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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
The F2 Family Foundation Inc

% c/o Foundation Source

Number and street (or P O box number if mail is not delivered to street address)
Foundation Source 501 Silverside Rd
Suite 123

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
Wilmington, DE 198091377

A Employer identification number
32-0046917

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

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 3,187,803

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	305,540			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	63	63		
	4	Dividends and interest from securities	67,620	67,620		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	117,902			
	b	Gross sales price for all assets on line 6a 2,228,476				
	7	Capital gain net income (from Part IV, line 2)		322,848		
	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)	35	35		
	12	**Total.** Add lines 1 through 11	491,160	390,566		
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)	29,531	29,531		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	10,329	1,489		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	16,815	386		16,429
	24	**Total operating and administrative expenses.** Add lines 13 through 23	56,675	31,406		16,429
	25	Contributions, gifts, grants paid	263,500			263,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	320,175	31,406		279,929
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	170,985			
	b	**Net investment income** (if negative, enter -0-)		359,160		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	132,174	155,561	155,561
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	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)	2,465,316	2,612,914	3,032,242
	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)	2,597,490	2,768,475	3,187,803
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	2,597,490	2,768,475	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,597,490	2,768,475	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,597,490	2,768,475	

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	2,597,490
2	Enter amount from Part I, line 27a	2	170,985
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,768,475
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	2,768,475

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	2,228,476		1,905,628	322,848
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				322,848
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	322,848
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))
2012	319,487	2,486,452	0 128491
2011	243,366	1,928,964	0 126164
2010	162,186	1,741,990	0 093104
2009	265,667	1,681,189	0 158023
2008	311,382	2,351,982	0 132391

2	**Total** of line 1, column (d).	2	0 638173
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 127635
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,933,695
5	Multiply line 4 by line 3.	5	374,442
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,592
7	Add lines 5 and 6.	7	378,034
8	Enter qualifying distributions from Part XII, line 4.	8	279,929

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	7,183
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	7,183
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	7,183
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,600		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	5,600
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	1,583
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 2014 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) ▶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	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 2013 or the taxable year beginning in 2013 (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)*

			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		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 |

			Yes	No
16	At any time during calendar year 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ **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 2013 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 2013.)*	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 2013?	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 198091377	Pres / Dir / Sec 1 0	0		
Philip Francis Foundation Source 501 Silverside Rd Wilmington, DE 198091377	VP / Dir 1 0	0		

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

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

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	2,840,801
b	Average of monthly cash balances	1b	137,570
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,978,371
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	0
3	Subtract line 2 from line 1d	3	2,978,371
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,676
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,933,695
6	**Minimum investment return.** Enter 5% of line 5	6	146,685

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	146,685
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,183		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,183
3	Distributable amount before adjustments Subtract line 2c from line 1			3	139,502
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	139,502
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	139,502

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	279,929
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	0
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	279,929
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	279,929

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					139,502
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 2011 , 2010 , 2009					
3 Excess distributions carryover, if any, to 2013					
a From 2008.					
b From 2009.					
c From 2010.	43,930				
d From 2011.	157,566				
e From 2012.	206,196				
f Total of lines 3a through e.		407,692			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 279,929					
a Applied to 2012, 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 2013 distributable amount.					139,502
e Remaining amount distributed out of corpus		140,427			
5 Excess distributions carryover applied to 2013					
(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		548,119			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7 (see instructions) . . .					
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		548,119			
10 Analysis of line 9					
a Excess from 2009. . . .					
b Excess from 2010. . . .	43,930				
c Excess from 2011. . . .	157,566				
d Excess from 2012. . . .	206,196				
e Excess from 2013. . . .	140,427				

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 2013, 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			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
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**				263,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	63	
4 Dividends and interest from securities. . . .			14	67,620	
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	117,902	
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	35	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				185,620	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 185,620

