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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

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) Room/suite
Foundation Source 501 Silverside Rd

B Telephone number (see instructions)
(800) 839-1754

City or town, state, and ZIP code
Wilmington, DE 198091377

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)* ▶$ 2,781,188

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))*

			(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)	561,435			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	269	269		
	4	Dividends and interest from securities	77,651	77,651		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	92,516			
	b	Gross sales price for all assets on line 6a 1,923,001				
	7	Capital gain net income (from Part IV, line 2)		500,369		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	18	18		
	12	**Total.** Add lines 1 through 11	731,889	578,307		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	24,041	24,041		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	7,071	1,947		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	14,665	732		13,933
	24	**Total operating and administrative expenses.** Add lines 13 through 23	45,777	26,720		13,933
	25	Contributions, gifts, grants paid	311,070			311,070
	26	**Total expenses and disbursements.** Add lines 24 and 25	356,847	26,720		325,003
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	375,042			
	b	**Net investment income** (if negative, enter -0-)		551,587		
	c	**Adjusted net income** (if negative, enter -0-)				

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	594,110	132,174	132,174
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,628,338	2,465,316	2,649,014
	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)	2,222,448	2,597,490	2,781,188
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	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,222,448	2,597,490	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,222,448	2,597,490	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,222,448	2,597,490	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,222,448
2	Enter amount from Part I, line 27a	2	375,042
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,597,490
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	2,597,490

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,923,001		1,830,485	500,369
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				500,369
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	500,369
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	243,366	1,928,964	000 126164
2010	162,186	1,741,990	000 093104
2009	265,667	1,681,189	000 158023
2008	311,382	2,351,982	000 132391
2007	267,185	2,699,985	000 098958

2	**Total** of line 1, column (d).	2	000 608640
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	000 121728
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,486,452
5	Multiply line 4 by line 3.	5	302,671
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,516
7	Add lines 5 and 6.	7	308,187
8	Enter qualifying distributions from Part XII, line 4.	8	325,003

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	5,516
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	5,516
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	5,516
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,300		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,216		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	5,516
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	24
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	24
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
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		No
	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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________			
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	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶co Foundation Source Telephone no ▶(800) 839-1754

Located at ▶501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶198091377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, 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		No

See 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 page 20 of the instructions)?	1b		
	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 2012?	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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		
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 2012 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 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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**		
	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?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
Juanita F Francis Foundation Source 501 Silverside Rd Wilmington, DE 19809	Pres / Dir / Sec 001 00	0		
Philip Francis Foundation Source 501 Silverside Rd Wilmington, DE 19809	VP / Dir 001 00	0		

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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

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	2,220,335
b	Average of monthly cash balances	1b	303,982
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,524,317
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	2,524,317
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,865
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,486,452
6	**Minimum investment return.** Enter 5% of line 5	6	124,323

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	124,323
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,516		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,516
3	Distributable amount before adjustments Subtract line 2c from line 1			3	118,807
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	118,807
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	118,807

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	325,003
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	325,003
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	5,516
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	319,487

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					118,807
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.					
d From 2010.	43,930				
e From 2011.	157,566				
f Total of lines 3a through e.		201,496			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 325,003					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2012 distributable amount.					118,807
e Remaining amount distributed out of corpus		206,196			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		407,692			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					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)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .					
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		407,692			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .	43,930				
d Excess from 2011. . . .	157,566				
e Excess from 2012. . . .	206,196				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ 3a				311,070
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See 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	269	
4 Dividends and interest from securities. . . .			14	77,651	
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	92,516	
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	18	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				170,454	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 170,454

(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)**		**No**
	(2) Other assets	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
	(4) Reimbursement arrangements	**1b(4)**		**No**
	(5) Loans or loan guarantees	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

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

******	2013-07-03	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ 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	2013-07-03		

Firm's name ▶	Foundation Source	Firm's EIN ▶
Firm's address ▶	One Hollow Lane Suite 212 Lake Success, NY 11042	Phone no (800) 839-1754

Form 990PF Part XV Line 1a - 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).

