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 , 2013, and ending , 20

Name of foundation: JIM COX JR FOUNDATION

A Employer identification number: 58-6285853

Number and street (or P O box number if mail is not delivered to street address): 3414 PEACHTREE RD. NE, STE. 722

Room/suite:

B Telephone number (see instructions): 404-842-1870

City or town, state or province, country, and ZIP or foreign postal code: ATLANTA, GA 30326-1166

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) ▶ $ 20,711,264.

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) (see instructions).)*

	Line	Description	(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 (attach schedule)				
	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	421,151.	419,568.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	928,912.			
	b	Gross sales price for all assets on line 6a 7,079,086.				
	7	Capital gain net income (from Part IV, line 2)		928,912.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)		9,873.		STMT 2
	12	**Total.** Add lines 1 through 11	1,350,063.	1,358,353.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	60,182.	36,109.		24,073.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	2,500.	NONE	NONE	2,500.
	c	Other professional fees (attach schedule) STMT 4	114,874.	77,628.		37,246.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	32,441.	8,616.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	27,869.	24,682.		6,925.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	237,866.	147,035.	NONE	70,744.
	25	Contributions, gifts, grants paid	811,550.			811,550.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,049,416.	147,035.	NONE	882,294.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	300,647.			
	b	**Net investment income** (if negative, enter -0-)		1,211,318.		
	c	**Adjusted net income** (if negative, enter -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	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	471,090.	389,413.	389,413.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 7	10,073,717.	10,673,003.	14,330,171.
	c	Investments - corporate bonds (attach schedule) STMT 8	507,296.	304,226.	316,000.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 9	5,562,088.	5,370,771.	5,675,680.
	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)	16,614,191.	16,737,413.	20,711,264.
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
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. ▶ [X]			
	27	Capital stock, trust principal, or current funds	16,614,191.	16,737,413.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	16,614,191.	16,737,413.	
	31	Total liabilities and net assets/fund balances (see instructions)	16,614,191.	16,737,413.	

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	16,614,191.
2	Enter amount from Part I, line 27a	2	300,647.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	5,631.
4	Add lines 1, 2, and 3	4	16,920,469.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	183,056.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,737,413.

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	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
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	6,811,547.		5,917,221.	894,326.
b	267,538.		232,952.	34,586.
c				
d				
e				

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				894,326.
b				34,586.
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	928,912.
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	

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	879,739.	18,002,221.	0.048868
2011	847,252.	18,187,289.	0.046585
2010	807,052.	17,044,358.	0.047350
2009	990,433.	15,916,284.	0.062228
2008	1,212,747.	20,278,637.	0.059804

2 **Total** of line 1, column (d)	2	0.264835
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	0.052967
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	19,304,441.
5 Multiply line 4 by line 3	5	1,022,498.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,113.
7 Add lines 5 and 6	7	1,034,611.
8 Enter qualifying distributions from Part XII, line 4	8	882,294.

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	24,226.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	24,226.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	24,226.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 20,030.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 12,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	32,030.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	7,804.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 7,804. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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
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		
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) ▶ GA			
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)*

		Line	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		
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 ▶ MR. LARRY B. HOOKS Telephone no ▶ (404) 842-1870

Located at ▶ 3414 PEACHTREE RD, ATLANTA, GA ZIP+4 ▶ 30326

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

		Line	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.

			Line	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.)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*		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)*

		Yes	No
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**		
	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? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
LARRY HOOKS 3414 PEACHTREE ROAD NE -STE 722, ATLANTA, GA 30326	TRUSTEE 20	60,182.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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	19,117,715.
b	Average of monthly cash balances	1b	480,702.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	19,598,417.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	19,598,417.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	293,976.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,304,441.
6	**Minimum investment return.** Enter 5% of line 5	6	965,222.

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	965,222.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	24,226.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	1,648.		
c	Add lines 2a and 2b			2c	25,874.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	939,348.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	939,348.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	939,348.

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	882,294.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	882,294.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	882,294.

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				939,348.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			811,452.	
b Total for prior years 20 11 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 NONE				
b From 2009 NONE				
c From 2010 NONE				
d From 2011 NONE				
e From 2012 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ $ 882,294.				
a Applied to 2012, but not more than line 2a			811,452.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				70,842.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				868,506.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2009 NONE				
b Excess from 2010 NONE				
c Excess from 2011 NONE				
d Excess from 2012 NONE				
e Excess from 2013 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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**
2a 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).)

N/A

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

N/A

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:

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				
THE ATLANTA OPERA 1575 NORTHSIDE DR. NW ATLANTA GA 30318	N/A	PC	GENERAL OPERATING SUPPORT	20,000.
THE ATLANTA SYMPHONY 1280 PEACHTREE ST ATLANTA GA 30309	N/A	PC	GENERAL OPERATING SUPPORT	20,000.
EAST GEORGIA COLLEGE FDN 131 COLLEGE CIRCLE SWAINSBORO GA 30401	N/A	PC	EDUCATIONAL SCHOLARSHIPS	10,000.
RHODE ISLAND HOSPITAL 593 EDDY ST. PROVIDENCE RI 02903	N/A	PC	FUND OBSERVERSHIPS	20,430.
UNIVERSITY OF ILLINOIS 840 S. WOOD ST. CHICAGO IL 60612	N/A	PC	SUPPORT ROBOTIC SURGERY OBSERVATION PROGRAM	38,820.
METROPOLITAN OPERA OF NEW YORK 30 LINCOLN CENTER NEW YORK NY 10023	N/A	PC	SUPPORT LIVE IN HV PROGRAM	21,500.
EMORY UNIVERSITY SCHOOL OF MEDICINE 1440 CLIFTON ROAD NE ATLANTA GA 30322	N/A	PC	FUND HOLLAND CHAIR OF NEUROLOGY	260,800.
EMORY UNIVERSITY SCHOOL OF MEDICINE 1440 CLIFTON RD NE ATLANTA GA 30322	N/A	PC	NEUROLOGICAL RESEARCH	100,000.
UNIVERSITY OF GEORGIA COLLEGE OF JOURNALISM ATTN: DEAN'S OFFICE ATHENS GA 30602	N/A	PC	EDUCATIONAL PROGRAMS	300,000.
ACTION MINISTRIES 17 EXECUTIVE PARK DR #540 ATLANTA GA 30329	N/A	PC	GENERAL OPERATING SUPPORT	20,000.
Total . . . . ▶ 3a				811,550.
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					
4 Dividends and interest from securities			14	421,151.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	928,912.	
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)				1,350,063.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,350,063.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

