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

2011

For calendar year 2011 or tax year beginning , and ending

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 instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809-1377		**C** If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,337,794

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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 instructions))*

	Line	Description	(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)	596,230			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	219	219		
	4	Dividends and interest from securities	68,209	68,209		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	92,597			
	b	Gross sales price for all assets on line 6a 1,605,498				
	7	Capital gain net income (from Part IV, line 2)		485,873		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	56	56		
	12	**Total.** Add lines 1 through 11	757,311	554,357		
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)	19,384	19,384		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	6,489	2,067		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	13,285	495		12,790
	24	**Total operating and administrative expenses.** Add lines 13 through 23	39,158	21,946		12,790
	25	Contributions, gifts, grants paid	235,900			235,900
	26	**Total expenses and disbursements** Add lines 24 and 25	275,058	21,946		248,690
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	482,253			
	b	**Net investment income** (if negative, enter -0-)		532,411		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Form **990-PF** (2011)

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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	236,020	594,110	594,110
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	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)	1,503,359	1,628,338	1,743,684
c	Investments—corporate bonds (attach schedule)			
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)	1,740,195	2,222,448	2,337,794
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	1,740,195	2,222,448	
30	**Total net assets or fund balances** (see instructions)	1,740,195	2,222,448	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,740,195	2,222,448	

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	1,740,195
2	Enter amount from Part I, line 27a	2	482,253
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,222,448
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	2,222,448

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	1,605,498		1,119,625	485,873
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				485,873
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	485,873
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	162,186	1,741,990	0 093104
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

2 **Total** of line 1, column (d)	2	0 560309
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 112062
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,928,964
5 Multiply line 4 by line 3	5	216,164
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,324
7 Add lines 5 and 6	7	221,488
8 Enter qualifying distributions from Part XII, line 4	8	248,690

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

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	5,324
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	5,324
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	5,324
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 2,500		
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	2,500
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	2,824
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 2012 estimated tax** ▶ 0 **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 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	X	

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☒ Yes ☐ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 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 2011 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 2011)*	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 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		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? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No		
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 (No)
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 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 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	00			
	00			
	00			
	00			
	.00			
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 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 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 instructions 3	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,853,005
b	Average of monthly cash balances	1b	105,117
c	Fair market value of all other assets (see instructions)	1c	217
d	**Total** (add lines 1a, b, and c)	1d	1,958,339
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	1,958,339
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	29,375
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,928,964
6	**Minimum investment return.** Enter 5% of line 5	6	96,448

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	96,448
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,324		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	5,324
3	Distributable amount before adjustments Subtract line 2c from line 1			3	91,124
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	91,124
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	91,124

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	248,690
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	248,690
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	5,324
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	243,366

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					91,124
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				0	
b	Total for prior years 20____, 20____, 20____			0		
3	Excess distributions carryover, if any, to 2011					
a	From 2006	47,336				
b	From 2007	137,854				
c	From 2008	195,109				
d	From 2009	182,298				
e	From 2010	77,563				
f	**Total** of lines 3a through e		640,160			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 248,690					
a	Applied to 2010, but not more than line 2a				0	
b	Applied to undistributed income of prior years (Election required—see instructions)			0		
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2011 distributable amount					91,124
e	Remaining amount distributed out of corpus		157,566			
5	Excess distributions carryover applied to 2011 *(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		797,726			
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 instructions			0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		596,230			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		201,496			
10	Analysis of line 9					
a	Excess from 2007	0				
b	Excess from 2008	0				
c	Excess from 2009	0				
d	Excess from 2010	43,930				
e	Excess from 2011	157,566				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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 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 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*				
ALPHA PHI FOUNDATION INC 1930 SHERMAN AVE EVANSTON IL 60201	N/A	509(a)(1)	Charitable Event	1,500
AMERICAN CANCER SOCIETY 8900 JOHN W CARPENTER HWY DALLAS TX 75247	N/A	509(a)(1)	Charitable Event	1,000
ARIZONA GRANTMAKERS FORUM 1505 E MISSOURI AVE STE 200 PHOENIX AZ 85014	N/A	509(a)(2)	Program Underwriting And Arizona Grantmakers Fund	3,500
ARIZONA SCIENCE CENTER 600 E WASHINGTON ST PHOENIX AZ 85004	N/A	509(a)(1)	Charitable Event	10,000
BARROW NEUROLOGICAL FOUNDATION 350 W THOMAS RD PHOENIX AZ 85013	N/A	509(a)(2)	Barrow Brain Tumor Research Center Fund	10,000
BOYS & GIRLS CLUBS OF METROPOLITAN PHX 2645 N 24TH ST PHOENIX AZ 85008	N/A	509(a)(2)	Honor Doug Parker Fund	5,000
CITIZENSHIP COUNTS 1661 E CAMELBACK RD STE 375 PHOENIX AZ 85016	N/A	509(a)(1)	General & Unrestricted	12,500
CRISIS NURSERY INC 2334 E POLK ST PHOENIX AZ 85006	N/A	509(a)(1)	General & Unrestricted	5,000
DESERT BOTANICAL GARDEN 1201 N GALVIN PKWY PHOENIX AZ 85008	N/A	509(a)(2)	Dale Chihuly Desert Towers Fund	5,000
EVANSTON COMMUNITY FOUNDATION INC 1007 CHURCH ST STE 108 EVANSTON IL 60201	N/A	509(a)(1)	Early Childhood	10,000
EVANSTON DAY NURSERY ASSOCIATION 1835 GRANT ST EVANSTON IL 60201	N/A	509(a)(1)	General & Unrestricted	5,000
Total See Attached Statement			▶ 3a	235,900
b *Approved for future payment*				
Total			▶ 3b	0

