



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



EXTENDED TO NOVEMBER 16, 2015

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

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation

THE FOX FAMILY FOUNDATION

A Employer identification number

23-3092389

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

C/O 2011 RENAISSANCE BLVD

Room/suite

102

B Telephone number

(610) 272-0800

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

KING OF PRUSSIA, PA 19406

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col (c), line 16)

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

\$ 2,362,084. (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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	5,260.	3,244.		STATEMENT 1
	4 Dividends and interest from securities	45,678.	39,542.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<97,791.>			
	b Gross sales price for all assets on line 6a	896,726.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	39,965.	39,965.		STATEMENT 3
	12 Total. Add lines 1 through 11	<6,888.>	82,751.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest	232.	232.		0.
	18 Taxes STMT 4	1,175.	1,175.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	14,905.	14,905.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	16,312.	16,312.		0.
	25 Contributions, gifts, grants paid	71,000.			71,000.
	26 Total expenses and disbursements. Add lines 24 and 25	87,312.	16,312.		71,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<94,200.>			
	b Net investment income (if negative, enter -0-)		66,439.		
	c Adjusted net income (if negative, enter -0-)			N/A	

423501
11-24-14

LHA For Paperwork Reduction Act Notice, see instructions.

1

Form 990-PF (2014)

16081023 132589 FOXFDN-111

2014.04030 THE FOX FAMILY FOUNDATION

63- FOXFDN-1 6

SCANNED NOV 20 2015

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			255,906.	188,511.	188,511.
	2 Savings and temporary cash investments					
	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					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations STMT 7			276,540.	332,920.	365,554.
	b Investments - corporate stock STMT 8			968,528.	1,129,786.	1,434,488.
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other STMT 9				385,506.	234,396.	373,531.
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)				1,886,480.	1,885,613.	2,362,084.
Net Assets or Fund Balances	17 Accounts payable and accrued expenses					
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
Net Assets or Fund Balances	21 Mortgages and other notes payable					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
27 Capital stock, trust principal, or current funds			2,742,312.	2,742,312.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds			<855,832.>	<856,699.>		
30 Total net assets or fund balances			1,886,480.	1,885,613.		
31 Total liabilities and net assets/fund balances			1,886,480.	1,885,613.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,886,480.
2 Enter amount from Part I, line 27a	2	<94,200.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	93,333.
4 Add lines 1, 2, and 3	4	1,885,613.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,885,613.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 896,726.		994,517.	<97,791.>	
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) 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				
b				
c				
d				
e			<97,791.>	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	<97,791.>	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	55,500.	2,334,229.	.023777
2012	210,000.	2,079,626.	.100980
2011	85,000.	2,475,799.	.034332
2010	154,000.	2,317,358.	.066455
2009	47,500.	2,142,893.	.022166
2 Total of line 1, column (d)			2 .247710
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 .049542
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 2,312,406.
5 Multiply line 4 by line 3			5 114,561.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 664.
7 Add lines 5 and 6			7 115,225.
8 Enter qualifying distributions from Part XII, line 4 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.			8 71,000.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,329.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	1,329.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	1,329.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 196.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 2,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	2,196.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	867.
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 867. Refunded ☐ 0.		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) ☐ NJ		
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 2014 or the taxable year beginning in 2014 (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

Form 990-PF (2014)

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? Website address N/A	13	X	
14	The books are in care of THE FOUNDATION Telephone no. (610) 272-0800 Located at C/O 2011 RENAISSANCE BLVD, KING OF PRUSSIA, PA ZIP+4 19406			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2014, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country N/A	16	Yes	No
				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? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b	
Organizations relying on a current notice regarding disaster assistance check here N/A		
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 2014? N/A	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No		
If "Yes," list the years N/A		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2014 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 2014.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

Form 990-PF (2014)

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 4945(d)(4)(A)? (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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

Form 990-PF (2014)

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	1,695,665.
b	Average of monthly cash balances	1b	201,518.
c	Fair market value of all other assets	1c	450,437.
d	Total (add lines 1a, b, and c)	1d	2,347,620.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,347,620.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,214.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,312,406.
6	Minimum investment return. Enter 5% of line 5	6	115,620.

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	115,620.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,329.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,329.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	114,291.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	114,291.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	114,291.

