17.	
PORTFOLIO ADVISORS SECONDARY FUND	3.	3.	
PORTFOLIO ADVISORS PRIVATE EQUITY FUND IV	2,219.	2,219.	
PLEXUS FUND II	90,728.	90,728.	
GRANVILLE MULTI-STRATEGY GLOBAL PARTNERS, LTD.	12,779.	12,779.	
PORTFOLIO ADVISORS SECONDARY FUND K-1	1,806.	1,806.	
TOTAL TO FORM 990-PF, PART I, LINE 11	107,552.	107,552.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KENNON, CRAVER	570.	513.		57.
TO FM 990-PF, PG 1, LN 16A	570.	513.		57.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIXON HUGHES GOODMAN, LLP	3,900.	3,510.		390.
TO FORM 990-PF, PG 1, LN 16B	3,900.	3,510.		390.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AGENCY FEES	19,864.	19,864.		0.
MICRO MEDIC	273.	246.		27.
TO FORM 990-PF, PG 1, LN 16C	20,137.	20,110.		27.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	5,126.	4,613.		513.
FOREIGN TAXES	3,740.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,866.	4,613.		513.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	925.	832.		93.
SUPPLIES	173.	156.		17.
OTHER DEDUCTIONS FROM PORTFOLIO ADVISORS PRIVATE EQUITY FUND IV	9,142.	9,142.		0.
OTHER DEDUCTIONS FROM PLEXUS K-1	1,944.	1,944.		0.
OTHER DEDUCTIONS FROM PASF K-1	8,595.	8,595.		0.
TO FORM 990-PF, PG 1, LN 23	20,779.	20,669.		110.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
TRUST COMPANY OF THE SOUTH EQUITIES	3,610,047.	5,541,338.
TRUST COMPANY OF THE SOUTH FIXED INCOME	1,737,269.	1,737,962.
TRUST COMPANY OF THE SOUTH OTHER	2,666,835.	3,070,342.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,014,151.	10,349,642.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN F. BEISCHER 2451 CROASDAILE FARM PKWY, STE 101 DURHAM, NC 27705	DIRECTOR 0.00	0.	0.	0.
A. WILLIAM KENNON 4011 UNIVERSITY DR, STE 300 DURHAM, NC 27707	DIRECTOR 0.00	0.	0.	0.
J. DAVID ROSS 341 TENNEY CIRCLE CHAPEL HILL, NC 27514	DIRECTOR 0.00	0.	0.	0.
DAVID D. BEISCHER 2451 CROASDAILE FARM PKWY, STE 101 DURHAM, NC 27705	EXECUTIVE DIRECTOR 10.00	60,000.	0.	0.
BARKER FRENCH 1005 MONMOUTH AVE DURHAM, NC 27701	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		60,000.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DAVID D. BEISCHER, EXECUTIVE DIRECTOR

TELEPHONE NUMBER

(919) 383-5575

FORM AND CONTENT OF APPLICATIONS

A COMPLETED GRANT APPLICATION FORM AND PROPOSAL SHOULD BE SUBMITTED

ANY SUBMISSION DEADLINES

SEPTEMBER 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO GRANTS TO POLITICAL OR RELIGIOUS ORGANIZATIONS; POTENTIAL GRANTEES MUST BE LOCATED IN DURHAM, ORANGE OR WAKE COUNTY, NORTH CAROLINA; NO GRANTS OR SCHOLARSHIPS WILL BE AWARDED TO INDIVIDUALS.

FORM 990-PF | OTHER REVENUE | STATEMENT 12

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PORTFOLIO ADVISORS PRIVATE EQUITY FUND IV	525990		01	2,219.	
PLEXUS FUND II	525990		01	90,728.	
GRANVILLE MULTI-STRATEGY GLOBAL PARTNERS, LTD.	525990		01	12,779.	
PORTFOLIO ADVISORS SECONDARY FUND K-1	525990		01	1,806.	
TOTAL TO FORM 990-PF, PG 12, LN 11				107,532.	

