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Form **990-PF**Department of the Treasury
Internal Revenue Service**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

2010

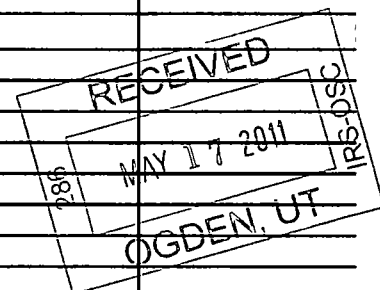
For calendar year 2010, or tax year beginning , and ending

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

Name of foundation The F2 Family Foundation Inc		A Employer identification number 32-0046917
Number and street (or P O box number if mail is not delivered to street address) c/o Foundation Source, 501 Silverside Road	Room/suite 123	B Telephone number (see page 10 of the instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,031,440	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	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 ☐

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)	200,000			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	327	327		
	4 Dividends and interest from securities	65,963	65,963		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	76,123			
	b Gross sales price for all assets on line 6a	733,657			
	7 Capital gain net income (from Part IV, line 2)		76,265		
	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)	83	83			
12 Total. Add lines 1 through 11	342,496	142,638			
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)	16,981	16,981		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,590	1,390		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	13,115	429		12,686
	24 Total operating and administrative expenses. Add lines 13 through 23	31,686	18,800		12,686
	25 Contributions, gifts, grants paid	149,500			149,500
26 Total expenses and disbursements. Add lines 24 and 25	181,186	18,800		162,186	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	161,310				
b Net investment income (if negative, enter -0-)		123,838			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2010)SCANNED MAY 20 2011
Operating and Administrative Expenses

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Part II Balance Sheets		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	94,733	236,020	236,020
	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)		816	816
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,484,152	1,503,359	1,794,604
	c Investments—corporate bonds (attach schedule)			
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)	1,578,885	1,740,195	2,031,440
	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 ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒			
	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	1,578,885	1,740,195	
	30 Total net assets or fund balances (see page 17 of the instructions)	1,578,885	1,740,195	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,578,885	1,740,195	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,578,885
2 Enter amount from Part I, line 27a	2	161,310
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,740,195
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,740,195

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded Securities			
b			
c			
d			
e			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 733,657		657,392	76,265
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))
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			76,265
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 76,265
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

(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))
2009	265,667	1,681,189	0.158023
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
2 Total of line 1, column (d)			2 0.560820
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 0.112164
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 1,741,990
5 Multiply line 4 by line 3			5 195,389
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,238
7 Add lines 5 and 6			7 196,627
8 Enter qualifying distributions from Part XII, line 4			8 162,186

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)		1	2,477
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	0
3 Add lines 1 and 2		3	2,477
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	2,477
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	555	
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	555	
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	1,922	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ 0 Refunded ☐ 0	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?		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)? 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
4 a 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?	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.		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	
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	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ ☐	15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 22 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 2010 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 2010)	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 2010?	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? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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	
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	
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	1,677,524
b	Average of monthly cash balances	1b	90,576
c	Fair market value of all other assets (see page 25 of the instructions)	1c	418
d	Total (add lines 1a, b, and c)	1d	1,768,518
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	1,768,518
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	26,528
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,741,990
6	Minimum investment return. Enter 5% of line 5	6	87,100

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	87,100
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,477
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	2,477
3	Distributable amount before adjustments Subtract line 2c from line 1	3	84,623
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	84,623
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	84,623

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	162,186
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	162,186
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	162,186

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				84,623
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	69,904			
b From 2006	47,336			
c From 2007	137,854			
d From 2008	195,109			
e From 2009	182,298			
f Total of lines 3a through e	632,501			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 162,186				
a Applied to 2009, 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 2010 distributable amount				84,623
e Remaining amount distributed out of corpus	77,563			
5 Excess distributions carryover applied to 2010 (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	710,064			
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 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	69,904			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	640,160			
10 Analysis of line 9:				
a Excess from 2006	47,336			
b Excess from 2007	137,854			
c Excess from 2008	195,109			
d Excess from 2009	182,298			
e Excess from 2010	77,563			