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	71,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	71,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	71,000.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				114,291.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012	33,013.			
e From 2013				
f Total of lines 3a through e	33,013.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 71,000.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				71,000.
e Remaining amount distributed out of corpus	0.			
f Total of lines 4a through 4e	33,013.			33,013.
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				10,278.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

423581
11-24-14

Form 990-PF (2014)

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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)

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

b 85% of line 2a

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- e** Qualifying distributions made directly for active conduct of exempt activities.

- 3** Complete 3a, b, or c for the alternative test relied upon:

- (1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b "Endowment" alternative test** - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization**

- (4) Gross investment income**

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

- ## 1 Information Regarding Foundation Managers:

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

SEE STATEMENT 11

- 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:

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

- c Any submission deadlines:**

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

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
HUNTINGTON STUDY GROUP 1303 PICO BLVD SANTA MONICA, CA 90405	NONE	PUBLIC CHARITY	GENERAL FUND	50,000.
NJ CURE HD P.O. BOX 45 METUCHEN, NJ 08440	NONE	PUBLIC CHARITY	GENERAL FUND	5,500.
PHILLY CURE HD INC. P.O. BOX 4054 PHILADELPHIA, PA 19118	NONE	PUBLIC CHARITY	GENERAL FUND	5,500.
SACRED HEART CHURCH 1739 FERRY AVENUE CAMDEN, NJ 08104	NONE	PUBLIC CHARITY	GENERAL FUND	10,000.
Total			3a	71,000.
b Approved for future payment				
NONE				
Total			3b	0.

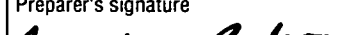
Part XVII · Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|---|--------------|------------|-----------|
| 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
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		
	Signature of officer or trustee 		Date 11/17/15		Title PRESIDENT		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check ☐ if self-employed PTIN	
	JOSEPH W. ROSKOS				10-27-15	P00483616	
	Firm's name ▶ F/B/O SERVICES, INC.					Firm's EIN ▶ 33-1041239	
	Firm's address ▶ 2011 RENAISSANCE BLVD, SUITE 102 KING OF PRUSSIA, PA 19406					Phone no. (610) 272-0800	

Form 990-PF (2014)

THE FOX FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV

23-3092389

PAGE 1 OF 4

4

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	STIFEL, NICHOLAS & COMPANY, INC. - SEE ATTACHED	P	VARIOUS	VARIOUS
b	STIFEL, NICHOLAS & COMPANY, INC. - SEE ATTACHED	P	VARIOUS	VARIOUS
c	250 SHS INTEL CORP	P	05/20/10	01/07/14
d	90 SHS MCDONALDS CORP	P	04/16/10	09/18/14
e	125 SHS OAKTREE CAP GROUP LLC A	P	06/10/13	08/19/14
f	75 SHS TALISMAN ENERGY INC.	P	11/06/08	11/07/14
g	326 SHS TELEPHONE & DATA SYS INC.	P	VARIOUS	06/18/14
h	21 SHS TIME INC NEW	P	05/11/10	08/21/14
i	ISHS SILVER TR ETF - RETURN OF PRINCIPAL	P	VARIOUS	VARIOUS
j	SPDR GOLD TRUST GOLD ETF - RETURN OF PRINCIPAL	P	VARIOUS	VARIOUS
k	5000 SHS NORTHSTAR RTLY FIN CORP COM NEW	P	12/17/13	07/03/14
l	4000 SHS NORTHSTAR RLTY FIN CORP COM NEW	P	09/10/14	12/29/14
m	1500 SHS PVR PARTNERS LP	P	10/04/13	02/05/14
n	COLORADO SPRINGS COLO UTILS REV RFDG & IMP SER A	P	10/20/10	11/15/14
o	300 SHS MILACRON INC NEW	P	03/01/05	11/05/14

(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 72,031.		71,502.	529.
b 41,644.		35,179.	6,465.
c 6,379.		5,262.	1,117.
d 8,428.		6,173.	2,255.
e 6,194.		6,504.	<310.>
f 426.		715.	<289.>
g 8,447.		8,384.	63.
h 520.		225.	295.
i 18.		18.	0.
j 39.		39.	0.
k 83,690.		55,466.	28,224.
l 69,421.		71,441.	<2,020.>
m 38,608.		29,930.	8,678.
n 5,000.		5,348.	<348.>
o		8,820.	<8,820.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			529.
b			6,465.
c			1,117.
d			2,255.
e			<310.>
f			<289.>
g			63.
h			295.
i			0.
j			0.
k			28,224.
l			<2,020.>
m			8,678.
n			<348.>
o			<8,820.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

