Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
The F2 Family Foundation Inc

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
c/o Foundation Source, 501 Silverside Road — 123

City or town, state, and ZIP code
Wilmington DE 19809-1377

A Employer identification number
32-0046917

B Telephone number (see page 10 of the instructions)
(800) 839-1754

C If exemption application is pending, check here ▶ ☐
D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,782,982

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 page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	280	280		
	4 Dividends and interest from securities	49,347	49,347		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-409,166			
	b Gross sales price for all assets on line 6a 1,528,100				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	4,457	116		
	12 **Total.** Add lines 1 through 11	-355,082	49,743		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	13,290	13,290		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,462	1,462		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	12,975	463		12,512
	24 **Total operating and administrative expenses.** Add lines 13 through 23	27,727	15,215		12,512
	25 Contributions, gifts, grants paid	253,500			253,500
	26 **Total expenses and disbursements.** Add lines 24 and 25	281,227	15,215		266,012
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-636,309			
	b **Net investment income** (if negative, enter -0-)		34,528		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	245,811	94,733	94,733
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,783,822	1,484,152	1,688,249
	c Investments—corporate bonds (attach schedule)	185,561		
	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)	2,215,194	1,578,885	1,782,982
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,215,194	1,578,885	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	2,215,194	1,578,885	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,215,194	1,578,885	

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	2,215,194
2	Enter amount from Part I, line 27a	2	-636,309
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,578,885
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	1,578,885

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	Publicly-traded Securities	P	Various	Various
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	1,528,100		1,929,435	-401,335
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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** -401,335

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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see page 18 of 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))
2008	311,382	2,351,982	0.132391
2007	267,185	2,699,985	0.098958
2006	125,089	1,607,136	0.077833
2005	146,736	1,567,443	0.093615
2004	83,408	1,507,458	0.055330

2	**Total** of line 1, column (d)	2	0.458127
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	0.091625
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,681,189
5	Multiply line 4 by line 3	5	154,039
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	345
7	Add lines 5 and 6	7	154,384
8	Enter qualifying distributions from Part XII, line 4	8	266,012

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________________ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	345
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	0
3 Add lines 1 and 2		3	345
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	345
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 700		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 0		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	700
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	0
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	355
11 Enter the amount of line 10 to be. **Credited to 2010 estimated tax** ▶ 355 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
If the answer is "Yes" to ***1a*** *or* ***1b****, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ________ (2) On foundation managers. ▶ $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶

14 The books are in care of ▶ c/o Foundation Source Telephone no. ▶ (800) 839-1754
Located at ▶ 501 Silverside Road, Suite 123, Wilmington, DE ZIP+4 ▶ 19809-1377

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 |

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 page 20 of the instructions)?	1b	N/A	
	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 page 20 of the instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
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 2009 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 2009.)*	3b	N/A	
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 2009?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?		**5b**	N/A	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☒ No			
If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		**6b**		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	N/A	

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 page 22 of the 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
SEE ATTACHMENT				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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				

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

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶

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 page 24 of the 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 page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,594,998
b	Average of monthly cash balances	1b	111,793
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,706,791
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	
3	Subtract line 2 from line 1d	3	1,706,791
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	25,602
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,681,189
6	**Minimum investment return.** Enter 5% of line 5	6	84,059

Part XI Distributable Amount (see page 25 of the 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	84,059
2a	Tax on investment income for 2009 from Part VI, line 5	2a	345		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	345
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	83,714
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	83,714
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	83,714

Part XII Qualifying Distributions (see page 25 of the 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	266,012
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	0
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	266,012
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 page 26 of the instructions)	5	345
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	265,667

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					83,714
2 Undistributed income, if any, as of the end of 2009:					
a Enter amount for 2008 only				0	
b Total for prior years: 20____, 20____, 20___			0		
3 Excess distributions carryover, if any, to 2009:					
a From 2004	35,352				
b From 2005	69,904				
c From 2006	47,336				
d From 2007	137,854				
e From 2008	195,109				
f Total of lines 3a through e		485,555			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 266,012					
a Applied to 2008, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2009 distributable amount					83,714
e Remaining amount distributed out of corpus		182,298			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		667,853			
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					
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions			0		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		35,352			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		632,501			
10 Analysis of line 9:					
a Excess from 2005	69,904				
b Excess from 2006	47,336				
c Excess from 2007	137,854				
d Excess from 2008	195,109				
e Excess from 2009	182,298				

Part XIV Private Operating Foundations (see page 27 of the 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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
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	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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 page 28 of the 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).)

