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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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation JIM COX JR FOUNDATION		A Employer identification number 58-6285853
Number and street (or P.O. box number if mail is not delivered to street address) 3414 PEACHTREE RD, NE STE 722		B Telephone number (see instructions) 404-842-1870
City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 30326		C If exemption application is pending check here. ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here. . . ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A) check here. . . ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 19,498,582.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. . . ☐
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 ☐ if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments.					
4 Dividends and interest from securities		285,290.	284,214.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		397,376.			
b Gross sales price for all assets on line 6a 4,054,302.					
7 Capital gain net income (from Part IV, line 2) .			397,376.		
8 Net short-term capital gain.					
9 Income modifications					
a Less: Sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)		14,519.	1,168.		STMT 2
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		697,185.	682,758.		
13 Compensation of officers, directors, trustees, etc.		156,528.	93,917.		62,611.
14 Compensation of employees, salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT. 3		2,500.	1,500.	NONE	1,000.
c Other professional fees (attach schedule) STMT. 4		34,088.	34,088.		
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT. 5		10,717.	10,267.		
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		14,207.	7,949.		8,380.
24 Total operating and administrative expenses. Add lines 13 through 23.		218,040.	147,721.	NONE	71,991.
25 Contributions, gifts, grants paid		924,740.			924,740.
26 Total expenses and disbursements Add lines 24 and 25		1,142,780.	147,721.	NONE	996,731.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-445,595.			
b Net investment income (if negative, enter -0-)			535,037.		
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	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		353,667.	397,092.	397,092.
	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				
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 7		15,868,622.	15,393,357.	19,101,490.
	c	Investments - corporate bonds (attach schedule) . STMT 8				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		16,222,289.	15,790,449.	19,498,582.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
Net Assets or Fund Balances	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)			NONE	
		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		16,222,289.	15,790,449.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)		16,222,289.	15,790,449.		
31	Total liabilities and net assets/fund balances (see instructions)		16,222,289.	15,790,449.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,222,289.
2	Enter amount from Part I, line 27a	2	-445,595.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	293,830.
4	Add lines 1, 2, and 3	4	16,070,524.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	280,075.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,790,449.

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.)
1 a 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 4,054,302.		3,656,926.	397,376.	
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))	
(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			397,376.	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 397,376.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3

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

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

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

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

☐ Yes ☒ No

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

(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))
2015	1,002,297.	19,934,009.	0.050281
2014	939,561.	20,546,482.	0.045729
2013	882,294.	19,304,441.	0.045704
2012	879,739.	18,002,221.	0.048868
2011	847,252.	18,187,289.	0.046585
2 Total of line 1, column (d)			2 0.237167
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 0.047433
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 18,891,155.
5 Multiply line 4 by line 3.			5 896,064.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 5,350.
7 Add lines 5 and 6.			7 901,414.
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.			8 996,731.

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		1	5,350.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	5,350.
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	5,350.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 4,756.		
b Exempt foreign organizations - tax withheld at source	6b NONE		
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	6,756.
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	1,406.
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ☒ 1,406. Refunded ☐		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) ☒ GA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2016 or the taxable year beginning in 2016 (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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► MR. LARRY B. HOOKS Telephone no ► (404) 842-1870		
Located at ► 3414 PEACHTREE RD, ATLANTA, GA ZIP+4 ► 30326		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		
and enter the amount of tax-exempt interest received or accrued during the year 15		
16 At any time during calendar year 2016, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes	☒ No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2016 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 2016)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?		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 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)? ☐ 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
LARRY HOOKS	TRUSTEE			
3414 PEACHTREE ROAD NE -STE 722, ATLANTA, GA 30326	20	59,627	-0-	-0-
BANK OF AMERICA	AGENT FOR TRUSTE			
3455 PEACHTREE RD NE, ATLANTA, GA 30326	1	96,901	-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**

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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	

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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	18,699,390.
b	Average of monthly cash balances	1b	479,448.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	19,178,838.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	19,178,838.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	287,683.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,891,155.
6	Minimum investment return. Enter 5% of line 5	6	944,558.

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	944,558.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	5,350.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,350.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	939,208.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	939,208.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	939,208.

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	996,731.
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	996,731.
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	5,350.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	991,381.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				939,208.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			923,189.	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>996,731.</u>				
a Applied to 2015, but not more than line 2a			923,189.	
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 2016 distributable amount				73,542.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 . (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 2015. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				865,666.
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)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	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 2016, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b or c for the alternative test relied upon:					
a 'Assets' alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines.

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 14				924,740.
Total			▶ 3a	924,740.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	796.	796.
FOREIGN DIVIDENDS	99,612.	99,612.
NONDIVIDEND DISTRIBUTIONS	849.	
DOMESTIC DIVIDENDS	147,968.	147,968.
OTHER INTEREST	2,212.	2,212.
NON-TAXABLE FOREIGN INCOME	227.	
US GOVERNMENT INTEREST REPORTED AS QUALI	1.	1.
NONQUALIFIED FOREIGN DIVIDENDS	5,094.	5,094.
NONQUALIFIED DOMESTIC DIVIDENDS	28,531.	28,531.
TOTAL	285,290.	284,214.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INCOME	203.	203.
EXCISE TAX REFUND	14,316.	
PARTNERSHIP INCOME		965.
	-----	-----
TOTALS	14,519.	1,168.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	2,500.	1,500.		1,000.
TOTALS	2,500.	1,500.	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT ADVISORY FEES	34,088.	34,088.
TOTALS	34,088.	34,088.
	=====	=====

JIM COX JR FOUNDATION

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	6,444.	6,444.
EXCISE TAX - PRIOR YEAR	250.	
EXCISE TAX ESTIMATES	200.	
FOREIGN TAXES ON QUALIFIED FOR	3,376.	3,376.
FOREIGN TAXES ON NONQUALIFIED	447.	447.
	-----	-----
TOTALS	10,717.	10,267.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER INVESTMENT FEE	2,428.	2,428.	
DIVIDEND INVESTMENT EXPENSE -	3,314.	3,314.	
INVTMT EXPENSE	85.	85.	
OTHER CHARITABLE EXPENSES	8,380.		8,380.
PARTNERSHIP EXPENSES		2,122.	
TOTALS	14,207.	7,949.	8,380.