Tax Worksheet

(Tax Yr: 2013 Version: Client)

Tax ID:	561756144		
Group ID:	589	**Group Name:**	FOX FAMILY FOUNDATION
Account Number:	A012902	**Account Name:**	FOX FAMILY FOUNDATION
Account Number:	A022902	**Account Name:**	FOX FAMILY FOUNDATION - SMITH ACCT *C*
Account Number:	A032902	**Account Name:**	FOX FAMILY FOUNDATION - BOND
Account Number:	A042902	**Account Name:**	FOX FAMILY FOUNDATION - OPERATING *C*
Account Number:	A052902	**Account Name:**	FOX FAMILY FOUNDATION - SELECT EQUIT *C*
Account Number:	A062902	**Account Name:**	FOX FAMILY FOUNDATION - ALTERNATIVE
Administrator:	WILLIAM H. SMITH	**Accountant:**	
State of Domicile:	North Carolina		
Closed Date:			

Schedule D

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt	Non Cvr
Short Term Gain/Loss A (Covered)														
A012902	DFA SEL HEDGED GLOBAL FIXED INC PT	233203223	384.1590	11/01/2012	PURCHASE	07/01/2013	2013	Short	3,807.02	4,006.78	-199.76			No
A012902	DFA SEL HEDGED GLOBAL FIXED INC PT	233203223	4,150.7430	01/09/2013		07/01/2013	2013	Short	41,133.86	42,586.62	-1,452.76			No
A012902	DFA SEL HEDGED GLOBAL FIXED INC PT	233203223	2,226.1070	01/28/2013		07/01/2013	2013	Short	22,060.72	22,750.82	-690.10			No
A012902	DFA SEL HEDGED GLOBAL FIXED INC PT	233203223	886.5550	03/21/2013		07/01/2013	2013	Short	8,785.76	9,069.46	-283.70			No
A012902	DFA SEL HEDGED GLOBAL FIXED INC PT	233203223	469.0340	05/28/2013	PURCHASE	07/01/2013	2013	Short	4,648.13	4,760.69	-112.56			No
A012902	DFA EMERGING MKTS SML CAP PORT	233203611	2,270.0730	01/09/2013		10/08/2013	2013	Short	46,763.50	49,351.38	-2,587.88			No
A012902	DFA EMERGING MARKETS	233203785	16.9710	10/11/2013	PURCHASE	11/26/2013	2013	Short	445.65	455.33	-9.68			No
A012902	DFA EMERGING MARKETS	233203785	894.8660	10/11/2013	PURCHASE	12/02/2013	2013	Short	23,615.51	24,009.27	-393.76			No
A012902	PIMCO TOTAL RETURN FD INST SHS	693390700	456.8610	11/01/2012	PURCHASE	10/08/2013	2013	Short	4,943.24	5,295.02	-351.78			No
A012902	PIMCO TOTAL RETURN FD INST SHS	693390700	6,153.9580	01/09/2013	PURCHASE	10/08/2013	2013	Short	66,585.82	69,108.95	-2,523.13			No
A012902	PIMCO TOTAL RETURN FD INST SHS	693390700	2,931.3250	01/28/2013	PURCHASE	10/08/2013	2013	Short	31,716.94	32,830.84	-1,113.90			No
A012902	PIMCO TOTAL RETURN FD INST SHS	693390700	1,080.8860	03/21/2013	PURCHASE	10/08/2013	2013	Short	11,695.19	12,138.35	-443.16			No
A012902	PIMCO TOTAL RETURN FD INST SHS	693390700	604.5300	05/28/2013	PURCHASE	10/08/2013	2013	Short	6,541.01	6,710.28	-169.27			No
A012902	PIMCO EMERGING LOCAL BD INST	72201F516	1,513.5740	10/11/2013	PURCHASE	12/02/2013	2013	Short	14,182.19	14,893.57	-711.38			No
A012902	PIMCO EMERGING LOCAL BD	72201F516	149.8240	10/28/2013	PURCHASE	12/02/2013	2013	Short	1,403.85	1,501.24	-97.39			No

Tax Worksheet

(Tax Yr: 2013 Version: Client)