Juanita F. Francis Philip Francis

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 ▶ [X] 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number 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* SEE ATTACHMENT				
Total ▶ 3a				253,500
b *Approved for future payment* NONE				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	280	
4 Dividends and interest from securities			14	49,347	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-409,166	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a Tax Refund			01	4,457	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		-355,082	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -355,082

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions.)
	N/A

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
1		NONE	

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 or fiduciary) is based on all information of which preparer has any knowledge

Juanita P. Francis — Signature of officer or trustee | 4/30/2010 — Date | President — Title

Paid Preparer's Use Only

Preparer's signature ▶ Jeffrey D. Haskell	Date 04/22/2010	Check if self-employed ▶☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code ▶ FOUNDATION SOURCE 55 WALLS DRIVE, FAIRFIELD, CT 06824		EIN ▶	Phone no. (800) 839-1754

The F2 Family Foundation Inc.
EIN: 32-0046917
Taxable Year Ending December 31, 2009

Form 990-PF, Part I, Line 11 – Other Income

Asset Description	Line 11 - Column (a) Revenue and Expenses Per Books	Line 11 - Column (b) Net Investment Income
FEDERAL TAX REFUND	$4,341.00	$0.00
FOREIGN TAX REFUND	$116.27	$116.27
TOTAL OTHER INCOME	**$4,457.27**	**$116.27**

The F2 Family Foundation Inc.
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Form 990-PF, Part I, Line 16c – Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
INVESTMENT MANAGEMENT SERVICES	$13,290	$13,290	-	$0
TOTAL:	$13,290	$13,290	-	$0

The F2 Family Foundation Inc.
EIN: 32-0046917
Taxable Year Ending December 31, 2009

Form 990-PF, Part I, Line 18 – Taxes

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
FOREIGN TAX PAID		$1,462	$1,462	-	$0
	TOTAL:	**$1,462**	**$1,462**	-	**$0**

The F2 Family Foundation Inc.
EIN: 32-0046917
Taxable Year Ending December 31, 2009

Form 990-PF, Part I, Line 23 – Other expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
ADMINISTRATIVE FEES	$12,512	$0	-	$12,512
BANK CHARGE	$463	$463	-	$0
TOTAL:	**$12,975**	**$463**	-	**$12,512**

The F2 Family Foundation Inc.
EIN: 32-0046917
Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
45	APPLE INC (AAPL)	$6,560.60	$9,482 94
125	ABBOTT LABS (ABT)	$5,625.56	$6,748.75
274	BARRICK GOLD CORP COM (ABX)	$8,708.79	$10,790.12
105	ACCENTURE PLC (ACN)	$3,330.72	$4,357.50
68	ADOBE SYSTEMS, INC (ADBE)	$1,944.79	$2,501 04
702	AEGON N V ORD AMER REG (AEG)	$5,345.35	$4,499.82
46	AGNICO EAGLE MINES LTD (AEM)	$2,925.65	$2,484.00
60	AGRIUM INC. (AGU)	$4,049.10	$3,690 00
1651	ALCATEL LUCENT (ALU)	$9,985.26	$5,481.32
173	AMCOR LTD (AMCRY.PK)	$2,790.52	$3,831.95
57	AMERICAN TOWER CORP CL A (AMT)	$1,837 65	$2,462 97
25	AMAZON COM (AMZN)	$2,502.58	$3,363 00
196	AUSTRALIA & N Z ADS (ANZBY.PK)	$2,898.70	$4,018.00
79	ALLEGHENY TECH NEW (ATI)	$2,755 73	$3,536.83
186	ANGLOGOLD LTD (AU)	$4,590.37	$7,473.48
280	YAMANA GOLD INC (AUY)	$2,682.47	$3,186 40
30	AVALONBAY CMNTYS INC (AVB)	$1,962.11	$2,463 30
85	AVON PRODUCTS (AVP)	$3,015.24	$2,677.50
185	AXA ADS (AXA)	$6,414.43	$4,380.80
223	AXIS CAPITAL HOLDINGS LTD (AXS)	$6,024.66	$6,335 43
105	ASTRAZENECA (AZN)	$4,573.89	$4,928.70
151	BAXTER INTERNATIONAL INC (BAX)	$8,311.74	$8,860 68
175	BANCO BILBAO ARG SA (BBVA)	$1,810.22	$3,157 00
241	BP P L C SPONSORED ADR (BP)	$12,220 49	$13,970 77
50	BOSTON PPTYS INC (BXP)	$1,836.50	$3,353 50
125	COOPER INDUSTRIES PLC (CBE)	$2,854.33	$5,330 00
4175	PRINCIPAL INV FD, HIGH YIELD FUND CL C (CCHIX)	$25,158 88	$32,647.56