Juanita F Francis
Philip Francis

Form 990PF Part XV Line 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*				
BARROW NEUROLOGICAL FOUNDATION 350 W THOMAS RD PHOENIX, AZ 85013	N/A	509a2	Womens Board- Barrow Brain Tumor Research Center	10,000
BARROW NEUROLOGICAL FOUNDATION 350 W THOMAS RD PHOENIX, AZ 85013	N/A	509a2	Womens Board- White Coat Fellow Research	25,000
EVANSTON COMMUNITY FOUNDATION INC 1007 CHURCH ST STE 108 EVANSTON, IL 60201	N/A	509a1	21st Century Learning Centers Y O U Caring Adult Connections	12,000
FELLOWSHIP OF CHRISTIAN ATHLETES 11300 N CENTRAL EXPY STE 524 DALLAS, TX 75243	N/A	509a1	Weekend of Champions Middle School Retreat	9,500
I WITNESS MINISTRIES INC 206 INDUSTRIAL CT WYLIE, TX 75098	N/A	509a2	General Unrestricted	1,000
LOST ORPHANS INTERNATIONAL PO BOX 1388 MCKINNEY, TX 75070	N/A	509a1	General Unrestricted	5,000
MARICOPA HEALTH FOUNDATION 2601 E ROOSEVELT ST PHOENIX, AZ 85008	N/A	509a2	Copa Ball Fund	5,000
MCGAW YMCA 1000 GROVE ST EVANSTON, IL 60201	N/A	509a2	Camp Echo Fund	5,000
MCGAW YMCA 1000 GROVE ST EVANSTON, IL 60201	N/A	509a2	Chairmans Roundtable Fund	4,000
MINDS MATTER OF SAN FRANCISCO INC PO BOX 2511 SAN FRANCISCO, CA 94126	N/A	509a1	General Unrestricted	15,000
NATIONAL AUDUBON SOCIETY - AUDUBON AZ 3131 S CENTRAL AVE PHOENIX, AZ 85040	N/A	509a1	Nature in Your Neighborhood- 3rd-12th Grade Core Educ Prgm	25,000
NATURE CONSERVANCY 4245 N FAIRFAX DR STE 100 ARLINGTON, VA 22203	N/A	509a1	Arizona Nature Conservancy Campaign	10,000
SCOTTSDALE RAILROAD AND MECHANICAL SOCIETY 7301 E INDIAN BEND RD SCOTTSDALE, AZ 85250	N/A	509a1	Model Railroad Building	16,000
TEACH FOR AMERICA - PHOENIX 3030 N CENTRAL AVE STE 900 PHOENIX, AZ 85012	N/A	509a1	Sponsor a Teacher Program	22,000
TEACH FOR AMERICA - PHOENIX 3030 N CENTRAL AVE STE 900 PHOENIX, AZ 85012	N/A	509a1	Investors Commitment Bisgrove Campaign	20,000

Form 990PF Part XV Line 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*				
UMOM NEW DAY CENTERS INC 3333 E VAN BUREN ST PHOENIX,AZ 85008	N/A	509a1	Buckles and Bangles Fund	5,000
UMOM NEW DAY CENTERS INC 3333 E VAN BUREN ST PHOENIX,AZ 85008	N/A	509a1	Phase II Capital Campaign	17,000
WELLNESS COMMUNITY-ARIZONA 360 E PALM LN PHOENIX,AZ 85004	N/A	509a1	Infrastructure Upgrade	51,570
WELLNESS COMMUNITY-ARIZONA 360 E PALM LN PHOENIX,AZ 85004	N/A	509a1	Annual Operating Fund	50,000
YOUNG LIFE 281 LEGACY DR PLANO,TX 75023	N/A	509a1	General Unrestricted	1,000
YOUNG LIFE 127 REBECCA RD SUNNYVALE,TX 75182	N/A	509a1	General Unrestricted	1,000
YOUNG LIFE 127 REBECCA RD SUNNYVALE,TX 75182	N/A	509a1	Young Life Forney Division	1,000
Total . . . . ▶ **3a**				311,070

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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

2012

Name of the organization
The F2 Family Foundation Inc

Employer identification number
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
The F2 Family Foundation Inc

Employer identification number
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	$ 561,435	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	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, 8145 sh	$ 561,435	2012-09-28