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 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	219	
4 Dividends and interest from securities			14	68,209	
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	92,597	
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	56	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		161,081	0

13 **Total.** Add line 12, columns (b), (d), and (e) . 13 161,081

(See worksheet in line 13 instructions 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 instructions)

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

			Yes	No
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?			
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

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

Juanita G. Francis 5/7/2012 President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Jeffrey D Haskell	Jeffrey D. Haskell	5/7/2012		P01345770

Firm's name ▶ Foundation Source | Firm's EIN ▶ 51-0398347

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, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

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, total 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 total 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 Part I, 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	Employer identification number
The F2 Family Foundation Inc	32-0046917

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Francis, Philip 4469 E Moonlight Way Paradise Valley AZ 85253 Foreign State or Province Foreign Country	$ 596,230	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) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	PETSMART INC COM PETM, 12163 sh	$ 596,230	12/8/2011

(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 total 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
Use duplicate copies of Part III if additional space is needed

(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

		(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
	TOTAL:	56	56	0
	Description			
1	Foreign Tax Refund	56	56	0
2				
3				
4				
5				
6				
7				
8				
9				
10				

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
	TOTAL:	19,384	19,384	0	0
	Description				
1	Investment Management Services	19,384	19,384		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	6,489	2,067	0	0
1	Estimated Tax for 2011	2,500	0		0
2	Excise Tax for 2010	1,922	0		0
3	Foreign Tax Paid	2,067	2,067		0
4					
5					
6					
7					
8					
9					
10					

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

	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	13,285	495	0	12,790
1	Administrative Fees	12,765	0	0	12,765
2	Bank Charges	495	495		0
3	State or Local Filing Fees	25	0		25
4					
5					
6					
7					
8					
9					
10					

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

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	1,628,338	1,743,684
1	100000 KINDER MORGAN (EKE55U103)	91,882	0	92
2	3M CO (MMM)	92	7,127	7,519
3	ABBOTT LABS (ABT)	147	6,707	8,266
4	ABERCROMBIE & FITCH (ANF)	25	1,618	1,221
5	ADIDAS-SALOMON AG (ADDYY.PK)	51	1,873	1,663
6	AGRIUM INC. (AGU)	34	2,259	2,282
7	ALERIAN MLP ETF (AMLP)	675	11,016	11,219
8	ALLIANZ SE ADR (AZSEY.PK)	249	2,584	2,358
9	ALSTOM (ALSMY.PK)	530	2,149	1,564
10	ALTERA CORPORATION (ALTR)	53	2,061	1,966
11	ALUMINA LTD ADS (AWC)	326	1,740	1,503
12	AMAZON COM (AMZN)	23	2,935	3,981
13	AMERICAN EXPRESS CO (AXP)	104	4,539	4,906
14	AMERICAN TOWER CORP CL A (AMT)	86	3,976	5,161
15	ANGLOGOLD LTD (AU)	87	2,985	3,693
16	APPLE INC (AAPL)	29	6,082	11,745
17	ARM HOLDINGS PLC (ARMH)	39	947	1,079
18	ARTIO GLOBAL HIGH INCOME FUND CLASS I (JHYIX)	6,085	61,708	56,593
19	ASAHI GLASS ADR (ASGLY PK)	119	1,228	983
20	ASML HOLDING NV NY REG SHS (ASML)	29	1,078	1,212
21	ASSA ABLOY UNSP/ADR (ASAZY.PK)	197	2,496	2,455
22	ASTRAZENECA (AZN)	175	7,930	8,101
23	AT&T CORP COM NEW (T)	205	4,822	6,199
24	AUSTRALIA & N Z ADS (ANZBY PK)	133	2,038	2,769
25	AXIS CAPITAL HOLDINGS LTD (AXS)	146	3,756	4,666
26	BAE SYSTEMS PLC SP/AR (BAESY PK)	149	3,315	2,631
27	BAIDU COM - ADR (BIDU)	33	2,316	3,844
28	BANCO BRADESCO S.A. SPONS ADR NEW (BBD)	169	3,133	2,819
29	BANCO ITAU HOLDING FINANCIERA (ITUB)	137	2,893	2,543
30	BANK OF MONTREAL (BMO)	124	7,035	6,796
31	BARCLAYS PLC ADR (BCS)	111	1,205	1,220
32	BARD C R INC. (BCR)	63	5,319	5,387
33	BARRICK GOLD CORP COM (ABX)	239	10,672	10,815
34	BAXTER INTERNATIONAL INC. (BAX)	92	4,810	4,552
35	BECTON DICKINSON & CO (BDX)	60	4,223	4,483
36	BG GROUP PLC ADS (BRGYY.PK)	24	2,863	2,568
37	BIOGEN IDEC INC (BIIB)	18	1,777	1,981
38	BLACKROCK INFLATION PROTECTED B (BPRIX)	1,131	12,354	13,215
39	BORG WARNER INC (BWA)	46	2,858	2,932
40	BOSTON PPTYS INC (BXP)	37	1,583	3,685
41	C H ROBINSON WORLDWIDE INC (CHRW)	36	2,003	2,512

