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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

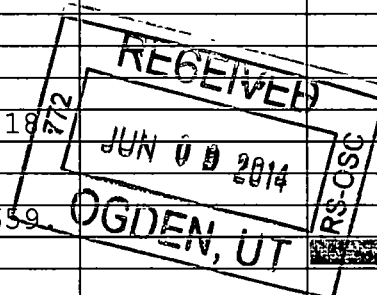
2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation ADAMS FAMILY FOUNDATION II		A Employer identification number 62-1515108
Number and street (or P.O. box number if mail is not delivered to street address) 801 MOORELAND LANE	Room/suite	B Telephone number (see instructions)
City or town, state or province, country, and ZIP or foreign postal code MURFREESBORO TN 37128		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 17,872,092.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

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 instr.))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temp. cash investments	389.	389.		
	4 Dividends and interest from securities	831,942.	831,942.		
	5a Gross rents				
	b (Net rental income or loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	40,459.	40,459.			
12 Total. Add lines 1 through 11	872,790.	872,790.			
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)	4,218.	4,218.		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	659.	659.		
	19 Depreciation (attach sch.) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	693.	693.		669.
	24 Total operating and administrative expenses. Add lines 13 through 23	5,570.	5,570.		669.
	25 Contributions, gifts, grants paid	1,132,923.			1,132,923.
26 Total exp. & disbursements. Add lines 24 and 25	1,138,493.	5,570.		1,133,592.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	(265,703.)				
b Net investment income (if neg., enter -0-)		867,220.			
c Adjusted net income (if neg., enter -0-)					



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See inst)	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 .....	342,367.	(262,304.)	(262,304.)
	3	Accounts receivable ▶			
		Less: allowance for doubtful accts. ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accts. ▶			
	5	Grants receivable .....			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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 govt. obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) .....	7,375,536.	7,618,976.	18,074,357.
	c	Investments - corporate bonds (attach schedule) .....			
	11	Investments - land, buildings, and equipment basis .....	60,039.		
Liabilities		Less: accumulated depreciation (attach schedule) .....	60,039.	60,039.	60,039.
	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) .....	7,777,942.	7,416,711.	17,872,092.
	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) .....			
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here <input type="checkbox"/> 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, ck. here <input checked="" type="checkbox"/> 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 .....	7,777,942.	7,416,711.	
	30	Total net assets or fund balances (see instructions) .....	7,777,942.	7,416,711.	
	31	Total liabilities and net assets/fund balances (see instructions) .....	7,777,942.	7,416,711.	

## 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	7,777,942.
2	Enter amount from Part I, line 27a .....	2	(265,703.)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 .....	4	7,512,239.
5	Decreases not included in line 2 (itemize) ▶ FED TAX AND STK SALE LOS	5	95,528.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 .....	6	7,416,711.

**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 10000 PITNEY BOWES	P	02/26/2013	11/22/2013
b 10000 PUBLIC STORAGE	P	09/10/2012	01/09/2013
c 50457 FT SL LD	P	02/14/2011	07/11/2013
d 50723 FT SL LD	P	11/30/2011	09/30/2013
e 49993 FT PFD INC	P	02/07/2012	11/22/2013

(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 247,690.		250,000.	(2,310.)
b 251,616.		250,000.	1,616.
c 458,856.		496,631.	(37,775.)
d 501,444.		499,534.	1,910.
e 379,053.		420,787.	(41,734.)

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a			(2,310.)
b			1,616.
c			(37,775.)
d			1,910.
e			(41,734.)

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>	2	(78,293.)
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	(694.)

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beg in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,134,532.	17,275,942.	0.0657
2011	508,520.	15,719,105.	0.0324
2010	832,219.	14,551,868.	0.0572
2009	334,936.	11,963,681.	0.0280
2008	605,613.	10,988,794.	0.0551

2 Total of line 1, column (d)	2	0.2384
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	0.0477
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	19,283,781.
5 Multiply line 4 by line 3	5	919,836.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,672.
7 Add lines 5 and 6	7	928,508.
8 Enter qualifying distributions from Part XII, line 4	8	1,133,592.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	8,672.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	8,672.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	8,672.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	17,344.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	17,344.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,672.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	8,672.	