423591
05-01-14

THE FOX FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV

23-3092389

PAGE 2 OF

4

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 1000 SHS MILACRON INC NEW	P	10/11/07	11/05/14
b MISSOURI ST HSG DEV COMMN SINGLE FAMILY MTG REV H	P	03/24/04	05/07/14
c 2000 SHS ONEOK PARTNERS LP MLP	P	08/07/13	10/21/14
d UTAH CNTY MUN BLDG REV SYNC TAXABLE B/E	P	07/30/04	11/01/14
e WISCONSIN ST GEN FD ANNUAL APP REV SER A DUE 5/01	P	05/08/08	05/01/14
f GNMA PL 651914X 6.000 DUE 4/15/36 - RETURN OF PRI	P	VARIOUS	VARIOUS
g UBS FINANCIAL SERVICES 01006 - SEE ATTACHED	P	05/01/14	10/01/14
h UBS FINANCIAL SERVICES 01006 - SEE ATTACHED	P	VARIOUS	VARIOUS
i UBS FINANCIAL SERVICES 01006 - SEE ATTACHED	P	05/26/10	04/07/14
j MORGAN STANLEY 098905 - SEE ATTACHED	P	VARIOUS	VARIOUS
k MORGAN STANLEY 098905 - SEE ATTACHED	P	VARIOUS	VARIOUS
l MORGAN STANLEY 098905 - SEE ATTACHED	P	VARIOUS	VARIOUS
m MORGAN STANLEY 098905 - SEE ATTACHED	P	VARIOUS	VARIOUS
n MORGAN STANLEY 118882 - SEE ATTACHED	P	VARIOUS	VARIOUS
o 617 SHS ITALCEMENTI SELL D18WK	P	06/11/14	06/25/14

(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		8,175.	<8,175.>
b 10,000.		10,000.	0.
c 104,594.		68,274.	36,320.
d 15,000.		15,000.	0.
e 5,000.		5,000.	0.
f 215.		215.	0.
g 10.		10.	0.
h 61,731.		47,903.	13,828.
i 9,890.		3,790.	6,100.
j 6,518.		6,423.	95.
k 713.		637.	76.
l 23,031.		15,839.	7,192.
m 28,480.		10,756.	17,724.
n 37,373.		32,804.	4,569.
o 667.		667.	0.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<8,175.>
b			0.
c			36,320.
d			0.
e			0.
f			0.
g			0.
h			13,828.
i			6,100.
j			95.
k			76.
l			7,192.
m			17,724.
n			4,569.
o			0.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

423591
05-01-14

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	ITALCEMENTI SPA - CASH IN LIEU	P	06/10/14	06/10/14
b	MORGAN STANLEY 118882 - SEE ATTACHED	P	VARIOUS	VARIOUS
c	MORGAN STANLEY 118882 - SEE ATTACHED	P	VARIOUS	VARIOUS
d	AMPERE LIFE SCIENCES, INC. - SALE/DISPOSITION OF	P	10/31/09	12/31/14
e	CRESCENT ASSET MANAGEMENT LTD - SALE/DISPOSITION	P	09/30/08	01/01/14
f	GRAMERCY MEXICO NPL FUND II LLC - SALE/DISPOSITIO	P	12/01/06	12/31/14
g	MAYERCAP FINANCING FUND LP - SALE/DISPOSITION OF	P	12/31/07	12/31/14
h	GRAMERCY MEXICO NPL FUND II LLC - PASSTHROUGH FRO	P		
i	MAYERCAP FINANCING FUND LP - PASSTHROUGH FROM PAR	P		
j	REGENCY ENERGY PARTNERS LP - PASSTHROUGH FROM PAR	P		
k	NUSTAR ENERGY LP - PASSTHROUGH FROM PARTNERSHIP	P		
l	ENERGY TRANSFER PARTNERS LP - PASSTHROUGH FROM PA	P		
m	OAKTREE CAPITAL GROUP LLC - PASSTHROUGH FROM PART	P		
n	OAKTREE CAPITAL GROUP LLC - PASSTHROUGH FROM PART	P		
o	ONEOK PARTNERS LP MLP - PASSTHROUGH FROM PARTNERS	P		