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

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	1,628,338	1,743,684
42	CAMECO CORPORATION (CCJ)	229	5,786	4,133
43	CANADIAN NATL RAILWAY CO (CNI)	32	2,277	2,514
44	CANADIAN NATURAL RESOURCES LTD (CNQ)	37	1,704	1,383
45	CANON INC. (CAJ)	65	2,775	2,863
46	CAP GEMINI SA UNSP/ADR (CGEMY.PK)	65	1,222	1,021
47	CARNIVAL CORP (CCL)	87	3,374	2,840
48	CARREFOUR S.A. (CRRFY.PK)	676	2,995	3,028
49	CATHAY PAC AIR (CPCAY.PK)	258	3,171	2,206
50	CELGENE CORP (CELG)	48	3,078	3,245
51	CENTRAIS ELEC BRAS S/AR (CAIFY.PK)	123	1,168	1,194
52	CENTRAIS ELECTRICAS BRASIL BRASILEIRAS (EBR)	114	1,474	1,107
53	CENTURY TEL INC (CTL)	168	4,537	6,250
54	CERNER CORPORATION (CERN)	32	1,274	1,960
55	CHARLES SCHWAB CORP NEW (SCHW)	517	6,260	5,821
56	CHECK POINT SOFTWARE TECHNOLOGIES LTD (CHKP)	21	1,179	1,103
57	CHEVRONTEXACO CORP (CVX)	133	11,103	14,151
58	CHINA PETRO & CHEM (SNP)	11	1,143	1,156
59	CHUBB CORP (CB)	86	5,066	5,953
60	CISCO SYSTEMS INC (CSCO)	405	6,927	7,322
61	CITRIX SYSTEMS INC (CTXS)	52	2,638	3,157
62	CLIFFS NATURAL RESOURCES INC (CLF)	36	2,667	2,245
63	CME GROUP, INC (CME)	9	2,377	2,193
64	CNOOC LTD ADS (CEO)	13	2,815	2,271
65	COCA-COLA CO (KO)	110	4,603	7,697
66	COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION - CLASS (CTSH)	90	3,013	5,788
67	COMPANHIA PARANAENSE DE ENERGIA (ELP)	181	2,772	3,797
68	COMPANHIA SANEA ADS (SBS)	94	3,608	5,231
69	CONCHO RESOURCES INC (CXO)	51	4,859	4,781
70	CONOCOPHILLIPS (COP)	179	9,862	13,044
71	COSTCO WHOLESALE CORP NEW (COST)	32	1,921	2,666
72	CREDIT SUISSE GROUP ADR (CS)	192	4,485	4,508
73	CTRIP.COM INTL, LTD - AMERICAN DEPOSITARY SHARES (CTRP)	70	1,617	1,638
74	CVS CAREMARK CORP (CVS)	168	5,625	6,851
75	DAI NIPPON PRINTING LTD JAPANSPONSORED ADR (DNPLY PK)	477	4,479	4,512
76	DAIICHI SANKYO CO LTD SPONSORED ADR LEVEL 1 (DSNKY.PK)	80	1,568	1,565
77	DANAHER CORP (DHR)	155	5,401	7,291
78	DASSAULT SYS SA SPN ADR (DASTY.PK)	14	1,013	1,126
79	DEERE CO (DE)	52	3,081	4,022
80	DELHAIZE GROUP SPD ADR (DEG)	39	2,698	2,198
81	DELL INC (DELL)	358	5,390	5,238
82	DIAGEO PLC ADS (DEO)	32	1,853	2,797

