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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 **04/01**, 2013, and ending **03/31**, 2014Name of foundation **SAMUEL I & JOHN HENRY FOX FOUNDATION**
6702035200A Employer identification number
95-6010288

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

Room/suite

B Telephone number (see instructions)

PO BOX 45174**619-230-4484**

City or town, state or province, country, and ZIP or foreign postal code

SAN FRANCISCO, CA 94145-0174

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeC If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization:

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

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) ▶ \$ **6,107,178.**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

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

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	157,014.	156,451.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	260,216.			
b Gross sales price for all assets on line 6a	703,420.			
7 Capital gain net income (from Part IV, line 2)		260,216.		
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)	3,680.			STMT 2
12 Total Add lines 1 through 11	420,910.	416,667.		
13 Compensation of officers, directors, trustees, etc.	52,976.	39,732.		13,244.
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	810.	NONE	NONE	810.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	2,481.	1,721.		
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 5	809.	799.		10.
24 Total operating and administrative expenses. Add lines 13 through 23	57,076.	42,252.	NONE	14,064.
25 Contributions, gifts, grants paid	278,072.			278,072.
26 Total expenses and disbursements Add lines 24 and 25	335,148.	42,252.	NONE	292,136.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	85,762.			
b Net investment income (if negative, enter -0-)		374,415.		
c Adjusted net income (if negative, enter -0-)				

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2nd

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	402,058.	401,909.	401,909.
	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 ▶			
	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 6 .	1,450,821.	1,203,181.	2,379,610.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8 .	2,708,579.	3,036,290.	3,325,659.
	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)	4,561,458.	4,641,380.	6,107,178.	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	4,561,458.	4,641,380.	
	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)	4,561,458.	4,641,380.	
31	Total liabilities and net assets/fund balances (see instructions)	4,561,458.	4,641,380.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,561,458.
2	Enter amount from Part I, line 27a	2	85,762.
3	Other increases not included in line 2 (itemize) ▶ REVERSAL OF FOREIGN TAXES	3	23.
4	Add lines 1, 2, and 3	4	4,647,243.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	5,863.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,641,380.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
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 679,229.		443,204.	236,025.		
b 24,191.			24,191.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			236,025.		
b			24,191.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	260,216.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (for 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	297,291.	5,627,328.	0.052830
2011	251,373.	5,632,366.	0.044630
2010	264,071.	5,439,305.	0.048549
2009	259,971.	4,983,544.	0.052166
2008	318,555.	5,114,401.	0.062286
2 Total of line 1, column (d)			2 0.260461
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 0.052092
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 5,831,401.
5 Multiply line 4 by line 3			5 303,769.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,744.
7 Add lines 5 and 6			7 307,513.
8 Enter qualifying distributions from Part XII, line 4			8 292,136.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	7,488.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 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	7,488.
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	7,488.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,520.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,520.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,968.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly).		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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) STMT 11	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 <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
UNION BANK, N.A. 7807 GIRARD AVE, LA JOLLA, CA 92037	TRUSTEE 20	52,976.	-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		-0-	-0-	-0-

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

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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	5,510,416.
b	Average of monthly cash balances	1b	409,788.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,920,204.
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	5,920,204.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	88,803.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,831,401.
6	Minimum investment return. Enter 5% of line 5	6	291,570.

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	291,570.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,488.
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,488.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	284,082.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	284,082.
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	284,082.

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	292,136.
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	292,136.
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	292,136.

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				284,082.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	11,934.			
b From 2009	17,574.			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	18,965.			
f Total of lines 3a through e	48,473.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ <u>292,136.</u>				
a Applied to 2012, but not more than line 2a			NONE	
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				284,082.
e Remaining amount distributed out of corpus	8,054.			
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	56,527.			
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			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
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)	11,934.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	44,593.			
10 Analysis of line 9				
a Excess from 2009	17,574.			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	18,965.			
e Excess from 2013	8,054.			