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

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

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

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

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

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 that 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) ▶ $
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

(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

(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

(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

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

Software ID: 12000057

Software Version: 12.15.422.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					1,923,001	1,830,485			92,516	

TY 2012 General Explanation Attachment

Name: The F2 Family Foundation Inc
EIN: 32-0046917
Software ID: 12000057
Software Version: 12.15.422.1

TY 2012 Investments Corporate Stock Schedule

Name: The F2 Family Foundation Inc
EIN: 32-0046917
Software ID: 12000057
Software Version: 12.15.422.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
93 shares of 3M CO	7,424	8,635
74 shares of ABB LTD.	1,448	1,538
24 shares of ACCENTURE PLC	1,459	1,596
60 shares of ADDYY	2,271	2,688
45 shares of ADIDAS AG	1,903	2,016
248 shares of AEON CO LTD ADR OTC	3,062	2,832
13 shares of AGRIUM INC.	747	1,298
155 shares of AIA GROUP LTD ADR	2,362	2,454
3622 shares of ALERIAN MLP ETF	60,510	57,770
24 shares of ALLERGAN INC.	2,202	2,202
57 shares of AMADEUS IT HLDS SA	1,354	1,470
26 shares of AMAZON COM	3,988	6,523
76 shares of AMERICA MOVIL SA	1,947	1,759
95 shares of AMERICAN CAMPUS COMMUNITIES	4,234	4,382
107 shares of AMERICAN EXPRESS CO	4,923	6,150
57 shares of AMERICAN TOWER REIT INC	2,941	4,404
27 shares of APPLE INC.	12,317	14,369
770 shares of APPLIED MATERIALS INC.	8,457	8,809
39 shares of ARM HOLDINGS PLC	973	1,475
19 shares of ASML HOLDING NV NY REG SHS	768	1,223
135 shares of ASSA ABLOY UNSP/ADR	1,785	2,499
87 shares of ASTRAZENECA	3,777	4,112
209 shares of ATT CORP COM	5,328	7,045
106 shares of AUSTRALIA N Z ADS	1,755	2,794
36 shares of AVAGO TECHNOLOGIES LIMITED	1,213	1,139
75 shares of AXIS CAPITAL HOLDINGS LTD	1,815	2,598
120 shares of BAE SYSTEMS PLC SP/AR	2,662	2,674
38 shares of BAIDU.COM - ADR	4,196	3,811
312 shares of BANCO BRADESCO S.A. SPONS ADR	5,552	5,419
151 shares of BANCO ITAU HOLDING FINANCIERA	2,996	2,485

Name of Stock	End of Year Book Value	End of Year Fair Market Value
125 shares of BANK OF MONTREAL	7,123	7,663
92 shares of BARCLAYS PLC ADR	1,300	1,593
59 shares of BARD C R INC.	5,148	5,767
179 shares of BARRICK GOLD CORP COM	7,785	6,267
101 shares of BAXTER INTERNATIONAL INC.	5,402	6,733
1365 shares of BBH CORE SELECT FUND CLASS N	23,824	23,682
63 shares of BECTON DICKINSON CO	4,688	4,926
214 shares of BG GROUP PLC ADS	4,682	3,576
22 shares of BHP BILLITON LIMITED	1,438	1,725
33 shares of BIOGEN IDEC INC	3,971	4,830
16 shares of BLACKROCK INC	2,740	3,307
46 shares of BORG WARNER INC.	3,046	3,295
142 shares of BRAMBLES LTD UNSP AD	2,010	2,249
27 shares of BRITISH SKY BROADCASTING ADR	1,289	1,361
23 shares of BUNZL PLC SPONSORED ADR	2,104	1,898
28 shares of BURBERRY GROUP PLC	1,088	1,142
47 shares of CABOT OIL GAS CORP	1,944	2,338
404 shares of CALAMOS INTERNATIONAL	7,039	7,173
148 shares of CALRSBERG AS SP ADR REP B	2,553	2,897
41 shares of CANADIAN NATL RAILWAY CO	3,303	3,731
12 shares of CANON INC.	427	471
115 shares of CAP GEMINI SA UNSP/ADR	2,270	2,546
74 shares of CARNIVAL CORP	2,854	2,721
85 shares of CBS CORP CL B	2,837	3,234
61 shares of CELGENE CORP	4,121	4,787
19 shares of CENOVUS ENERGY INC	681	637
68 shares of CENTRICA PLC S/ADR	1,480	1,496
172 shares of CENTURY LINK INC	4,957	6,729
49 shares of CERNER CORPORATION	3,186	3,798
48 shares of CGI GROUP INC CL A SUB VTG SHS	1,317	1,110