Larry B. Hooker   8/29/2014   Trustee

Signature of officer or trustee   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
ELAINE R JARRETT	EK Jarrett	8/28/14		P00022366
Firm's name ▶ BANK OF AMERICA, N.A.			Firm's EIN ▶ 94-1687665	
Firm's address ▶ PO BOX 40200, FL9-100-10-19 JACKSONVILLE, FL 32203-0200			Phone no 877-446-1410	

Form 990-PF (2013)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	566.	566.
FOREIGN DIVIDENDS	80,381.	80,381.
NONDIVIDEND DISTRIBUTIONS	709.	
DOMESTIC DIVIDENDS	124,216.	124,216.
OTHER INTEREST	16,683.	16,683.
NON-TAXABLE FOREIGN INCOME	874.	
NONQUALIFIED FOREIGN DIVIDENDS	5,193.	5,193.
NONQUALIFIED DOMESTIC DIVIDENDS	192,529.	192,529.
TOTAL	421,151.	419,568.

JIM COX JR FOUNDATION 58-6285853

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		9,873.
TOTALS		9,873.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MGMT FEES - BOA	93,114.	55,868.	37,246.
INVESTMENT ADVISORY FEES	21,760.	21,760.	
TOTALS	114,874.	77,628.	37,246.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	4,985.	4,985.
EXCISE TAX - PRIOR YEAR	3,900.	
EXCISE TAX ESTIMATES	19,925.	
FOREIGN TAXES ON QUALIFIED FOR	3,009.	3,009.
FOREIGN TAXES ON NONQUALIFIED	622.	622.
TOTALS	32,441.	8,616.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	2,200.		2,200.
OTHER INVESTMENT FEE	1,096.	1,096.	
DIVIDEND INVESTMENT EXPENSE -	19,848.	19,848.	
ASSOCIATION MEMBERSHIP DUES	4,725.		4,725.
PARTNERSHIP EXPENSES		3,738.	
TOTALS	27,869.	24,682.	6,925.

JIM COX JR FOUNDATION 58-6285853

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE		10,673,003.	14,330,171.
	TOTALS	10,673,003.	14,330,171.

JIM COX JR FOUNDATION 58-6285853

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE		304,226.	316,000.
	TOTALS	304,226.	316,000.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
PRIVATE EQUITY - SEE ATTACHED	C	975,000.	1,202,956.
HEDGE FUNDS - SEE ATTACHED	C	2,572,688.	2,581,005.
COMMODITIES FDS - SEE ATTACHED	C	1,325,000.	1,120,407.
REITS - SEE ATTACHED	C	355,583.	530,367.
PRIVATE RE - SEE ATTACHED	C	142,500.	240,945.
TOTALS		5,370,771.	5,675,680.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
COST ADJUST- BRISTOL MYERS		10.
COST ADJUST- ASML		2,917.
2012 SALES SETTLED IN 2013		551.
2013 INCOME TAX EFFECTIVE 2012		2,153.
	TOTAL	5,631.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
COST ADJUST- CHOICE HOTELS		96.
COST ADJUST- COVANTA		71.
COST ADJUST- DIGITAL		73.
COST ADJUST- EMC		28.
COST ADJUST- REMS REIT		10,046.
SALES ADJUSTMENTS		1,780.
2014 INCOME TAX EFFECTIVE 2013		4,451.
COST ADJUST- TAUBMAN		7.
ROUNDING		9.
2013 SALES SETTLED IN 2014		404.
PARTNERSHIP ADJUSTMENT		16,193.
COST ADJUST- EXCELSIOR		149,898.
	TOTAL	183,056.

JIM COX JR FOUNDATION 58-6285853

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
18.63 EXCELSIOR MULTI-STRATEGY HEDGE FUND OF FUNDS LLC	12/27/2012	08/05/2013	32,258.00	30,514.00	1,744.00
TOTAL OTHER GAINS AND LOSSES			32,258.00	30,514.00	1,744.00
Totals			32,258.00	30,514.00	1,744.00

JSA
3F0971 1 000

JIM COX JR FOUNDATION 58-6285853

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
75.852 EXCELSIOR MULTI-STRATEGY HEDGE FUND OF FUNDS LLC	04/01/2008	08/05/2013	131,340.00	122,011.00	9,329.00
50. EXCELSIOR MULTI-STRATEGY HEDGE FUND OF FUNDS LLC	04/01/2008	11/05/2013	87,747.00	80,427.00	7,320.00
TOTAL OTHER GAINS AND LOSSES			219,087.00	202,438.00	16,649.00
Totals			219,087.00	202,438.00	16,649.00

JSA
3F0970 1.000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

PARTNERSHIPS, TRUSTS, S CORPORATIONS	16,193.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		16,193.00