The F2 Family Foundation Inc.
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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
110	CAMECO CORPORATION (CCJ)	$2,872.06	$3,538 70
65	CARNIVAL CORP (CCL)	$1,691.92	$2,059.85
39	CELGENE CORP (CELG)	$2,136.79	$2,171.52
37	CERNER CORPORATION (CERN)	$1,609.70	$3,050.28
62	CULLEN FROST BANKERS INC (CFR)	$3,122.50	$3,100 00
33	CHURCH & DWIGHT COMMON (CHD)	$1,613.03	$1,994.85
32	C H ROBINSON WORLDWIDE INC. (CHRW)	$1,682.24	$1,879.36
148	CHICOS FAS INC (CHS)	$1,958 94	$2,079.40
105	BANCOLOMBIA SA (CIB)	$3,277.20	$4,778.55
52	CLIFFS NATURAL RESOUNCES INC (CLF)	$2,166.20	$2,396 68
34	COMPASS MINERALS INTERNATIONAL (CMP)	$1,777.86	$2,284.46
485	COMPASS GROUP PLC ADR (CMPGY.PK)	$2,450 83	$3,540 50
115	CONOCOPHILLIPS (COP)	$4,428.42	$5,873.05
47	COSTCO WHOLESALE CORP NEW (COST)	$2,708.71	$2,780.99
75	COVIDIEN LTD (COV)	$2,516.60	$3,591.75
161	CANADIAN PACIFIC RAILWAY LTD (CP)	$8,391.21	$8,694.00
7722	PRINCIPAL INV FD, HIGH YIELD FD CL A (CPHYX)	$60,000.00	$60,000.00
688	CARREFOUR S A (CRERY.PK)	$6,214.70	$6,522.24
122	CRH PLC - AMERICAN DEPOSITARY SHARES (CRH)	$2,746.90	$3,334 26
400	CISCO SYSTEMS INC (CSCO)	$8,032.04	$9,576 00
178	CENTURY TEL INC (CTL)	$4,477.09	$6,445.38
305	COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS (CTSH)	$8,167.26	$13,825 65
40	CHEVRONTEXACO CORP (CVX)	$2,755.10	$3,079.60
120	CORR CP OF AM (NEW) (CXW)	$1,545.82	$2,946 00
160	DU PONT DE NEMOURS (DD)	$3,067.12	$5,387 20
122	DEERE CO (DE)	$4,446.58	$6,598.98
65	DELHAIZE GROUP SPD ADR (DEG)	$4,244.68	$4,986 80
55	DIAGEO PLC ADS (DEO)	$3,495 37	$3,817.55
74	DANAHER CORP (DHR)	$4,643.30	$5,564.80
82	DISCOVERY COMMUNICATIONS CL A (DISCA)	$1,749.31	$2,514 94