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>				
ARIZONA BRIDGE TO INDEPENDENT LIVING 5025 E WASHINGTON ST STE 200 PHOENIX AZ 85034	N/A	509(a)(1)	General & Unrestricted	1,000
BARROW NEUROLOGICAL FOUNDATION 350 W THOMAS RD PHOENIX AZ 85013	N/A	509(a)(2)	Barrow Brain Tumor Research Center Project	10,000
CRISIS NURSERY INC 2334 E POLK ST PHOENIX AZ 85006	N/A	509(a)(1)	General & Unrestricted	7,500
DESERT BOTANICAL GARDEN 1201 N GALVIN PKWY PHOENIX AZ 85008	N/A	509(a)(2)	Desert Tower Initiative	5,000
EVANSTON COMMUNITY FOUNDATION INC 1007 CHURCH ST STE 108 EVANSTON IL 60201	N/A	509(a)(1)	Infant Welfare Society of Evanston's Engaging Families Program	10,000
EVANSTON DAY NURSERY ASSOCIATION 1835 GRANT ST EVANSTON IL 60201	N/A	509(a)(1)	General & Unrestricted	2,000
FRISCO FELLOWSHIP OF CHRISTIAN ATHLETES 7142 WALNUT ST FRISCO TX 75034	N/A	509(a)(2)	General & Unrestricted	1,000
GREATER DALLAS AREA FELLOWSHIP OF CHRISTIAN ATHLETES, 11300 N CENTRAL EXPY, STE 524 DALLAS TX 75243	N/A	509(a)(1)	FCA Rockwall Division	3,000
GREATER DALLAS AREA FELLOWSHIP OF CHRISTIAN ATHLETES, 11300 N CENTRAL EXPY, STE 524 DALLAS TX 75243	N/A	509(a)(1)	Rockwall Area Coaches and Athletes Summer Camp Scholarship	4,000
GREATER DALLAS AREA FELLOWSHIP OF CHRISTIAN ATHLETES, 11300 N CENTRAL EXPY, STE 524 DALLAS TX 75243	N/A	509(a)(1)	Charitable Event	4,000
GREATER DALLAS AREA FELLOWSHIP OF CHRISTIAN ATHLETES, 11300 N CENTRAL EXPY, STE 524 DALLAS TX 75243	N/A	509(a)(1)	Charitable Event	6,000
Total See Attached Statement			▶ 3a	149,500
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	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	327	
4	Dividends and interest from securities			14	65,963	
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	76,123	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a Foreign Tax Refund			01	83	
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		142,496	0
13	Total. Add line 12, columns (b), (d), and (e)				13	142,496

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

[illegible]

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

- | | | | |
|---|-------|-----|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

**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.

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

PTIN

Jeffrey D. Haskell

Jeffrey D. Haskell

5/6/2011

Check ☐ if
self-employed

Firm's name ► FOUNDATION SOURCE

Firm's EIN ▶

Firm's address ► 55 WALLS DRIVE, FAIRFIELD, CT 06824

Phone no (800) 839-1754

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2010

Name of the organization

Employer identification number

The F2 Family Foundation Inc.

32-0046917

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

The F2 Family Foundation Inc.

Employer identification number

32-0046917

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Francis, Juanita F. 4469 E. Moonlight Way Paradise Valley AZ 85253 Foreign State or Province: Foreign Country:	\$ 200,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	 Foreign State or Province: Foreign Country:	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	 Foreign State or Province: Foreign Country:	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
4	 Foreign State or Province: Foreign Country:	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	 Foreign State or Province: Foreign Country:	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	 Foreign State or Province: Foreign Country:	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

The F2 Family Foundation Inc.

Employer identification number

32-0046917

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----

Name of organization

The F2 Family Foundation Inc.

Employer identification number

32-0046917

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ 0

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For. Prov.	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For. Prov.	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For. Prov.	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
	For. Prov.	Country	

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

TOTAL:		83	83
		(a) Revenue per Books	(b) Net Investment Income
1	Foreign Tax Refund	83	83
2			
3			
4			
5			
6			
7			
8			
9			
10			

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		16,981	16,981	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	16,981	16,981		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

TOTAL:		1,590	1,390	0	0
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Estimated Tax for 2010	200	0		0
2	Foreign Tax Paid	1,390	1,390		0
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:		13,115	429	0	12,686
		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Administrative Fees	12,661	0	0	12,661
2	Bank Charges	429	429		0
3	State or Local Filing Fees	25	0		25
4					
5					
6					
7					
8					
9					
10					

The F2 Family Foundation, Inc.