JIM COX JR FOUNDATION
58-6285853
Balance Sheet
12/31/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	389413.010	389,413.01	389,413.01
000360206	AAON INC	315.000	3,142.90	10,064.25
001317205	AIA GROUP LTD	755.000	13,999 21	15,151.34
00206R102	AT&T INC	830.000	20,976.90	29,182.80
002535300	AARONS INC	572.000	11,720 57	16,816.80
002567105	ABAXIS INC	294.000	5,216.37	11,763.53
002824100	ABBOTT LABS	803.000	18,916.27	30,778 99
00287Y109	ABBVIE INC	1302.000	38,966 44	68,758.62
004225108	ACADIA PHARMACEUTICALS INC	382.000	9,535 60	9,546.18
00507V109	ACTIVISION BLIZZARD INC	831.000	11,574.83	14,816.73
00508X203	ACTUANT CORP	200.000	5,223.17	7,328 00
00508Y102	ACUITY BRANDS INC	120 000	4,523 80	13,118 40
00724F101	ADOBE SYS INC	1144.000	64,712 76	68,501.58
00762W107	ADVISORY BRD CO	301 000	13,576.58	19,164.67
008252108	AFFILIATED MANAGERS GROUP	626.000	78,570 53	135,766 88
00846U101	AGILENT TECHNOLOGIES INC	489 000	23,634.65	27,965 91
00971T101	AKAMAI TECHNOLOGIES INC	373.000	15,904.27	17,598 14
010199305	AKZO NOBEL NV	1598.000	34,187.04	41,353 04
015351109	ALEXION PHARMACEUTICALS INC	773 000	63,702 36	102,719 33
01741R102	ALLEGHENY TECHNOLOGIES INC	362.000	9,646 47	12,898.06
018581108	ALLIANCE DATA SYS CORP	388.000	70,511 55	102,016.84
02209S103	ALTRIA GROUP INC	790.000	13,261 05	30,328 10
023135106	AMAZON COM INC	407 000	98,031 94	162,307.53
025537101	AMERICAN ELEC PWR INC	382 000	11,826 12	17,854 68
025816109	AMERICAN EXPRESS CO	527.000	19,664 90	47,814 71
03027X100	AMERICAN TOWER CORP	355.000	26,288.49	28,336 10
03073E105	AMERISOURCEBERGEN CORP	240.000	13,277.74	16,874 40
031100100	AMETEK INC NEW	268.000	3,065 49	14,115 56
031162100	AMGEN INC	512 000	32,358 32	58,408.96
032095101	AMPHENOL CORP NEW	421 000	18,801 48	37,544.78
03524A108	ANHEUSER BUSCH INBEV SA/NV	356 000	35,724 36	37,899 76
03662Q105	ANSYS INC	188 000	13,842.32	16,393 60
037833100	APPLE INC	277.000	72,874.33	155,402 54
038336103	APTARGROUP INC	195 000	3,749.85	13,222 95

JIM COX JR FOUNDATION
58-6285853
Balance Sheet
12/31/2013

BankofAmerica

Cusip	Asset	Units	Basis	Market Value
04316A108	ARTISAN PARTNERS ASSET MGMT INC	203.000	7,915.42	13,233.57
045387107	ASSA ABLOY AB	966 000	21,909.48	25,554.56
045519402	ASSOCIATED BRIT FOODS LTD	396.000	12,495.87	16,036.42
04685W103	ATHENAHEALTH INC	177.000	9,092.42	23,806.50
048173108	ATLANTIA SPA	2065.000	20,958.13	23,204.40
049255706	ATLAS COPCO AB	827.000	22,626.84	22,958.35
049513104	ATMEL CORP	913.000	6,332.37	7,148.79
052769106	AUTODESK INC	313 000	10,867.55	15,749.85
053015103	AUTOMATIC DATA PROCESSING INC	460 000	17,143.17	37,167.54
055434203	BG GROUP PLC	2453.000	46,083.47	52,714.97
05565A202	BNP PARIBAS	1594.000	53,702.70	62,213.82
05577E101	BT GROUP PLC	137.000	6,134.68	8,648.81
057665200	BALCHEM CORP	135 000	3,215 44	7,924.50
05874B107	BALLY TECHNOLOGIES INC	147.000	5,557 53	11,532 15
06652K103	BANKUNITED INC	351 000	11,153.38	11,554.92
067383109	BARD C R INC	93 000	10,102.58	12,456 42
06738E204	BARCLAYS PLC	1039 000	15,588.51	18,837 07
072730302	BAYER A G	479 000	47,851.64	67,290.40
072743206	BAYERISCHE MOTOREN WERKE A G	753.000	25,536.08	29,474.68
073685109	BEACON ROOFING SUPPLY INC	944.000	22,412 94	38,024 32
08579W103	BERRY PLASTICS GROUP INC	490.000	10,831.35	11,657.10
088606108	BHP BILLITON LTD	320.000	22,656 96	21,824.00
090572207	BIO RAD LABS INC	205.000	19,322 43	25,340.05
09057G602	BIO-REFERENCE LABS INC	452.000	7,336 64	11,544.08
09062X103	BIOGEN IDEC INC	375.000	38,052.40	104,839.50
09227Q100	BLACKBAUD INC	352.000	4,964 10	13,252.80
09247X101	BLACKROCK INC	109.000	17,097.76	34,495.23
097023105	BOEING CO	451 000	30,424 80	61,556.99
097023AV7	BOEING CO	100000 000	100,622.92	100,921.00
099724106	BORG WARNER INC	904 000	42,215.04	50,542.64
101121101	BOSTON PROPERTIES INC	118 000	12,582 71	11,843.66
110122108	BRISTOL MYERS SQUIBB CO	1250 000	37,285.41	66,437.50
110448107	BRITISH AMERN TOB PLC	236 000	25,059 85	25,351.12
12503M108	CBOE HLDGS INC	229 000	10,719 29	11,898.84