JIM COX JR FOUNDATION

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED SCHEDULE	15,393,357.	19,101,490.
	-----	-----
TOTALS	15,393,357.	19,101,490.
	=====	=====

JIM COX JR FOUNDATION

58-6285853

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

DESCRIPTION

SEE ATTACHED SCHEDULE

TOTALS

JIM COX JR FOUNDATION

58-6285853

Balance Sheet

12/31/2016

Bank of America



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	397092 170	397,092 17	397,092.17
000360206	AAON INC	306 000	2,003 53	10,113 30
001317205	AIA GROUP LTD	814.000	15,129.38	18,373 61
00287Y109	ABBVIE INC	670.000	41,402.77	41,955 40
00404A109	ACADIA HEALTHCARE CO INC	282.000	12,909 94	9,334 20
00507G102	ACTELION LTD	263 000	7,673 03	14,264 59
00507V109	ACTIVISION BLIZZARD INC	1200 000	26,781 04	43,332 00
00508Y102	ACUITY BRANDS INC	432 000	93,300.02	99,731 52
00724F101	ADOBE SYS INC	1025 000	63,254 01	105,523 75
00762W107	ADVISORY BRD CO	551.000	26,389.19	18,320 75
008252108	AFFILIATED MANAGERS GROUP	96.000	10,359.67	13,948.80
00846U101	AGILENT TECHNOLOGIES INC	381 000	13,755.96	17,358 36
00971T101	AKAMAI TECHNOLOGIES INC	587.000	28,909 78	39,141 16
010199305	AKZO NOBEL NV	1141 000	23,196.58	23,825 22
015351109	ALEXION PHARMACEUTICALS INC	653 000	71,119 49	79,894 55
01609W102	ALIBABA GROUP HLDG LTD	204.000	14,988.71	17,913.24
01741R102	ALLEGHENY TECHNOLOGIES INC	869 000	18,943 87	13,843 17
018581108	ALLIANCE DATA SYS CORP	81.000	20,917.80	18,508.50
02079K107	ALPHABET INC	188 000	82,373 82	145,102 16
02079K305	ALPHABET INC	20 000	7,053 89	15,849 00
02209S103	ALTRIA GROUP INC	1159 000	28,893.77	78,371.58
02263T104	AMADEUS IT GROUP SA	267.000	12,573 64	12,157 58
023135106	AMAZON COM INC	234 000	73,418 95	175,469 58
02319V103	AMBEV S A	868 000	5,287.25	4,261 88
025537101	AMERICAN ELEC PWR INC	352.000	10,897 05	22,161.92
03027X100	AMERICAN TOWER CORP	310 000	22,956 14	32,760 80
03073E105	AMERISOURCEBERGEN CORP	240 000	13,277.74	18,765 60
03524A108	ANHEUSER BUSCH INBEV SA/NV	319.000	31,987.02	33,635 36
03662Q105	ANSYS INC	181.000	13,326.91	16,740 69
037833100	APPLE INC	1875.000	88,127.22	217,162 50
038222105	APPLIED MATLS INC	3045 000	77,700.42	98,262 15
038336103	APTARGROUP INC	245 000	6,965.51	17,995 25
04316A108	ARTISAN PARTNERS ASSET MGMT INC	224 000	8,375 26	6,664.00
045055100	ASHTED GROUP PLC	140 000	8,813 01	10,933.02

JIM COX JR FOUNDATION
58-6285853
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
045387107	ASSA ABLOY AB	2730.000	20,653 12	25,408 11
045519402	ASSOCIATED BRIT FOODS LTD	272 000	8,290.35	9,225.97
04685W103	ATHENAHEALTH INC	192 000	16,509 63	20,192 64
052769106	AUTODESK INC	313.000	10,867 55	23,165 13
053015103	AUTOMATIC DATA PROCESSING INC	494 000	20,125 72	50,773 32
054937107	BB&T CORP	608 000	23,618.55	28,588 16
05545E209	BHP BILLITON PLC	320 000	6,286 61	10,067 20
055622104	BP P L C	818 000	25,870 31	30,576 84
05565A202	BNP PARIBAS	875 000	26,513.72	27,941.38
05577E101	BT GROUP PLC	290.000	7,819.21	6,678 70
057665200	BALCHEM CORP	135.000	3,215.44	11,329 20
05970D106	BANCA MEDIOLANUM S P A	637 000	10,340 66	9,185 54
067383109	BARD C R INC	88.000	9,559.43	19,770 08
06738E204	BARCLAYS PLC	1647.000	15,431 12	18,117 00
072730302	BAYER A G	304.000	26,544 80	31,785 63
073685109	BEACON ROOFING SUPPLY INC	476.000	9,007.97	21,929 32
088606108	BHP BILLITON LTD	702.000	34,590 31	25,117 56
090572207	BIO RAD LABS INC	181 000	17,345 47	32,992.68
09073M104	BIO-TECHNE CORP	285 000	19,423.10	29,306 55
091936526	BLACKROCK GLOBAL LONG/SHORT	17949 323	210,186 57	192,775 73
09214X100	BLACK KINGHT FINL SVCS INC	475.000	18,691 85	17,955 00
09227Q100	BLACKBAUD INC	411 000	12,298 19	26,304 00
09247X101	BLACKROCK INC	119 000	20,202 64	45,284 26
099724106	BORG WARNER INC	385.000	16,577.08	15,184 40
101121101	BOSTON PROPERTIES INC	110.000	11,729 64	13,835 80
105105209	BRAMBLES LTD	1079 000	17,953 83	19,376 68
109194100	BRIGHT HORIZONS FAMILY SOLUTIONS	137.000	8,919 47	9,592 74
110122108	BRISTOL MYERS SQUIBB CO	273.000	18,184 64	15,954.12
110448107	BRITISH AMERN TOB PLC	294.000	31,451.04	33,124 98
122017106	BURLINGTON STORES INC	174 000	9,361 78	14,746 50
12504L109	CBRE GROUP INC	745 000	17,340 99	23,460 05
12514G108	CDW CORP	364 000	15,011.26	18,960 76
12572Q105	CME GROUP INC	483.000	29,174 70	55,714.05
125896100	CMS ENERGY CORP	447.000	9,630 56	18,604 14