Tax ID:	561756144		
Group ID:	589	**Group Name:**	FOX FAMILY FOUNDATION
Account Number:	A012902	**Account Name:**	FOX FAMILY FOUNDATION
Account Number:	A022902	**Account Name:**	FOX FAMILY FOUNDATION - SMITH ACCT *C*
Account Number:	A032902	**Account Name:**	FOX FAMILY FOUNDATION - BOND
Account Number:	A042902	**Account Name:**	FOX FAMILY FOUNDATION - OPERATING *C*
Account Number:	A052902	**Account Name:**	FOX FAMILY FOUNDATION - SELECT EQUIT *C*
Account Number:	A062902	**Account Name:**	FOX FAMILY FOUNDATION - ALTERNATIVE
Administrator:	WILLIAM H. SMITH	**Accountant:**	
State of Domicile:	North Carolina		
Closed Date:			

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt	Non Cvr
	INST													
A012902	TEMPLETON GLOBAL BOND FD ADV CL	880208400	68.9230	11/01/2012	PURCHASE	10/08/2013	2013	Short	893.94	929.07	-35.13			No
A012902	TEMPLETON GLOBAL BOND FD ADV CL	880208400	1,019.6210	01/09/2013	PURCHASE	10/08/2013	2013	Short	13,224.48	13,713.90	-489.42			No
A012902	TEMPLETON GLOBAL BOND FD ADV CL	880208400	663 2160	01/28/2013	PURCHASE	10/08/2013	2013	Short	8,601.91	8,847.30	-245.39			No
A012902	TEMPLETON GLOBAL BOND FD ADV CL	880208400	232.8660	03/21/2013	PURCHASE	10/08/2013	2013	Short	3,020.27	3,115.75	-95.48			No
A012902	TEMPLETON GLOBAL BOND FD ADV CL	880208400	118.7350	05/28/2013	PURCHASE	10/08/2013	2013	Short	1,539.99	1,598.17	-58.18			No
A012902	VANGUARD TOTAL BD MKT INDEX INSTL	921937504	5,059.9030	08/06/2012	PURCHASE	07/01/2013	2013	Short	54,039.76	56,670.91	-2,631.15			No
A012902	VANGUARD TOTAL BD MKT INDEX INSTL	921937504	177.4880	11/01/2012	PURCHASE	07/01/2013	2013	Short	1,895.57	1,984.31	-88.74			No
A012902	VANGUARD TOTAL BD MKT INDEX INSTL	921937504	1,525.8710	01/09/2013		07/01/2013	2013	Short	16,296.30	16,860.87	-564.57			No
A012902	VANGUARD TOTAL BD MKT INDEX INSTL	921937504	835.8650	01/28/2013		07/01/2013	2013	Short	8,927.04	9,194.51	-267.47			No
A012902	VANGUARD TOTAL BD MKT INDEX INSTL	921937504	320.3900	03/21/2013		07/01/2013	2013	Short	3,421.77	3,524.29	-102.52			No
A012902	VANGUARD TOTAL BD MKT INDEX INSTL	921937504	174.5110	05/28/2013	PURCHASE	07/01/2013	2013	Short	1,863.78	1,896.94	-33.16			No
A012902	VANGUARD SHORT TERM INVESTMENT GRADE FD INSTI	922031877	2,685 0270	01/28/2013		11/26/2013	2013	Short	28,890.89	29,052.00	-161.11			No
A012902	VANGUARD SHORT TERM INVESTMENT GRADE FD INSTI	922031877	977.3070	03/21/2013		11/26/2013	2013	Short	10,515.82	10,584.24	-68.42			No
A012902	VANGUARD SHORT TERM INVESTMENT GRADE FD INSTI	922031877	494.2710	05/28/2013	PURCHASE	11/26/2013	2013	Short	5,318.36	5,328.24	-9.88			No

Tax Worksheet

(Tax Yr: 2013 Version: Client)

Tax ID: 561756144

Group ID: 589 **Group Name:** FOX FAMILY FOUNDATION

Account Number: A012902 **Account Name:** FOX FAMILY FOUNDATION

Account Number: A022902 **Account Name:** FOX FAMILY FOUNDATION - SMITH ACCT *C*

Account Number: A032902 **Account Name:** FOX FAMILY FOUNDATION - BOND

Account Number: A042902 **Account Name:** FOX FAMILY FOUNDATION - OPERATING *C*

Account Number: A052902 **Account Name:** FOX FAMILY FOUNDATION - SELECT EQUIT *C*