The F2 Family Foundation Inc.
EIN: 32-0046917
Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
43	DIGITAL RLTY TR INC (DLR)	$1,929 66	$2,162.04
654	DAI NIPPON PRINTING LTD JAPANSPONSORED ADR (DNPLY PK)	$9,938.43	$8,345 04
209	DOW CHEMICAL PV (DOW)	$4,897.86	$5,774.67
44	DAIWA HOUSE IND LTD (DWAHY.PK)	$4,023.03	$4,719 00
70	EBAY INC (EBAY)	$1,758 84	$1,647.10
114	CENTRAIS ELECTRICAS BRASIL BRASILEIRAS (EBR)	$1,475.19	$2,404 26
48	ECOLAB INC (ECL)	$1,876 80	$2,139.84
300	COMPANHIA PARANAENSE DE ENERGIA (ELP)	$4,688.27	$6,435.00
90	EASTMAN CHEMICAL CO. (EMN)	$4,827.22	$5,421 60
185	EMERSON ELECTRIC CO. (EMR)	$5,256.46	$7,881 00
40	EQUINIX, INC. (EQIX)	$2,758 00	$4,246.00
147	EMBRAER EMPRESA BR (ERJ)	$3,109.13	$3,250 17
62	EXPEDIA INC (EXPE)	$1,530.10	$1,595.26
53	FASTENAL COMPANY (FAST)	$1,780.27	$2,206 92
66	FREEPORT-MCMORAN COPPER & GOLD INC. (FCX)	$5,183 34	$5,299.14
55	FUJITSU LTD ADR OTC (FJTSY.PK)	$1,676.69	$1,773.75
670	FORTIS NL S/ADR (FORSY PK)	$3,185.61	$2,606.30
14	FIRST SOLAR INC (FSLR)	$2,006 14	$1,895.60
190	FRANCE TELECOM ADS (FTE)	$5,019.94	$4,795 60
88	FMC TECHS INC COM (FTI)	$4,229 95	$5,089 92
284	FUJIFILM HOLDINGS (FUJI)	$8,777 90	$8,576 80
237	GANNETT CO INC (GCI)	$2,859 23	$3,519.45
59	MARKET VECTORS - GOLD MINERS ETF (GDX)	$2,188.82	$2,726 39
537	GOLD FIELDS LTD ADS (GFI)	$4,462.04	$7,040.07
12	GREENHILL & COMPANY INC (GHL)	$1,005.54	$962 88
74	GILEAD SCIENCES INC (GILD)	$3,458.38	$3,201.98
115	GENERAL MILLS INC (GIS)	$6,335 28	$8,143.15
625	STREETTRACKS GOLD SHARES (GLD)	$43,332.30	$67,068.75
198	CORNING INC (GLW)	$3,305.55	$3,823.38
16	GOOGLE INC CL A (GOOG)	$6,755.76	$9,919.68

The F2 Family Foundation Inc.
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Taxable Year Ending December 31, 2009

Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
44	GOLDMAN SACHS GROUP (GS)	$6,218.49	$7,428.96
131	GLAXOSMITHKLINE PLC (GSK)	$5,448.78	$5,534.75
72	GOODYEAR TIRE & RUBBER COMPANY (GT)	$1,327.91	$1,015.20
220	GIVAUDAN SA UNSP/ADR (GVDNY PK)	$2,225.11	$3,542 00
56	HACHIJUNI BANK LTD ADR (HACBY.PK)	$3,581.74	$3,287.20
52	HARMAN INTERNATIONAL INDUSTRIES INC (HAR)	$1,915.95	$1,834.56
111	HASBRO INC (HAS)	$3,163.15	$3,558.66
170	HEALTH CARE PPTY INVS INC (HCP)	$3,296.30	$5,191 80
240	HOME DEPOT INC. (HD)	$6,659.32	$6,943.20
18	HDFC BANK LTD ADR (HDB)	$1,823.79	$2,341 44
61	HEWITT ASSOCS INC (HEW)	$1,777.10	$2,577.86
140	HONEYWELL INTERNATIONAL INC. (HON)	$3,947 97	$5,488.00
136	HEWLETT PACKARD CO (HPQ)	$5,291.39	$7,005.36
105	HARSCO CORP (HSC)	$2,179.09	$3,384.15
27	ISHARES COMEX GOLD TRUST (IAU)	$2,644.96	$2,898 99
49	INTERNATIONAL BUSINESS MACHINES (IBM)	$4,937.71	$6,414.10
77	ICICI BK LTD ADS (IBN)	$2,465.26	$2,903.67
19	INTERCNTNTLEXCHANGE (ICE)	$2,243.71	$2,133 70
65	INT'L FLAVORS & FRAGRANCES INC (IFF)	$1,707.31	$2,674.10
72	IHS INC (IHS)	$2,940 56	$3,946 32
128	IMPALA PLATINUM LTD S/ADR (IMPUY.PK)	$3,135.86	$3,494.40
72	INFOSYS TECH LTD SPD ADR (INFY)	$2,350 26	$3,979.44
40	INTERNATIONAL POWER (IPRPY.PK)	$1,774.65	$2,016.00
25	ITRON INC (ITRI)	$1,288.92	$1,689.25
322	IVANHOE MINES LIMITED COM (IVN)	$2,414.42	$4,704.42
94	INVESCO PLC (IVZ)	$2,106 48	$2,208.06
68	J CREW GROUP INC (JCG)	$2,388.49	$3,042.32
4936	ARTIO GLOBAL HIGH INCOME FUND CLASS I (JHYIX)	$50,000.00	$50,000.00
130	JOHNSON & JOHNSON (JNJ)	$7,075.84	$8,373.30
135	JUNIPER NETWORKS (JNPR)	$3,293.19	$3,600 45