JIM COX JR FOUNDATION
58-6285853
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
126408103	CSX CORP	688 000	16,133.94	24,719.84
126650100	CVS HEALTH CORP	452.000	34,713.72	35,667.32
12685J105	CABLE ONE INC	31 000	15,967.70	19,273.63
127055101	CABOT CORP	195.000	9,615.57	9,855.30
12709P103	CABOT MICROELECTRONICS CORP	238.000	7,316.26	15,034.46
128246105	CALAVO GROWERS INC	136.000	6,882.60	8,350.40
136375102	CANADIAN NATIONAL RAILWAY	241 000	15,298.82	16,243.40
13645T100	CANADIAN PAC RY LTD	545 000	63,793.31	77,809.65
139098107	CAP GEMINI S A	750 000	12,454.03	12,681.00
142795202	CARLSBERG AS	1007 000	18,359.51	17,413.04
147528103	CASEYS GEN STORES INC	266 000	19,137.48	31,622.08
14808P109	CASS INFORMATION SYS INC	319.000	11,563.12	23,468.83
151020104	CELGENE CORP	1247 000	80,455.62	144,340.25
159179100	CHANNELADVISOR CORP	418.000	15,300.14	5,998.30
163072101	CHEESECAKE FACTORY INC	231.000	2,672.67	13,832.28
16359R103	CHEMED CORP	144 000	5,147.12	23,099.04
166764100	CHEVRON CORP	430 000	43,602.92	50,611.00
169905106	CHOICE HOTELS INTL INC	346.000	11,071.44	19,393.30
171340102	CHURCH & DWIGHT INC	268.000	9,129.41	11,842.92
171798101	CIMAREX ENERGY CO	129 000	13,918.15	17,531.10
17275R102	CISCO SYS INC	2058 000	46,363.83	62,192.76
179895107	CLARCOR INC	274 000	11,194.05	22,596.78
192422103	COGNEX CORP	240.000	7,450.27	15,268.80
19763T889	COLUMBIA INCOME OPPORTUNITIES	14976.310	144,072.11	146,767.84
19765E823	CMG ULTRA SHORT TERM BOND	29442.042	264,683.95	264,978.38
198516106	COLUMBIA SPORTSWEAR CO	338 000	11,792.27	19,705.40
20030N101	COMCAST CORP	1333.000	69,815.12	92,043.65
204319107	COMPAGNIE FINANCIERE RICHEMONT	1417.000	14,337.91	9,404.63
20449X302	COMPASS GROUP PLC	1154 000	19,778.70	21,403.24
21036P108	CONSTELLATION BRANDS INC	481 000	71,205.93	73,742.11
210771200	CONTINENTAL AG	321 000	13,927.32	12,439.39
212015101	CONTINENTAL RES INC	436 000	15,359.58	22,471.44
216648402	COOPER COS INC	84.000	13,774.42	14,694.12
21871D103	CORELOGIC INC	496.000	17,377.07	18,267.68