NOT APPLICABLE

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(5)

[illegible]

1 Information Regarding Foundation Managers:

NONE

NONE

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.

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

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				
SEE ATTACHED STATEMENT	NONE	EXEMPT	CHARITABLE	278,072.
Total			3a	278,072.
b Approved for future payment				
NONE				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

**Sign
Here**

Signature of officer or trustee

07/22/2014

Date _____

Title

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

VICE PRESIDENT

**Paid
Preparer
Use Only**

Print/Type preparer's name

JEFFREY E. KUHLIN

Preparer's signature

(Jesse E. Kuhlman)

Date	
------	--

07/22/2014

Check <input type="checkbox"/>	if
self-employed	

PTIN

P00353001

Firm's name ► KPMG LLP

Firm's EIN	▶ 13-5565207
------------	--------------

Firm's address ▶ 2020 N CENTRAL AVE, STE 700
PHOENIX, AZ

Phone no 800-810-2207

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	1,128.	1,128.
FOREIGN DIVIDENDS	19,410.	19,410.
NONDIVIDEND DISTRIBUTIONS	563.	
DOMESTIC DIVIDENDS	64,083.	64,083.
OTHER INTEREST	51,206.	51,206.
FOREIGN INTEREST	1,229.	1,229.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	257.	257.
NONQUALIFIED FOREIGN DIVIDENDS	284.	284.
NONQUALIFIED DOMESTIC DIVIDENDS	18,854.	18,854.
	-----	-----
TOTAL	157,014.	156,451.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	3,680.

TOTALS	3,680.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	810.			810.
TOTALS	810.	NONE	NONE	810.
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	354.	354.
FEDERAL ESTIMATES - PRINCIPAL	760.	
FOREIGN TAXES ON QUALIFIED FOR	1,259.	1,259.
FOREIGN TAXES ON NONQUALIFIED	108.	108.
	-----	-----
TOTALS	2,481.	1,721.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
INVESTMENT MGMT FEES	799.	799.	
CA STATE FILING FEES	10.		10.
TOTALS	809.	799.	10.
	=====	=====	=====

SAMUEL I & JOHN HENRY FOX FOUNDATION

95-6010288

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
ALCOA INC	18,661.	9,009.
ALLSTATE CORP	60,040.	56,580.
AMEREN CORP	45,592.	74,160.
ANALOG DEVICES INC	51,095.	79,710.
APPLIED MATLS INC	27,840.	30,623.
AT & T INC COM	41,133.	70,140.
BAXTER INTL INC	19,535.	51,506.
BERKSHIRE HATHAWAY B	17,641.	93,103.
BHP BILLITON LIMITED	55,715.	81,324.
BRISTOL MYERS SQUIBB CO	12,149.	77,925.
CENOVUS ENERGY COM	22,444.	20,272.
CHEVRON CORP. COMMON STOCK	22,928.	83,237.
COCA-COLA CO	1,588.	46,392.
CONOCOPHILLIPS COM	29,900.	42,210.
CSX CORP	7,059.	112,983.
ENCANA CORP	24,323.	14,966.
EQUITY RESIDENTIAL	18,883.	46,392.
EXXON MOBIL CORP	20,022.	126,984.
FLUOR CORP (NEW)	26,905.	46,638.
GENERAL ELEC CO	21,992.	62,136.
GENERAL MLS INC	31,883.	72,548.
GLAXOSMITHKLINE PLC ADR	37,826.	37,401.
INTEL CORP	9,547.	67,116.
JOHNSON & JOHNSON	7,717.	63,850.
KIMBERLY CLARK CORP	16,261.	33,075.
KONINKLIJKE PHILIPS N.V.	20,901.	47,185.
KRAFT FOODS GROUP INC	7,503.	13,071.
LEGGETT & PLATT INC	24,490.	32,640.
LILLY ELI & CO	39,255.	44,145.

