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INTERNAL REVENUE SERVICE

Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning 09/01, 2013, and ending 08/31, 2014

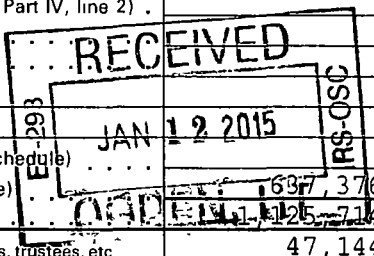
Name of foundation OPAL G COX CHARITABLE TRUST		A Employer identification number 74-6307500
Number and street (or P O box number if mail is not delivered to street address) BANK OF AMERICA, N.A. P.O. BOX 831041		B Telephone number (see instructions) 800-357-7094
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75283-1041		
G Check all that apply:		C If exemption application is pending, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 8,478,990.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		
<input type="checkbox"/> 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 checked="" 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	97,437.	96,487.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	390,901.			
b Gross sales price for all assets on line 6a <u>3,048,303.</u>				
7 Capital gain net income (from Part IV, line 2)		390,901.		
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)	637,376.	637,376.		STMT 2
12 Total. Add lines 1 through 11	1,125,714.	1,124,764.		
13 Compensation of officers, directors, trustees, etc.	47,144.	28,287.		18,857.
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	1,300.	NONE	NONE	1,300.
c Other professional fees (attach schedule) STMT 4	34,616.	34,616.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	8,942.	1,887.		
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	60,656.	60,656.		
24 Total operating and administrative expenses				
Add lines 13 through 23	152,658.	125,446.	NONE	20,157.
25 Contributions, gifts, grants paid	372,420.			372,420.
26 Total expenses and disbursements. Add lines 24 and 25	525,078.	125,446.	NONE	392,577.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	600,636.			
b Net investment income (if negative, enter -0-)		999,318.		
c Adjusted net income (if negative, enter -0-)				

ENVELOPE POSTMARK DATE JAN 09 2016

SCANNED JAN 15 2015 Revenue

Operating and Administrative Expenses



NE 5 P 14

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	660,493.	910,703.	910,703.
	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)	3,836,146.	4,184,453.	4,912,968.
	c	Investments - corporate bonds (attach schedule)		157.	158.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶	28,535.	28,535.	4,040.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	1.	1.	2,651,121.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,525,175.	5,123,849.	8,478,990.	
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	4,525,175.	5,123,849.	
	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)	4,525,175.	5,123,849.		
31	Total liabilities and net assets/fund balances (see instructions)	4,525,175.	5,123,849.		

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 4,525,175.
2	Enter amount from Part I, line 27a	2 600,636.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 5,125,811.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5 1,962.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 5,123,849.

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						
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 3,048,303.		2,657,402.	390,901.			
b						
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))			
(ii) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
a			390,901.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	390,901.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
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 (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	303,475.	7,409,211.	0.040959	
2011	265,232.	6,254,149.	0.042409	
2010	215,383.	5,211,045.	0.041332	
2009	165,683.	4,420,710.	0.037479	
2008	109,774.	4,274,088.	0.025684	
2 Total of line 1, column (d)			2	0.187863
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	0.037573
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4	7,970,692.
5 Multiply line 4 by line 3			5	299,483.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6	9,993.
7 Add lines 5 and 6			7	309,476.
8 Enter qualifying distributions from Part XII, line 4			8	392,577.
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)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Add lines 1 and 2', 'Subtitle A (income) tax', 'Tax based on investment income', 'Credits/Payments', 'Total credits and payments', 'Enter any penalty for underpayment of estimated tax', 'Tax due', 'Overpayment', and 'Enter the amount of line 10 to be Credited to 2014 estimated tax'.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions like 'During the tax year, did the foundation attempt to influence any national, state, or local legislation...', 'Did it spend more than \$100 during the year for political purposes...', 'Did the foundation file Form 1120-POL for this year?', 'Enter the amount of tax on political expenditures...', 'Has the foundation engaged in any activities that have not previously been reported to the IRS?', 'Has the foundation made any changes, not previously reported to the IRS...', 'Did the foundation have unrelated business gross income of \$1,000 or more during the year?', 'Was there a liquidation, termination, dissolution, or substantial contraction during the year?', 'Are the requirements of section 508(e) satisfied either by language in the governing instrument or by state legislation...', 'Did the foundation have at least \$5,000 in assets at any time during the year?', and 'Did any persons become substantial contributors during the tax year?'.