The F2 Family Foundation Inc.
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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
307	JP MORGAN CHASE & CO (JPM)	$13,300.36	$12,792.69
340	KAO CORP ADR (KCRPY.PK)	$6,386.50	$7,942.40
504	KOREA ELECTRIC PW CP (KEP)	$6,610.38	$7,328 16
408	KINROSS GOLD CORP (KGC)	$7,551.27	$7,507 20
115	COCA-COLA CO (KO)	$4,431 92	$6,555 00
100	COCA COLA FEMSA SA (KOF)	$3,931.44	$6,572 00
56	KOHLS CORP (KSS)	$2,425.36	$3,020.08
112	LAN AIRLINES S A SPNRD ADR (LFL)	$1,360.85	$1,867.04
11001	LOOMIS SAYLES INVESTMENT GRADE C (LGBCX)	$105,198.67	$127,610 22
61	LINEAR TECHNOLOGY CORP (LLTC)	$1,678.74	$1,864 16
62	LAM RESEARCH CORP (LRCX)	$2,134.93	$2,431 02
21	MASTERCARD INC (MA)	$3,516 24	$5,375 58
125	MARKS & SPENCER GRP ADR (MAKSY.PK)	$1,540.53	$1,625 00
75	MCDONALD'S CORP (MCD)	$4,073 18	$4,683.00
151	MICROCHIP TECHNOLOGY INC. (MCHP)	$4,065.73	$4,386.55
91	MAGNA INTERNATIONAL INC. (MGA)	$5,311.98	$4,602.78
121	MEDCO HEALTH SOLUTIONS INC. (MHS)	$5,574.14	$7,733.11
12	MITSUI & COMPANY, LTD. - ADR (MITSY)	$3,458 75	$3,427 92
95	3M CO (MMM)	$7,230 45	$7,853.65
82	MONSANTO CO (MON)	$6,230 23	$6,703.50
63	MINDRAY MEDICAL INTL (MR)	$1,825.68	$2,136.96
140	MERCK & CO INC. (MRK)	$3,918 53	$5,115.60
144	MARVELL TECH GROUP (MRVL)	$1,783.86	$2,988 00
108	MORGAN STANLEY (MS)	$2,438 91	$3,196 80
228	MICROSOFT CORPORATION (MSFT)	$4,656.80	$6,949.44
347	MITSUI SUMITM I/G UNS/ADR (MSIGY.PK)	$6,021.87	$4,424.25
287	MONSTER WORLDWIDE, INC (MWW)	$2,783.73	$4,993 80
182	NEWCREST MINING LTD-SPON ADR (NCMGY.PK)	$3,416.15	$5,760 30
55	NEWMONT MINING CORP (NEM)	$3,081.13	$2,602 05
71	NATL FUEL GAS CO (NFG)	$2,487.37	$3,550.00