(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

****** | 2014-03-24 | ******

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				
Firm's name	Foundation Source		Firm's EIN	
Firm's address	One Hollow Ln Ste 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*				
AMERICAN HEART ASSOCIATION 2929 S 48TH ST TEMPE,AZ 85282	N/A	PC	General & Unrestricted	10,000
ARIZONA COLLEGE SCHOLARSHIP FOUNDATION 4040 E CAMELBACK RD STE 220 PHOENIX,AZ 85018	N/A	PC	General & Unrestricted	2,500
ARIZONA FOUNDATION FOR WOMEN INC 2828 N CENTRAL AVE STE 1200 PHOENIX,AZ 85004	N/A	PC	General & Unrestricted	5,000
ARIZONA WOMENS BOARD 5921 E INDIAN BEND RD PARADISE VLY,AZ 85253	N/A	PC	General & Unrestricted	10,000
BALLET ARIZONA 2835 E WASHINGTON ST PHOENIX,AZ 85034	N/A	PC	The Next Step Campaign	25,000
DOULOS INC 114 OAK HOLLOW LN SULPHUR SPGS,TX 75482	N/A	PC	General & Unrestricted	1,000
EVANSTON COMMUNITY FOUNDATION INC 1007 CHURCH ST STE 108 EVANSTON,IL 60201	N/A	PC	General & Unrestricted	10,000
I WITNESS MINISTRIES INC 206 INDUSTRIAL CT WYLIE,TX 75098	N/A	PC	General & Unrestricted	2,500
LESTER AND ROSALIE ANIXTER CENTER 2001 N CLYBOURN AVE STE 300 CHICAGO,IL 60614	N/A	PC	for equipment, supplies, & food for the Canteen lo	5,000
LOST ORPHANS INTERNATIONAL PO BOX 1388 MCKINNEY,TX 75070	N/A	PC	General & Unrestricted	1,000
MCGAW YMCA 1000 GROVE ST EVANSTON,IL 60201	N/A	PC	Camp Echo Fund	5,000
MCGAW YMCA 1000 GROVE ST EVANSTON,IL 60201	N/A	PC	Chairman's Roundtable Fund	5,000
MINDS MATTER OF SAN FRANCISCO INC PO BOX 2511 SAN FRANCISCO,CA 94126	N/A	PC	General & Unrestricted	10,000
NATURE CONSERVANCY 4245 N FAIRFAX DR ARLINGTON,VA 22203	N/A	PC	The Nature Conservancy in Arizona Division	10,000
NEW HOPE HAITI MISSION INC PO BOX 2635 MECHANICSVLLE,VA 23116	N/A	PC	General & Unrestricted	5,000
Total . . . . ▶ **3a**				263,500

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*				
P S IT S SOCIAL 2922 CENTRAL ST EVANSTON, IL 60201	N/A	PC	General & Unrestricted	5,000
ROCKWALL YOUNG LIFE PO BOX 476 ROCKWALL, TX 75087	N/A	PC	General & Unrestricted	2,500
SHORE COMMUNITY SERVICES INC 4232 DEMPSTER ST SKOKIE, IL 60076	N/A	PC	Sensory Room at Shore Lois Loyd Center Other	5,000
STILL WATER CHRISTIAN MINISTRIES INC PO BOX 1885 BOERNE, TX 78006	N/A	PC	General & Unrestricted	2,000
T4 GLOBAL INC PO BOX 130266 DALLAS, TX 75313	N/A	PC	General & Unrestricted	1,000
TEACH FOR AMERICA - PHOENIX 3030 N CENTRAL AVE STE 900 PHOENIX, AZ 85012	N/A	PC	General & Unrestricted	25,000
UMOM NEW DAY CENTERS INC 3333 E VAN BUREN ST PHOENIX, AZ 85008	N/A	PC	Patrons Circle 2013 Fund	10,000
UMOM NEW DAY CENTERS INC 3333 E VAN BUREN ST PHOENIX, AZ 85008	N/A	PC	UMOM Buckles and Bangles Sponsorship Fund	10,000
UMOM NEW DAY CENTERS INC 3333 E VAN BUREN ST PHOENIX, AZ 85008	N/A	PC	Phase II Capital Campaign	16,000
WELLNESS COMMUNITY-ARIZONA 260 E PALM LN PHOENIX, AZ 85004	N/A	PC	General & Unrestricted	75,000
YOUNG LIFE 281 LEGACY DR PLANO, TX 75023	N/A	PC	General & Unrestricted	2,500
YOUNG LIFE 127 REBECCA RD SUNNYVALE, TX 75182	N/A	PC	General & Unrestricted	2,500
Total . . . . ▶ **3a**				263,500