JIM COX JR FOUNDATION
58-6285853
Balance Sheet
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Cusip	Asset	Units	Basis	Market Value
22160N109	COSTAR GROUP INC	121.000	9,551.80	22,807.29
22822V101	CROWN CASTLE INTL CORP	186.000	15,999.35	16,139.22
231021106	CUMMINS INC	169 000	18,306.20	23,097.23
233051200	DB X-TRACKERS MSCI EAFE HEDGED	19000.000	561,367.20	533,140.00
23331A109	D R HORTON INC	798 000	17,083.11	21,809.34
23381B106	DAIKIN INDS LTD	143 000	19,450.25	26,323.30
234062206	DAIWA HOUSE IND LTD	1104 000	20,577.66	30,251.81
23636T100	DANONE	1401 000	18,483.16	17,791.30
237194105	DARDEN RESTAURANTS INC	249 000	10,959.36	18,107.28
245914817	DELAWARE EMERGING MKTS FUND	45311 541	723,910.08	659,282.92
24906P109	DENTSPLY SIRONA INC	306 000	16,327.61	17,665.38
252131107	DEXCOM INC COM	818 000	66,411.82	48,834.60
25278X109	DIAMONDBACK ENERGY INC	154 000	12,440.48	15,563.24
253798102	DIGI INTL INC	678 000	5,818.33	9,322.50
253868103	DIGITAL RLTY TR INC	202.000	19,441.11	19,848.52
25456K101	DIPLOMAT PHARMACY INC	331.000	11,479.57	4,170.60
256677105	DOLLAR GEN CORP	230.000	15,203.30	17,036.10
25746U109	DOMINION RES INC VA NEW	197 000	9,986.78	15,088.23
25754A201	DOMINOS PIZZA INC	70.000	7,946.30	11,146.80
258278100	DORMAN PRODS INC	509 000	18,700.75	37,187.54
260003108	DOVER CORP	239 000	20,445.54	17,908.27
260543103	DOW CHEM CO	464 000	22,766.49	26,550.08
26138E109	DR PEPPER SNAPPLE INC	141 000	13,145.47	12,784.47
262037104	DRIL-QUIP INC	176 000	6,504.83	10,568.80
264411505	DUKE RLTY CORP	436.000	12,019.88	11,580.16
26874R108	ENI S P A	512 000	15,205.04	16,506.88
27579R104	EAST WEST BANCORP INC	371 000	12,836.53	18,857.93
277432100	EASTMAN CHEM CO	291.000	20,880.94	21,886.11
278265103	EATON VANCE CORP	448 000	16,986.68	18,762.24
278768106	ECHOSTAR CORP	295.000	11,619.96	15,160.05
28176E108	EDWARDS LIFESCIENCES CORP	1313.000	106,659.54	123,028.10
28849P100	ELLIE MAE INC	229.000	15,486.51	19,162.72
29286D105	ENGIE	979 000	22,078.07	12,515.54
297178105	ESSEX PPTY TR INC	68 000	15,878.02	15,810.00

JIM COX JR FOUNDATION
58-6285853
Balance Sheet
12/31/2016



Cusip	Asset	Units	Basis	Market Value
298736109	EURONET WORLDWIDE INC	256 000	18,137.81	18,542.08
30040W108	EVERSOURCE ENERGY	387 000	19,030 08	21,374 01
302081104	EXLSERVICE HLDGS INC	260 000	12,797 05	13,114 40
30214U102	EXPONENT INC	568 000	16,734 12	34,250 40
30231G102	EXXON MOBIL CORP	1278 000	92,436.54	115,352 28
30303M102	FACEBOOK INC	1501 000	66,786 94	172,690 05
303250104	FAIR ISAAC CORP	166.000	3,423 09	19,790 52
307305102	FANUC CORP	783.000	12,247 78	13,302 39
311900104	FASTENAL CO	295 000	13,768.94	13,859.10
314172560	FEDERATED STRATEGIC VALUE FUND	91423 860	546,830 99	540,315.01
317485100	FINANCIAL ENGINES INC	431.000	12,675.91	15,839 25
33616C100	FIRST REP BK SAN FRANCISCO	113 000	8,291 85	10,411 82
337738108	FISERV INC	163.000	11,583 15	17,323 64
33829M101	FIVE BELOW INC	485 000	18,833.60	19,380 60
34959J108	FORTIVE CORP	286 000	15,075.98	15,338 18
34964C106	FORTUNE BRANDS HOME & SEC INC	250.000	10,833.44	13,365 00
349853101	FORWARD AIR CORP	287 000	5,746.56	13,598.06
358039105	FRESHPET INC	902.000	7,511 97	9,155 30
35804M105	FRESENIUS SE & CO KGAA	978 000	12,475 49	19,151 20
361448103	GATX CORP	327 000	15,700 21	20,136 66
361592108	GEA GROUP AG	641 000	26,394 13	25,847 04
366651107	GARTNER GROUP INC NEW	159.000	12,091 92	16,070 13
369550108	GENERAL DYNAMICS CORP	528.000	69,456 38	91,164 48
370334104	GENERAL MLS INC	688 000	36,065.07	42,497 76
371901109	GENTEX CORP	1055.000	7,057 27	20,772 95
372460105	GENUINE PARTS CO	213 000	19,244 30	20,350 02
37940X102	GLOBAL PMTS INC	373 000	8,737.43	25,889.93
38141G104	GOLDMAN SACHS GROUP INC	185 000	44,765 74	44,298.25
38145N220	GOLDMAN SACHS ABSOLUTE RETURN	21891 394	200,087 34	202,057.57
384109104	GRACO INC	302 000	15,239 79	25,093 18
38526M106	GRAND CANYON ED INC	604 000	13,308 35	35,303 80
40415F101	HDFC BK LTD	319 000	13,742 54	19,356.92
406216101	HALLIBURTON CO	1685 000	74,996 66	91,141 65
41665H847	HARTFORD MUT FDS II INC	25952.960	320,000.00	309,099 75