SAMUEL I & JOHN HENRY FOX FOUNDATION

95-6010288

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
LINEAR TECHNOLOGY CORP	40,139.	58,428.
MICROSOFT CORP	54,259.	69,683.
MONDELEZ INTL INC CL A	13,999.	24,185.
NEWMONT MNG CORP	39,649.	18,752.
NORTHROP GRUMMAN CORP	24,524.	74,028.
PEPSICO INC	27,918.	50,100.
PFIZER INC	60,388.	64,240.
PHILLIPS 66 COM	9,428.	23,118.
PROCTER & GAMBLE CO	28,079.	48,360.
PROLOGIS INC	13,990.	40,830.
QUALCOMM INC	58,318.	110,404.
UNITED TECHNOLOGIES CORP	14,720.	46,736.
VERIZON COMMUNICATIONS	47,682.	71,355.
WASTE MGMT INC DEL	29,260.	42,070.
	-----	-----
TOTALS	1,203,181.	2,379,610.
	=====	=====

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

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
DODGE & COX INTL STOCK FD	C	143,340.	154,407.
ISHARES MSCI EAFE ETF	C	206,742.	235,200.
ISHARES MSCI EMERGING MKT FD	C	112,205.	114,828.
ISHARES TR CORE S&P SCP ETF	C	139,930.	275,350.
LAZARD EMERG MKTS INSTL	C	49,073.	54,145.
MFS INTL GROWTH FD CL I	C	86,167.	87,138.
PAYDEN LOW DURATION FD	C	150,000.	150,296.
PIMCO INCOME FUND INSTL	C	75,108.	76,456.
PIMCO TOTAL RETURN INSTL	C	304,277.	306,537.
PT-CHARITABLE INCM FD	C	1,224,878.	1,265,347.
SPDR GOLD TRUST SHS	C	78,902.	67,986.
VNGRD ST TERM INVMT GRADE	C	370,668.	372,722.
WESTCORE MID CAP VAL DIVIDEND	C	95,000.	165,247.
		-----	-----
TOTALS		3,036,290.	3,325,659.
		=====	=====

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

DESCRIPTION -----	AMOUNT -----
CTF INCOME TIMING DIFF	2,065.
CHARITABLE DISTRIBUTION REVERSAL	2,500.
RETURN OF CAPITAL RECLASSIFICATION/BASIS ADJUSTMENT	1,125.
REVERSAL OF FOREIGN INCOME	154.
ROUNDING	19.

TOTAL	5,863.
	=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

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

COMMON TRUST FUNDS

467.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

467.00

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

COMMON TRUST FUNDS

23,724.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

23,724.00

=====

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

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

ACCT L674 6702035200
PREP 7234 ADMN 7 INV 60

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149 BENEFICIARY DISTRIBUTIONS

08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO ALZHEIMER'S ASSOCIATION TR TRAN#=OX000077000003 TR CD=156 REG=0 PORT=PRIN	-4000 00	-4000 00 1308000015 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO AMERICAN DIABETES ASSOCIATION	-4000 00	-4000 00 1308000016 **CHANGED** 06/24/14 DJT

ACCT L674 6702035200
PREP 7234 ADMN 7 INV.60

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED)