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

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	1,628,338	1,743,684
83	DIGITAL RLTY TR INC (DLR)	107	6,087	7,134
84	DR PEPPER/7-UP COMP. (DPS)	171	6,423	6,751
85	DU PONT DE NEMOURS (DD)	153	3,493	7,004
86	EAST JAPAN RAILWAY C (EJPRY PK)	165	1,943	1,724
87	EBAY INC. (EBAY)	108	3,144	3,276
88	ECOLAB INC (ECL)	63	2,714	3,642
89	EDWARDS LIFESCIENCES (EW)	48	3,561	3,394
90	ELECTRICITE FR UNSP/ADR (ECIFY PK)	468	2,246	2,251
91	ELI LILLY & CO (LLY)	83	2,871	3,449
92	EMBRAER EMPRESA BR (ERJ)	143	3,836	3,606
93	EMC CORP-MASS (EMC)	267	5,374	5,751
94	EMERSON ELECTRIC CO (EMR)	170	5,386	7,920
95	ESTEE LAUDER COMPANIES INC (EL)	25	1,723	2,808
96	EXPRESS SCRIPTS INC (ESRX)	79	3,700	3,531
97	EXXON MOBIL CORP (XOM)	193	14,466	16,359
98	FANUC LIMITED UNSPONSORED (FANUY PK)	79	2,090	1,999
99	FIDELITY ADVISOR FLOATING RATE HIGH INCOME CL I (FFRIX)	3,118	30,709	30,028
100	FINMECCANICA ADR (FINMY.PK)	1,704	3,028	3,033
101	FLSMIDTH & CO A/S S/ADR (FLIDY PK)	199	1,613	1,152
102	FLUOR CORP NEW (FLR)	62	3,166	3,116
103	FMC TECHS INC COM (FTI)	111	3,854	5,798
104	FRANCE TELECOM ADS (FTE)	218	5,420	3,414
105	FRANKLIN RES INC (BEN)	35	3,648	3,362
106	FRESENIUS MED CAR AG (FMS)	38	2,452	2,583
107	FUJI HEAVY INDUS LTD ADR (FUJHY PK)	195	2,602	2,348
108	FUJIFILM HOLDINGS (FUJIY PK)	135	3,615	3,140
109	GENERAL MILLS INC (GIS)	282	8,665	11,396
110	GLAXOSMITHKLINE PLC (GSK)	342	14,005	15,605
111	GOLD FIELDS LTD ADS (GFI)	193	1,604	2,943
112	GOOGLE INC CL A (GOOG)	23	12,734	14,856
113	HACHIJUNI BANK LTD ADR (HACBY.PK)	28	1,685	1,590
114	HANG LUNG PROPERTIES-SP ADR (HLPPY.PK)	69	1,395	980
115	HEALTH CARE PPTY INVS INC (HCP)	87	1,868	3,604
116	HEINEKEN N V ADR (HINKY PK)	49	1,301	1,128
117	HENNES & MAURITZ AB (HNNMY PK)	445	2,723	2,830
118	HITACHI LTD (HIT)	57	3,204	2,972
119	HOME DEPOT INC. (HD)	223	6,474	9,375
120	HONEYWELL INTERNATIONAL INC (HON)	119	3,758	6,468
121	HONG KONG EX&CL UNSP/ADR (HKXCY.PK)	92	1,904	1,470
122	ILLINOIS TOOL WORKS (ITW)	51	2,617	2,382
123	INDUSTRIAL & COM UNSP/ADR (IDCBY.PK)	159	1,892	1,887

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

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	1,628,338	1,743,684
124	ING GROUP N V SPONSORED ADR (ING)	228	1,789	1,635
125	ING INTERNATIONAL REAL ESTATE FUND CLASS I (IIRIX)	1,606	12,839	11,485
126	INTERCNTNTLEXCHANGE (ICE)	25	2,961	3,014
127	INTUIT (INTU)	51	2,292	2,682
128	INTUITIVE SURGICAL, INC (ISRG)	5	1,648	2,315
129	ISHARES BARCLAYS TIPS BOND FUND (TIP)	235	22,560	27,422
130	ISHARES S&P U.S. PREFERRED STOCK INDEX FUND (PFF)	700	27,695	24,934
131	IVY ASSET STRATEGY FUND CLASS I (IVAEX)	544	12,207	12,221
132	JOHNSON & JOHNSON (JNJ)	230	13,074	15,083
133	JP MORGAN CHASE & CO (JPM)	244	8,628	8,113
134	KDDI CP UNSP ADR (KDDIY.PK)	168	2,680	2,705
135	KIMBERLY CLARK CORP (KMB)	107	6,866	7,871
136	KINGFISHER PLC (KGFHY PK)	329	2,418	2,530
137	KINROSS GOLD CORP (KGC)	272	4,342	3,101
138	KOC HOLDINGS AS UNSP/ADR (KHOLY.PK)	67	1,462	997
139	KOMATSU LTD. (KMTUY PK)	86	2,713	2,031
140	KOREA ELECTRIC PW CP (KEP)	206	2,592	2,262
141	LAS VEGAS SANDS CORP (LVS)	110	4,939	4,700
142	LI & FUNG UNSP/ADR (LFUGY.PK)	464	1,671	1,703
143	LINKEDIN CORPORATION CLASS A (LNKD)	20	1,451	1,260
144	LOOMIS SAYLES ABSOLUTE STRATEGIES FUND (LASYX)	5,119	51,781	47,759
145	LOOMIS SAYLES INVESTMENT GRADE C (LGBCX)	8,475	81,805	100,434
146	LVMH MOET HENN UNSP (LVMUY.PK)	119	3,320	3,344
147	MAINSTAY HIGH YIELD OPPORTUNITIES CL I (MYHIX)	2,637	31,678	28,663
148	MANULIFE FIN CORP (MFC)	117	1,781	1,243
149	MARINE HARVEST ASA (MNHVY)	153	1,611	1,302
150	MARKS & SPENCER GRP ADR (MAKSY PK)	146	1,740	1,390
151	MATTELL INC. (MAT)	226	6,149	6,274
152	MCDONALD'S CORP (MCD)	63	3,941	6,321
153	MEDTRONIC INC (MDT)	198	7,413	7,574
154	MERCADOLIBRE, INC (MELI)	17	1,070	1,352
155	MICROSOFT CORPORATION (MSFT)	373	9,477	9,683
156	MITSUBISHI TOKYO FIN (MTU)	430	1,964	1,802
157	MITSUI & COMPANY, LTD - ADR (MITSY)	9	2,607	2,786
158	MIZUHO FINANCIAL GRO (MFG)	919	3,081	2,463
159	MOLSON COOR BREW CO CL B (TAP)	219	9,517	9,535
160	MONSANTO CO (MON)	72	5,070	5,045
161	MS&AD INS GROUP ADR (MSADY PK)	375	4,561	3,409
162	NATIONAL GRID TRANSCO PLC (NGG)	124	5,873	6,012
163	NESTLE S A. (NSRGY.PK)	43	2,306	2,482
164	NETAPP, INC (NTAP)	78	3,113	2,829