JIM COX JR FOUNDATION
58-6285853
Balance Sheet
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Cusip	Asset	Units	Basis	Market Value
418056107	HASBRO INC	232 000	12,141 27	18,047 28
421906108	HEALTHCARE SVCS GROUP INC	592 000	17,892 65	23,188 64
42222N103	HEALTHSTREAM INC	629 000	16,176 37	15,756 45
422806109	HEICO CORP NEW	253.000	15,594 34	19,518 95
422806208	HEICO CORP NEW	251.000	6,431 62	17,042 90
428567101	HIBBETT SPORTS INC	206.000	5,408 90	7,683 80
433578507	HITACHI LIMITED	174 000	12,947.21	9,428 36
437076102	HOME DEPOT INC	669 000	14,139.12	89,699 52
438516106	HONEYWELL INTL INC	721 000	43,701.12	83,527 85
445658107	HUNT J B TRANS SVCS INC	137 000	10,442.13	13,298 59
447462102	HURON CONSULTING GROUP INC	188.000	10,699 97	9,522 20
44930G107	ICU MED INC	59.000	8,344 67	8,693 65
450828108	IBERIABANK CORP	145.000	7,827 65	12,143 75
45168D104	IDEXX LABS INC	141.000	9,438 68	16,535 07
45672B305	INFORMA PLC	912.000	15,227 50	15,326 16
45773Y105	INNERWORKINGS INC	686.000	5,127 72	6,757 10
45781D101	INOVALON HLDGS INC	544.000	10,192 71	5,603 20
457985208	INTEGRA LIFESCIENCES HLDGS CORP	108 000	9,321.19	9,265.32
458140100	INTEL CORP	1054 000	16,818 70	38,228 58
458334109	INTER PARFUMS INC	450 000	13,617 86	14,737 50
45866F104	INTERCONTINENTAL EXCHANGE INC	540 000	19,331 84	30,466.80
460690100	INTERPUBLIC GROUP COS INC	739 000	17,067.94	17,299 99
46115H107	INTESA SANPAOLO	1214 000	22,184.99	18,638 54
461202103	INTUIT	296.000	17,886 65	33,924 56
46120E602	INTUITIVE SURGICAL INC	28.000	16,676 46	17,756 76
464286665	ISHARES MSCI PACIFIC EX-JAPAN	4140.000	200,120.70	163,819 80
464287234	ISHARES MSCI EMERGING MARKETS	7595 000	265,360 15	265,900 95
466032109	J & J SNACK FOODS CORP	110 000	5,474 80	14,677 30
46625H100	J P MORGAN CHASE & CO	1723 000	81,608.44	148,677 67
471105205	JAPAN TOB INC	819 000	13,177 46	13,496 30
478160104	JOHNSON & JOHNSON	1068.000	80,095.38	123,044 28
48241F104	KBC GROUP NV	680.000	20,919 34	21,097 68
48667L106	KDDI CORP	2266 000	15,518 85	28,748 74
493267108	KEYCORP NEW	1253 000	13,731 75	22,892 31

JIM COX JR FOUNDATION
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Cusip	Asset	Units	Basis	Market Value
49338L103	KEYSIGHT TECHNOLOGIES INC	510.000	17,035.43	18,650 70
494368103	KIMBERLY CLARK CORP	240.000	16,340.24	27,388 80
497266106	KIRBY CORP	250 000	12,629 30	16,625 00
499064103	KNIGHT TRANSN INC	540.000	11,588 36	17,847.00
500458401	KOMATSU LTD	611.000	13,591.43	13,869 09
501173207	KUBOTA LTD	260.000	18,355 77	18,597 02
501889208	LKQ CORP	471 000	12,222 19	14,436 15
502117203	L OREAL CO	441.000	16,441 74	16,131 34
502441306	LVMH MOET HENNESSY LOUIS	498 000	10,590 14	19,056 47
50540R409	LABORATORY CORP AMER HLDGS	203 000	24,237 96	26,061 14
512807108	LAM RESEARCH CORP	304 000	24,248 46	32,141.92
513847103	LANCASTER COLONY CORP	87.000	8,257 46	12,300.93
515098101	LANDSTAR SYS INC	186 000	10,959 25	15,865 80
535223200	LINDE AG	1174.000	17,032 86	19,329.91
539439109	LLOYDS BANKING GROUP PLC	5373 000	30,023.48	16,656 30
539830109	LOCKHEED MARTIN CORP	248 000	48,708 81	61,985 12
550021109	LULULEMON ATHLETICA INC	219.000	15,819.83	14,232 81
560877300	MAKITA CORP	352 000	18,668 33	23,630 82
562750109	MANHATTAN ASSOCS INC	557 000	7,686 54	29,537 71
57060D108	MARKETAXESS HLDGS INC	41.000	6,478 59	6,023 72
571748102	MARSH & MCLENNAN COS INC	800.000	31,016 97	54,072 00
574599106	MASCO CORP	755.000	14,731 68	23,873.10
577933104	MAXIMUS INC	355 000	2,916 53	19,805 45
579780206	MCCORMICK & CO INC	162.000	11,298.78	15,119.46
580135101	MCDONALDS CORP	284 000	15,588 74	34,568 48
58502B106	MEDNAX INC	226 000	10,169.75	15,065.16
58933Y105	MERCK & CO INC	1449.000	57,735 69	85,302.63
594918104	MICROSOFT CORP	2590 000	80,737 91	160,942.60
596278101	MIDDLEBY CORP	140 000	12,233.64	18,033.40
606822104	MITSUBISHI UFJ FINL GROUP INC	3181 000	15,851 31	19,594.96
60740F105	MOBILE MINI INC	382 000	7,604.72	11,555.50
609839105	MONOLITHIC PWR SYS INC	160 000	10,074.17	13,108.80
610236101	MONRO MUFFLER BRAKE INC	185.000	5,801 29	10,582.00
61174X109	MONSTER BEVERAGE CORP	1794 000	40,088 61	79,545 96