Account Number: A062902 **Account Name:** FOX FAMILY FOUNDATION - ALTERNATIVE

Administrator: WILLIAM H. SMITH **Accountant:**

State of Domicile: North Carolina

Closed Date:

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt	Non Cvr
A012902	VANGUARD SHORT TERM INVESTMENT GRADE FD INSTI	922031877	3,107.4690	07/01/2013	PURCHASE	11/26/2013	2013	Short	33,436.37	33,125.63	310.74			No
A012902	VANGUARD SHORT TERM INVESTMENT GRADE FD INSTI	922031877	268.4230	07/29/2013	PURCHASE	11/26/2013	2013	Short	2,888.23	2,869.44	18.79			No
A012902	VANGUARD SHORT TERM INVESTMENT GRADE FD INSTI	922031877	27,011.0450	10/11/2013	PURCHASE	11/26/2013	2013	Short	290,638.84	289,288.29	1,350.55			No
									773,741.71	**788,052.46**	**-14,310.75**			
Long Term Gain/Loss A (Covered)														
A012902	DFA EMERGING MKTS VALUE	233203587	20.7150	04/13/2012	PURCHASE	10/08/2013	2013	Long	587.68	608.62	-20.94			No
A012902	PIMCO TOTAL RETURN FD INST SHS	693390700	460.2200	04/13/2012	PURCHASE	10/08/2013	2013	Long	4,979.58	5,149.86	-170.28			No
A012902	PIMCO TOTAL RETURN FD INST SHS	693390700	22,544.4290	08/06/2012	PURCHASE	10/08/2013	2013	Long	243,930.72	258,359.15	-14,428.43			No
A012902	VANGUARD TOTAL BD MKT INDEX INSTL	921937504	172.6560	04/13/2012	PURCHASE	07/01/2013	2013	Long	1,843.97	1,902.67	-58.70			No
									251,341.95	**266,020.30**	**-14,678.35**			
Long Term Gain/Loss B (Non Covered)														
A012902	DFA US LARGE CAP VALUE	233203827	462.7180	03/24/2009	PURCHASE	01/09/2013	2013	Long	10,910.89	5,173.19	5,737.70			Yes
A012902	DFA REAL ESTATE SECURITIES	233203835	2,869.8000	10/20/2009	PURCHASE	01/09/2013	2013	Long	77,082.83	45,256.75	31,826.08			Yes
A012902	DFA REAL ESTATE SECURITIES	233203835	179.0250	03/11/2010	PURCHASE	01/09/2013	2013	Long	4,808.61	3,286.89	1,521.72			Yes
A012902	DFA REAL ESTATE SECURITIES	233203835	61.8270	07/18/2011	PURCHASE	01/09/2013	2013	Long	1,660.67	1,490.65	170.02			Yes
A012902	DFA INTERNATIONAL VALUE	25434D203	3,103.0980	03/24/2009	PURCHASE	01/09/2013	2013	Long	52,380.29	33,482.42	18,897.87			Yes
A012902	DFA LARGE CAP INTL PORTFOLIO	233203868	649.7440	03/11/2010	PURCHASE	01/09/2013	2013	Long	12,637.52	12,195.70	441.82			Yes
A012902	DFA EMERGING MKTS VALUE	233203587	1,799.3110	03/24/2009	PURCHASE	01/09/2013	2013	Long	54,914.93	29,526.69	25,388.24			Yes
A012902	DFA INTL SMALL COMPANY	233203629	603.2770	03/24/2009	PURCHASE	01/09/2013	2013	Long	9,803.27	5,550.15	4,253.12			Yes
A012902	DFA US LARGE CAP VALUE	233203827	518.9020	03/24/2009	PURCHASE	05/31/2013	2013	Long	14,140.08	5,801.32	8,338.76			Yes
A012902	DFA US SMALL CAP VALUE	233203819	233.4440	03/24/2009	PURCHASE	05/31/2013	2013	Long	7,253.11	2,831.68	4,421.43			Yes