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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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

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 for 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 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 its Form 990PF, Part I, line 2, 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, AZ85253	$ 305,540	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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	QIHOO 360 TECHNOLOGY CO LTD QIHU, 110 sh	$ 5,829	2013-07-12
1	QIHOO 360 TECHNOLOGY CO LTD QIHU, 110 sh	$ 5,091	2013-06-20
1	ASML HOLDING NV NY REG SHS ASML, 3677 sh	$ 294,620	2013-06-14
		$	
		$	
		$	

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 2013 Depreciation Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included

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TY 2013 Investments Corporate Stock Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	7,131	11,921
ABB LTD.	2,361	2,975
ACCENTURE PLC	1,922	2,220
ADIDAS AG	4,781	7,065
AGRIUM INC.	880	1,006
AIA GROUP LTD ADR	3,505	4,352
ALERIAN MLP ETF	39,319	41,451
ALEXION PHARMACEUTICALS, INC.	3,214	4,252
ALLIANZ SE ADR	1,978	2,448
ALLIANZGI GLOBAL WATER FUND CL	4,900	5,812
AMADEUS IT HLDS SA	3,468	5,130
AMAZON COM	6,007	11,964
AMCOR LTD	1,681	1,835
AMERICAN CAMPUS COMMUNITIES	5,990	4,767
AMERICAN EXPRESS CO	7,389	11,523
AMERICAN TOWER REIT INC	3,356	4,310
AMGEN INC	5,249	6,274
ANHEUSER BUSCH COS INC	2,643	2,768
ANNALY MTG MGMT INC.	3,923	3,918
APPLE INC.	19,082	22,441
APPLIED MATERIALS INC.	9,859	13,348
AQR MANAGED FUTURES FUND CL I	58,668	61,272
ARM HOLDINGS PLC	4,328	6,349
ASML HOLDING NV NY REG SHS	2,224	2,624
ASSA ABLOY UNSP/ADR	1,819	2,962
ASTRAZENECA	4,776	6,353
AT&T CORP COM	5,217	6,821
AUSTRALIA & N Z ADS	2,675	3,924
AVAGO TECHNOLOGIES LIMITED	2,471	3,754
AXIS CAPITAL HOLDINGS LTD	1,889	3,568

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BAE SYSTEMS PLC SP/AR	3,244	4,218
BAIDU.COM - ADR	7,542	10,139
BANCO BILBAO ARG SA	1,904	2,131
BANCO BRADESCO S.A. SPONS ADR	7,535	6,165
BANCO ITAU HOLDING FINANCIERA	1,722	1,574
BARCLAYS PLC ADR	1,658	2,176
BARRICK GOLD CORP	7,200	6,823
BAXTER INTERNATIONAL INC.	4,736	5,912
BBH CORE SELECT FUND CLASS N	44,067	50,478
BECTON DICKINSON & CO	3,748	5,414
BELLE INTL HLDG ADR	1,551	1,176
BIOGEN IDEC INC	3,849	6,989
BLACKROCK INC	3,845	5,696
BLACKROCK STRAT INC OPP - INS	41,014	41,220
BOC HK HLDGS LTD S/ADR	3,855	3,742
BORG WARNER INC.	2,842	4,473
BRAMBLES LTD UNSP AD	1,801	2,134
BRISTOL-MYERS SQUIBB CO	2,793	2,817
BRITISH SKY BROADCASTING ADR	2,930	3,261
BUNZL PLC SPONSORED ADR	2,632	3,368
BURBERRY GROUP PLC	2,267	2,578
CALRSBERG AS SP ADR REP B	6,127	7,094
CANADIAN NATL RAILWAY CO	4,342	5,816
CAP GEMINI SA UNSP/ADR	1,389	2,439
CAPITAL ONE FINANCIAL CORP	9,690	12,487
CARNIVAL CORP	2,472	2,691
CATAMARAN CORP	2,681	2,563
CBS CORP CL B	2,518	4,653
CELGENE CORP	5,373	10,138
CENOVUS ENERGY INC	1,476	1,289