JIM COX JR FOUNDATION
58-6285853
Balance Sheet
12/31/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
12504L109	CBRE GROUP INC	762.000	17,763 95	20,040.60
12572Q105	CME GROUP INC	1193.000	80,314.37	93,602 78
125896100	CMS ENERGY CORP	488 000	10,513.90	13,063.76
126408103	CSX CORP	724.000	16,978.16	20,829 48
127055101	CABOT CORP	195 000	9,615.57	10,023 00
12709P103	CABOT MICROELECTRONICS CORP	331 000	10,928.86	15,126.70
127387108	CADENCE DESIGN SYSTEM INC	1244.000	17,076 01	17,440.88
13342B105	CAMERON INTL CORP	224 000	13,713.61	13,334.72
13645T100	CANADIAN PAC RY LTD	664.000	76,547.23	100,476.48
138006309	CANON INC	364 000	14,789.94	11,648.00
142339100	CARLISLE COS INC	95.000	3,154.73	7,543.00
142795202	CARLSBERG AS	562.000	11,485.53	12,456.17
147528103	CASEYS GEN STORES INC	100.000	2,540.68	7,025.00
14808P109	CASS INFORMATION SYS INC	235 000	7,128.11	15,827.25
148887102	CATAMARAN CORP	2021.000	102,945.64	95,920.70
151020104	CELGENE CORP	664 000	76,131.61	112,194 75
15135U109	CENOVUS ENERGY INC	444 000	13,366.78	12,720 60
15670R107	CEPHEID	676 000	12,203 05	31,550.27
156782104	CERNER CORP	1549 000	61,727 72	86,341.26
163072101	CHEESECAKE FACTORY INC	371 000	4,292 47	17,908 17
16359R103	CHEMED CORP	267.000	9,543 62	20,457.54
166764100	CHEVRON CORP	498.000	35,512 91	62,205 18
16945R104	CHINA UNICOM (HONG KONG) LTD	581 000	8,158 26	8,749 86
169656105	CHIPOTLE MEXICAN GRILL INC	122.000	30,917.88	64,999 16
169905106	CHOICE HOTELS INTL INC	238.000	5,762.60	11,688.18
171232101	CHUBB CORP	363 000	24,270.35	35,076 69
17275R102	CISCO SYS INC	1679.000	36,861.31	37,659 97
17275RAC6	CISCO SYS INC	100000 000	102,604.44	110,013 00
177376100	CITRIX SYS INC	1308 000	86,382.55	82,731.00
178566105	CITY NATL CORP	142 000	6,652 50	11,249 24
179895107	CLARCOR INC	193 000	7,351.99	12,419 55
184496107	CLEAN HBRS INC	397 000	22,007.70	23,804 12
189754104	COACH INC	192 000	10,845.68	10,776 96
192422103	COGNEX CORP	504 000	15,067.88	19,242.72

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19763T889	COLUMBIA INCOME OPPORTUNITIES	25987.526	250,000.00	261,174 64
19765E823	CMG ULTRA SHORT TERM BOND	27746.948	250,000.00	249,445 06
198516106	COLUMBIA SPORTSWEAR CO	132.000	5,409 00	10,395.00
20030N101	COMCAST CORP	462.000	22,430 56	24,007.83
204319107	COMPAGNIE FINANCIERE RICHEMONT	1406 000	14,105.05	14,038 91
20449X203	COMPASS GROUP PLC	440 000	4,994.09	7,054 52
20557R105	COMPUTERSHARE LTD	595.000	5,931 09	6,057.69
20825C104	CONOCOPHILLIPS	464.000	31,828.40	32,781.60
22160N109	COSTAR GROUP INC	143.000	7,202.25	26,394 94
222816100	COVANCE INC	196.000	15,095.12	17,259.76
231021106	CUMMINS INC	880.000	100,720 72	124,053.60
23304Y100	DBS GROUP HLDGS LTD	401.000	18,862 25	21,723.77
23331A109	D R HORTON INC	1165 000	24,939.62	26,002 80
23381B106	DAIKIN INDS LTD	150 000	15,125.58	18,695 55
234062206	DAIWA HOUSE IND LTD	114.000	21,298.61	22,072.22
23636T100	DANONE	1369.000	18,333 11	19,739.61
237194105	DARDEN RESTAURANTS INC	249.000	12,260 16	13,538.13
237545108	DASSAULT SYS S A	108 000	9,267.67	13,427 86
242309102	DEALERTRACK TECHNOLOGIES INC	462 000	7,666 77	22,212 96
245914817	DELAWARE EMERGING MKTS FUND	45311 541	725,000 00	737,218 77
24872B100	DENSO CORP	1568.000	31,762.46	41,398 34
253393102	DICKS SPORTING GOODS INC	338.000	16,416.50	19,637 80
253798102	DIGI INTL INC	714.000	6,127.27	8,653 68
25746U109	DOMINION RES INC VA NEW	211.000	10,696 50	13,649.59
258278100	DORMAN PRODS INC	250 000	4,469 19	14,010.25
260003108	DOVER CORP	315 000	10,761.15	30,410.10
262037104	DRIL-QUIP INC	143.000	3,126 24	15,719 99
263534109	DU PONT E I DE NEMOURS & CO	618.000	27,968 16	40,151 46
26441C204	DUKE ENERGY CORP	181.000	11,760 06	12,490 81
268648102	EMC CORP	1332.000	35,806 86	33,499.80
26874R108	ENI S P A	294.000	10,552.21	14,256 06
277432100	EASTMAN CHEM CO	291 000	20,880 94	23,483.70
278265103	EATON VANCE CORP	448 000	16,986.68	19,169 92
278715206	EBIX INC	400 000	8,230.57	5,884 00