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Cusip	Asset	Units	Basis	Market Value
615394202	MOOG INC	200.000	7,900.00	13,136 00
617700109	MORNINGSTAR INC	270.000	9,746.21	19,861 20
636518102	NATIONAL INSTRS CORP	1421 000	30,934 26	43,795 22
638904102	NAVIGATORS GROUP INC	102.000	8,736 45	12,010 50
640491106	NEOGEN CORP	197 000	2,221.15	13,002 00
641069406	NESTLE S A	483 000	19,931.25	34,715 63
651290108	NEWFIELD EXPL CO	438 000	10,566 64	17,739 00
65339F101	NEXTERA ENERGY INC	222 000	11,626 61	26,520 12
654106103	NIKE INC	1582 000	91,412 60	80,413 06
665859104	NORTHERN TR CORP	504.000	37,107 44	44,881.20
66987G102	NOVADAQ TECHNOLOGIES INC	735.000	10,768 45	5,211 15
66987V109	NOVARTIS A G	973 000	53,891 71	70,873 32
67103H107	O REILLY AUTOMOTIVE INC	407 000	94,386 81	113,312 87
674599105	OCCIDENTAL PETE CORP DEL	475 000	33,725.91	33,834 25
681116109	OLLIES BARGAIN OUTLET HLDGS INC	478 000	12,990 51	13,599 10
688239201	OSHKOSH TRUCK CORP	175 000	10,882 45	11,306 75
69331C108	PG&E CORP	402 000	23,069 49	24,429 54
693475105	PNC FINL SVCS GROUP INC	466.000	24,425.01	54,503.36
69354N106	PRA GROUP INC	637.000	14,834 89	24,906 70
695156109	PACKAGING CORP AMER	219.000	14,759.29	18,575.58
697435105	PALO ALTO NETWORKS INC	551 000	75,540.33	68,902 55
69840W108	PANERA BREAD CO	61 000	12,986.11	12,510.49
701094104	PARKER HANNIFIN CORP	156.000	6,633.86	21,840 00
70438V106	PAYLOCITY HLDG CORP	373 000	13,795 53	11,193 73
705573103	PEGASYS SYSTEMS INC	572 000	13,410 85	20,592.00
713448108	PEPSICO INC	557.000	53,437.11	58,278.91
717081103	PFIZER INC	2184 000	33,522.38	70,936 32
718172109	PHILIP MORRIS INTL INC	827.000	34,110.06	75,662.23
71EG59999	CARLYLE US EQUITY OPPORTUNITIES	88.200	84,319 20	75,252 89
72201P175	PIMCO COMMODITIESPLUS STRATEGY	89919 114	733,304 78	579,079 09
72346Q104	PINNACLE FINL PARTNERS INC	212.000	7,270.92	14,691 60
73278L105	POOL CORP	244 000	17,985 87	25,458 96
739276103	POWER INTEGRATIONS INC	353 000	7,722 74	23,951 05
73935X575	POWERSHARES WATER RESOURCES	2045 000	41,206.75	50,286.55

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Cusip	Asset	Units	Basis	Market Value
74144T108	PRICE T ROWE GROUP INC	266.000	9,303.30	20,019.16
741503403	PRICELINE GROUP INC	57.000	13,875.81	83,565.42
742718109	PROCTER & GAMBLE CO	479.000	30,356.49	40,274.32
743315103	PROGRESSIVE CORP OHIO	510.000	12,821.50	18,105.00
74346Y103	PROS HLDGS INC	569.000	14,173.67	12,244.88
743606105	PROSPERITY BANCSHARES INC	246.000	11,172.07	17,657.88
743713109	PROTO LABS INC	426.000	24,014.67	21,875.10
74435K204	PRUDENTIAL PLC	910.000	34,249.49	36,208.90
74460D109	PUBLIC STORAGE INC	217.000	32,722.50	48,499.50
747525103	QUALCOMM INC	537.000	33,562.07	35,012.40
749607107	RLI CORP	155.000	2,926.53	9,785.15
754212108	RAVEN INDS INC	318.000	5,906.97	8,013.60
754730109	RAYMOND JAMES FINL INC	362.000	12,824.82	25,075.74
756255204	RECKITT BENCKISER PLC	1010.000	10,003.49	17,187.17
756568101	RED ELECTRICA CORPORACION SA	1507.000	11,913.29	14,245.67
756577102	RED HAT INC	986.000	77,037.91	68,724.20
759351604	REINSURANCE GROUP AMER INC	193.000	11,741.16	24,285.19
759530108	RELX PLC	996.000	17,223.76	17,898.12
75955B102	RELX NV	1282.000	18,099.47	21,486.32
760759100	REPUBLIC SVCS INC	558.000	18,881.49	31,833.90
767204100	RIO TINTO PLC	706.000	35,104.50	27,152.76
767744105	RITCHIE BROS AUCTIONEERS INC	464.000	9,001.82	15,776.00
771195104	ROCHE HLDG LTD	982.000	21,876.38	28,092.07
773903109	ROCKWELL AUTOMATION INC	88.000	9,935.91	11,827.20
780259206	ROYAL DUTCH SHELL PLC	416.000	20,291.13	22,622.08
780641205	ROYAL KPN NV	2819.000	9,136.96	8,366.79
783513203	RYANAIR HLDGS PLC	181.000	10,827.82	15,070.06
78392U105	RYOHIN KEIKAKU CO LTD	504.000	15,427.12	19,799.64
78463M107	SPS COMM INC	335.000	8,234.06	23,413.15
78573M104	SABRE CORP	2551.000	68,675.33	63,647.45
79466L302	SALESFORCE COM INC	1411.000	97,410.37	96,597.06
79546E104	SALLY BEAUTY HLDGS INC	744.000	12,369.56	19,656.48
79588J102	SAMPO OYJ	1152.000	25,631.17	25,875.07
803054204	SAP SE	286.000	24,790.99	24,718.98