(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 5.			5.
b 76,104.		45,593.	30,511.
c 52,629.		28,156.	24,473.
d 100,000.		100,000.	0.
e		100,000.	<100,000.>
f 9,457.			9,457.
g		171,805.	<171,805.>
h		10,545.	<10,545.>
i		265.	<265.>
j		1.	<1.>
k		21.	<21.>
l 1,042.			1,042.
m 5.			5.
n 43.			43.
o		347.	<347.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			5.
b			30,511.
c			24,473.
d			0.
e			<100,000.>
f			9,457.
g			<171,805.>
h			<10,545.>
i			<265.>
j			<1.>
k			<21.>
l			1,042.
m			5.
n			43.
o			<347.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

THE FOX FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV

23-3092389

PAGE 4 OF 4

4

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	PVR PARTNERS LP - PASSTHROUGH FROM PARTNERSHIP	P		
b	BUCKEYE PARTNERS LP - PASSTHROUGH FROM PARTNERSHIP	P		
c	TESORO LOGISTICS LP - PASSTHROUGH FROM PARTNERSHIP	P		
d	150 SHS DIRECTV	P	02/11/10	05/21/14
e	VODAFONE GRP PLC NEW ADR - CASH IN LIEU	P	08/26/09	02/27/14
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		558.	<558.>
b		1,977.	<1,977.>
c		5.	<5.>
d	12,497.	4,705.	7,792.
e	41.	40.	1.
f	836.		836.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<558.>
b			<1,977.>
c			<5.>
d			7,792.
e			1.
f			836.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<97,791.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

423591
05-01-14

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BUCKEYE PARTNERS LP - K-1	6.	6.	
ENERGY TRANSFER PARTNERS LP - K-1	473.	473.	
NUSTAR ENERGY LP - K-1	201.	201.	
OAKTREE CAPITAL GROUP LLC - K-1	63.	63.	
ONEOK PARTNERS LP - K-1	1.	1.	
REGENCY ENERGY PARTNERS, L.P. - K-1	8.	8.	
SDS/PROCIDIA EQUITIES, LLC - K-1	376.	376.	
TD BANK, N.A.	41.	41.	
TESORO LOGISTICS LP - K-1	2.	2.	
UBS 01006	11.	11.	
UBS 76533	4,078.	2,062.	
TOTAL TO PART I, LINE 3	5,260.	3,244.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BUCKEYE PARTNERS LP - K-1	1.	0.	1.	1.	
ENERGY TRANSFER PARTNERS LP - K-1	575.	0.	575.	575.	
MORGAN STANLEY 098905	5,555.	278.	5,277.	4,999.	
OAKTREE CAPITAL GROUP LLC - K-1	36.	0.	36.	36.	
SMITH BARNEY 118882	8,256.	0.	8,256.	8,256.	
STIFEL NICHOLAS	12,599.	444.	12,155.	12,008.	
UBS 01006	11,892.	114.	11,778.	11,778.	
UBS 76533	7,600.	0.	7,600.	1,889.	
TO PART I, LINE 4	46,514.	836.	45,678.	39,542.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MAYERCAP FINANCING FUND - PASSTHROUGH FROM K-1	48,103.	48,103.	
SDS/PROCIDIA EQUITIES, LLC - PASSTHROUGH FROM K-1	<1,053.>	<1,053.>	
BUCKEYE PARTNERS LP - PASSTHROUGH FROM K-1	<2,819.>	<2,819.>	
REGENCY ENERGY PARTNERS, L.P. - PASSTHROUGH FROM PARTNERSHIP	<586.>	<586.>	
ENERGY TRANSFER PARTNERS LP - PASSTHROUGH FROM K-1	<697.>	<697.>	
SDSP SCHERMERHORN - PASSTHROUGH FROM K-1	19,011.	19,011.	
PVR PARTNERS LP - PASSTHROUGH FROM K-1	<965.>	<965.>	
ONEOK PARTNERS LP - PASSTHROUGH FROM K-1	<14,623.>	<14,623.>	
OAKTREE CAPITAL GROUP LLC - PASSTHROUGH FROM K-1	7.	7.	
TESORO LOGISTICS LP - PASSTHROUGH FROM K-1	<2,108.>	<2,108.>	
NUSTAR ENERGY LP - PASSTHROUGH FROM K-1	<4,305.>	<4,305.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	39,965.	39,965.	