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

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	1,628,338	1,743,684
165	NEWCREST MINING LTD-SPON ADR (NCMGY PK)	122	3,158	3,698
166	NEWMONT MINING CORP (NEM)	101	5,248	6,061
167	NEXEN INC (NXY)	298	5,535	4,741
168	NINTENDO CO LTD ADR OTC (NTDOY.PK)	133	2,237	2,253
169	NIPPON TELEPHONE ADR (NTT)	239	5,791	6,054
170	NITTO DENKO ADR (NDEKY PK)	58	2,290	2,061
171	NOKIA (NOK)	622	2,955	2,998
172	NORFOLK SOUTHERN CORP (NSC)	71	2,959	5,173
173	NORTHROP GRUMMAN CORP (NOC)	97	5,765	5,673
174	NOVARTIS AG ADR (NVS)	55	2,904	3,144
175	NOVO NORDISK A S (NVO)	26	3,101	2,997
176	O'REILLY AUTOMOTIVE INC (ORLY)	33	1,307	2,638
177	OAO GAZPROM SPONS GDR (OGZPY PK)	329	3,423	3,514
178	OCCIDENTAL PETE CORP (OXY)	53	4,910	4,966
179	ORACLE CORP (ORCL)	197	4,863	5,053
180	P P G IND (PPG)	46	2,053	3,841
181	PANASONIC CORP (PC)	270	2,245	2,265
182	PEABODY ENERGY CORP (BTU)	30	1,433	993
183	PEPSICO INC (PEP)	242	14,262	16,057
184	PERRIGO CO (PRGO)	12	1,042	1,168
185	PETROLEO BRASILEIRO (PBR)	50	1,364	1,243
186	PEUGEOT S A SPON ADR (PEUGY.PK)	77	1,209	1,203
187	PFIZER INC (PFE)	307	5,629	6,643
188	PNC FINANCIAL GROUP INC (PNC)	121	6,678	6,978
189	POLYUS GOLD INTL LTD GDR LEVEL 1 (PLZLY.PK)	456	1,563	1,345
190	POSCO (PKX)	29	1,905	2,381
191	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	49	2,636	2,023
192	PRICELINE.COM INCORPORATED (PCLN)	11	3,200	5,145
193	PRINCIPAL FDS INC HI YLD FD CL P (PYHPX)	9,532	74,174	70,437
194	PROCTER GAMBLE CO (PG)	208	11,579	13,876
195	PROLOGIS (PLD)	104	2,940	2,973
196	PT TELEKOM. IND. TBK ADR (TLK)	49	1,661	1,506
197	PUBLICIS GROUPE S.A (PUBGY PK)	75	1,893	1,715
198	QUALCOMM INC (QCOM)	141	5,721	7,713
199	RALPH LAUREN CORP (RL)	23	2,959	3,176
200	RECKITT BENCKISER GRP PLC ADR (RBGPY PK)	311	3,023	3,060
201	REED ELSEVIER N VSPONSORED ADR NEW (ENL)	119	3,202	2,762
202	REGAL ENTERTAINMENT (RGC)	442	5,153	5,277
203	RENAISSANCERE HOLDINGS LTD (RNR)	16	741	1,190
204	RIO TINTO PLC SPONSORED ADR (RIO)	44	2,665	2,152
205	ROHM CO LTD UNSP ADR (ROHCY.PK)	98	2,707	2,258