	TR TRAN#						
	TR CD=156	REG=0	PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00			-4000 00	1308000017	
	CONTRIBUTION TO CHARITY				**CHANGED**	06/24/14 DJT	
	2013 DISTRIBUTION						
	FOR						
	PAID TO						
	AMERICAN RED CROSS						
	TR TRAN#						
	TR CD=156	REG=0	PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00			-4000 00	1308000018	
	CONTRIBUTION TO CHARITY				**CHANGED**	06/24/14 DJT	
	2013 DISTRIBUTION						
	FOR						
	PAID TO						
	ARTS--A REASON TO SURVIVE						
	TR TRAN#						
	TR CD=156	REG=0	PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-3500 00			-3500 00	1308000019	
	CONTRIBUTION TO CHARITY				**CHANGED**	06/24/14 DJT	
	2013 DISTRIBUTION						
	FOR						
	PAID TO						
	ASSOCIATION OF FUNDRAISING						
	PROFESSIONALS						
	TR TRAN#						
	TR CD=156	REG=0	PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00			-4000 00	1308000020	
	CONTRIBUTION TO CHARITY				**CHANGED**	06/24/14 DJT	
	2013 DISTRIBUTION						
	FOR						
	PAID TO						
	BOY SCOUTS OF AMERICA SAN DIEGO-						
	IMPERIAL COUNCIL						
	TR TRAN#						
	TR CD=156	REG=0	PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00			-4000 00	1308000021	
	CONTRIBUTION TO CHARITY				**CHANGED**	06/24/14 DJT	
	2013 DISTRIBUTION						
	FOR						
	PAID TO						
	BOYS AND GIRLS CLUB OF GREATER SD						
	TR TRAN#						
	TR CD=156	REG=0	PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00			-4000 00	1308000022	
	CONTRIBUTION TO CHARITY				**CHANGED**	06/24/14 DJT	
	2013 DISTRIBUTION						
	FOR						
	PAID TO						
	BURN INSTITUTE						
	TR TRAN#						
	TR CD=156	REG=0	PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00			-4000 00	1308000023	
	CONTRIBUTION TO CHARITY				**CHANGED**	06/24/14 DJT	
	2013 DISTRIBUTION						
	FOR						
	PAID TO						
	CENTER FOR COMMUNITY SOLUTIONS						
	TR TRAN#						
	TR CD=156	REG=0	PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00			-4000 00	1308000024	
	CONTRIBUTION TO CHARITY				**CHANGED**	06/24/14 DJT	
	2013 DISTRIBUTION						
	FOR						
	PAID TO						
	CHALLENGE CENTER						
	TR TRAN#						
	TR CD=156	REG=0	PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00			-4000 00	1308000025	
	CONTRIBUTION TO CHARITY				**CHANGED**	06/24/14 DJT	
	2013 DISTRIBUTION						
	FOR						
	PAID TO						
	CLASSICS FOR KIDS						
	TR TRAN#						
	TR CD=156	REG=0	PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00			-4000 00	1308000026	
	CONTRIBUTION TO CHARITY				**CHANGED**	06/24/14 DJT	
	2013 DISTRIBUTION						
	FOR						
	PAID TO						
	CYGNET THEATRE COMPANY						
	TR TRAN#						
	TR CD=156	REG=0	PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-1250 00			-1250 00	1308000027	
	CONTRIBUTION TO CHARITY				**CHANGED**	06/24/14 DJT	
	2013 DISTRIBUTION						
	FOR						
	PAID TO						
	DORIS HOWELL FOUNDATION FOR						
	WOMEN'S HEALTH RESEARCH						

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED)

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
	TR TRAN#-OX000077000015 TR CD=156 REG=0 PORT=PRIN				
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO ELDER LAW AND ADVOCACY TR TRAN#-OX000077000016 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000028 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO FRIENDS OF BALBOA PARK TR TRAN#-OX000077000017 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000029 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO FRIENDS OF SCOTT TR TRAN#-OX000077000018 TR CD=156 REG=0 PORT=PRIN	-1250 00		-1250 00	1308000030 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO FRIENDS OF VISTA HILL TR TRAN#-OX000077000019 TR CD=156 REG=0 PORT=PRIN	-3224 00		-3224 00	1308000031 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO FRIENDSHIP CIRCLE TR TRAN#-OX000077000020 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000032 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO GIRL SCOUTS-SAN DIEGO IMPERIAL COUNCIL TR TRAN#-OX000077000021 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000033 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO GROSSMONT HOSPITAL FOUNDATION TR TRAN#-OX000077000022 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000034 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO HELEN WOODWARD ANIMAL CENTER TR TRAN#-OX000077000023 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000035 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO INTERFAITH COMMUNITY SERVICES TR TRAN#-OX000077000024 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000036 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO INTERFAITH SHELTER NETWORK TR TRAN#-OX000077000025 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000037 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO JEWISH FAMILY SERVICE TR TRAN#-OX000077000026 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000038 **CHANGED** 06/24/14 DJT