The F2 Family Foundation Inc.
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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
568	NOKIA (NOK)	$8,544.78	$7,298.80
70	NATL OILWELL VARCO (NOV)	$3,063.89	$3,086.30
75	NORFOLK SOUTHERN CORP (NSC)	$2,903.20	$3,931.50
148	NINTENDO CO LTD ADR OTC (NTDOY.PK)	$4,868.06	$4,413.36
476	NIPPON TELEPHONE ADR (NTT)	$11,196.00	$9,396 24
222	NVIDIA CORP (NVDA)	$2,720.11	$4,146.96
168	NOVARTIS AG ADR (NVS)	$6,714.74	$9,144.24
393	NEXEN INC (NXY)	$7,214.84	$9,404.49
84	NYSE EURONEXT INC (NYX)	$1,631.73	$2,125.20
162	OWENS CORNING (NEW) (OC)	$3,804.80	$4,153 68
211	ORACLE CORP (ORCL)	$4,559.71	$5,175.83
53	O'REILLY AUTOMOTIVE INC (ORLY)	$2,103 62	$2,020 36
51	OCCIDENTAL PETE CORP (OXY)	$4,076.67	$4,148.85
161	PETROLEO BRASILEIRO (PBR)	$4,935.04	$7,676.48
45	PETROLEO BRASILEIRO SA- PETRO (PBR-A)	$1,376.68	$1,907.55
293	PANASONIC CORP (PC)	$4,643 63	$4,204.55
150	PG & E CORP (PCG)	$5,402.60	$6,697.50
28	PRICELINE.COM INCORPORATED (PCLN)	$3,212.72	$6,115.48
80	PENN NATIONAL GAMING (PENN)	$1,610.42	$2,175.20
105	PEPSICO INC (PEP)	$5,352 85	$6,384.00
207	PFIZER INC. (PFE)	$3,639.80	$3,765.33
130	PROCTER GAMBLE CO (PG)	$6,441.44	$7,881.90
35	POSCO (PKX)	$2,289.59	$4,588.50
69	PLEXUS CORPORATION INC (PLXS)	$1,795.33	$1,965.12
16	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	$1,240.22	$1,736 00
105	P P G IND (PPG)	$3,303.20	$6,146.70
55	PERRIGO CO (PRGO)	$1,358 81	$2,190 65
420	PEARSON PLC (PSO)	$4,729.08	$6,031.20
163	QUALCOMM INC (QCOM)	$6,417.52	$7,540.38
35	REGAL BELOITE CP (RBC)	$1,393.50	$1,817.90

The F2 Family Foundation Inc.
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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
86	ROYAL DUTCH SHELL PLC (RDS-A)	$5,118.04	$5,169.46
181	ROYAL DUTCH SHEL PLC SPONS ADR B (RDS-B)	$11,232.32	$10,521.53
98	DR. REDDY'S LAB LTD (RDY)	$1,639.23	$2,372.58
68	REXAM PLC ADR (REXMY.PK)	$1,544.95	$1,617 72
418	REGAL ENTERTAINMENT (RGC)	$4,637.13	$6,035.92
26	RALPH LAUREN POLO CP (RL)	$1,827.13	$2,105.48
95	RENAISSANCERE HOLDINGS LTD (RNR)	$4,370.63	$5,049.25
82	ROHM CO LTD UNSP ADR (ROHCY.PK)	$2,038.16	$2,706.82
71	ROPER INDUSTRIES NEW COMMON (ROP)	$2,934.70	$3,718.27
35	SAP AKTIENGESELL ADS (SAP)	$1,258.88	$1,638.35
190	COMPANHIA SANEA ADS (SBS)	$7,312.87	$7,432 80
193	SOCIETE GENERALE FRANCE (SCGLY PK)	$1,425.00	$2,711 65
196	CHARLES SCHWAB CORP NEW (SCHW)	$3,508.40	$3,688.72
158	SWISSCOM AG S/ADR (SCMWY.PK)	$5,480.93	$5,997 68
1587	SEGA SAMMY HLDGS S/ADR (SGAMY.PK)	$4,128.99	$4,840.35
105	SIEMENS A G ADR (SI)	$7,847.82	$9,628.50
463	SEKISUI HOUSE LTD (SKHSY.PK)	$4,324.86	$4,268.86
779	SK TELECOM ADS ADS (SKM)	$15,779 16	$12,666 54
40	SCHLUMBERGER LTD (SLB)	$2,584.47	$2,603.60
237	SANOFI-AVENTIS SPONSORED ADR (SNY)	$9,372 81	$9,306 99
45	SIMON PPTY GROUP INC NEW (SPG)	$1,496.21	$3,591.00
236	SILICONWARE PRECISION INDUSTRIES COMPANY, LTD. - A (SPIL)	$1,345.13	$1,654.36
40	STERICYCLE INC (SRCL)	$1,907.85	$2,206.80
417	SHISEIDO CO LTD (SSDOY.PK)	$6,477.16	$8,035.59
125	SASOL LTD (SSL)	$5,965 38	$4,992.50
793	SUMITOMO TRUST & BANKING CO LTD (STBUY.PK)	$4,976.68	$3,909 49
190	STATOIL ASA ADS (STO)	$4,263 13	$4,732.90
63	SUNCOR ENERGY INC (SU)	$1,913 59	$2,224 53
162	SOUTHWESTERN ENERGY (SWN)	$6,660.20	$7,808 40
260	SYSCO CORP (SYY)	$5,791.99	$7,264.40