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

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	1,628,338	1,743,684
206	ROYAL DUTCH SHELL PLC (RDS-A)	54	2,677	3,947
207	SABMILLER PLC S/ADR (SBMRY PK)	31	986	1,087
208	SAGE GROUP PLC UNS/ADR (SGPYY PK)	86	1,302	1,563
209	SALESFORCE COM (CRM)	33	4,426	3,348
210	SANOFI-AVENTIS SPONSORED ADR (SNY)	199	7,650	7,271
211	SAP AKTIENGESELL ADS (SAP)	57	3,128	3,018
212	SASOL LTD (SSL)	87	4,114	4,124
213	SBERBANK SPONSORED ADR (SBRCY PK)	153	1,628	1,521
214	SCHLUMBERGER LTD (SLB)	127	9,158	8,675
215	SEADRILL LTD (SDRL)	46	1,562	1,526
216	SEKISUI HOUSE LTD (SKHSY PK)	261	2,377	2,273
217	SEVEN & I HOLDINGS C (SVNDY PK)	55	2,702	3,039
218	SHIRE PHARMACEUTICALS, INC (SHPGY PK)	33	2,214	3,429
219	SHISEIDO CO LTD (SSDOY PK)	175	3,047	3,173
220	SIEMENS A G ADR (SI)	50	4,236	4,781
221	SIGMA ALDRICH CORP (SIAL)	48	2,962	2,998
222	SIMON PPTY GROUP INC NEW (SPG)	38	1,623	4,900
223	SK TELECOM ADS ADS (SKM)	493	9,542	6,710
224	SOCIETE GENERALE FRANCE (SCGLY.PK)	349	1,504	1,522
225	SOUTHERN COPPER CORP (SCCO)	17	528	513
226	STARBUCKS CORP COM (SBUX)	81	3,111	3,727
227	STATOIL ASA ADS (STO)	116	1,923	2,971
228	STREETTRACKS GOLD SHARES (GLD)	365	26,477	55,476
229	SUMITOMO MITSUI TR HOLDINGS SPON ADR (SUTNY PK)	637	2,638	1,809
230	SUNTRUST BKS INC (STI)	186	3,276	3,292
231	SVENSKA CELL AKT SCA ADR (SVCBY.PK)	191	2,117	2,806
232	SWATCH GROUP AG (SWGAY PK)	68	1,320	1,272
233	SWISSCOM AG S/ADR (SCMWY PK)	80	2,591	3,034
234	SYSCO CORP (SYY)	233	5,354	6,834
235	TAIWAN SEMICONDUCTOR MFG CO LTD (TSM)	93	1,043	1,201
236	TALISMAN ENERGY INC (TLM)	117	1,718	1,492
237	TARGET CORPORATION (TGT)	129	6,579	6,607
238	TATA MOTORS LTD ADS (TTM)	148	2,485	2,501
239	TCW GALILEO TOTAL RETURN BOND FUND CL I (TGLMX)	11,088	112,142	106,884
240	TD AMERITRADE HOLDING CORP (AMTD)	132	2,140	2,066
241	TECK COMINCO LIMITED CL B SV (TCK)	34	1,170	1,196
242	TELE NORTE LESTE (TNE)	265	2,480	2,520
243	TELECOM ITALIA SPA (TI-A)	427	5,391	3,800
244	TELEFONICA S A ADR (TEF)	84	1,976	1,444
245	TELSTRA CORPORATION (TLSYY PK)	72	1,105	1,228
246	TEMPLETON GLOBAL BD (TGBAX)	6,700	85,367	82,876

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

	Description	Shares	Book Value End of Year	FMV End of Year
		TOTAL:	1,628,338	1,743,684
247	TENCENT HOLDINGS LIMITED (TCEHY.PK)	93	2,413	1,873
248	TESCO PLC ADR (TSCDY.PK)	142	2,600	2,675
249	TEVA PHARMECEUTICAL SP ADR (TEVA)	100	4,724	4,036
250	TNT EXPRESS (TNTEY.PK)	338	2,895	2,488
251	TORCHMARK CORP (TMK)	73	3,128	3,167
252	TORONTO DOMINION (TD)	36	1,174	2,693
253	TOYOTA MTR CORP (TM)	73	5,549	4,827
254	TRANSOCEAN LTD (RIG)	35	1,508	1,344
255	TRAVELERS COMPANIES INC (THE) (TRV)	72	4,237	4,260
256	TURKIYE GARANTI BANK (TKGBY PK)	445	1,366	1,384
257	TYCO INTERNATIONAL LTD (TYC)	143	5,655	6,680
258	UBS AG (UBS)	190	2,238	2,248
259	UNILEVER N V N Y (UN)	153	4,608	5,259
260	UNILEVER PLC AMER (UL)	83	2,237	2,782
261	UNION PACIFIC (UNP)	81	4,770	8,581
262	UNITED OVRSEAS BK LTD ADR (UOVEY PK)	97	2,663	2,285
263	UNITED TECHNOLOGIES CORP (UTX)	154	9,911	11,256
264	UNITEDHEALTH GROUP INC. (UNH)	146	7,212	7,399
265	US BANCORP DEL NEW (USB)	173	3,799	4,680
266	VALE SA (VALE)	57	1,838	1,223
267	VARIAN MEDICAL SYSTEMS INC (VAR)	43	2,772	2,887
268	VERISIGN INC (VRSN)	83	2,797	2,965
269	VERIZON COMMUNICATIONS (VZ)	159	5,908	6,379
270	VISA INC (V)	80	5,961	8,122
271	VODAFONE GROUP PLC (VOD)	177	3,017	4,961
272	VOLKSWAGEN AG (VLKPY PK)	50	1,481	1,494
273	WACOAL CORP ADR (WACLY.PK)	40	2,329	2,626
274	WAL-MART DE MEX V SP/ADR (WMMVY.PK)	66	1,891	1,808
275	WAL-MART STORES INC (WMT)	159	8,297	9,502
276	WELLS FARGO & CO (WFC)	244	7,393	6,725
277	WISCONSIN ENERGY CP (WEC)	219	7,101	7,656
278	WOLTERS KLUWER S/ADR (WTKWY PK)	190	3,319	3,253
279	WOORI FINANCE ADR (WF)	50	1,710	1,221
280	YAMANA GOLD INC (AUY)	186	1,975	2,732
281	YANDEX N V (YNDX)	43	839	847
282	YANZHOU COAL MINING ADR (YZC)	57	1,223	1,209
283	YUM BRANDS INC (YUM)	44	1,857	2,596
284	ZURICH FINCL SVC AR NEW (ZFSVY.PK)	169	3,542	3,833