Name of Stock	End of Year Book Value	End of Year Fair Market Value
567 shares of CHARLES SCHWAB CORP	6,979	8,142
31 shares of CHECK POINT SOFTWARE TECHNOLOGIES LTD	1,689	1,477
119 shares of CHEUNG KONG HLDGS LTD ADR	1,747	1,847
124 shares of CHEVRON CORP	10,906	13,409
19 shares of CHINA MOBILE HGK LTD	1,022	1,116
29 shares of CHINA PETRO CHEM	2,870	3,333
80 shares of CHUBB CORP	4,920	6,026
33 shares of CIELO SA ADR	953	952
307 shares of CISCO SYSTEMS INC	5,283	6,032
21 shares of CNOOC LTD ADS	4,378	4,620
49 shares of COACH INC	3,180	2,720
53 shares of COCA-COLA AMATIL LTD ADR	1,494	1,488
216 shares of COCA-COLA CO	5,086	7,830
40 shares of COCA-COLA HELLEN ADS	760	943
173 shares of COMPANHIA PARANAENSE DE ENERGIA	2,671	2,656
49 shares of COMPANHIA SANEA ADS	1,835	4,095
364 shares of COMPASS GROUP PLC ADR	4,238	4,361
10 shares of CONCHO RESOURCES INC	939	806
238 shares of CONOCOPHILLIPS	11,565	13,802
1540 shares of CONSTELLATION SANDS CAP SEL GR	19,612	19,680
31 shares of COSTCO WHOLESALE CORP	2,037	3,061
64 shares of COVIDIEN LTD	3,508	3,695
728 shares of CULLEN INTERNATIONAL	7,040	7,378
158 shares of CVS CAREMARK CORP.	6,370	7,639
154 shares of DANAHER CORP	5,951	8,609
14 shares of DASSAULT SYS SA SPN ADR	1,084	1,555
648 shares of DELL INC	8,231	6,571
59 shares of DENSO CORP ADR	1,011	1,027
27 shares of DEUTSCHE BANK AG	1,235	1,196
689 shares of DEUTSCHE BOERSE ADR	3,834	4,258

Name of Stock	End of Year Book Value	End of Year Fair Market Value
113 shares of DEVON ENERGY CORPORATION	6,081	5,881
24 shares of DIAGEO PLC ADS	1,433	2,798
58 shares of DIGITAL RLTY TR INC	3,304	3,938
74 shares of DOLLAR GENERAL CORP	3,620	3,263
4752 shares of DOUBLELINE CORE FIX INCOME I	53,025	53,883
171 shares of DR PEPPER/7-UP COMP.	6,639	7,555
155 shares of DU PONT DE NEMOURS	4,248	6,972
174 shares of EBAY INC.	6,794	8,874
66 shares of ECOLAB INC	3,062	4,745
29 shares of EDWARDS LIFESCIENCES	2,286	2,615
79 shares of ELEKTA B SHS ADR	1,226	1,261
89 shares of EMBRAER EMPRESA BR	2,636	2,537
111 shares of EMC CORP-MASS	2,651	2,808
171 shares of EMERSON ELECTRIC CO.	5,908	9,056
484 shares of EPOCH GLOBAL EQUITY SHAREHOLDER YIELD FUND CLASS I	7,901	7,879
117 shares of ERICSSON L M TEL CO	1,061	1,182
47 shares of ESTEE LAUDER COMPANIES INC	1,996	2,813
202 shares of ETFS PHYSICAL PRECIOUS METAL	20,273	18,748
275 shares of EXELON CORPORATION	9,785	8,179
76 shares of EXPRESS SCRIPTS HOLDING CO.	4,112	4,104
213 shares of EXXON MOBIL CORP	16,638	18,435
178 shares of FACEBOOK INC	4,056	4,738
129 shares of FANUC LIMITED UNSPONSORED	3,557	3,959
2722 shares of FIDELITY ADVISOR FLOATING RATE HIGH INCOME CL I	26,833	27,002
547 shares of FIRST EAGLE GOLD FUND CLASS I	16,866	15,147
906 shares of FIRST EAGLE SOGEN GLOBAL FUND CLASS	44,197	44,157
204 shares of FLSMIDTH CO A/S S/ADR	1,581	1,177
65 shares of FLUOR CORP	3,375	3,818
48 shares of FMC TECHS INC COM	2,058	2,056
13 shares of FOMENTO ECONOMICO MEXICANO	1,196	1,309