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Cusip	Asset	Units	Basis	Market Value
806037107	SCANSOURCE INC	203.000	5,091.35	8,191 05
806857108	SCHLUMBERGER LTD	777 000	62,035 13	65,229 15
80687P106	SCHNEIDER ELEC SE	1616 000	24,037 58	22,536 74
808513105	SCHWAB CHARLES CORP NEW	3213.000	77,755 21	126,817.11
810186106	SCOTTS MIRACLE GRO CO	204 000	9,820 36	19,492 20
81211K100	SEALED AIR CORP NEW	529.000	12,636 70	23,984 86
816851109	SEMPRA ENERGY	176 000	9,047.96	17,712 64
81762P102	SERVICENOW INC	168 000	12,815 04	12,489 12
81783H105	SEVEN & I HLDGS CO LTD	1391.000	23,679 83	26,554.19
824348106	SHERWIN WILLIAMS CO	359 000	91,456 37	96,477.66
82481R106	SHIRE PLC	546 000	102,306 60	93,027 48
828806109	SIMON PPTY GROUP INC NEW	149 000	22,770 79	26,472 83
831865209	SMITH A O	402.000	11,955.40	19,034.70
833034101	SNAP ON INC	284.000	30,197.37	48,640.68
83404D109	SOFTBANK GROUP	953 000	32,578 18	31,723.46
835495102	SONOCO PRODS CO	420 000	20,307 44	22,134.00
835699307	SONY CORP	507.000	13,128.96	14,211.21
854502101	STANLEY BLACK & DECKER INC	211.000	25,969 77	24,199 59
855244109	STARBUCKS CORP	1641 000	26,820 87	91,108.32
856190103	STATE BK FINL CORP	550 000	9,097 32	14,773.00
85771P102	STATOIL ASA	718.000	12,010 31	13,096 32
858586100	STEPAN CO	99.000	5,778 89	8,066 52
860630102	STIFEL FINL CORP	357.000	16,082 14	17,832.15
86562M209	SUMITOMO MITSUI FINL GROUP INC	6813.000	52,860.84	52,051 32
867224107	SUNCOR ENERGY INC	1113.000	35,730.12	36,383.97
870195104	SWEDBANK A B	742.000	18,723.47	17,993 50
87155N109	SYMRISE AG	1002.000	5,995 15	15,279.50
871607107	SYNOPSYS INC	537.000	21,737.07	31,607 82
87165B103	SYNCHRONY FINL	705.000	21,106 22	25,570 35
872540109	TJX COS INC NEW	654 000	38,151 48	49,135 02
874039100	TAIWAN SEMICONDUCTOR MFG LTD	933 000	12,752.12	26,823.75
878546209	TECHNIP	965.000	16,497 21	17,255 17
87873R101	TECHTRONIC INDS LTD	848 000	15,888 59	15,202.94
87944W105	TELENOR ASA	900.000	19,578.73	13,488.30

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Cusip	Asset	Units	Basis	Market Value
881624209	TEVA PHARMACEUTICAL INDS LTD	427.000	22,222.37	15,478.75
882508104	TEXAS INSTRS INC	673.000	21,256.75	49,108.81
88579Y101	3M CO	250.000	43,990.97	44,642.50
88677Q109	TILE SHOP HLDGS INC	677.000	12,197.85	13,235.35
887317303	TIME WARNER INC	516.000	43,821.32	49,809.48
889094108	TOKIO MARINE HLDGS INC	237.000	6,766.67	9,745.44
891906109	TOTAL SYS SVCS INC	417.000	20,706.26	20,445.51
896239100	TRIMBLE NAVIGATION LTD	434.000	13,963.79	13,085.10
8EQO29993	MAN FRM ALTERNATIVE MULTI-	1088.771	1,747,797.88	1,679,863.74
90214J101	2U INC	373.000	10,405.21	11,245.95
902252105	TYLER TECHNOLOGIES INC	96.000	13,664.08	13,705.92
902973304	US BANCORP DEL	739.000	14,973.93	37,962.43
90337L108	U S PHYSICAL THERAPY INC	174.000	12,333.39	12,214.80
90384S303	ULTA SALON COSMETICS &	490.000	80,804.27	124,920.60
90385D107	ULTIMATE SOFTWARE GROUP INC	203.000	14,737.77	37,017.05
904214103	UMPQUA HLDGS CORP	560.000	7,307.89	10,516.80
904708104	UNIFIRST CORP MASS	83.000	9,095.08	11,922.95
904767704	UNILEVER PLC	490.000	12,545.77	19,943.00
911163103	UNITED NAT FOODS INC	509.000	14,996.91	24,289.48
911312106	UNITED PARCEL SVC INC	577.000	52,283.35	66,147.28
91324P102	UNITEDHEALTH GROUP INC	199.000	22,555.70	31,847.96
91359E105	UNIVERSAL HEALTH RLTY INCM TR	120.000	3,890.70	7,870.80
91732J102	U S ECOLOGY INC	126.000	4,775.71	6,192.90
918194101	VCA INC	150.000	4,783.07	10,297.50
91843L103	VWR CORP	652.000	19,381.35	16,319.56
919134304	VALEO	875.000	14,107.86	25,200.00
91913Y100	VALERO ENERGY CORP NEW	428.000	30,771.15	29,240.96
922475108	VEEVA SYS INC	797.000	22,820.60	32,437.90
92343V104	VERIZON COMMUNICATIONS INC	1516.000	46,136.80	80,924.08
92343X100	VERINT SYS INC	324.000	7,058.60	11,421.00
92345Y106	VERISK ANALYTICS INC	148.000	12,093.86	12,013.16
927320101	VINCI S A	1203.000	18,394.44	20,524.38
92826C839	VISA INC	1657.000	54,508.87	129,279.14
92857W308	VODAFONE GROUP PLC NEW	372.000	18,789.31	9,087.96