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27875T101	ECHO GLOBAL LOGISTICS INC	402.000	5,113 10	8,634.96
278768106	ECHOSTAR CORP	295.000	11,619 96	14,667.40
278865100	ECOLAB INC	623.000	58,472 27	64,960 21
291011104	EMERSON ELEC CO	312 000	15,202.73	21,896.16
29414B104	EPAM SYS INC	248 000	8,708 03	8,665 12
294821608	ERICSSON	1254 000	14,253 23	15,348 96
29875W100	EUROPEAN AERONAUTIC DEFENCE &	971 000	16,469 61	18,668 45
29977A105	EVERCORE PARTNERS INC	207 000	5,281 61	12,374 46
302130109	EXPEDITORS INTL WASHINGTON INC	461 000	19,511.51	20,399 25
30214U102	EXPONENT INC	185 000	5,360.63	14,295 69
30215C101	EXPERIAN PLC	428 000	8,064.28	7,897 03
30219G108	EXPRESS SCRIPTS HLDG CO	251 000	15,552.43	17,630 24
30231G102	EXXON MOBIL CORP	822 000	54,305.13	83,186 40
30249U101	FMC TECHNOLOGIES INC	1543.000	78,718.46	80,560.03
30303M102	FACEBOOK INC	1935.000	76,836 66	105,745.82
303250104	FAIR ISAAC CORP	224.000	4,801 15	14,076.16
316773100	FIFTH THIRD BANCORP	1077.000	19,246 21	22,649 31
317485100	FINANCIAL ENGINES INC	470 000	12,607 13	32,655 60
31816Q101	FIREEYE INC	334 000	13,263 57	14,565 74
33829M101	FIVE BELOW INC	173 000	6,544 24	7,473 25
345550107	FOREST CITY ENTERPRISES INC	470 000	2,246.14	8,977 00
349853101	FORWARD AIR CORP	469 000	9,846 64	20,593 79
35804H106	FRESH MKT INC	197.000	7,777 88	7,978.50
35804M105	FRESENIUS SE & CO KGAA	442.000	8,479 68	8,496.12
361448103	GATX CORP	327.000	15,700 21	17,059 59
36160B105	GDF SUEZ	833 000	18,688 86	19,622 15
369550108	GENERAL DYNAMICS CORP	141 000	11,080.23	13,472.55
371559105	GENESEE & WYO INC	151 000	11,224.49	14,503.55
371901109	GENTEX CORP	570.000	8,019 94	18,798 60
375558103	GILEAD SCIENCES INC	1799.000	101,411.99	135,104 90
37733W105	GLAXOSMITHKLINE PLC	456 000	21,876 48	24,345 84
37940X102	GLOBAL PMTS INC	194 000	9,097.87	12,608.06
38145N220	GOLDMAN SACHS ABSOLUTE RETURN	26258 206	240,000.00	244,726.48
38259P508	GOOGLE INC	138 000	102,898.99	154,657.98

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384109104	GRACO INC	162 000	4,830.62	12,655 44
38526M106	GRAND CANYON ED INC	674 000	13,565 98	29,386.40
40412C101	HCA HLDGS INC	476.000	15,128.88	22,709.96
404132102	HCC INS HLDGS INC	202.000	4,540.30	9,320.28
40415F101	HDFC BK LTD	262.000	5,228.27	9,023 28
404280406	HSBC HLDGS PLC	1162 000	55,013.02	64,061 06
405217100	HAIN CELESTIAL GROUP INC	130.000	7,408.44	11,801.40
413086109	HARMAN INTL INDS INC	264.000	18,244.34	21,608.40
414585109	HARRIS TEETER SUPERMARKETS INC	120 000	2,036 40	5,922 00
422806208	HEICO CORP NEW	251 000	6,431 62	10,572 12
423012301	HEINEKEN N V	332.000	9,487.03	11,226.58
425883105	HENNES & MAURITZ AB	1471.000	11,488.15	13,568 50
426281101	HENRY JACK & ASSOC INC	365 000	7,492 04	21,611 65
427866108	HERSHEY CO	193.000	10,778 65	18,765 39
42805T105	HERTZ GLOBAL HLDGS INC	613 000	9,976.75	17,544.06
428291108	HEXCEL CORP NEW	247.000	10,905.89	11,038.43
428567101	HIBBETT SPORTS INC	121.000	1,567.64	8,125.39
432787307	REMS REAL ESTATE VALUE OPPTY	29041 626	281,574.77	451,016 45
433578507	HITACHI LIMITED	136 000	10,105 03	10,299 82
43365Y104	HITTITE MICROWAVE CORP	70 000	3,782 68	4,321 10
437076102	HOME DEPOT INC	1014 000	22,797 55	83,492 76
43739Q100	HOMEAWAY INC	420.000	15,561.13	17,169 60
438128308	HONDA MTR LTD	947.000	35,890.25	39,158.45
438516106	HONEYWELL INTL INC	523.000	23,411.62	47,786.51
445658107	HUNT J B TRANS SVCS INC	1146 000	68,851.81	88,585 80
448108100	HUSSMAN INVT STRATEGIC GROWTH	22265 376	250,000.00	220,204.57
448415208	HUTCHISON WHAMPOA LTD	1271 000	24,730.10	34,554 68
44984A105	IPC THE HOSPITALIST CO	249.000	6,758 02	14,788 11
450828108	IBERIABANK CORP	145.000	7,827 65	9,113 25
45104G104	ICICI BK LTD	127.000	4,412.20	4,720.59
45662N103	INFINEON TECHNOLOGIES AG	1383.000	12,064.01	14,788.42
45672B206	INFORMA PLC	1215 000	20,447.06	23,081.35
45672H104	INFOBLOX INC	191.000	7,941.95	6,306.82
456837103	ING GROEP N V	1387.000	15,578.61	19,431.87