Name of Stock	End of Year Book Value	End of Year Fair Market Value
5124 shares of FORWARD LONG SHORT CREDIT ANALYSIS FD CL M	45,187	45,499
222 shares of FRANCE TELECOM ADS	4,315	2,453
36 shares of FRANKLIN RES INC	3,891	4,525
110 shares of FRESENIUS MED CAR AG	3,717	3,773
116 shares of FUJI HEAVY INDUS LTD ADR	1,734	2,924
519 shares of G CORPORATE LEADERS	12,922	12,906
29 shares of GALAXY ENTERTAINMENT GROUP LIMITED	954	1,167
209 shares of GENERAL MILLS INC	6,323	8,448
50 shares of GILEAD SCIENCES INC	3,449	3,673
363 shares of GLAXOSMITHKLINE PLC	15,569	15,780
26 shares of GOLDEN AGRI-RESOURCES LTD	1,324	1,398
18 shares of GOOGLE INC CL A	10,517	12,733
14 shares of GRAINGER W W INC.	2,802	2,833
96 shares of GRUPO TELEVISA ADR	2,305	2,552
75 shares of HANG LUNG PROPERTIES-SP ADR	1,482	1,511
88 shares of HANG SENG BANK LTD S/ADR	1,224	1,363
86 shares of HARBOR FDS INTL FD	5,019	5,346
1340 shares of HARTFORD EQUITY INCOME I	19,919	19,603
90 shares of HCA INC	2,930	2,715
398 shares of HENNES MAURITZ AB	2,472	2,750
49 shares of HITACHI LTD	2,770	2,888
183 shares of HOME DEPOT INC.	8,062	11,319
121 shares of HONEYWELL INTERNATIONAL INC.	4,410	7,680
91 shares of HONG KONG EXCL UNSP/ADR	1,821	1,571
103 shares of HSBC HLDGS PLC ADS	4,831	5,466
69 shares of HUTCHISON WHAMPOA LTD ADR	1,323	1,461
295 shares of INDUSTRIAL COM UNSP/ADR	3,457	4,186
1182 shares of ING REAL ESTATE FUND CLASS I	19,918	20,548
43 shares of INTERNATIONAL BUSINESS MACHINES	8,519	8,237
54 shares of INTUIT	2,545	3,212