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Cusip	Asset	Units	Basis	Market Value
92927K102	WABCO HLDGS INC	140 000	14,567.00	14,861 00
92937A102	WPP PLC	190.000	20,357.10	21,025 40
92939U106	WEC ENERGY GROUP INC	552.000	21,854.29	32,374 80
930427109	WAGeworks INC	193 000	11,756 26	13,992.50
931142103	WAL-MART STORES INC	572.000	42,545.10	39,536 64
94106L109	WASTE MGMT INC DEL	507 000	19,861.84	35,951.37
942622200	WATSCO INC	134 000	12,692 55	19,848.08
949746101	WELLS FARGO & CO	886 000	24,706 04	48,827.46
957090103	WESTAMERICA BANCORPORATION	195 000	9,206.00	12,271 35
96208T104	WEX INC	177 000	11,065.26	19,753.20
97717W851	WISDOMTREE JAPAN HEDGED	3565.000	151,023.00	176,610.10
977868306	WOLSELEY PLC JERSEY	3695.000	19,352 81	22,654 04
977874205	WOLTERS KLUWER N V	491.000	14,096 37	17,825 76
978097103	WOLVERINE WORLD WIDE INC	328 000	4,364.99	7,199 60
980745103	WOODWARD INC	265 000	11,942.38	18,298 25
98147A394	REMS REAL ESTATE VALUE	29041 626	281,574.77	440,561.47
981560105	WORLDPAY GROUP PLC	1278.000	15,275.81	12,786.39
983919101	XILINX INC	399 000	15,727.10	24,087 63
98933Q108	ZELTIQ AESTHETICS INC	356.000	12,189 46	15,493 12
989825104	ZURICH INS GROUP LTD	893 000	26,125.36	24,636.98
99Z198253	EXCELSIOR PARTNERS FUND V	72164.610	0 00	72,164.61
99Z198261	EXCELSIOR PARTNERS FUND V-	1036617 710	351,317.56	1,036,617 71
G0408V102	AON PLC	203.000	20,124.89	22,640.59
G1151C101	ACCENTURE PLC	100 000	11,892 33	11,713 00
G47791101	INGERSOLL-RAND CO LTD	279.000	21,094 53	20,936 16
G5960L103	MEDTRONIC PLC	312 000	23,777.71	22,223.76
G7496G103	RENAISSANCERE HOLDINGS LTD	141.000	13,273.32	19,207.02
G81276100	SIGNET JEWELERS LTD	114 000	8,982.87	10,745.64
H1467J104	CHUBB LTD	550 000	51,378.85	72,666 00
H42097107	UBS GROUP AG	1400.000	24,968.85	21,938 00
M85548101	STRATASYS LTD	471 000	19,882.41	7,790.34
N51488117	MOBILEYE NV	204.000	8,691 30	7,776.48
N53745100	LYONDELLBASELL INDUSTRIES NV	206 000	17,727 22	17,670 68
		Totals	15,790,448.77	19,498,581.98

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

DESCRIPTION -----	AMOUNT -----
TYE INCOME ADJUSTMENT	549.
TRANSACTION ADJUSTMENT	152.
PARTNERSHIP ADJUSTMENT	293,129.

TOTAL	293,830.
	=====

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

DESCRIPTION -----	AMOUNT -----
COST ADJUSTMENTS	263,599.
TYE SALES ADJUSTMENT	16,337.
PRIOR PERIOD ADJUSTMENT	120.
ROUNDING	19.

TOTAL	280,075.
	=====

RECIPIENT NAME:
THE ATLANTA OPERA
ADDRESS:
1575 NORTHSIDE DR. NW
ATLANTA, GA 30318
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
THE ATLANTA SYMPHONY
ADDRESS:
1280 PEACHTREE ST
ATLANTA, GA 30309
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
EAST GEORGIA STATE COLLEGE FDN
ADDRESS:
131 COLLEGE CIRCLE
SWAINSBORO, GA 30401
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
LIPPITT SCHOLARSHIP FUND
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
UNIVERSITY OF ILLINOIS
ADDRESS:
840 S. WOOD ST.
CHICAGO, IL 60612
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT ROBOTIC SURGERY OBSERVATION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 12,940.

RECIPIENT NAME:
LIONHEART SCHOOL
ADDRESS:
225 ROSWELL ST
ALPHARETTA, GA 30009
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
EMORY UNIVERSITY SCHOOL
OF MEDICINE
ADDRESS:
1440 CLIFTON ROAD NE
ATLANTA, GA 30322
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
BETTY GAGE HOLLAND CHAIR OF NEUROLOGY
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 376,800.

RECIPIENT NAME:
EMORY UNIVERSITY SCHOOL
OF MEDICINE
ADDRESS:
1440 CLIFTON RD NE
ATLANTA, GA 30322
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
NEUROLOGICAL RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 100,000.

RECIPIENT NAME:
UNIVERSITY OF GEORGIA COLLEGE
OF JOURNALISM
ADDRESS:
ATTN: DEAN'S OFFICE
ATHENS, GA 30602
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
EDUCATIONAL PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 300,000.

RECIPIENT NAME:
ACTION MINISTRIES
ADDRESS:
17 EXECUTIVE PARK DR #540
ATLANTA, GA 30329
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

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FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

GOOD SAMARITAN HEALTH CTR

ADDRESS:

239 IVAN ALLEN BLVD NW

ATLANTA, GA 30313

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

THE SUNSHINE HOUSE REGIONAL

CHILDREN'S ADVOCACY CENTER

ADDRESS:

P.O. BOX 617

SWAINSBORO, GA 30401

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

WQXR

ADDRESS:

160 VARICK ST, 8TH FL

NEW YORK, NY 10013

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID:

924,740.

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STATEMENT 14