Tax Worksheet

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Tax ID: 561756144

Group ID: 589 **Group Name:** FOX FAMILY FOUNDATION

Account Number: A012902 **Account Name:** FOX FAMILY FOUNDATION

Account Number: A022902 **Account Name:** FOX FAMILY FOUNDATION - SMITH ACCT *C*

Account Number: A032902 **Account Name:** FOX FAMILY FOUNDATION - BOND

Account Number: A042902 **Account Name:** FOX FAMILY FOUNDATION - OPERATING *C*

Account Number: A052902 **Account Name:** FOX FAMILY FOUNDATION - SELECT EQUIT *C*

Account Number: A062902 **Account Name:** FOX FAMILY FOUNDATION - ALTERNATIVE

Administrator: WILLIAM H. SMITH **Accountant:**

State of Domicile: North Carolina

Closed Date:

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt	Non Cvr
A012902	DFA SEL HEDGED GLOBAL FIXED INC PT	233203223	33,924.2260	03/11/2010	PURCHASE	07/01/2013	2013	Long	336,189.07	340,938.48	-4,749.41			Yes
A012902	DFA EMERGING MKTS VALUE	233203587	34.2010	12/11/2009	PURCHASE	10/08/2013	2013	Long	970.29	1,053.72	-83.43			Yes
A012902	DFA EMERGING MKTS VALUE	233203587	161.4950	02/04/2010	PURCHASE	10/08/2013	2013	Long	4,581.61	4,722.13	-140.52			Yes
A012902	DFA EMERGING MKTS VALUE	233203587	4.6730	07/18/2011	PURCHASE	10/08/2013	2013	Long	132.57	161.35	-28.78			Yes
A012902	DFA US SMALL CAP VALUE	233203819	216.1030	03/24/2009	PURCHASE	11/26/2013	2013	Long	7,766.75	2,621.33	5,145.42			Yes
A012902	DFA US LARGE CAP VALUE	233203827	182.2280	03/24/2009	PURCHASE	11/26/2013	2013	Long	5,638.14	2,037.31	3,600.83			Yes
A032902	GENERAL ELECTRIC 5.450% 01/15/13	36962GZY3	105,000.0000	01/23/2008	FREEREC	01/15/2013	2013	Long	105,000.00	105,000.00	0.00			Yes
A032902	GENERAL ELECTRIC 5.450% 01/15/13	36962GZY3	10,000.0000	05/15/2008	FREEREC	01/15/2013	2013	Long	10,000.00	10,000.00	0.00			Yes
A012902	PIMCO COMM REAL RTN STRATEGY	722005667	3,393.9540	09/24/2007	FREEREC	01/09/2013	2013	Long	22,264.35	51,934.94	-29,670.59			Yes
A012902	PIMCO COMM REAL RTN STRATEGY	722005667	741.9700	12/27/2007	FREEREC	01/09/2013	2013	Long	4,867.32	11,960.47	-7,093.15			Yes
A012902	PIMCO COMM REAL RTN STRATEGY	722005667	169.1400	03/20/2008	FREEREC	01/09/2013	2013	Long	1,109.56	3,046.25	-1,936.69			Yes
A012902	PIMCO COMM REAL RTN STRATEGY	722005667	178.1500	06/19/2008	FREEREC	01/09/2013	2013	Long	1,168.66	3,548.74	-2,380.08			Yes
A012902	PIMCO COMM REAL RTN STRATEGY	722005667	236.3800	09/18/2008	FREEREC	01/09/2013	2013	Long	1,550.65	3,399.13	-1,848.48			Yes
A012902	PIMCO COMM REAL RTN STRATEGY	722005667	1,321.3280	03/25/2009	PURCHASE	01/09/2013	2013	Long	8,667.91	8,430.07	237.84			Yes
A012902	PIMCO COMM REAL RTN STRATEGY	722005667	77.4120	12/11/2009	PURCHASE	01/09/2013	2013	Long	507.82	629.36	-121.54			Yes
A012902	PIMCO COMM REAL RTN STRATEGY	722005667	464.2910	02/04/2010	PURCHASE	01/09/2013	2013	Long	3,045.75	3,626.11	-580.36			Yes
A012902	PIMCO COMM REAL RTN	722005667	98.1650	03/11/2010	PURCHASE	01/09/2013	2013	Long	643.96	790 23	-146.27			Yes