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CENTRICA PLC S/ADR	4,416	4,520
CERNER CORPORATION	2,738	3,735
CGI GROUP INC CL A SUB VTG SHS	2,092	2,409
CHARLES SCHWAB CORP	4,944	8,138
CHEUNG KONG HLDGS LTD ADR	2,211	2,387
CHEVRON CORP	10,579	14,115
CHINA CONSTRUCT UNSPON ADR	3,726	3,795
CHINA MOBILE HGK LTD	7,917	7,687
CHINA PETRO & CHEM	3,857	4,273
CHIPOLTE MEX GRILL	1,726	2,131
CHUBB CORP	4,664	6,861
CIELO SA ADR	1,160	1,344
CISCO SYSTEMS INC	4,518	5,406
CNOOC LTD ADS	3,284	3,190
COCA-COLA AMATIL LTD ADR	1,456	1,156
COCA-COLA CO	5,284	8,345
COGNIZANT TECHNOLOGY SOLUTIONS	2,718	4,039
COMPANHIA PARANAENSE DE ENERGI	4,312	4,021
COMPANHIA SANEA ADS	4,730	6,316
COMPASS GROUP PLC ADR	5,515	7,307
CONOCOPHILLIPS	11,128	15,331
CONSTELLATION SANDS CAP SEL GR	34,479	45,604
COSTCO WHOLESALE CORP	1,846	3,095
CVS CAREMARK CORP.	5,165	8,517
DANAHER CORP	5,121	8,955
DASSAULT SYS SA SPN ADR	1,538	1,865
DELTA AIR LINES INC	1,279	2,005
DENSO CORP ADR	1,337	1,931
DEUTSCHE BANK AG	2,366	2,460
DEUTSCHE BOERSE	2,487	3,779

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DEUTSCHE POST AG	1,314	1,908
DEUTSCHE TELE AG ADS	1,660	2,192
DEVON ENERGY CORPORATION	5,992	6,929
DIAGEO PLC ADS	1,084	1,986
DOLLAR GENERAL CORP	4,543	5,429
DOUBLELINE TOTAL RETURN BOND	17,836	16,932
DR PEPPER SNAPPLE GROUP, INC	6,631	7,990
DU PONT DE NEMOURS	5,879	7,861
EBAY INC.	4,379	4,993
ECOLAB INC	2,034	3,545
EMBRAER EMPRESA BR	1,997	2,188
EMERSON ELECTRIC CO.	5,170	9,053
ENCANA CORP	1,346	1,318
ENSCO PLC	1,815	1,715
ERICSSON L M TEL CO	1,380	1,763
ESTEE LAUDER COMPANIES INC	2,320	3,540
EXELON CORPORATION	10,167	8,518
EXPERIAN GROUP LTD S/ADR	1,752	1,769
EXPRESS SCRIPTS HOLDING CO.	4,700	5,338
EXXON MOBIL CORP	8,319	9,918
FACEBOOK INC	3,472	5,738
FAMCO MLP & ENERGY INCOME FUND	15,091	15,079
FANUC LIMITED UNSPONSORED	5,573	6,480
FEDERATED INSTI HIGH YIELD BD	27,580	27,259
FIRST EAGLE SOGEN GLOBAL FUND	69,068	75,083
FIRST TRUST ISE WATER INDEX	4,837	5,922
FOMENTO ECONOMICO MEXICANO	1,142	1,174
FPA CRESCENT PORTFOLIO	58,668	63,029
FRAC KINDER MORGAN MGMT	0	0
FRESENIUS MED CAR AG	2,981	3,238