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED)

08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO JUNIOR LEAGUE OF SAN DIEGO TR TRAN#=OX000077000027 TR CD=156 REG=0 PORT=PRIN	-1250 00		-1250 00	1308000039 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO LA JOLLA PLAYHOUSE TR TRAN#=OX000077000028 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000040 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO LAMBS PLAYERS THEATER TR TRAN#=OX000077000029 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000041 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO LEAD SAN DIEGO TR TRAN#=OX000077000030 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000042 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO MALASHOCK DANCE TR TRAN#=OX000077000031 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000043 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO MAMA'S KITCHEN TR TRAN#=OX000077000032 TR CD=156 REG=0 PORT=PRIN	-4000.00		-4000 00	1308000044 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO MEDIA ARTS CENTER TR TRAN#=OX000077000033 TR CD=156 REG=0 PORT=PRIN	-1250 00		-1250.00	1308000045 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO MO'OLELO PERFORMING ARTS COMPANY TR TRAN#=OX000077000034 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000046 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO NTC FOUNDATION TR TRAN#=OX000077000035 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000047 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO NATIONAL MULTIPLE SCLEROSIS SOCIETY, SAN DIEGO CHAPTER TR TRAN#=OX000077000036 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000048 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO NEW CHILDREN'S MUSEUM TR TRAN#=OX000077000037 TR CD=156 REG=0 PORT=PRIN	-1250 00		-1250 00	1308000049 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY	-1250 00		-1250 00	1308000050 **CHANGED** 06/24/14 DJT

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
2013 DISTRIBUTION FOR PAID TO PACIFIC ARTS MOVEMENT TR TRAN#-OX000077000038 TR CD=156 REG=0 PORT=PRIN				
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO PAWS TR TRAN#-OX000077000039 TR CD=156 REG=0 PORT=PRIN	-1250 00		-1250 00	1308000051 **CHANGED** 06/24/14 DJT
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO PLAYWRIGHTS PROJECT TR TRAN#-OX000077000040 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000052 **CHANGED** 06/24/14 DJT
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO POWAY CENTER FOR THE PERFORMING ARTS TR TRAN#-OX000077000041 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000053 **CHANGED** 06/24/14 DJT
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO PRO KIDS TR TRAN#-OX000077000042 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000054 **CHANGED** 06/24/14 DJT
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO PROJECT WILDLIFE TR TRAN#-OX000077000043 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000055 **CHANGED** 06/24/14 DJT
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO PROMISES2KIDS TR TRAN#-OX000077000044 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000056 **CHANGED** 06/24/14 DJT
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO RADY CHILDREN'S HOSPITAL TR TRAN#-OX000077000045 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000057 **CHANGED** 06/24/14 DJT
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO ROLLING READERS USA TR TRAN#-OX000077000046 TR CD=156 REG=0 PORT=PRIN	-1250 00		-1250 00	1308000058 **CHANGED** 06/24/14 DJT
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO RONALD MCDONALD HOUSE CHARITIES OF SAN DIEGO TR TRAN#-OX000077000047 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000059 **CHANGED** 06/24/14 DJT
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO ST MADELEINE SOPHIE'S CENTER TR TRAN#-OX000077000048 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000060 **CHANGED** 06/24/14 DJT
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR	-4000 00		-4000 00	1308000061 **CHANGED** 06/24/14 DJT