Tax Worksheet

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Administrator:	WILLIAM H. SMITH	**Accountant:**	
State of Domicile:	North Carolina		
Closed Date:			

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt	Non Cvr
	STRATEGY													
A012902	PIMCO TOTAL RETURN FD INST SHS	693390700	4,540.2720	07/18/2011	PURCHASE	10/08/2013	2013	Long	49,125.74	50,033.79	-908.05			Yes
A012902	VANGUARD SM CAP GR INDEX FD INST SHS	922908819	67.1020	03/24/2009	PURCHASE	01/09/2013	2013	Long	1,740.64	718.44	1,022.20			Yes
A012902	VANGUARD TOTAL BD MKT INDEX INSTL	921937504	3,807.9480	12/06/2010		07/01/2013	2013	Long	40,668.88	40,973.52	-304.64			Yes
A012902	VANGUARD TOTAL BD MKT INDEX INSTL	921937504	3,119.9460	07/18/2011	PURCHASE	07/01/2013	2013	Long	33,321.02	33,601.82	-280.80			Yes
A012902	VANGUARD SM CAP GR INDEX FD INST SHS	922908819	39.0790	03/24/2009	PURCHASE	11/26/2013	2013	Long	1,317.33	418.41	898.92			Yes
A012902	VANGUARD GROWTH INDEX FD INST	922908868	258.9910	03/25/2009	PURCHASE	11/26/2013	2013	Long	11,986.12	5,063.27	6,922.85			Yes
									897,856.34	**829,304.31**	**68,552.03**			
Long Term Gain Distribution														
A012902	DFA EMERGING MKTS VALUE	233203587	5,212.4430		CASHDEP	02/07/2013	2013	LongD			5.83			Yes
A012902	DFA INTL SMALL COMPANY	233203629	12,226.2520		CASHDEP	02/07/2013	2013	LongD			8.85			Yes
A012902	DFA EMERGING MKTS VALUE	233203587	5,212.4430		CASHDEP	02/07/2013	2013	LongD			0.40			Yes
A012902	DFA EMERGING MKTS VALUE	233203587	5,212.4430		CASHDEP	02/07/2013	2013	LongD			9.31			Yes
A012902	DFA INTL SMALL COMPANY	233203629	12,226.2520		CASHDEP	02/07/2013	2013	LongD			2.40			Yes
A012902	DFA INTL SMALL COMPANY	233203629	12,226.2520		CASHDEP	02/07/2013	2013	LongD			18.19			Yes
A012902	DFA EMERGING MKTS VALUE	233203587	5,212.4430		CASHDEP	02/07/2013	2013	LongD			5.72			Yes
A012902	DFA INTL SMALL COMPANY	233203629	12,226.2520		CASHDEP	02/07/2013	2013	LongD			9.15			Yes
A012902	DFA EMERGING MKTS VALUE	233203587	5,212.4430		CASHDEP	02/07/2013	2013	LongD			0.39			Yes
A012902	DFA EMERGING MKTS VALUE	233203587	5,212.4430		CASHDEP	02/07/2013	2013	LongD			9.15			Yes
A012902	DFA INTL SMALL COMPANY	233203629	12,226.2520		CASHDEP	02/07/2013	2013	LongD			2.47			Yes
A012902	DFA INTL SMALL COMPANY	233203629	12,226.2520		CASHDEP	02/07/2013	2013	LongD			18.79			Yes

Tax Worksheet

(Tax Yr: 2013 Version: Client)