Name of Stock	End of Year Book Value	End of Year Fair Market Value
G CORPORATE LEADERS	27,245	32,070
GALAXY ENTERTAINMENT GROUP LIM	1,039	2,530
GENERAL MILLS INC	4,597	6,738
GILEAD SCIENCES INC	3,597	7,135
GLAXOSMITHKLINE PLC	12,094	14,789
GOLDEN AGRI-RESOURCES LTD	4,033	3,549
GOLDMAN SACHS STRAT INC-INSTIT	40,655	41,338
GOOGLE INC CL A	9,220	14,569
GOTHAM ABSOLUTE RETURN FUND	49,912	50,224
GRUPO TELEVISA (ADR)	2,490	3,056
GUGGENHEIM S&P 500 EQUAL WEIGH	3,696	3,732
HARBOR FDS INTL FD	13,009	14,534
HARTFORD EQUITY INCOME I	42,297	47,702
HENNES & MAURITZ AB	2,159	2,995
HILTON HOTELS CORP	2,501	2,559
HITACHI LTD	3,141	4,203
HOME DEPOT INC.	4,474	9,222
HONEYWELL INTERNATIONAL INC.	4,748	9,959
HONG KONG EX&CL UNSP/ADR	2,137	1,903
HSBC HOLDINGS PLC	5,555	6,285
HUTCHISON WHAMPOA LTD ADR	2,077	2,747
INDUSTRIAL & COM UNSP/ADR	3,609	4,115
ING GROUP N V SPONSORED ADR	3,000	3,895
INTESA SANPAOLO S.P.A	2,041	2,183
INVESCO BALANCED RISK ALLOCATI	63,159	57,650
INVESCO CONVERT SEC-Y	15,761	16,926
INVESCO DEVELOPING MARKETS FD	11,166	10,510
ISHARE SP 100 INDEX	24,645	28,823
ISHARES BARCLAYS 0-5 YR TIPS	7,580	7,573
ISHARES BARCLAYS TIPS BOND FUN	12,266	10,990

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES MSCI EAFE MINIMUM VOLA	16,920	17,864
ISHARES MSCI EMERGING MARKETS	10,866	10,487
ISHARES MSCI GRW IDX	969	1,001
ISHARES TRUST SHS	25,153	28,081
ISRAEL CHEMICALS UNSPON ADR	2,222	1,873
ISUZU MOTORS UNSP/ADR	3,687	3,741
IVY HIGH INCOME FUND CLASS I	23,821	23,575
JOHNSON & JOHNSON	4,239	6,320
JP MORGAN CHASE & CO	11,708	15,614
KANSAS CITY SOUTHERN	1,584	1,734
KDDI CP UNSP ADR	1,111	1,915
KEPPEL CORP LTD ADR	2,218	2,240
KINGFISHER PLC	4,517	6,407
KOC HOLDINGS AS UNSP/ADR	1,644	1,587
KOMATSU LTD.	5,730	5,351
KONE OYJ ADR B SHS	1,648	1,718
KUBOTA CORPORATION	2,326	2,592
LAS VEGAS SANDS CORP	2,075	3,470
LIBERTY GLOBAL INC	3,734	4,094
LINKEDIN CORPORATION	2,678	2,385
LOOMIS SAYLES FDS STRATEGIC IN	40,640	41,356
LOWES COMPANIES INC.	3,881	3,964
LUKOIL HOLDING CO SP/ADR	3,960	4,040
LULULEMON ATHLETICA INC	2,919	2,538
LVMH MOET HENN UNSP	4,005	4,795
LYONDELLBASELL INDUSTRIES NV	9,199	10,517
MACK CALI RLTY CORP	2,568	2,621
MAGNA INTERNATIONAL INC.	1,086	2,298
MANULIFE FIN CORP	3,309	4,597
MARKET VECTORS AGRIBUSINESS ET	7,665	7,629

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MARKETFIELD FUND	68,142	81,554
MARKS & SPENCER GRP ADR	1,543	1,877
MASTERCARD INC	3,160	5,848
MATTELL INC.	6,422	10,087
MCDONALD'S CORP	4,312	5,725
MCKESSON CORP	2,230	2,260
MEDTRONIC INC	6,124	9,125
MERCADOLIBRE, INC.	1,485	1,725
MERCK & CO INC.	8,798	9,560
MFS DIVERSIFIED TARGET RETURN	60,132	61,612
MFS EMERGING MARKETS DEBT FUND	11,108	10,272
MFS INTERNATIONAL VALUE I	17,585	17,600
MICHELIN CIE GEN UNSP/ADR	2,347	2,968
MICROSOFT CORPORATION	15,007	19,977
MITSUBISHI TOKYO FIN	2,931	3,567
MITSUI & COMPANY, LTD	3,928	3,921
MIZUHO FINANCIAL GRO	3,139	3,837
MOBILE TELSYS OJSC	909	952
MOLSON COOR BREW CO CL B	9,952	12,578
MONSANTO CO	6,759	10,023
MORGAN STANLEY	3,972	4,767
NESTLE S.A.	5,137	6,108
NEWMONT MINING CORP	4,322	3,754
NIKE INC-CL B	4,209	4,876
NITTO DENKO ADR	3,470	3,221
NOBLE ENERGY INC.	3,380	3,814
NOKIA	874	876
NORTHROP GRUMMAN CORP	4,364	8,023
NOVARTIS AG ADR	4,296	5,787
NOVO NORDISK A S	5,339	6,836