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 NONE
14 The books are in care of BANK OF AMERICA, N.A. Telephone no (214) 209-6477
Located at 901 MAIN ST, FL 19, DALLAS, TX ZIP+4 75202-3714
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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 X 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 X 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)

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 No
 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? 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
BANK OF AMERICA, N.A. P.O. BOX 830241, DALLAS, TX 75283-0241	TRUSTEE 1	47,144.	-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	4,689,066.
b	Average of monthly cash balances	1b	703,326.
c	Fair market value of all other assets (see instructions)	1c	2,699,681.
d	Total (add lines 1a, b, and c)	1d	8,092,073.
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	8,092,073.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	121,381.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,970,692.
6	Minimum investment return. Enter 5% of line 5	6	398,535.

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	398,535.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,993.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,993.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	388,542.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	388,542.
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	388,542.

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	392,577.
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	392,577.
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	9,993.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	382,584.

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				388,542.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			324,832.	
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	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 ▶ \$ <u>392,577.</u>				
a Applied to 2012, but not more than line 2a			324,832.	
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				67,745.
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				320,797.
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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2013, Prior 3 years (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, line 4, Amounts included in line 2c not used directly for active conduct of exempt activities, Qualifying distributions made directly for active conduct of exempt activities, and alternative tests (Assets, Endowment, Support).

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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				
BAYLOR UNIVERSITY 1 BEAR PL UNIT 97028 WACO TX 76798-7028	N/A	PC	FOR OPAL G. COX CHARITABLE TRUST SCHOLARSHIPS	186,210.
SOUTHWESTERN BAPTIST THEOLOGICAL SEMINARY P.O. BOX 22000 FORT WORTH TX 76122-0001	N/A	PC	FOR OPAL G. COX CHARITABLE TRUST SCHOLARSHIPS	186,210.
Total				3a 372,420.
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (14, 97,437), 5 Net rental income or (loss) from real estate, 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, 390,901), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (b OIL AND GAS INCOME, 15, 637,376), 12 Subtotal (1,125,714), 13 Total (1,125,714).

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

Table with 2 columns: 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). Content: NOT APPLICABLE

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	779.	779.
FOREIGN DIVIDENDS	13,454.	13,454.
NONDIVIDEND DISTRIBUTIONS	950.	
DOMESTIC DIVIDENDS	52,960.	52,960.
OTHER INTEREST	16.	16.
NONQUALIFIED FOREIGN DIVIDENDS	5,088.	5,088.
NONQUALIFIED DOMESTIC DIVIDENDS	24,190.	24,190.
TOTAL	97,437.	96,487.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OIL AND GAS INCOME	637,376.	637,376.
TOTALS	637,376.	637,376.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,300.			1,300.
TOTALS	1,300.	NONE	NONE	1,300.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PROPERTY MGMT FEES - BOA	500.	500.
OIL & GAS MGMT FEES - BOA	33,966.	33,966.
INVESTMENT ADVISORY FEES	150.	150.
	-----	-----
TOTALS	34,616.	34,616.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	781.	781.
NON-RENTAL PROPERTY TAXES	263.	263.
EXCISE TAX ESTIMATES	7,055.	
FOREIGN TAXES ON QUALIFIED FOR	504.	504.
FOREIGN TAXES ON NONQUALIFIED	339.	339.
TOTALS	8,942.	1,887.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REAL ESTATE EXPENSES		
TAXES	16.	16.
OTHER EXPENSES	200.	200.
OIL AND GAS EXPENSES		
GROSS PRODUCTION TAX	28,227.	28,227.
LEASE OPERATING EXPENSES	2,240.	2,240.
AD VALOREM TAX	29,973.	29,973.
TOTALS	60,656.	60,656.