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TAX TRANSACTION DETAIL

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TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED)				
	PAID TO				
	ST VINCENT DE PAUL VILLAGE				
	TR TRAN#=OX000077000049 TR CD=156 REG=0 PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00		-4000 00	1308000062
	CONTRIBUTION TO CHARITY			**CHANGED**	06/24/14 DJT
	2013 DISTRIBUTION				
	FOR				
	PAID TO.				
	SALVATION ARMY				
	TR TRAN#=OX000077000050 TR CD=156 REG=0 PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00		-4000 00	1308000063
	CONTRIBUTION TO CHARITY			**CHANGED**	06/24/14 DJT
	2013 DISTRIBUTION				
	FOR				
	PAID TO				
	SAN DIEGO ADAPTIVE SPORTS FOUNDATION				
	TR TRAN#=OX000077000051 TR CD=156 REG=0 PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00		-4000 00	1308000064
	CONTRIBUTION TO CHARITY			**CHANGED**	06/24/14 DJT
	2013 DISTRIBUTION				
	FOR				
	PAID TO.				
	SAN DIEGO AUTOMOTIVE MUSEUM				
	TR TRAN#=OX000077000052 TR CD=156 REG=0 PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00		-4000 00	1308000065
	CONTRIBUTION TO CHARITY			**CHANGED**	06/24/14 DJT
	2013 DISTRIBUTION				
	FOR				
	PAID TO.				
	SAN DIEGO BOTANIC GARDEN				
	TR TRAN#=OX000077000053 TR CD=156 REG=0 PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00		-4000 00	1308000066
	CONTRIBUTION TO CHARITY			**CHANGED**	06/24/14 DJT
	2013 DISTRIBUTION				
	FOR				
	PAID TO				
	SAN DIEGO CHILDREN'S DISCOVERY				
	MUSEUM				
	TR TRAN#=OX000077000054 TR CD=156 REG=0 PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00		-4000 00	1308000067
	CONTRIBUTION TO CHARITY			**CHANGED**	06/24/14 DJT
	2013 DISTRIBUTION				
	FOR				
	PAID TO				
	SAN DIEGO COUNCIL ON LITERACY				
	TR TRAN#=OX000077000055 TR CD=156 REG=0 PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00		-4000 00	1308000068
	CONTRIBUTION TO CHARITY			**CHANGED**	06/24/14 DJT
	2013 DISTRIBUTION				
	FOR				
	PAID TO:				
	SAN DIEGO EDUCATION FUND				
	TR TRAN#=OX000077000056 TR CD=156 REG=0 PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00		-4000 00	1308000069
	CONTRIBUTION TO CHARITY			**CHANGED**	06/24/14 DJT
	2013 DISTRIBUTION				
	FOR				
	PAID TO				
	SAN DIEGO HISTORY CENTER				
	TR TRAN#=OX000077000057 TR CD=156 REG=0 PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00		-4000 00	1308000070
	CONTRIBUTION TO CHARITY			**CHANGED**	06/24/14 DJT
	2013 DISTRIBUTION				
	FOR				
	PAID TO				
	SAN DIEGO HUMANE SOCIETY				
	TR TRAN#=OX000077000058 TR CD=156 REG=0 PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00		-4000.00	1308000071
	CONTRIBUTION TO CHARITY			**CHANGED**	06/24/14 DJT
	2013 DISTRIBUTION				
	FOR				
	PAID TO				
	SAN DIEGO MUSEUM OF ART				
	TR TRAN#=OX000077000059 TR CD=156 REG=0 PORT=PRIN				
08/07/13	CASH DISBURSEMENT	-4000 00		-4000 00	1308000072
	CONTRIBUTION TO CHARITY			**CHANGED**	06/24/14 DJT
	2013 DISTRIBUTION				
	FOR				
	PAID TO				
	SAN DIEGO NATURAL HISTORY MUSEUM				