Name of Stock	End of Year Book Value	End of Year Fair Market Value
8 shares of INTUITIVE SURGICAL, INC.	3,237	3,923
4135 shares of INVESCO BALANCED RISK ALLOCATION Y FUND	53,977	51,814
131 shares of INVESCO DEVELOPING MARKETS FD Y	4,197	4,457
158 shares of ISHARE SP 100 INDEX	10,440	10,221
522 shares of ISHARES BARCLAYS TIPS BOND FUND	57,509	63,375
105 shares of ISHARES MSCI EAFE MINIMUM VOLATILITY INDEX FUND	5,772	5,741
100 shares of ISHARES MSCI EMERGING MARKETS MINIMUM VOLATILITY INDEX FUND	5,733	6,056
353 shares of ISHARES TRUST SHS	10,596	10,251
125 shares of ISRAEL CHEMICALS UNSPON ADR	1,324	1,518
232 shares of JOHNSON JOHNSON	13,592	16,263
285 shares of JP MORGAN CHASE CO	10,447	12,531
226 shares of KDDI CP UNSP ADR	3,711	3,982
102 shares of KEPPEL CORP LTD ADR	1,896	1,837
501 shares of KINGFISHER PLC	3,988	4,629
70 shares of KOC HOLDINGS AS UNSP/ADR	1,462	1,831
228 shares of KOMATSU LTD.	5,731	5,862
43 shares of LOREAL ADR	1,087	1,203
106 shares of LAS VEGAS SANDS CORP	4,652	4,893
57 shares of LENNAR CORP	2,190	2,204
452 shares of LI FUNG UNSP/ADR	1,586	1,618
5352 shares of LOOMIS SAYLES ABSOLUTE STRATEGIES FUND	54,008	54,488
5878 shares of LOOMIS SAYLES FDS INV GRADE BOND FD CL Y TR II	73,098	74,174
98 shares of LVMH MOET HENN UNSP	2,790	3,694
31 shares of MAGNA INTERNATIONAL INC.	1,199	1,551
4582 shares of MAINSTAY HIGH YIELD OPPORTUNITIES CL I	54,161	55,581
219 shares of MANULIFE FIN CORP	3,156	2,976
3455 shares of MARKETFIELD FUND	51,805	54,727
113 shares of MARKS SPENCER GRP ADR	1,328	1,408
8 shares of MASTERCARD INC	3,448	3,930
228 shares of MATTELL INC.	6,490	8,349

Name of Stock	End of Year Book Value	End of Year Fair Market Value
64 shares of MCDONALDS CORP	4,328	5,645
51 shares of MCGRAW-HILL	2,837	2,788
196 shares of MEDTRONIC INC	7,481	8,040
20 shares of MERCADOLIBRE, INC.	1,341	1,571
1682 shares of MFS EMERGING MARKETS DEBT FUND CLASS I	25,681	27,474
58 shares of MICHAEL KORS HOLDINGS LIMITED O	2,658	2,960
100 shares of MICHELIN CIE GEN UNSP/ADR	1,492	1,919
336 shares of MICROSOFT CORPORATION	8,842	8,974
337 shares of MITSUBISHI TOKYO FIN	1,541	1,827
10 shares of MITSUI COMPANY, LTD. - ADR	2,882	3,005
848 shares of MIZUHO FINANCIAL GRO	2,844	3,104
252 shares of MOLSON COOR BREW CO CL B	11,003	10,783
87 shares of MONSANTO CO	6,399	8,235
126 shares of NATIONAL GRID TRANSCO PLC	6,114	7,237
68 shares of NESTLE S.A.	4,018	4,432
112 shares of NEWMONT MINING CORP	5,858	5,201
119 shares of NITTO DENKO ADR	2,386	2,955
68 shares of NORFOLK SOUTHERN CORP	3,128	4,205
97 shares of NORTHROP GRUMMAN CORP	5,904	6,555
65 shares of NOVARTIS AG ADR	3,592	4,115
28 shares of NOVO NORDISK A S	3,725	4,570
101 shares of OAO GAZPROM SPONS GDR	1,087	983
127 shares of OPPENHEIMER DEVELOPING MARKETS FUND CLASS Y	4,147	4,440
47 shares of P P G IND	2,765	6,361
139 shares of PEARSON PLC	2,654	2,716
249 shares of PEPSICO INC	15,191	17,039
914 shares of PERMANENT PT	45,018	44,466
59 shares of PETROLEO BRASILEIRO	1,570	1,149
334 shares of PFIZER INC.	6,738	8,376
4041 shares of PIMCO ALL ASSET ALL AUTHORITY FUND, P CL	44,892	44,809