EIN: 32-0046917

Form 990-PF, Part II, Line 6

Receivables Due from Officers, Directors, Trustees, and Key Employees

Borrower's Name: Juanita Francis
Date of Note: 6/28/2010
Maturity Date: 6/28/2010
Repayment Terms: Immediately
Interest Rate: 5.00%
Purpose of Loan: Accidental deposit of foundation check into the personal account
of a disqualified person
Consideration: Cash
Consideration FMV: \$ 816.
Original Amount: \$ 816.

	<u>Book Value</u>	<u>Fair Market Value</u>
Balance Due:	\$ 816.	\$ 816.
Total:	\$ 816.	\$ 816.

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:				1,503,359	1,794,604
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	(c) Fair Market Value
1	100000 KINDER MORGAN (EKE55U103)	85,726	0		51
2	3M CO (MMM)	95	7,230		8,199
3	ABBOTT LABS (ABT)	144	6,567		6,899
4	AGILENT TECHNOLOGIES INC (A)	65	2,276		2,693
5	AGNICO EAGLE MINES LTD (AEM)	13	1,071		997
6	AGRIUM INC. (AGU)	42	2,892		3,854
7	ALBEMARLE CP (ALB)	80	3,774		4,462
8	ALCATEL LUCENT (ALU)	1,651	9,985		4,887
9	ALLEGHENY TECH NEW (ATI)	107	4,289		5,904
10	ALLIANZ SE ADR (AZSEY.PK)	265	2,697		3,146
11	ALUMINA LTD ADS (AWC)	372	2,106		3,787
12	AMAZON COM (AMZN)	33	3,666		5,940
13	AMB PPTY CORP (AMB)	103	2,855		3,266
14	AMERICAN TOWER CORP CL A (AMT)	79	3,493		4,080
15	AMPHENOL CORPORATION (APH)	48	2,114		2,533
16	ANGLOGOLD LTD (AU)	155	4,140		7,631
17	APACHE CORPORATION (APA)	9	1,051		1,073
18	APPLE INC. (AAPL)	60	10,887		19,354
19	ARTIO GLOBAL HIGH INCOME FUND CLASS I (JHYIX)	5,522	56,009		56,273
20	ASAHI GLASS ADR (ASGLY.PK)	170	1,727		1,981
21	ASML HOLDING NV NY REG SHS (ASML)	77	2,639		2,952
22	ASSURED GUARANTY LTD (AGO)	154	3,296		2,723
23	ASTRAZENECA (AZN)	209	9,499		9,654
24	AT&T CORP COM NEW (T)	198	4,535		5,817
25	AUSTRALIA & NZ ADS (ANZBY.PK)	158	2,375		3,798
26	AUTODESK, INC (ADSK)	95	2,758		3,629
27	AXIS CAPITAL HOLDINGS LTD (AXS)	223	6,049		8,001
28	BAE SYSTEMS PLC SP/AR (BAESY.PK)	158	3,512		3,294
29	BAIDU COM - ADR (BIDU)	35	1,487		3,379
30	BANCO BRADESCO S A. SPONS ADR NEW (BBD)	169	3,133		3,429
31	BANK OF MONTREAL (BMO)	121	6,803		6,966
32	BANK OF NOVA SCOTIA (BNS)	87	4,386		4,976
33	BARCLAYS PLC ADR (BCS)	92	1,698		1,520
34	BARRICK GOLD CORP COM (ABX)	225	7,730		11,966
35	BECTON DICKINSON & CO (BDX)	58	4,034		4,902
36	BLACKROCK INFLATION PROTECTED B (BPRIX)	1,445	15,756		15,739
37	BORG WARNER INC. (BWA)	93	3,971		6,729
38	BOSTON PPTYS INC (BXP)	41	1,506		3,530
39	BRISTOL-MYERS SQUIBB CO (BMY)	129	3,300		3,416
40	C H ROBINSON WORLDWIDE INC (CHRW)	39	2,105		3,127
41	CAMECO CORPORATION (CCJ)	199	5,209		8,036