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149	BENEFICIARY DISTRIBUTIONS (CONTINUED)				
	TR TRAN#-OX000077000060 TR CD=156 REG=0 PORT=PRIN				
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO SAN DIEGO OPERA TR TRAN#-OX000077000061 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000073 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO SAN DIEGO PUBLIC LIBRARY FOUNDATION TR TRAN#-OX000077000062 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000.00	1308000074 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO SAN DIEGO SYMPHONY TR TRAN#-OX000077000065 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000077 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO SECOND CHANCE/STRIVE TR TRAN#-OX000077000067 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000.00	1308000079 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO SHAKTI RISING TR TRAN#-OX000077000068 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000080 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO SPECIAL DELIVERY SAN DIEGO TR TRAN#-OX000077000069 TR CD=156 REG=0 PORT=PRIN	-1250 00		-1250 00	1308000081 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO STREET OF DREAMS TR TRAN#-OX000077000070 TR CD=156 REG=0 PORT=PRIN	-1250 00		-1250 00	1308000082 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO TIMKEN MUSEUM OF ART TR TRAN#-OX000077000071 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000083 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO TURNING THE HEARTS CENTER TR TRAN#-OX000077000072 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000084 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO: VILLA MUSICA TR TRAN#-OX000077000073 TR CD=156 REG=0 PORT=PRIN	-1250 00		-1250 00	1308000085 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO VOICES FOR CHILDREN TR TRAN#-OX000077000074 TR CD=156 REG=0 PORT=PRIN	-4000 00		-4000 00	1308000086 **CHANGED** 06/24/14 DJT
08/07/13	CASH DISBURSEMENT	-1250 00		-1250 00	1308000087

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO WRITE OUT LOUD TR TRAN# = OX000077000075 TR CD = 156 REG = 0 PORT = PRIN			**CHANGED** 06/24/14 DJT	
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO YMCA EAST COUNTY TR TRAN# = OX000077000076 TR CD = 156 REG = 0 PORT = PRIN	-3098.00		-3098 00 1308000088 **CHANGED** 06/24/14 DJT	
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO YMCA MAGDELENA ECKE TR TRAN# = OX000077000077 TR CD = 156 REG = 0 PORT = PRIN	-4000 00		-4000 00 1308000089 **CHANGED** 06/24/14 DJT	
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO YMCA PENINSULA TR TRAN# = OX000077000078 TR CD = 156 REG = 0 PORT = PRIN	-4000 00		-4000 00 1308000090 **CHANGED** 06/24/14 DJT	
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO YMCA OF SAN DIEGO COUNTY CAMPING PROGRAM TR TRAN# = OX000077000079 TR CD = 156 REG = 0 PORT = PRIN	-4000 00		-4000 00 1308000091 **CHANGED** 06/24/14 DJT	
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO YMCA OF SAN DIEGO COUNTY HERITAGE CLUB TR TRAN# = OX000077000080 TR CD = 156 REG = 0 PORT = PRIN	-4000 00		-4000 00 1308000092 **CHANGED** 06/24/14 DJT	
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO YOUNG ARTISTS MUSIC ACADEMY TR TRAN# = OX000077000082 TR CD = 156 REG = 0 PORT = PRIN	-1250 00		-1250 00 1308000094 **CHANGED** 06/24/14 DJT	
08/07/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO YOUNG AUDIENCES TR TRAN# = OX000077000083 TR CD = 156 REG = 0 PORT = PRIN	-4000 00		-4000 00 1308000095 **CHANGED** 06/24/14 DJT	
08/08/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO SAN DIEGO RESCUE MISSION INC TR TRAN# = OX000103000001 TR CD = 156 REG = 0 PORT = PRIN	-4000 00		-4000 00 1308000099 **CHANGED** 06/24/14 DJT	
08/08/13 CASH DISBURSEMENT CONTRIBUTION TO CHARITY 2013 DISTRIBUTION FOR PAID TO YMCA YOUTH & FAMILY SERVICES TR TRAN# = OX000103000002 TR CD = 156 REG = 0 PORT = PRIN	-4000 00		-4000 00 1308000100 **CHANGED** 06/24/14 DJT	
TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS	-278072.00	0 00	-278072 00	