FORM 990-PF	TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES - MORGAN STANLEY 118882	870.	870.		0.
FOREIGN TAXES - STIFEL NICHOLAUS	82.	82.		0.
FOREIGN TAXES - UBS 01006	116.	116.		0.
FOREIGN TAXES - BUCKEYE PARTNERS LP K-1	3.	3.		0.
FOREIGN TAXES - NUSTAR ENERGY LP K-1	102.	102.		0.
FOREIGN TAXES - MORGAN STANLEY 098905	2.	2.		0.
TO FORM 990-PF, PG 1, LN 18	1,175.	1,175.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRAMERCY MEXICO LLC - PORTFOLIO DEDUCTIONS FROM K-1	1,498.	1,498.		0.
MAYERCAP FINANCING FUND LP - PORTFOLIO DEDUCTIONS FROM K-1	18.	18.		0.
MORGAN STANLEY 098905 - INVESTMENT & ADVISORY FEES	3,460.	3,460.		0.
MORGAN STANLEY 118882 - INVESTMENT & ADVISORY FEES	6,071.	6,071.		0.
STIFEL NICHOLAS - INVESTMENT & ADVISORY FEES	3,558.	3,558.		0.
UBS 01006 - INVESTMENT & ADVISORY FEES	79.	79.		0.
UBS 76533 - INVESTMENT AND ADVISORY FEES	155.	155.		0.
TD BANK - BANK FEES	15.	15.		0.
REGENCY ENERGY PARTNERS - OTHER DEDUCTIONS FROM K-1	1.	1.		0.
ENERGY TRANSFER PARTNERS LP - OTHER DEDUCTIONS FROM K-1	3.	3.		0.
OAKTREE CAPITAL GROUP LLC - PORTFOLIO DEDUCTIONS FROM K-1	7.	7.		0.
BUCKEYE PARTNERS LP - OTHER DEDUCTIONS FROM K-1	2.	2.		0.
NUSTAR ENERGY LP - OTHER DEDUCTIONS FROM K-1	38.	38.		0.
TO FORM 990-PF, PG 1, LN 23	14,905.	14,905.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
DESCRIPTION	AMOUNT		
BOOK ADJUSTMENT - TAX LOSS IN EXCESS OF BOOK	93,333.		
TOTAL TO FORM 990-PF, PART III, LINE 3	93,333.		

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL SECURITIES		X	332,920.	365,554.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			332,920.	365,554.
TOTAL TO FORM 990-PF, PART II, LINE 10A			332,920.	365,554.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,129,786.	1,434,488.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,129,786.	1,434,488.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GRAMERCY MEXICO NPL FUND II LLC	COST	0.	0.
MAYERCAP FINANCING FUND LP	COST	0.	0.
SDS/PROCIDA EQUITIES LLC	COST	<189,659.>	<189,657.>
CRESCENT ASSET MANAGEMENT LTD	COST	0.	0.
EDISON PHARMASEUTICALS	COST	99,992.	99,992.
REGENCY ENERGY	COST	<9,466.>	48,000.
AMPERE LIFE SCIENCES	COST	0.	0.
SDSP SCHERMERHORN	COST	42,141.	42,140.
ENERGY TRANSFER PARTNERS	COST	35,395.	65,000.
NEWVOY LLC	COST	<804.>	<804.>
BUCKEYE PARTNERS LP	COST	56,533.	75,660.
OAKTREE CAPITAL GROUP LLC	COST	0.	0.
ONEOK PARTNERS LP	COST	0.	0.
PVR PARTNERS	COST	0.	0.
NUSTAR ENERGY LP	COST	88,721.	115,500.
TESORO LOGISTICS LP	COST	111,543.	117,700.
TOTAL TO FORM 990-PF, PART II, LINE 13		234,396.	373,531.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SANDRA W. FOX 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
G. WILLIAM FOX, JR. 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
TACIE J. FOX 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
NANCY E. FOX LYONS 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
SARA L. FOX 1409 KINGS HWY N, 3RD FLOOR CHERRY HILL, NJ 08034	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PART XV - LINE 1A STATEMENT 11
 LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

SANDRA W. FOX
 G. WILLIAM FOX, JR.
 TACIE J. FOX
 NANCY E. FOX LYONS
 SARA L. FOX