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:				1,503,359	1,794,604
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	
42	CARREFOUR S A (CRERY.PK)	781	7,021		6,545
43	CELGENE CORP (CELG)	39	2,181		2,306
44	CENTRAIS ELETRICAS BRASIL BRASILEIRAS (EBR)	114	1,475		1,568
45	CENTURY TEL INC (CTL)	163	4,100		7,526
46	CERNER CORPORATION (CERN)	28	2,125		2,653
47	CHEVRONTXACO CORP (CVX)	87	6,256		7,939
48	CITRIX SYSTEMS INC (CTXS)	63	3,067		4,310
49	CLEAN HARBORS, INC. (CLH)	50	3,210		4,204
50	CLIFFS NATURAL RESOURCES INC. (CLF)	66	3,230		5,149
51	CME GROUP, INC (CME)	9	2,352		2,896
52	COCA COLA FEMSA SA (KOF)	47	1,582		3,874
53	COCA-COLA CO (KO)	105	4,047		6,906
54	COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS (CTSH)	226	6,092		16,564
55	COMPANHIA PARANAENSE DE ENERGIA (ELP)	227	3,498		5,714
56	COMPANHIA SANEAD ADS (SBS)	147	5,737		7,773
57	COMPASS GROUP PLC ADR (CMPGY.PK)	364	1,840		3,392
58	COMPASS MINERALS INTERNATIONAL (CMP)	47	2,898		4,196
59	CONOCOPHILLIPS (COP)	106	4,082		7,219
60	COOPER INDUSTRIES PLC (CBE)	104	2,375		6,062
61	COPA HOLDINGS S A (CPA)	30	1,570		1,766
62	COSTCO WHOLESALE CORP NEW (COST)	36	2,126		2,600
63	COVIDIEN LTD (COV)	71	2,378		3,242
64	CROWN HOLDINGS INC (CCK)	86	2,163		2,871
65	CULLEN FROST BANKERS INC (CFR)	58	2,921		3,545
66	DAI NIPPON PRINTING LTD JAPAN SPONSORED ADR (DNPLY.PK)	654	9,938		8,960
67	DAIWA HOUSE IND LTD (DWAHY.PK)	44	4,023		5,420
68	DANAHER CORP (DHR)	140	4,392		6,604
69	DEERE CO (DE)	61	3,391		5,066
70	DELHAIZE GROUP SPD ADR (DEG)	57	3,681		4,201
71	DIAGEO PLC ADS (DEO)	48	2,933		3,568
72	DIGITAL RLTY TR INC (DLR)	54	3,199		2,783
73	DISCOVERY COMMUNICATIONS CL A (DISCA)	80	1,707		3,336
74	DOLLAR GENERAL CORP (DG)	79	2,409		2,423
75	DOW CHEMICAL PV (DOW)	117	2,769		3,994
76	DR. REDDY'S LAB LTD (RDY)	70	1,442		2,587
77	DREAMWORKS ANIMATION (DWA)	38	1,550		1,120
78	DU PONT DE NEMOURS (DD)	160	3,067		7,981
79	EBAY INC. (EBAY)	89	2,391		2,477
80	ECOLAB INC (ECL)	45	1,760		2,269
81	EDWARDS LIFESCIENCES (EW)	18	1,247		1,455
82	ELECTRICITE FR UNSP/ADR (ECIFY.PK)	499	4,847		4,142