Name of Stock	End of Year Book Value	End of Year Fair Market Value
2344 shares of PIMCO COMMODITY REAL RETURN STRATEGY FUND P CLASS	16,396	15,538
207 shares of PNC FINANCIAL GROUP INC.	12,025	12,070
33 shares of POSCO	2,227	2,711
88 shares of POTASH CORPORATION OF SASKATCHEWAN INC	4,214	3,581
2165 shares of POWERSHARES II PFD	31,281	31,782
26 shares of PRECISION CASTPARTS	4,284	4,925
12 shares of PRICELINE.COM INCORPORATED	6,491	7,445
6971 shares of PRINCIPAL FDS INC HI YLD FD CL P	54,327	54,932
233 shares of PROCTER GAMBLE CO	13,614	15,818
98 shares of PROLOGIS	2,866	3,576
1284 shares of PRUDENTIAL GLOBAL REAL ESTATE FUND CLASS Z	26,061	27,864
277 shares of PUBLICIS GROUPE S.A	3,730	4,199
115 shares of QUALCOMM INC	5,357	7,114
27 shares of RALPH LAUREN CORP	3,966	4,048
46 shares of RANGE RESOURCES CORP DEL	2,854	2,890
215 shares of RECKITT BENCKISER GRP PLC ADR	2,174	2,756
100 shares of REED ELSEVIER N VSPONSORED ADR NEW	2,703	2,958
71 shares of REED ELSEVIER PLC	2,763	2,985
582 shares of REGAL ENTERTAINMENT	7,641	8,119
17 shares of RENAISSANCERE HOLDINGS LTD	819	1,381
57 shares of RIO TINTO PLC SPONSORED ADR	3,288	3,311
3728 shares of ROBECO BOSTON PARTNERS LONG SHORT RESEARCH FD INSTI CL	44,751	45,849
54 shares of ROCHE HOLDING LTD ADR	2,583	2,727
54 shares of ROSS STORES, INC.	3,386	2,921
119 shares of ROYAL BANK SCOTLAND ADS	1,215	1,284
26 shares of ROYAL DUTCH SHEL PLC SPONS ADR B	1,993	1,843
59 shares of ROYAL DUTCH SHELL PLC	3,025	4,068
703 shares of RS GLOBAL NATURAL RESOURCES FUN	26,952	26,155
31 shares of SABMILLER PLC S/ADR	1,036	1,450
66 shares of SAGE GROUP PLC UNS/ADR	1,031	1,273

Name of Stock	End of Year Book Value	End of Year Fair Market Value
43 shares of SALESFORCE.COM	5,833	7,228
62 shares of SANOFI-AVENTIS SPONSORED ADR	2,206	2,938
82 shares of SAP AKTIENGESELL ADS	5,352	6,591
93 shares of SASOL LTD	4,376	4,026
56 shares of SBA COMMUNICATIONS	3,331	3,975
101 shares of SBERBANK SPONSORED ADR	1,098	1,229
42 shares of SCHLUMBERGER LTD	3,361	2,911
90 shares of SCHNEIDER ELEC UNSP/ADR	976	1,331
34 shares of SEADRILL LTD	1,173	1,251
296 shares of SEGA SAMMY HLDGS S/ADR	1,547	1,237
11 shares of SHIRE PLC	1,006	1,014
1 shares of SHPGY	88	86
44 shares of SIEMENS A G ADR	4,168	4,817
51 shares of SIGMA ALDRICH CORP	3,241	3,753
37 shares of SIMON PPTY GROUP INC	2,184	5,849
948 shares of SIRIUS XM RADIO	2,761	2,740
191 shares of SK TELECOM ADS ADS	3,628	3,024
26 shares of SMITH NEPHEW PLC ADR	1,445	1,440
26 shares of SOUTHERN COPPER CORP	847	984
428 shares of SPDR DJ WILSHIRE INT	16,031	17,698
355 shares of SPDR GOLD TR GOLD SHS	38,550	57,516
270 shares of SPDR SP DIVIDEND ETF	15,665	15,703
248 shares of ST. JUDE MED INC.	8,917	8,963
94 shares of STARBUCKS CORP COM	3,852	5,041
108 shares of STATOIL ASA ADS	1,904	2,704
57 shares of SUNCOR ENERGY INC	1,845	1,880
124 shares of SUNTRUST BKS INC	2,270	3,515
73 shares of SVENSKA CELL AKT SCA ADR	848	1,605
83 shares of SWATCH GROUP AG	1,636	2,108
75 shares of SWEDBANK AB S/ADR	1,414	1,485