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 Acct
						TOTAL:		0	0	0
1	Juanita F Francis	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President / Director / Secretary	1 00	0	0	0
2	Philip Francis	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Vice President / Director	1 00	0	0	0
3										
4										
5										
6										
7										
8										
9										
10										

The F2 Family Foundation Inc.
EIN: 32-0046917
Taxable Year Ending December 31, 2011

Form 990-PF, Part XIII, Line 7
Election to Treat Unused Prior Year Corpus Distributions as Current Year Corpus Distributions

Pursuant to Treasury Regulations Section 53.4942(a)-3(c)(2)(iv), The F2 Family Foundation Inc. hereby elects to treat, as a current distribution out of corpus, the following unused prior years' distributions that were treated as corpus distributions under Treasury Regulations Section 53.4942(a)-3(d)(1)(iii) in such prior tax years:

Tax Year		Amount
2006		$47,336
2007		137,854
2008		195,109
2009		182,298
2010		33,633
	TOTAL:	**$596,230**

Signed: Juanita F. Francis

Name: Juanita F. Francis
Title: President/Secretary

The F2 Family Foundation Inc.
EIN: 32-0046917
Taxable Year Ending December 31, 2011

Form 990-PF, Part XIII, Line 7
Amount Treated as Distributions out of Corpus to Satisfy Section 170(b)(1)(F)(ii)

The F2 Family Foundation Inc. (the "Foundation") hereby elects to satisfy the requirements of Internal Revenue Code ("Code") Section 170(b)(1)(F)(ii) in respect of contributions of $596,230 received in the taxable year ending December 31, 2011 (the "Conduit Election Year"). To satisfy the requirements of Code Section 170(b)(1)(F)(ii), a private nonoperating foundation must: (A) by the end of the Conduit Election Year, distribute any undistributed income from the year immediately preceding the Conduit Election Year; (B) distribute, in the absence of an election under Code Section 4942(h)(2), any undistributed income from the Conduit Election Year by the end of the Conduit Election Year; and (C) make qualifying distributions treated as distributions out of corpus by no later than the 15th day of the third month of the taxable year following the Conduit Election Year in an amount equal to 100 percent of the contributions received by such foundation in the Conduit Election Year.

A. Satisfaction of Minimum Distribution Requirement for the Conduit Election Year. As reported on Part XIII, Line 2, column (c), the undistributed income for the year immediately preceding the Conduit Election Year is $0. In other words, the Foundation had no undistributed income for 2010.

B. Timely Satisfaction of Minimum Distribution Requirement for the Taxable Year following the Conduit Election Year. As reported on Part XIII, Line 6f, column (d), the undistributed income for the Conduit Election Year is $0. In other words, the Foundation had no undistributed income for 2011.

C. Sufficient Timely Qualified Distributions Made Out of Corpus. To satisfy the requirements of Internal Revenue Code Section 170(b)(1)(F)(ii), the Foundation had until March 15, 2012, the 15th day of the third month of the taxable year following the Conduit Election Year, to make distributions out of corpus in an amount equal to 100 percent of the contributions received by it in the Conduit Election Year, $596,230. As reported on Part XIII, Line 7, the Foundation is treating $596,230 (the entire amount of its excess grant carryover from 2006, 2007, 2008, and 2009, plus $33,633 of its $77,563 in 2010 excess grant carryover) as a current distribution out of corpus in complete satisfaction of the requirements of Code Section 170(b)(1)(F)(ii). The Foundation has attached the necessary election, pursuant to Treasury Regulations Section 53.4942(a)-3(c)(2)(iv), to treat $596,230 of its unused prior year's corpus distributions, as a current distribution out of corpus.