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NUVEEN REAL ESTATE SECURITIES	10,500	8,463
NXP SEMICONDUCTORS	1,889	2,894
OAKMARK INTERNATIONAL FUND CL	18,820	20,882
OCCIDENTAL PETROLEUM CORP	9,611	10,366
OPPENHEIMER DEVELOPING MARKETS	11,712	12,517
ORANGE	1,867	2,186
PACIFIC RUBIALES ENERGY	2,754	2,347
PEARSON PLC	2,172	2,531
PEPSICO INC	13,874	18,081
PFIZER INC.	6,630	9,434
PIMCO INCOME FUND P CLASS	41,440	40,982
PNC FINANCIAL GROUP INC.	13,937	17,300
POSCO	865	1,014
POWERSHARES DYNAMIC BASIC MATE	5,056	5,608
POWERSHARES DYNAMIC ENERGY SEC	7,081	7,769
PRECISION CASTPARTS	3,722	5,925
PRICELINE.COM INC	6,129	11,624
PROCTER GAMBLE CO	12,571	16,689
PRUDENTIAL GLOBAL REAL ESTATE	12,196	12,781
PT BK MANDIR PRS UNSP/ADR	2,564	2,377
PUBLICIS GROUPE S.A	6,438	9,533
QUALCOMM INC	3,955	4,455
RALPH LAUREN CORP	3,088	3,355
RANGE RESOURCES CORP DEL	3,139	3,372
RECKITT BENCKISER GROUP	2,536	3,636
REED ELSEVIER PLC	3,698	5,344
REGAL ENTERTAINMENT	7,720	10,581
RENAISSANCERE HOLDINGS LTD	1,117	1,947
RIDGEWORTH FDS SEIX FLOATING R	27,049	27,118
RIO TINTO PLC SPONSORED ADR	4,502	4,797

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROBECO BOSTON PARTNERS LONG SH	66,603	78,188
ROCHE HOLDING LTD ADR	6,438	8,143
ROSS STORES, INC.	2,926	3,522
ROYAL DUTCH SHEL PLC	3,012	3,080
ROYAL DUTCH SHELL PLC	4,557	5,844
SABMILLER PLC S/ADR	2,340	2,872
SAGE GROUP PLC UNS/ADR	1,329	2,030
SALESFORCE.COM	5,576	8,610
SANOFI-AVENTIS SPONSORED ADR	2,515	3,647
SAP AKTIENGESELL ADS	5,514	6,797
SASOL LTD	5,565	6,132
SBA COMMUNICATIONS	2,567	3,683
SBERBANK SPONSORED ADR	1,714	1,898
SCHLUMBERGER LTD	8,565	9,191
SCHNEIDER ELEC UNSP/ADR	976	1,580
SEGA SAMMY HLDGS S/ADR	1,447	1,752
SERCO GROUP PLC ADR	1,012	1,064
SERVICE NOW	1,408	1,680
SHIRE PLC	2,025	2,967
SIEMENS A G ADR	2,888	4,709
SIGMA ALDRICH CORP	2,592	3,760
SIMON PPTY GROUP INC	2,259	3,195
SINA CORPORATION	857	1,180
SMITH & NEPHEW PLC ADR	2,097	2,511
SOUTHERN COPPER CORP	1,299	1,206
SPDR DJ WILSHIRE INT	8,510	8,858
SPDR GOLD SHARES	22,860	17,418
SPDR S&P DIVIDEND ETF	31,945	36,818
ST. JUDE MED INC	5,679	9,912
STARBUCKS CORP COM	6,290	8,231