**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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13		X
14	The books are in care of ▶ <u>W ANDREW ADAMS</u> Located at ▶ <u>801 MOORELAND LANE TN MURFREESBORO</u> Telephone no ▶ <u>615-848-2638</u> ZIP+4 ▶ <u>37128</u>			
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 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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ... ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ... ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ... ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ... ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ... ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see the instructions)? ... ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ... ▶

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ... ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ... ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ... ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ... ☐ Yes ☒ No

**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 comp	(e) Expense account, other allowances
W ANDREW ADAMS 801 MOORELAND	TRUSTEE	0		
DOROTHY ADAMS 1502 ANATOLE CT	TRUSTEE	0		
ANTHOHY A ADAMS 802 MOORELAND	TRUSTEE	0		
ANDREW ADAMS AVELLINO CIR	TRUSTEE	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
NONE				

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (see the instructions). If none, enter "NONE."**

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

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical info such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
<b>a</b>	Average monthly fair market value of securities	<b>1a</b> 19,281,998.
<b>b</b>	Average of monthly cash balances	<b>1b</b> 235,406.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b> 60,039.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b> 19,577,443.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>
<b>3</b>	Subtract line 2 from line 1d	<b>3</b> 19,577,443.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b> 293,662.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b> 19,283,781.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b> 964,189.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b> 964,189.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b> 8,672.
<b>2b</b>	Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>
<b>2c</b>	Add lines 2a and 2b	<b>2c</b> 8,672.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b> 955,517.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>
<b>5</b>	Add lines 3 and 4	<b>5</b> 955,517.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b> 955,517.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	
<b>a</b>	Expenses, contributions, gifts, etc.-total from Part I, column (d), line 26	<b>1a</b> 1,133,592.
<b>b</b>	Program-related investments-total from Part IX-B	<b>1b</b>
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:	
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b> 1,133,592.
<b>5</b>	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)	<b>5</b> 8,672.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b> 1,124,920.

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				955,517.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior yrs.. 20__, 20__, 20__				
3 Excess distrib. carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,133,592.				
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				955,517.
e Remaining amt. distributed out of corpus	178,075.			
5 Excess distrib. carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in col. (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, & 4e Subtract line 5	178,075.			
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				
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 2014. Subtract lines 7 and 8 from line 6a	178,075.			
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	178,075.			

**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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon.					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

**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 or e-mail address of the person to whom applications should be addressed:

W ANDREW ADAMS 615-848-0171 801 MOORELAND MURFREESBORO TN 37130

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

AN OPEN LETTER

**c** Any submission deadlines:

NO DEADLINES

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

TENNESSEE AND THE SOUTHEAST

**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
<b>a Paid during the year</b>				
NORTH BLVD CHURCH OF CHRIST 1112 N RUTHERFORD BLVD 37130 TN MURFREESBORO ROOM IN THE INN	NONE	NON PR	GENERAL FUND	53,950.
640 W MAIN ST 37130 TN MURFREESBORO CENTER FOR YOUTH MINISTRY TRAINING 309 FRANKLIN ROAD 37027 TN BRENTWOOD MIDDLE TENNESSEE CHRISTIAN SCHOOL 100 E MTCS ROAD 37129 TN MURFREESBORO MURFREESBORO SYMPHONY	NONE	NON PR	GENERAL FUND	10,000.
	NONE	NON PR	GENERAL FUND	200.
	NONE	NON PR	GENERAL FUND	137,518.
201 E MAIN ST 37130 TN MURFREESBORO MARYS MEALS	NONE	NON PR	GENERAL FUND	5,530.
590 BLOOMFIELD AVE 07003 NJ BLOOMFIELD JOURNEY HOME	NONE	NON PR	GENERAL FUND	10,000.
308 W CASTLE ST 37129 TN MURFREESBORO SMILE TRAIN	NONE	NON PR	GENERAL FUND	10,000.
P O BOX 96231 20090 DC WASHINGTON	NONE	NON PR	GENERAL FUND	10,000.
<b>Total</b>			<b>3a</b>	<b>1,132,923.</b>
<b>b Approved for future payment</b>				
<b>Total</b>			<b>3b</b>	