The F2 Family Foundation Inc.
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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
220	AT&T CORP COM NEW (T)	$5,038.35	$6,166 60
55	TORONTO DOMINION (TD)	$1,682.68	$3,449 60
19	TRANSDIGM GRP INC (TDG)	$904 72	$902.31
208	TEVA PHARMECEUTICAL SP ADR (TEVA)	$9,529.39	$11,685.44
5910	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS (TGBAX)	$74,999.99	$74,999.99
12492	TCW GALILEO TOTAL RETURN BOND FUND CL I (TGLMX)	$127,045.21	$123,798 51
46	TARGET CORPORATION (TGT)	$1,905.52	$2,225.02
947	TELECOM ITALIA SPA (TI-A)	$19,209.65	$10,417.00
425	ISHARES BARCLAYS TIPS BOND FUND (TIP)	$40,608.54	$44,157 50
105	TURKCELL ILET NEW (TKC)	$1,265 29	$1,836.45
99	TECHNIP ADS (TKPPY.PK)	$4,588.08	$6,954.75
235	TELSTRA CORPORATION (TLSYY.PK)	$3,677 97	$3,595 50
90	TRANSCANADA CORP (TRP)	$3,226.63	$3,093.30
124	THE TRAVELERS COMPANIES INC (TRV)	$6,041.69	$6,182.64
52	TDK CORP (TTDKY.PK)	$1,730.62	$3,179.80
145	TATA MOTORS LTD ADS (TTM)	$2,000.01	$2,444.70
126	TYCO INTERNATIONAL LTD. (TYC)	$2,527.08	$4,495.68
181	UBS AG (UBS)	$5,828.09	$2,807.31
250	U G I CP (UGI)	$6,035 43	$6,047.50
130	UNILEVER PLC AMER (UL)	$3,671 68	$4,147.00
86	UNION PACIFIC (UNP)	$4,518.39	$5,495.40
38	ULTRA PETROLEUM CORP (UPL)	$1,831.35	$1,894.68
230	US BANCORP DEL NEW (USB)	$2,534.49	$5,177.30
117	UNITED TECHNOLOGIES CORP (UTX)	$7,286.53	$8,120 97
337	UNITED UTILITS S/ADR NEW (UUGRY PK)	$6,737.72	$5,466 14
97	VISA INC (V)	$6,073.64	$8,483 62
331	VODAFONE GROUP PLC (VOD)	$6,964 22	$7,642 79
50	VERTEX PHARMCTLS INC (VRTX)	$1,948.69	$2,142.50
170	VERIZON COMMUNICATIONS (VZ)	$6,560.57	$5,632 10
50	WABTEC (WAB)	$1,342 72	$2,042.00

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Form 990-PF, Part II, Line 10b - Columns (b) & (c) - Investments: Corporate Stock

Shares	Description/Symbol		Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
90	WACOAL CORP ADR (WACLY.PK)		$5,241.15	$4,937 40
59	WALGREEN CO (WAG)		$2,282.84	$2,166 48
63	WEBMD HEALTH CORP (WBMD)		$1,817.11	$2,424 87
37	WHIRLPOOL CORP (WHR)		$3,000 33	$2,984.42
23	WMS INDUSTRIES INC (WMS)		$1,018.78	$920 00
41	WAL-MART STORES INC. (WMT)		$2,226.15	$2,191 45
325	WOLTERS KLUWER S/ADR (WTKWY.PK)		$5,728.79	$7,101 25
105	EXXON MOBIL CORP (XOM)		$7,426 60	$7,159.95
		TOTAL:	$1,484,152	$1,688,249

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Form 990-PF, Part VIII, Line 1 - List all foundation 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
Juanita F. Francis c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	President / Director / Secretary <1 hour(s) per week	$0 00	$0 00	$0 00
Philip Francis c/o Foundation Source 501 Silverside Road Suite 123 Wilmington, DE 19809-1377	Vice President / Director <1 hour(s) per week	$0.00	$0 00	$0 00

The F2 Family Foundation Inc.
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Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