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:					1,503,359	1,794,604
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	(b)	(c)
83	EMBRAER EMPRESA BR (ERJ)	127	2,632	3,734		
84	EMC CORP-MASS (EMC)	252	4,852	5,771		
85	EMERSON ELECTRIC CO. (EMR)	165	4,688	9,433		
86	ESTEE LAUDER COMPANIES INC (EL)	35	2,377	2,825		
87	ETFS PHYSICAL PALLADIUM SHARES (PALL)	51	3,109	4,073		
88	ETFS PHYSICAL PLATINUM SHARES (PPLT)	14	2,319	2,466		
89	EXPEDITORS INTL WASH INC. (EXPD)	65	2,832	3,549		
90	EXPRESS SCRIPTS INC. (ESRX)	130	6,092	7,027		
91	EXXON MOBIL CORP (XOM)	113	7,810	8,263		
92	FINMECCANICA ADR (FINMY.PK)	994	5,790	5,666		
93	FLUOR CORP NEW (FLR)	66	3,261	4,373		
94	FMC TECHS INC COM (FTI)	121	7,309	10,758		
95	FORD MOTOR COMPANY (F)	145	2,350	2,435		
96	FRANCE TELECOM ADS (FTE)	240	6,055	5,059		
97	FRANKLIN RES INC (BEN)	32	3,226	3,559		
98	FRONTLINE LTD (FRO)	46	1,441	1,167		
99	FUJII HEAVY INDUS LTD ADR (FUJHY.PK)	27	1,480	2,106		
100	FUJIFILM HOLDINGS (FUJI)	187	5,383	6,883		
101	FUJITSU LTD ADR OTC (FJTSY.PK)	47	1,434	1,646		
102	GENERAL MILLS INC (GIS)	219	6,032	7,794		
103	GIVAUDAN SA UNSP/ADR (GVDNY.PK)	161	1,628	3,495		
104	GLAXOSMITHKLINE PLC (GSK)	290	11,913	11,374		
105	GLOBAL PAYMENTS INC (GPN)	23	1,063	1,063		
106	GOLD FIELDS LTD ADS (GFI)	387	3,216	7,016		
107	GOLDMAN SACHS GROUP (GS)	43	6,601	7,231		
108	GOODRICH CORPORATION (GR)	29	2,218	2,554		
109	GOOGLE INC CL A (GOOG)	12	5,585	7,128		
110	GREEN MOUNTAIN COFFEE ROASTERS, INC (GMCR)	69	2,002	2,267		
111	GREENHILL & COMPANY INC (GHL)	29	2,460	2,369		
112	GRUPO FINANCIERO GALICIA S.A. - AMERICAN DEPOSITAR (GGAL)	65	1,049	995		
113	HACHIJUNI BANK LTD ADR (HACBY.PK)	56	3,582	3,143		
114	HAIN FOOD GROUP, INC (HAIN)	40	897	1,082		
115	HALLIBURTON COMPANY (HAL)	69	2,396	2,817		
116	HASBRO INC (HAS)	111	3,400	5,237		
117	HEALTH CARE PPTY INVS INC (HCP)	85	1,648	3,127		
118	HOME DEPOT INC. (HD)	234	6,507	8,204		
119	HONEYWELL INTERNATIONAL INC. (HON)	135	3,807	7,177		
120	HUANENG POWER INTL (HNP)	72	1,643	1,539		
121	ICICI BK LTD ADS (IBN)	37	1,923	1,874		
122	ILLINOIS TOOL WORKS (ITW)	84	4,344	4,486		
123	IMPALA PLATINUM LTD S/ADR (IMPUPY PK)	109	2,777	3,858		

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:					1,503,359	1,794,604
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	(b)	(c)
124	ING INTERNATIONAL REAL ESTATE FUND CLASS I (IIRIX)	1,296	10,161	11,220		
125	INTERCMTNTEXCHANGE (ICE)	18	2,126	2,145		
126	INTUIT (INTU)	53	2,321	2,613		
127	ISHARES BARCLAYS TIPS BOND FUND (TIP)	300	28,790	32,256		
128	ISRAEL CHEMICALS UNSPON ADR (ISCHY.PK)	127	2,175	2,207		
129	ITC HOLDINGS CORP (ITC)	29	1,768	1,797		
130	IVY ASSET STRATEGY FUND CLASS I (IVAEX)	458	10,028	11,261		
131	JOHNSON & JOHNSON (JNJ)	118	6,423	7,298		
132	JOHNSON CONTROLS INC. (JCI)	113	3,411	4,317		
133	JP MORGAN CHASE & CO (JPM)	176	7,798	7,466		
134	JUNIPER NETWORKS (JNPR)	58	1,869	2,141		
135	KAO CORP ADR (KCRPY PK)	303	5,725	8,148		
136	KINROSS GOLD CORP (KGC)	379	6,787	7,186		
137	KOHL'S CORP (KSS)	45	2,133	2,445		
138	KOREA ELECTRIC PW CP (KEP)	351	4,623	4,742		
139	KRAFT FOODS INC (KFT)	70	2,066	2,206		
140	LAS VEGAS SANDS CORP (LVS)	40	1,874	1,838		
141	LOOMIS SAYLES INVESTMENT GRADE C (LGBCX)	11,273	108,423	135,722		
142	MAGNA INTERNATIONAL INC. (MGA)	30	843	1,560		
143	MARKS & SPENCER GRP ADR (MAKSY.PK)	146	1,740	1,679		
144	MBIA INC. (MBI)	43	561	516		
145	MCDONALD'S CORP (MCD)	132	8,236	10,131		
146	MERCK & CO INC. (MRK)	178	5,348	6,415		
147	MGM RESORTS INTERNATIONAL (MGM)	152	2,167	2,258		
148	MICROCHIP TECHNOLOGY INC. (MCHP)	111	2,977	3,797		
149	MITSUBI & COMPANY, LTD. - ADR (MITSY)	12	3,459	3,929		
150	MONSTER WORLDWIDE, INC (MWW)	176	2,014	4,159		
151	MS&AD INS GROUP ADR (MSADY.PK)	491	7,667	6,172		
152	NALCO CHEMICAL (NLC)	119	2,926	3,801		
153	NATIONAL GRID TRANSOCO PLC (NGG)	122	5,823	5,414		
154	NATL FUEL GAS CO (NFG)	81	3,123	5,315		
155	NETAPP, INC (NTAP)	53	2,092	2,913		
156	NETFLIX INC (NFLX)	10	1,085	1,757		
157	NEWCREST MINING LTD-SPON ADR (NCMGY PK)	154	2,987	6,414		
158	NEWMONT MINING CORP (NEM)	21	1,312	1,290		
159	NEXEN INC (NXY)	465	8,523	10,648		
160	NEXTERA ENERGY, INC (NEE)	33	1,814	1,716		
161	NIKE INC-CL B (NKE)	27	2,213	2,306		
162	NINTENDO CO LTD ADR OTC (NTDOY PK)	135	4,386	4,905		
163	NIPPON TELEPHONE ADR (NITT)	476	11,196	10,918		
164	NIPPON YUSEN KBSHKI S/ADR (NPNNY.PK)	186	1,662	1,629		