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45773Y105	INNERWORKINGS INC	722 000	5,467 72	5,624 38
458140100	INTEL CORP	1708.000	32,023.99	44,331.14
45822P105	INTEGRYS ENERGY GROUP INC	259.000	15,090.64	14,092.19
45866F104	INTERCONTINENTALEXCHANGE	108.000	19,331.84	24,291.36
459200101	INTERNATIONAL BUSINESS MACHS	297.000	27,506.53	55,708.29
459902102	INTERNATIONAL GAME TECHNOLOGY	605 000	10,116.02	10,986 80
461202103	INTUIT	355 000	21,451 90	27,093 60
464286665	ISHARES MSCI PACIFIC EX-JAPAN	4140.000	200,120 70	193,462 20
464287234	ISHARES MSCI EMERGING MARKETS	15845.000	651,528 55	662,241.78
465562106	ITAU UNIBANCO HLDG SA	646.000	9,617.45	8,766.22
466032109	J & J SNACK FOODS CORP	110.000	5,474.80	9,744.90
46625H100	J P MORGAN CHASE & CO	1032.000	40,663.02	60,351.36
478160104	JOHNSON & JOHNSON	816 000	53,585.85	74,737 44
481165108	JOY GLOBAL INC	283 000	14,048.71	16,552.67
482480100	KLA-TENCOR CORP	423 000	23,888 81	27,266 58
48273U102	K12 INC	422 000	9,838 59	9,178 50
48667L106	KDDI CORP	2635 000	30,156 10	40,550 01
493267108	KEYCORP NEW	1253 000	13,731 75	16,815 26
494368103	KIMBERLY CLARK CORP	387.000	27,490 08	40,426 02
497266106	KIRBY CORP	206.000	6,066 31	20,445 50
499064103	KNIGHT TRANSN INC	390.000	7,576 62	7,152 60
500458401	KOMATSU LTD	650.000	14,539 13	13,215 80
501797104	L BRANDS INC	250 000	12,036 62	15,462 50
501897102	LI & FUNG LTD	6667.000	20,705 77	17,194 19
502441306	LVMH MOET HENNESSY LOUIS	468.000	9,918 27	17,102.12
505730101	LADBROKES PLC	2491.000	7,629 93	7,380 83
53578A108	LINKEDIN CORP	366.000	44,030.47	79,359 78
53931R103	LIXIL GROUP CORP	343.000	16,379 47	18,816 64
539439109	LLOYDS BANKING GROUP PLC	4771.000	22,723.53	25,381 72
55402X105	MWI VETERINARY SUPPLY INC	44 000	5,524.57	7,478.50
55616P104	MACYS INC	623 000	27,385.51	33,268 20
55973B102	MAGNUM HUNTER RES CORP DEL	1878 000	12,457.72	13,728.18
560877300	MAKITA CORP	347 000	18,017.91	18,224.09
562750109	MANHATTAN ASSOCS INC	191 000	4,355.07	22,438.68

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56418H100	MANPOWERGROUP INC	143 000	10,664.93	12,277.98
571748102	MARSH & MCLENNAN COS INC	666 000	22,890.89	32,207.76
574599106	MASCO CORP	773.000	16,926 15	17,601 21
577933104	MAXIMUS INC	600.000	4,929.34	26,394.00
580135101	MCDONALDS CORP	451.000	27,119.45	43,760.53
58501N101	MEDIVATION INC	172 000	6,870.43	10,977.04
58502B106	MEDNAX INC	628 000	18,681 16	33,522.64
58502L104	MEDIOLANUM SPA	977.000	15,977.97	16,962 67
589331AP2	MERCK & CO INC	100000.000	100,998.70	105,066.00
58933Y105	MERCK & CO INC	1145.000	41,356.24	57,307.25
589584101	MERIDIAN BIOSCIENCE INC	320 000	7,023.92	8,489 60
59156R108	METLIFE INC	277 000	9,092 71	14,935 84
594918104	MICROSOFT CORP	2017.000	54,202.86	75,455 97
596278101	MIDDLEBY CORP	44.000	4,557.47	10,547.86
606822104	MITSUBISHI UFJ FINL GROUP INC	3883 000	20,786 29	25,938 44
60740F105	MOBILE MINI INC	496 000	8,487 02	20,425 28
608190104	MOHAWK INDS INC	478.000	63,771.70	71,174 20
610236101	MONRO MUFFLER BRAKE INC	235 000	7,446.78	13,244 60
61166W101	MONSANTO CO	1315 000	84,653 65	153,263 25
615394202	MOOG INC	200.000	7,900.00	13,588 00
617700109	MORNINGSTAR INC	261 000	9,090 66	20,381.49
626717102	MURPHY OIL CORP	171 000	9,055 89	11,094 48
636518102	NATIONAL INSTRS CORP	1035.000	20,252.81	33,140.70
640491106	NEOGEN CORP	456.000	5,141 34	20,839 20
641069406	NESTLE S A	571 000	26,247 89	41,925 10
651290108	NEWFIELD EXPL CO	438.000	10,566.64	10,787.94
65339F101	NEXTERA ENERGY INC	241 000	12,624 90	20,634 42
655664100	NORDSTROM INC	205.000	11,862 48	12,669.00
66987V109	NOVARTIS A G	1032.000	58,487.51	82,952.16
670100205	NOVO-NORDISK A S	192 000	33,065.65	35,473 92
674599105	OCCIDENTAL PETE CORP DEL	177.000	8,061.67	16,832.70
693475105	PNC FINL SVCS GROUP INC	466.000	24,224.58	36,152 28
693506107	PPG INDS INC	110 000	13,763 15	20,862 60
698354107	PANDORA MEDIA INC	373.000	7,012.24	9,921.80

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701094104	PARKER HANNIFIN CORP	170.000	7,263.59	21,868.80
705573103	PEGASYSTEMS INC	308.000	14,481.87	15,147.44
714264207	PERNOD RICARD S A	775.000	18,440 08	17,687.05
71654V408	PETROLEO BRASILEIRO SA PETROBR	1157.000	27,811.69	15,943.46
716599105	PETROLEUM GEO-SVCS ASA NEW	770.000	9,898.08	9,068 29
717081103	PFIZER INC	2466.000	38,654.02	75,533.58
718172109	PHILIP MORRIS INTL INC	964.000	42,024 59	83,993.32
718546104	PHILLIPS 66	318 000	19,693.40	24,527.34
722005667	PIMCO COMMODITY REALRETURN	114200 841	825,000.00	626,962.62
72201P175	PIMCO COMMODITIESPLUS STRATEGY	46030.285	500,000.00	493,444.66
731068102	POLARIS INDS INC	217.000	12,736.04	31,603.88
73640Q105	PORTFOLIO RECOVERY ASSOCS INC	489 000	6,191.57	25,838.76
739276103	POWER INTEGRATIONS INC	377 000	8,201.17	21,044 14
73935X575	POWERSHARES WATER RESOURCES	11200.000	225,680.00	293,664 00
74144T108	PRICE T ROWE GROUP INC	288.000	10,470.80	24,125.76
741503403	PRICELINE COM INC	164.000	64,335.88	190,633.60
742718109	PROCTER & GAMBLE CO	615.000	40,023.62	50,067.15
743315103	PROGRESSIVE CORP OHIO	510 000	12,821.50	13,907.70
743606105	PROSPERITY BANCSHARES INC	166 000	7,423.17	10,522 74
743713109	PROTO LABS INC	192 000	9,484.53	13,666 56
74435K204	PRUDENTIAL PLC	941.000	35,818.11	42,345 00
74460D109	PUBLIC STORAGE INC	108.000	12,146.84	16,256.16
74463M106	PUBLICIS S A NEW	830.000	13,200.70	19,016 96
74733T105	QLIK TECHNOLOGIES INC	219 000	8,084.10	5,831.97
74733V100	QEP RES INC	529 000	16,706.19	16,213 85
747525103	QUALCOMM INC	1171.000	67,204.43	86,946 75
749607107	RLI CORP	115 000	4,756 93	11,198.70
749685103	RPM INTL INC	655.000	14,513.56	27,189 05
754212108	RAVEN INDS INC	200.000	2,436.79	8,228 00
754730109	RAYMOND JAMES FINL INC	372.000	13,253.45	19,414 68
755111507	RAYTHEON CO	485.000	20,964.51	43,989 50
756255204	RECKITT BENCKISER PLC	1234 000	13,686 01	19,592 22
756568101	RED ELECTRICA CORPORACION SA	1455 000	17,106 14	19,447.53
759351604	REINSURANCE GROUP AMER INC	200.000	12,219.48	15,482.00