OPAL G COX CHARITABLE TRUST

74-6307500

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
36220JTD8 GOVERNMENT NATL MTG	157.	158.
TOTALS	157.	158.

OPAL G COX CHARITABLE TRUST
 FORM 990PF, PART II - OTHER ASSETS
 =====

74-6307500

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
903174273 OIL GAS OR OTHER MIN	1.	2,651,121.
999682834 LOVE CORP WORTHLESS		
TOTALS	1.	2,651,121.

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

=====

DESCRIPTION -----	AMOUNT -----
COST BASIS ADJUSTMENT - UPDATES	1,870.
YEAR END SALES - 2012 (FYE 8/31/2013)	55.
ROUNDING	37.

TOTAL	1,962.
	=====

RECIPIENT NAME:

OFFICE OF ACADEMIC SCHOLARSHIPS & FINANCIAL AID
ADDRESS:

BAYLOR UNIVERSITY ONE BEAR PL #97028
WACO, TX 76798-7028

RECIPIENT'S PHONE NUMBER: 254-710-2611

FORM, INFORMATION AND MATERIALS:

OPAL G. COX CHARITABLE TRUST SCHOLARSHIP APPLICATION FORM
SUBMISSION DEADLINES:

MAY 15

RESTRICTIONS OR LIMITATIONS ON AWARDS:

BAYLOR UNIVERSITY STUDENTS ONLY. PREFERENCE TO BE GIVEN TO STUDENTS
STUDYING TO BE MISSIONARIES OR MEDICAL MISSIONARIES.
CALL FOR ADDITIONAL INFORMATION.

RECIPIENT NAME:

OFFICE OF FINANCIAL AID - SWBTS
ADDRESS:

P.O. BOX 22510
FORT WORTH, TX 76122
RECIPIENT'S PHONE NUMBER: 817-923-1921

FORM, INFORMATION AND MATERIALS:

OPAL G. COX CHARITABLE TRUST SCHOLARSHIP APPLICATION FORM
SUBMISSION DEADLINES:

CALL FOR DEADLINE INFORMATION

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SOUTHWESTERN BAPTIST THEOLOGICAL SEMINARY STUDENTS ONLY. PREFERENCE
TO BE GIVEN TO STUDENTS STUDYING TO BE MISSIONARIES OR MEDICAL
MISSIONARIES. CALL FOR ADDITIONAL INFORMATION.

FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

OPAL G COX CHARITABLE TRUST
74-6307500
Balance Sheet
08/31/2014



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	910703 390	910,703.39	910,703.39
026874784	AMERICAN INTL GROUP INC	581.000	30,594.15	32,570.86
037411105	APACHE CORP	319 000	27,612.82	32,483 77
037833100	APPLE INC	657.000	50,027 04	67,342 50
053015103	AUTOMATIC DATA PROCESSING INC	369 000	14,403.92	30,804 12
088606108	BHP BILLITON LTD	439 000	29,116.67	30,128 57
09247X101	BLACKROCK INC	90 000	17,340 20	29,747 70
093001188	WILLIAM BLAIR INTL SMALL CAP	9584 665	150,000.00	155,079 88
097023105	BOEING CO	236 000	29,110 30	29,924 80
126650100	CVS CAREMARK CORP	515 000	36,874 93	40,916 75
19765N245	COLUMBIA DIVIDEND INCOME FUND	21045 207	257,910 07	414,590 58
19765Y852	COLUMBIA EMERGING MARKETS	27190 850	256,465 19	299,371 26
20030N101	COMCAST CORP	584 000	31,404 32	31,956 48
20825C104	CONOCOPHILLIPS	285 000	23,013.97	23,147 70
244199105	DEERE & CO	261 000	20,501 67	21,947 49
25243Q205	DIAGEO PLC	236 000	29,303.29	28,289 32
254709108	DISCOVER FINL SVCS	810 000	42,081 31	50,519 70
268648102	EMC CORP	1182.000	29,456 53	34,904.46
278865100	ECOLAB INC	194.000	22,138 97	22,275 08
291011104	EMERSON ELEC CO	694 000	34,989 65	44,429 88
30219G108	EXPRESS SCRIPTS HLDG CO	603 000	38,398 30	44,579 79
30231G102	EXXON MOBIL CORP	461 000	33,414 72	45,851 06
36220JTD8	GOVERNMENT NATL MTG ASSN	156 980	156 98	157 66
369604103	GENERAL ELEC CO	1352 000	36,567 95	35,124.96
375558103	GILEAD SCIENCES INC	294 000	22,375.01	31,622.64
38142Y401	GOLDMAN SACHS GROWTH	10270 455	300,000 00	339,130.42
38145N220	GOLDMAN SACHS ABSOLUTE RETURN	16629 712	150,000 00	157,982 26
41902V872	HATTERAS ALPHA HEDGED	12776 831	150,000 00	152,810 90
438516106	HONEYWELL INTL INC	436 000	17,067 22	41,520 28
466001864	IVY ASSET STRATEGY FUND	4870 130	150,000 00	156,379 87
47803W406	JOHN HANCOCK FDS III DISCIPLINED	17331 023	300,000 00	342,980 95
478160104	JOHNSON & JOHNSON	402 000	24,329.52	41,699 46
50076Q106	KRAFT FOODS GROUP INC	475.000	18,400 78	27,977.50
571748102	MARSH & MCLENNAN COS INC	566.000	22,156 80	30,054 60