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:				1,503,359	1,794,604
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	(c)
165	NITTO DENKO ADR (NDEKY PK)	90	3,553		4,273
166	NOKIA (NOK)	665	9,611		6,863
167	NORFOLK SOUTHERN CORP (NSC)	70	2,710		4,397
168	NOVO NORDISK A S (NVO)	34	2,801		3,827
169	NOVOZYMES A/S UNSP/ADR (NVZMY PK)	18	2,209		2,515
170	NYSE EUROWEST INC (NYX)	18	563		540
171	O'REILLY AUTOMOTIVE INC. (ORLY)	50	1,976		3,021
172	QAO GAZPROM SPONS GDR (OGZPY.PK)	141	2,998		3,587
173	OCCIDENTAL PETE CORP (OXY)	71	6,223		6,965
174	ORACLE CORP (ORCL)	248	5,764		7,762
175	P P G IND (PPG)	95	2,989		7,987
176	PANASONIC CORP (PC)	293	4,644		4,131
177	PEABODY ENERGY CORP (BTU)	142	7,194		9,085
178	PEARSON PLC (PSQ)	206	2,235		3,273
179	PEPSICO INC (PEP)	137	7,383		8,950
180	PERRIGO CO (PRGO)	48	1,186		3,040
181	PETROLEO BRASILEIRO (PBR)	84	2,311		3,179
182	PFIZER INC. (PFE)	207	3,640		3,625
183	PG & E CORP (PCG)	135	4,862		6,458
184	PHILLIPS VAN HEUSEN CORP (PVH)	59	3,477		3,718
185	PLEXUS CORPORATION INC (PLXS)	39	1,034		1,207
186	POSCO (PKX)	29	1,905		3,123
187	PRICELINE.COM INCORPORATED (PCLN)	18	2,448		7,192
188	PRINCIPAL INV FD, HIGH YIELD FD CL A (CPHYX)	8,558	66,631		68,210
189	PRINCIPAL INV FD, HIGH YIELD FUND CL C (CCHIX)	4,255	25,796		34,121
190	PROCTER GAMBLE CO (PG)	108	5,351		6,948
191	PROSHARES UTLRASHORT QQQ (QID)	46	562		535
192	PT ULTRASHRT SP500 PS (SDS)	22	573		523
193	QUALCOMM INC (QCOM)	158	6,222		7,819
194	REGAL ENTERTAINMENT (RGC)	432	4,865		5,072
195	RENAISSANCE HOLDINGS LTD (RNR)	78	3,500		4,968
196	RIO TINTO PLC SPONSORED ADR (RIO)	29	1,490		2,078
197	ROBERT HALF INTL INC. (RHI)	87	2,341		2,662
198	ROHM CO LTD UNSP ADR (ROHCY.PK)	133	3,577		4,360
199	ROPER INDUSTRIES NEW COMMON (ROP)	37	1,529		2,828
200	ROYAL DUTCH SHELL PLC SPONS ADR B (RDS-B)	121	7,680		8,067
201	ROYAL DUTCH SHELL PLC (RDS-A)	86	5,118		5,743
202	SAGE GROUP PLC UNSP/ADR (SGPYY.PK)	100	1,505		1,721
203	SALESFORCE.COM (CRM)	15	2,152		1,980
204	SANOFI-AVENTIS SPONSORED ADR (SNY)	237	9,373		7,639
205	SASOL LTD (SSL)	122	5,847		6,350