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760759100	REPUBLIC SVCS INC	594.000	20,099 65	19,720.80
761655505	REXAM PLC	594.000	23,816.64	26,095 61
767204100	RIO TINTO PLC	904 000	48,530.07	51,012.72
767744105	RITCHIE BROS AUCTIONEERS INC	960.000	20,454 65	22,012.80
76973Q105	ROADRUNNER TRANSN SVCS HLDGS	416.000	11,076.23	11,211 20
771195104	ROCHE HLDG LTD	469.000	19,488.47	32,853 92
775109200	ROGERS COMMUNICATIONS INC	341.000	13,904 37	15,430.25
775711104	ROLLINS INC	800.000	8,668 58	24,232 00
776696106	ROPER INDS INC NEW	167.000	12,790.92	23,159 56
780097689	ROYAL BK SCOTLAND GROUP PLC	988 000	10,568.10	11,194.04
780259206	ROYAL DUTCH SHELL PLC	1372.000	80,516 36	97,782 44
783513104	RYANAIR HLDGS PLC	396 000	20,414.00	18,584 28
78388J106	SBA COMMUNICATIONS CORP	148 000	11,063.80	13,296.32
78463M107	SPS COMM INC	305 000	5,341.88	19,916.50
78467J100	SS&C TECHNOLOGIES HLDGS INC	262.000	8,205 16	11,596 12
79546E104	SALLY BEAUTY HLDGS INC	586 000	7,877.90	17,714 78
79588J102	SAMPO OYJ	1086 000	24,407 59	26,726 46
80007R105	SANDS CHINA LTD	374.000	22,926 42	30,556.55
80105N105	SANOFI	551.000	22,212 77	29,550 13
803054204	SAP AG	426 000	24,667.85	37,121 64
806037107	SCANSOURCE INC	203 000	5,091.35	8,613 29
806857108	SCHLUMBERGER LTD	233 000	19,893 91	20,995 63
808513105	SCHWAB CHARLES CORP NEW	3819 000	73,177 30	99,294.00
80908T101	SCIQUEST INC	472.000	7,217.00	13,442 56
810186106	SCOTTS MIRACLE GRO CO	204 000	9,820 36	12,692 88
811065101	SCRIPPS NETWORKS INTERACTIVE INC	235 000	14,030.63	20,306.35
81211K100	SEALED AIR CORP NEW	656 000	15,670.46	22,336 80
816850101	SEMTECH CORP	932.000	18,040 50	23,560.96
816851109	SEMPRA ENERGY	191.000	9,888 13	17,144.16
81762P102	SERVICENOW INC	301 000	9,400.13	16,859 01
81783H105	SEVEN & I HLDGS CO LTD	502 000	35,222.86	39,929 08
824348106	SHERWIN WILLIAMS CO	256.000	21,497.95	46,976 00
826197501	SIEMENS A G	332.000	34,274 09	45,985 32
828806109	SIMON PPTY GROUP INC NEW	119.000	18,987.65	18,107.04

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83088M102	SKYWORKS SOLUTIONS INC	475 000	11,458.09	13,566.00
833034101	SNAP ON INC	238.000	21,224 46	26,065.76
855244109	STARBUCKS CORP	1415 000	58,873.35	110,921.85
856190103	STATE BK FINL CORP	550.000	9,097.32	10,004 50
858586100	STEPAN CO	99.000	5,778.89	6,497.37
858912108	STERICYCLE INC	116 000	9,622.46	13,475.72
860630102	STIFEL FINL CORP	387 000	17,433.58	18,545 04
86562M209	SUMITOMO MITSUI FINL GROUP INC	6564 000	55,668.92	68,856.36
86562X106	SUMITOMO MITSUI TR HLDGS INC	2093 000	10,653.18	11,032 20
870123106	SWATCH GROUP AG	416.000	12,869.11	13,787.07
870195104	SWEDBANK A B	554 000	13,823.68	15,612.83
87155N109	SYMRISE AG	1225 000	8,512 82	14,136 50
871607107	SYNOPSYS INC	337.000	11,989.65	13,672.09
87236Y108	TD AMERITRADE HLDG CORP	532 000	8,121.01	16,300.48
872540109	TJX COS INC NEW	944 000	38,992.68	60,161.12
874039100	TAIWAN SEMICONDUCTOR MFG LTD	691.000	6,725.79	12,051.04
878377100	TECHNE CORP	263 000	17,149 74	24,898.21
87927Y102	TELECOM ITALIA S P A	370 000	4,219 56	3,685.20
87936R106	TELEFONICA BRASIL SA	274.000	5,235 68	5,266 28
882508104	TEXAS INSTRS INC	732 000	23,319.01	32,142.12
885175307	THORATEC CORP	312 000	9,968.52	11,419.20
88632Q103	TIBCO SOFTWARE INC	435 000	12,405 41	9,778.80
88706P205	TIM PARTICIPACOES S A	265.000	6,448.57	6,953 60
887317303	TIME WARNER INC	719.000	24,402.79	50,128.68
889094108	TOKIO MARINE HLDGS INC	298 000	8,760 73	9,966.01
892356106	TRACTOR SUPPLY CO	1551 000	66,444 23	120,326.58
896818101	TRIUMPH GROUP INC NEW	229.000	11,681.18	17,420 03
899415202	TULLOW OIL PLC	1107.000	8,753 85	7,838 67
8EQO29993	EXCELSIOR MULTI-STRATEGY HEDGE	1292 779	2,082,687 91	2,116,073.67
90130A101	TWENTY-FIRST CENTY FOX INC	1801.000	63,224 47	63,341.17
902973304	US BANCORP DEL	1153 000	25,747.51	46,581 20
903236107	URS CORP NEW	225 000	8,445 62	11,922.75
90384S303	ULTA SALON COSMETICS &	150 000	14,256 80	14,478.00
90385D107	ULTIMATE SOFTWARE GROUP INC	208.000	4,058.39	31,869.76