OPAL G COX CHARITABLE TRUST
74-6307500
Balance Sheet
08/31/2014



Cusip	Asset	Units	Basis	Market Value
5756029#6	BAYER MOTOREN WERK	260.000	29,854 29	30,343 02
594918104	MICROSOFT CORP	834 000	34,184 17	37,888 62
637071101	NATIONAL OILWELL VARCO INC	280 000	20,521 05	24,200 40
63872T885	NATIXIS FDS TR II	13761 468	150,000 00	155,779 82
641069406	NESTLE S A	402 000	20,542 20	31,274 39
68380L407	OPPENHEIMER INTL GROWTH FUND	8363 535	300,000 00	316,225 26
693475105	PNC FINL SVCS GROUP INC	423 000	31,840 98	35,849 25
718172109	PHILIP MORRIS INTL INC	453 000	23,075 91	38,767 74
747525103	QUALCOMM INC	550 000	34,325 12	41,855.00
74925K581	ROBECO BOSTON PARTNERS LONG/	10676.157	150,000 00	161,637.02
771195104	ROCHE HLDG LTD	1442 000	38,555 60	52,686 35
806857108	SCHLUMBERGER LTD	330 000	18,227 55	36,181 20
808513105	SCHWAB CHARLES CORP NEW	1300 000	26,112 77	37,063 00
90130A101	TWENTY-FIRST CENTY FOX INC	695 000	23,066 50	24,616 90
921943858	VANGUARD FTSE DEVELOPED	9100 000	350,482 09	379,379.00
922042858	VANGUARD FTSE EMERGING MKTS	6800 000	286,247 33	308,720 00
92343V104	VERIZON COMMUNICATIONS INC	763.000	36,743 08	38,012 66
92826C839	VISA INC	272 000	45,645 01	57,805.44
949746101	WELLS FARGO & CO	1159 000	35,124 55	59,618.96
988498101	YUM BRANDS INC	506 000	38,111 16	36,649.58
98978V103	ZOETIS INC	918 000	28,817 15	32,533 92
999107956	POLK CITY POLK CNTY FL 33868	100 000	13,948 66	1,040.00
999107964	4881 STEPHEN ST, HASTINGS, ST.	100 000	14,586 14	3,000 00
9O3174273	OIL GAS OR OTHER MINERALS	1 000	1 00	2,651,120 70
G0083B108	ACTAVIS PLC	113 000	23,139 01	25,648 74
G1151C101	ACCENTURE PLC	500 000	27,822 31	40,530 00
H84989104	TE CONNECTIVITY LTD	663.000	16,959 74	41,556 84
		Totals	5,123,849.04	8,478,990 46