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

Recipient(s) paid during the year

Name					
FELLOWSHIP OF CHRISTIAN ATHLETES - BRENHAM TX					
Street					
2517 S MARKET					
City		**State**	**Zip Code**	**Foreign Country**	
BRENHAM		TX	77833		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Repairs Of The FCA Owned Mini-Van Transmission And Other Transportation Issues					1,000

Name					
FRIENDS OF EXCEL ACADEMY INC					
Street					
1150 SARATOGA ST					
City		**State**	**Zip Code**	**Foreign Country**	
EAST BOSTON		MA	02138		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					10,000

Name					
FRISCO FELLOWSHIP OF CHRISTIAN ATHLETES					
Street					
7142 WALNUT ST					
City		**State**	**Zip Code**	**Foreign Country**	
FRISCO		TX	75034		
Relationship	**Foundation Status**				
N/A	509(a)(2)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					2,000

Name					
GREATER DALLAS AREA FELLOWSHIP OF CHRISTIAN ATHLETES					
Street					
11300 N CENTRAL EXPY, STE 524					
City		**State**	**Zip Code**	**Foreign Country**	
DALLAS		TX	75243		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Sponsorships Of Coaches And Athletes Attending Weekend Of Champions Retreats					6,000

Name					
INNER CITY SCHOLARSHIP FUND OF THE CATHOLIC SCHOOLS FDN					
Street					
260 FRANKLIN ST, STE 630					
City		**State**	**Zip Code**	**Foreign Country**	
BOSTON		MA	02110		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					5,000

Name					
INNER CITY SCHOLARSHIP FUND OF THE CATHOLIC SCHOOLS FDN					
Street					
260 FRANKLIN ST, STE 630					
City		**State**	**Zip Code**	**Foreign Country**	
BOSTON		MA	02110		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
Charitable Event					5,000

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

Recipient(s) paid during the year

Name
INTERNATIONAL BOOK PROJECT INC
Street
1440 DELAWARE AVE

City	State	Zip Code	Foreign Country
LEXINGTON	KY	40505	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
San Pablo, Peru Library	1,000

Name
LEGACY FOUNDATION CHRIS -TOWN YMCA
Street
5517 N 17TH AVE

City	State	Zip Code	Foreign Country
PHOENIX	AZ	85015	

Relationship	Foundation Status
N/A	509(a)(2)

Purpose of grant/contribution	Amount
Phase II Medical and Dental Clinic Expansion	50,000

Name
MCGAW Y M C A
Street
1000 GROVE ST

City	State	Zip Code	Foreign Country
EVANSTON	IL	60201	

Relationship	Foundation Status
N/A	509(a)(2)

Purpose of grant/contribution	Amount
Camp Echo Fund	5,000

Name
MCGAW Y M C A
Street
1000 GROVE ST

City	State	Zip Code	Foreign Country
EVANSTON	IL	60201	

Relationship	Foundation Status
N/A	509(a)(2)

Purpose of grant/contribution	Amount
Chairman's Roundtable Fund	5,000

Name
NATIONAL AUDUBON SOCIETY INC - AUDUBON ARIZONA
Street
3131 S CENTRAL AVE

City	State	Zip Code	Foreign Country
PHOENIX	AZ	85040	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
General & Unrestricted	5,000

Name
NATURE CONSERVANCY
Street
4245 N FAIRFAX DR STE 100

City	State	Zip Code	Foreign Country
ARLINGTON	VA	22203	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
Arizona Division	10,000

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

Recipient(s) paid during the year

Name					
PENCILS OF PROMISE INCORPORATED					
Street					
17 MEADOW PL					
City		**State**	**Zip Code**	**Foreign Country**	
OLD GREENWICH		CT	06870		
Relationship	**Foundation Status**				
N/A	509(a)(2)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					5,000

Name					
ROCKWALL PAWS PETS ASSISTANCE AND WELLNESS SUPPORT					
Street					
PO BOX 44					
City		**State**	**Zip Code**	**Foreign Country**	
ROCKWALL		TX	75087		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					1,500

Name					
SCOTTSDALE RAILROAD AND MECHANICAL SOCIETY					
Street					
7301 E INDIAN BEND RD					
City		**State**	**Zip Code**	**Foreign Country**	
SCOTTSDALE		AZ	85250		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					17,000

Name					
T4 GLOBAL INC					
Street					
2001 W PLANO PKWY STE 3000					
City		**State**	**Zip Code**	**Foreign Country**	
PLANO		TX	75075		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					400

Name					
TEACH FOR AMERICA - PHOENIX					
Street					
3030 N CENTRAL AVE, STE 900					
City		**State**	**Zip Code**	**Foreign Country**	
PHOENIX		AZ	85012		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					20,000

Name					
UMOM NEW DAY CENTERS INC					
Street					
3333 E VAN BUREN ST					
City		**State**	**Zip Code**	**Foreign Country**	
PHOENIX		AZ	85008		
Relationship	**Foundation Status**				
N/A	509(a)(1)				
Purpose of grant/contribution					**Amount**
General & Unrestricted					17,000

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

Recipient(s) paid during the year

Name				
WELLNESS COMMUNITY-ARIZONA				
Street 360 E PALM LN				
City PHOENIX	**State** AZ	**Zip Code** 85004	**Foreign Country**	
Relationship N/A	**Foundation Status** 509(a)(1)			
Purpose of grant/contribution General & Unrestricted				**Amount** 1,500

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

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount** 0