Tax ID:	561756144		
Group ID:	589	**Group Name:**	FOX FAMILY FOUNDATION
Account Number:	A012902	**Account Name:**	FOX FAMILY FOUNDATION
Account Number:	A022902	**Account Name:**	FOX FAMILY FOUNDATION - SMITH ACCT *C*
Account Number:	A032902	**Account Name:**	FOX FAMILY FOUNDATION - BOND
Account Number:	A042902	**Account Name:**	FOX FAMILY FOUNDATION - OPERATING *C*
Account Number:	A052902	**Account Name:**	FOX FAMILY FOUNDATION - SELECT EQUIT *C*
Account Number:	A062902	**Account Name:**	FOX FAMILY FOUNDATION - ALTERNATIVE
Administrator:	WILLIAM H. SMITH	**Accountant:**	
State of Domicile:	North Carolina		
Closed Date:			

Account Number	Asset Sold	Cusip	Shares/PV	Date Acquired	How Acquired	Trade Date	Tax Yr	Time Held	Net Sales Proceeds	Cost	Real G/L	Opt Type	Cvr Opt	Non Cvr
A012902	DFA 2 YR GLOBAL	233203645	45,286.8380		LTGAIN	12/13/2013	2013	LongD			181.15			Yes
A012902	DFA EMERGING MKTS VALUE	233203587	5,212.4430		DIV	12/16/2013	2013	LongD			772.66			Yes
A012902	DFA INTL SMALL COMPANY	233203629	12,226.2520		DIV	12/16/2013	2013	LongD			1,742.70			Yes
A012902	DFA EMERGING MKTS VALUE	233203587	5,212.4430		STGAIN	12/16/2013	2013	LongD			52.33			Yes
A012902	DFA EMERGING MKTS VALUE	233203587	5,212.4430		LTGAIN	12/16/2013	2013	LongD			1,234.41			Yes
A012902	DFA INTL SMALL COMPANY	233203629	12,226.2520		STGAIN	12/16/2013	2013	LongD			471.20			Yes
A012902	DFA INTL SMALL COMPANY	233203629	12,226.2520		LTGAIN	12/16/2013	2013	LongD			3,582.63			Yes
A012902	DFA US SMALL CAP VALUE	233203819	15,115.4040		LTGAIN	12/16/2013	2013	LongD			24,048.61			Yes
A012902	PIMCO EMERGING LOCAL BD INST	72201F516			DIVDLY	01/03/2014	2013	LongD			2.99			Yes
A012902	PIMCO TOTAL RETURN FD INST SHS	693390700	19,778.3350		LTGAIN	12/13/2013	2013	LongD			1,185.91			Yes
A012902	PIMCO UNCONSTRAINED BOND FUND, INST CL	72201M487	15,946.1330		LTGAIN	12/13/2013	2013	LongD			141.44			Yes
A012902	TEMPLETON GLOBAL BOND FD ADV CL	880208400	12,243.7960		LTGAIN	12/18/2013	2013	LongD			37.96			Yes
A012902	VANGUARD TOTAL BD MKT INDEX INSTL	921937504	15,020.0670		LTGAIN	04/02/2013	2013	LongD			255.34			Yes
A012902	VANGUARD SHORT TERM INVESTMENT GRADE FD INSTI	922031877	3,662.3340		LTGAIN	04/02/2013	2013	LongD			62.26			Yes
A012902	VANGUARD SHORT TERM INVESTMENT GRADE FD INSTI	922031877	13,930.7400		LTGAIN	12/18/2013	2013	LongD			264.68			Yes
									0.00	**0.00**	**34,126.92**			
								Total:	**1,922,940.00**	**1,883,377.07**	**73,689.85**			

Gain/Loss Summary

GRANTS AND CONSTRIBUTIONS APPROVED FOR FUTURE PAYMENT

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Arts NC State Raleigh, NC 27695	Various	Public	$20,000
Duke Pediatric Blood and Marrow Transplant Family Support Program Durham, NC 27705	Various	Public	$45,000
Durham Academy Durham, NC 27705	Various	Public	$105,000
Durham Library Foundation Durham, NC 27702	Various	Public	$40,000
Durham Nativity School Durham, NC 27702	Various	Public	$80,000
Housing for New Hope Durham, NC 27705	Various	Public	$20,000
NC State Veterinary Foundation Raleigh, NC 27607	Various	Public	$10,000
UNC Law School Chapel Hill, NC 27514	Various	Public	$10,000
	Total to Form 990-PF, Part XV, Line 3B:		**$330,000**