Name of Stock	End of Year Book Value	End of Year Fair Market Value
47 shares of SYNGENTA AG ADS	3,382	3,798
236 shares of SYSCO CORP	5,710	7,472
273 shares of TAIWAN SEMICONDUCTOR MFG CO LTD	3,698	4,685
137 shares of TARGET CORPORATION	7,222	8,106
61 shares of TATA MOTORS LTD ADS	1,024	1,752
7408 shares of TCW GALILEO TOTAL RETURN BOND FUND CL I	74,356	76,230
67 shares of TELSTRA CORPORATION	1,047	1,524
5408 shares of TEMPLETON GLOBAL BD	69,564	72,146
82 shares of TENCENT HOLDINGS LIMITED	2,188	2,635
47 shares of TERADATA CORPORATION	3,210	2,909
193 shares of TEVA PHARMECEUTICAL SP ADR	8,298	7,207
4153 shares of THE ARBITRAGE FUND CLASS I	54,343	53,034
302 shares of THOMAS WHITE INTERNATIONAL	4,956	5,275
72 shares of TORCHMARK CORP	3,191	3,720
32 shares of TORONTO DOMINION	1,229	2,699
147 shares of TOTAL FINA ELF S.A.	7,300	7,645
46 shares of TOYOTA MTR CORP	3,687	4,290
39 shares of TRANSCANADA CORP	1,805	1,845
72 shares of TRAVELERS COMPANIES INC	4,321	5,171
126 shares of TULLOW OIL PLC 899415202	1,234	1,313
253 shares of TURKIYE GARANTI BANK	825	1,313
295 shares of TYCO INTERNATIONAL LTD.	7,304	8,629
30 shares of ULTA SALON, COSMETICS FRAGRANCE, INC.	2,681	2,948
212 shares of UNILEVER N V N Y	6,862	8,120
85 shares of UNION PACIFIC	5,823	10,686
85 shares of UNITED OVRSEAS BK LTD ADR	2,333	2,792
151 shares of UNITED TECHNOLOGIES CORP	9,994	12,384
73 shares of UNITEDHEALTH GROUP INC.	3,746	3,960
179 shares of US BANCORP DEL	4,250	5,717
155 shares of VALE SA	3,924	3,249

Name of Stock	End of Year Book Value	End of Year Fair Market Value
266 shares of VANGUARD FTSE ALL-WORLD EX-US ETF	11,364	12,170
231 shares of VANGUARD TOTAL STOCK MARKET ETF	16,951	16,928
722 shares of VIRTUS EMERGING MARKETS OPPTS CL I	6,975	7,448
73 shares of VISA INC	6,284	11,065
30 shares of VMWARE INC	2,735	2,824
42 shares of VODAFONE GROUP PLC	1,129	1,058
53 shares of VOLKSWAGEN AG	2,044	2,469
88 shares of VOLVO AB ADR B	1,248	1,203
47 shares of WAL-MART DE MEX V SP/ADR	1,348	1,541
133 shares of WAL-MART STORES INC.	7,422	9,075
520 shares of WELLS FARGO CO.	17,232	17,774
5325 shares of WFA ABSOLUTE RETURN FUND-ADM	53,826	54,630
88 shares of WILLIAMS COS	2,766	2,881
45 shares of WOORI FINANCE ADR	1,498	1,501
56 shares of WORLEY PARSONS LTD	1,615	1,362
28 shares of WPP GROUP PLC	1,931	2,041
145 shares of YAMANA GOLD INC	1,668	2,495
57 shares of YANDEX N V	1,157	1,228
85 shares of YANZHOU COAL MINING ADR	1,659	1,452
52 shares of YUM BRANDS INC	2,981	3,453
6 shares of ZURICH INS GROU ADR	154	161
156 shares of ZURICH INSURANCE GROUP AG	2,977	4,181

TY 2012 Other Expenses Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

Software ID: 12000057

Software Version: 12.15.422.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	13,908			13,908
Bank Charges	732	732		
State or Local Filing Fees	25			25

TY 2012 Other Income Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

Software ID: 12000057

Software Version: 12.15.422.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Foreign Tax Refund	18	18	

TY 2012 Other Professional Fees Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

Software ID: 12000057

Software Version: 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	24,041	24,041		

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TY 2012 Taxes Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

Software ID: 12000057

Software Version: 12.15.422.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	2,300			
Excise Tax for 2011	2,824			
Foreign Tax Paid	1,947	1,947		