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:					1,503,359	1,794,604
	Description/Symbol/CUSIP Number	Shares	Book Value	Fair Market Value	(b)	(c)
206	SCHLUMBERGER LTD (SLB)	78	5,016	6,513		
207	SCRIPPS NETWORKS INT (SNI)	47	2,390	2,432		
208	SEKISUI HOUSE LTD (SKHSY.PK)	463	4,325	4,690		
209	SEVEN & I HOLDINGS C (SVNDY.PK)	157	7,714	8,379		
210	SHIRE PHARMACEUTICALS, INC (SHPGY.PK)	52	3,369	3,764		
211	SHISEIDO CO LTD (SSDOY.PK)	238	3,928	5,217		
212	SIEMENS A G ADR (SI)	85	6,058	10,561		
213	SIMON PTY GROUP INC NEW (SPG)	37	1,230	3,681		
214	SK TELECOM ADS ADS (SKM)	682	13,596	12,705		
215	SLM CORP (SLM)	164	2,107	2,065		
216	SOCIETE GENERALE FRANCE (SCGLY.PK)	227	1,857	2,467		
217	SOTHEBYS (BID)	75	1,864	3,375		
218	STATOIL ASA ADS (STO)	361	7,922	8,581		
219	STERICYCLE INC (SRCL)	22	1,110	1,780		
220	STREETTRACKS GOLD SHARES (GLD)	400	28,746	55,487		
221	SUMITOMO TRUST & BANKING CO LTD (STBUY.PK)	617	3,851	3,912		
222	SUNCOR ENERGY INC (SU)	166	4,739	6,356		
223	SVENSKA CELL AKT SCA ADR (SVCBY.PK)	252	2,787	3,956		
224	SWISSCOM AG SIADR (SCMWY.PK)	140	4,772	6,167		
225	SYSCO CORP (SY)	224	4,990	6,586		
226	TAIWAN SEMICONDUCTOR MFG CO LTD (TSM)	151	1,694	1,894		
227	TAKEDA PHARMACEUTICAL CO LTD (TKPY.PK)	68	1,467	1,656		
228	TATA MOTORS LTD ADS (TTM)	115	2,523	3,374		
229	TCW GALILEO TOTAL RETURN BOND FUND CL I (TGLMX)	13,820	140,418	137,093		
230	TD AMERITRADE HOLDING CORP (AMTD)	139	2,192	2,640		
231	TELECOM ITALIA SPA (TI-A)	774	14,067	8,468		
232	TELSTRA CORPORATION (TLSYY.PK)	212	3,315	3,042		
233	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS (TGBAX)	6,250	79,517	84,749		
234	TENARIS SA-ADR (TS)	67	3,089	3,282		
235	TEVA PHARMACEUTICAL SP ADR (TEVA)	29	1,348	1,512		
236	TEXAS INSTRUMENTS INC. (TXN)	66	1,868	2,145		
237	TORONTO DOMINION (TD)	43	1,361	3,195		
238	TOYOTA MTR CORP (TM)	62	4,394	4,875		
239	TRANSCANADA CORP (TRP)	43	1,540	1,636		
240	TRANSDIGM GRP INC (TDG)	39	1,927	2,808		
241	TREEHOUSE FOODS INC (THS)	20	1,008	1,021		
242	TURKCELL ILET NEW (TKC)	105	1,265	1,799		
243	TYCO INTERNATIONAL LTD. (TYC)	58	1,161	2,404		
244	UBS AG (UBS)	260	6,957	4,282		
245	ULTRASHORT RUSSELL2000 PROSHARES (TWM)	43	605	540		
246	UNILEVER PLC AMER (UL)	114	3,169	3,520		