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STATOIL ASA ADS	3,270	4,078
SUMITOMO MITSUI TR HOLDINGS SP	2,903	3,042
SUNCOR ENERGY INC	2,684	2,944
SUNTRUST BKS INC	2,231	4,270
SVENSKA CELL AKT SCA ADR	914	2,192
SWATCH GROUP AG	1,625	2,424
SWEDBANK AB S/ADR	1,441	2,067
SYNGENTA AG ADS	4,883	5,116
SYSCO CORP	5,629	7,942
TAIWAN SEMICONDUCTOR MFG CO LT	11,160	12,278
TARGET CORPORATION	8,016	8,984
TATA MOTORS LTD ADS	2,725	3,973
TCW GALILEO TOTAL RETURN BOND	24,158	23,784
TELNY	1,933	2,076
TEMPLETON GLOBAL BD	24,304	24,087
TENCENT HOLDINGS LIMITED	1,491	2,834
TESCO PLC S ADR	3,831	3,772
TEVA PHARMECEUTICAL SP ADR	7,110	6,974
TORCHMARK CORP	2,546	4,298
TORONTO DOMINION	2,138	4,052
TOTAL FINA ELF S.A.	9,919	12,315
TOYOTA MTR CORP	5,287	6,828
TRANSCANADA CORP	2,214	2,192
TRAVELERS COMPANIES INC	3,841	5,432
TWENTY-FIRST CENTURY, FOX INC	5,169	6,401
TYCO INTERNATIONAL LTD.	7,374	11,409
UBS AG	1,456	1,521
ULTA SALON, COSMETICS & FRAGRA	2,710	2,703
UNILEVER N V N Y	1,886	2,052
UNION PACIFIC	5,770	11,928

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNITED OVRSEAS BK LTD ADR	3,265	3,833
UNITED PARCEL SERVICE	7,651	9,247
UNITED TECHNOLOGIES CORP	8,750	14,111
US BANCORP DEL	5,326	7,999
VALE SA	4,128	4,011
VANGUARD FTSE ALL-WORLD EX-US	19,636	21,560
VANGUARD MSCI EUROPEAN ETF	17,455	18,228
VANGUARD SF REIT ETF	19,393	18,077
VANGUARD TOTAL STOCK MARKET ET	36,864	44,603
VIRTUS INTERNATIONAL REAL ESTA	5,810	5,410
VISA INC	5,615	12,693
VOLKSWAGEN AG	4,967	7,055
WAL-MART STORES INC.	7,624	10,072
WALT DISNEY HOLDINGS CO.	2,871	3,820
WELLS FARGO & CO.	14,491	19,477
WFA ABSOLUTE RETURN FUND-ADM	67,843	74,004
WISDOMTREE EMERGING MARKETS CO	4,367	4,335
WISDOMTREE EMERGING MARKETS DI	4,424	4,495
WISDOMTREE JAPAN DIVIDEND FUND	10,227	11,185
WISDOMTREE TRUST EUROPE HEDGED	9,715	10,961
WORKDAY INC	658	665
WPP GROUP PLC	3,072	4,709
WYNN RESORTS LIMITED	2,368	3,302
YAMANA GOLD INC	4,937	3,948
YANDEX N V	1,654	3,021
YUM BRANDS INC	3,018	3,327
ZOETIS INC	3,988	4,086
ZURICH INS GROU ADR	3,990	5,951

TY 2013 Investments - Land Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

TY 2013 Land, Etc. Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

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TY 2013 Other Expenses Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	16,404			16,404
Bank Charges	386	386		
State or Local Filing Fees	25			25

TY 2013 Other Income Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Foreign Tax Refund	35	35	

TY 2013 Other Professional Fees Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	29,531	29,531		

TY 2013 Taxes Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF EXTENSION FOR 2012	3,216			
990-PF ESTIMATED TAX FOR 2013	5,600			
990-PF EXCISE TAX FOR 2012	24			
Foreign Tax Paid	1,489	1,489		