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
ARIZONA QUEST FOR KIDS 1430 E MISSOURI AVE STE B-205, PHOENIX, AZ 85014-2467	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$10,000.00
ARIZONA STATE UNIVERSITY FOUNDATION 300 E UNIVERSITY DRIVE 5TH FL, TEMPE, AZ 85287-0001	N/A	509(a)(1)	COLLEGE OF NURSING AND HEALTHCARE INNOVATION DIVISION	$33,000.00
ARIZONA STATE UNIVERSITY FOUNDATION 300 E UNIVERSITY DRIVE 5TH FL, TEMPE, AZ 85287-0001	N/A	509(a)(1)	DEAN'S INVESTMENT FUND	$40,000 00
BE A LEADER FOUNDATION 6850 N CENTRAL AVE, PHOENIX, AZ 85012-1018	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$10,000.00
CITIZENSHIP COUNTS 5010 EAST SHEA BLVD, SUITE B222, SCOTTSDALE, AZ 85254-4574	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$5,000.00
CRISIS NURSERY INC 2334 E POLK ST, PHOENIX, AZ 85006-3916	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$7,500.00
DESERT BOTANICAL GARDEN 1201 N GALVIN PKWY, PHOENIX, AZ 85008-3437	N/A	509(a)(2)	TENDING THE GARDEN CAMPAIGN	$8,000.00
EVANSTON COMMUNITY FOUNDATION INC 1007 CHURCH ST STE 108, EVANSTON, IL 60201-5910	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$8,000.00

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Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

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
FRIENDS OF PUBLIC RADIO ARIZONA 2323 W 14TH ST STE 4, TEMPE, AZ 85281-6924	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$10,000.00
GENESIS PROGRAM INC 525 EAST MCDOWELL ROAD, PHOENIX, AZ 85004	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$10,000 00
GREATER DALLAS AREA FELLOWSHIP OF CHRISTIAN ATHLETES 11300 N CENTRAL EXPRESSWAY, SUITE 524, DALLAS, TX 75243	N/A	509(a)(1)	SCHOLARSHIP FOR COACHES RETREAT PROGRAM	$5,000.00
GREATER DALLAS AREA FELLOWSHIP OF CHRISTIAN ATHLETES 11300 N CENTRAL EXPRESSWAY, SUITE 524, DALLAS, TX 75243	N/A	509(a)(1)	CHARITABLE EVENT	$3,000.00
I WITNESS MINISTRIES INC PO BOX 2126, ROCKWALL, TX 75087-5026	N/A	509(a)(2)	GENERAL & UNRESTRICTED	$1,000 00
INNER CITY SCHOLARSHIP FUND OF THE CATHOLIC SCHOOLS FOUNDATION 260 FRANKLIN STREET, SUITE 630, BOSTON, MA 02110	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$5,000.00
JAMES N FORT WORTH, TX	NONE	N/A	HARDSHIP ASSISTANCE GRANT	$5,000.00
MCGAW Y M C.A. 1000 GROVE ST, EVANSTON, IL 60201-4202	N/A	509(a)(2)	CAMP ECHO DIVISION	$2,000.00

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Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

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
MCGAW Y.M.C.A. 1000 GROVE ST, EVANSTON, IL 60201-4202	N/A	509(a)(2)	CAMP ECHO PROGRAM	$5,000.00
NATIONAL AUDUBON SOCIETY INC - AUDUBON ARIZONA 4250 EAST CAMELBACK ROAD, SUITE 310K, PHOENIX, AZ 85018	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$5,000.00
NATURE CONSERVANCY 4245 N. FAIRFAX DRIVE, ARLINGTON, VA 22203	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$10,000.00
TEACH FOR AMERICA - PHOENIX 3030 NORTH CENTRAL AVENUE, SUITE 900, PHOENIX, AZ 85012	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$22,000.00
UMOM NEW DAY CENTERS INC 3320 E VAN BUREN ST, PHOENIX, AZ 85008-6813	N/A	509(a)(1)	HELP CAPITAL CAMPAIGN	$33,000.00
VERBUM DEI HIGH SCHOOL 11100 SOUTH CENTRAL AVENUE, LOS ANGELES, CA 90059	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$10,000.00
WESLEY COMMUNITY CENTER INC 1300 S 10TH ST, PHOENIX, AZ 85034-4516	N/A	509(a)(1)	GENERAL & UNRESTRICTED	$5,000 00
YOUNG LIFE - GARLAND 11300 NORTH CENTRAL EXPRESSWAY, DALLAS, TX 75243	N/A	509(a)(1)	CHARITABLE EVENT	$1,000.00
			TOTAL:	$253,500