Form 990-PF, Part II, Line 10b - Investments: Corporate Stock

TOTAL:				1,503,359	1,794,604
	Description/Symbol/CUSIP Number	Shares	Book Value	(b)	(c)
247	UNION PACIFIC (UNP)	79	4,151		7,320
248	UNITED CONTINENTAL HOLDINGS (UAL)	146	3,166		3,477
249	UNITED OVERSEAS BK LTD ADR (UOVEY PK)	106	2,924		3,006
250	UNITED TECHNOLOGIES CORP (UTX)	155	9,839		12,202
251	VARIAN MEDICAL SYSTEMS INC (VAR)	30	1,843		2,078
252	VERISK ANALYTICS, INC (VRSK)	45	1,373		1,534
253	VERIZON COMMUNICATIONS (VZ)	155	5,721		5,546
254	VISA INC (V)	55	3,819		3,871
255	VMWARE INC (VMW)	6	516		533
256	VODAFONE GROUP PLC (VOD)	267	5,261		7,059
257	WACOAL CORP ADR (WACLY PK)	90	5,241		6,530
258	WADDELL&REED FIN INC (WDR)	30	1,078		1,059
259	WALT DISNEY HOLDINGS CO. (DIS)	86	2,861		3,226
260	WALTER ENERGY INC. (WLT)	27	2,311		3,452
261	WASTE MANAGEMENT INC. (WM)	95	3,054		3,503
262	WEBMD HEALTH CORP (WBMD)	62	1,791		3,166
263	WOLTERS KLUWER S/ADR (WTKWY PK)	285	5,015		6,310
264	WOORI FINANCE ADR (WF)	43	1,619		1,787
265	WYNN MACAU LTD (WYNNMF PK)	88	1,669		196
266	WYNN RESORTS LIMITED COMMON (WYNN)	30	2,728		3,115
267	YAMANA GOLD INC (AUJ)	280	2,682		3,584
268	YANZHOU COAL MINING ADR (YZC)	71	1,524		2,173
269	YUM BRANDS INC (YUM)	56	2,313		2,747
270	ZURICH FINCL SVC AR NEW (ZFSVY PK)	205	4,308		5,307

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp.	Benefits	Expense Account
1	Juanita F Francis	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President / Director / Secretary	1	0	0	0
2	Philip Francis	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Director	1	0	0	0
3										
4										
5										
6										
7										
8										
9										
10										

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

Recipient(s) paid during the year

Name

I WITNESS MINISTRIES INC

Street

PO BOX 2126

City

ROCKWALL

State

TX

Zip Code

75087

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

General & Unrestricted

Amount

4,000

Name

INNER CITY SCHOLARSHIP FUND OF THE CATHOLIC SCHOOLS FOUNDATION

Street

260 FRANKLIN ST, STE 630

City

BOSTON

State

MA

Zip Code

02110

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

MARICOPA HEALTH FOUNDATION

Street

2601 E ROOSEVELT ST

City

PHOENIX

State

AZ

Zip Code

85008

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Healthcare Against Family Violence Fund

Amount

2,500

Name

MCGAW Y.M.C.A.

Street

1000 GROVE ST

City

EVANSTON

State

IL

Zip Code

60201

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

McGaw Y.M.C.A.'s Camp Echo Program

Amount

3,000

Name

MCGAW Y.M.C.A.

Street

1000 GROVE ST

City

EVANSTON

State

IL

Zip Code

60201

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

A Brenner Runs Through It Scholarship

Amount

10,000

Name

NATURE CONSERVANCY

Street

4245 N FAIRFAX DR STE 100

City

ARLINGTON

State

VA

Zip Code

22203

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

10,000

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

Recipient(s) paid during the year

Name

RYAN HOUSE

Street

110 W MERRELL ST 1ST FL

City

PHOENIX

State

AZ

Zip Code

85013

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

SCOTTSDALE RAILROAD AND MECHANICAL SOCIETY

Street

7301 E INDIAN BEND RD

City

SCOTTSDALE

State

AZ

Zip Code

85250

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

17,000

Name

TEACH FOR AMERICA - PHOENIX

Street

3030 N CENTRAL AVE, STE 900

City

PHOENIX

State

AZ

Zip Code

85012

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

1,000

Name

TEACH FOR AMERICA - PHOENIX

Street

3030 N CENTRAL AVE, STE 900

City

PHOENIX

State

AZ

Zip Code

85012

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Endowment Fund

Amount

20,000

Name

UMOM NEW DAY CENTERS INC

Street

3333 E VAN BUREN ST

City

PHOENIX

State

AZ

Zip Code

85008

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Name

UMOM NEW DAY CENTERS INC

Street

3333 E VAN BUREN ST

City

PHOENIX

State

AZ

Zip Code

85008

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

2010 Patrons Circle Commitment Fund

Amount

10,000

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

Recipient(s) paid during the year

Name

YOUNG LIFE

Street

281 LEGACY DR

City

PLANO

State

TX

Zip Code

75023

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

4,000

Name

YOUNG LIFE

Street

127 REBECCA RD

City

SUNNYVALE

State

TX

Zip Code

75182

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0