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Cusip	Asset	Units	Basis	Market Value
904214103	UMPQUA HLDGS CORP	560.000	7,307.89	10,718.40
904708104	UNIFIRST CORP MASS	16.000	1,673.81	1,712.00
904767704	UNILEVER PLC	633.000	16,560.58	26,079.60
911163103	UNITED NAT FOODS INC	326.000	7,043.33	24,577.14
911312106	UNITED PARCEL SVC INC	374 000	32,061 62	39,299 92
913017109	UNITED TECHNOLOGIES CORP	143 000	7,065.92	16,273 40
91359E105	UNIVERSAL HEALTH RLTY INCM TR	120.000	4,002.19	4,807 20
918204108	V F CORP	276.000	11,659 24	17,205.84
919134304	VALEO	482.000	20,732.36	26,709 55
920355104	VALSPAR CORP	329 000	21,318.74	23,454 41
92343V104	VERIZON COMMUNICATIONS INC	1786.000	56,058.56	87,764 04
92343X100	VERINT SYS INC	282.000	4,063 62	12,109.08
92532F100	VERTEX PHARMACEUTICALS INC	176.000	14,416 76	13,076.80
92826C839	VISA INC	585 000	50,168.86	130,267 80
92857W209	VODAFONE GROUP PLC	1304 000	44,656.91	51,260 24
929740108	WABTEC CORP	115 000	7,576.31	8,541 05
931142103	WAL-MART STORES INC	290.000	16,840.21	22,820 10
94106L109	WASTE MGMT INC DEL	387.000	11,951.29	17,364 69
94946T106	WELLCARE GROUP INC	154.000	8,773 24	10,844.68
949746101	WELLS FARGO & CO	1454.000	45,873 54	66,011.60
955306105	WEST PHARMACEUTICAL SVSC INC	137.000	6,223 47	6,721.22
957090103	WESTAMERICA BANCORPORATION	147 000	7,025 18	8,299 62
95709T100	WESTAR ENERGY INC	532 000	15,554.80	17,114 44
961214301	WESTPAC BKG CORP	780 000	18,711.19	22,659 00
96208T104	WEX INC	87 000	4,215.66	8,615 61
966387102	WHITING PETE CORP	231 000	10,355.87	14,291 97
969904101	WILLIAMS SONOMA INC	341 000	19,918.33	19,873 48
976657106	WISCONSIN ENERGY CORP	306.000	10,459.48	12,650.04
97717W851	WISDOMTREE JAPAN HEDGED	3565.000	151,023.00	181,244 60
977868306	WOLSELEY PLC JERSEY	3160.000	16,791 86	17,926 68
978097103	WOLVERINE WORLD WIDE INC	328 000	4,364.99	11,138.88
98310W108	WYNDHAM WORLDWIDE CORP	160.000	9,218.81	11,790.40
983919101	XILINX INC	417 000	16,436.59	19,148 64
98433V102	YAHOO JAPAN CORP	2130 000	22,996.62	23,711 16

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Cusip	Asset	Units	Basis	Market Value
98978V103	ZOETIS INC	829.000	26,135.36	27,100.01
989825104	ZURICH INS GROUP LTD	241.000	6,715.81	7,004.91
99Z198253	BA PARTNERS FUND V	240944.820	142,500.00	240,944.82
99Z198261	BA PARTNERS FUND V-PE BLEND LTD	1202955.700	975,000.00	1,202,955 70
G0457F107	ARCOS DORADOS HLDGS INC	958.000	11,802 43	11,610.96
G1151C101	ACCENTURE PLC	515.000	26,703 11	42,343 30
G60754101	MICHAEL KORS HLDGS LTD	1705.000	103,827.01	138,428.95
G6359F103	NABORS INDS INC	959.000	14,977.44	16,293.41
G7496G103	RENAISSANCERE HOLDINGS LTD	141.000	13,273 32	13,724.94
G81276100	SIGNET JEWELERS LTD	215.000	15,836 31	16,920.50
G97822103	PERRIGO CO	129.000	19,634.46	19,796.34
H0023R105	ACE LTD	237.000	18,197.26	24,536.61
H6169Q108	PENTAIR LTD	212 000	12,387.08	16,466.04
H89231338	UBS AG	1082.000	18,975.67	20,828.50
M51363113	MELLANOX TECHNOLOGIES LTD	275.000	10,459.20	10,991.75
M85548101	STRATASYS LTD	137.000	10,002.37	18,453.90
N53745100	LYONDELLBASELL INDUSTRIES NV	290 000	18,373.14	23,281.20
N7902X106	SENSATA TECH HLDG NV	347 000	13,619.50	13,453.19
		Totals	16,737,412 61	20,711,263 17