# Grants and Contributions Paid During the Year

US 990PF

2013

Recipient name and address	If an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ADVENT HOME LEARNING  900 COUNTY RD 950 CALHOUN TN 37309	NONE	NON PR	GENERAL FUND	1,000.
BLUE MONARCH  P O BOX 1207 MONTEAGLE TN 37356	NONE	NON PR	GENERAL FUND	10,000.
DOMESTIC VIOLENCE  2106 E MAIN ST MURFREESBORO TN 37130	NONE	NON PR	GENERAL FUND	5,000.
ST ROSE CATHOLIC CHURCH 1601 N TENNESSEE BLVD MURFREESBORO TN 37130	NONE	NON PR	GENERAL FUND	10,000.
HABITAT FOR HUMANITY 850 MERCURY BLVD MURFREESBORO TN 37130	NONE	NON PR	GENERAL FUND	10,000.
OPERATION FINALLY HOME 1657 STATE HWY 46 WEST NEW BRAUNFELS TX 78132	NONE	NON PR	GENERAL FUND	10,000.
MID TENN CHRISTIAN FOUN RAIDERS FOR CHRIST 1105 E BELL ST MURFREESBORO TN 37130	NONE	NON PR	GENERAL FUND	700.
NATIONAL WHEELCHAIR BASKETBALL ASSOC 1130 ELKTON ST SUITE C COLORADO SPRIN CO 80907	NONE	NON PR	GENERAL FUND	1,000.
BARNABAS VISION  P O BOX 10746 MURFREESBORO TN 37129	NONE	NON PR	GENERAL FUND	16,000.
SHILOH  P O BOX 95 NEW YORK NY 10028	NONE	NON PR	GENERAL FUND	110,000.
BEESLEY FOUNDATION FOR ANIMALS 2215 KEENELAND COM BL MURFREESBORO TN 37127	NONE	NON PR	GENERAL FUND	400.
THE PATRIOTS CHILDRENS FOUNDATION P O BOX 476 SCOTTSVILLE KY 42164	NONE	NON PR	GENERAL FUND	300.
MTMC AMBASSADORS  1700 MEDICAL CTR PKWY MURFREESBORO TN 37129	NONE	NON PR	GENERAL FUND	450.
<b>Total</b>				<b>174,850.</b>

Grants and Contributions Paid During the Year				
US 990PF		2013		
Recipient name and address	If an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LIONS CLUB CANNONSBURG MURFREESBORO TN 37130	NONE	NON PR	GENERAL FUND	20,000.
WORLD REACH CHURCH 1921 NEW SALEM ROAD MURFREESBORO TN 37128	NONE	NON PR	GENERAL FUND	30,000.
SPECIAL OLYMPICS 1900 12TH AVE NASHVILLE TN 37203	NONE	NON PR	GENERAL FUND	10,000.
ADAMS MEMORIAL LIBRARY 212 COLLEGE ST WOODBURY TN 37190	NONE	NON PR	GENERAL FUND	100,000.
CHILD ADVOCACY CENTER 1040 SAMSONITE BLVD MURFREESBORO TN 37129	NONE	NON PR	GENERAL FUND	1,000.
CHILDRENS DISCOVERY CENTER 502 SE BROAD ST MURFREESBORO TN 37130	NONE	NON PR	GENERAL FUND	100,000.
FELLOWSHIP CHRISTIAN ATHLETES 805 S CHURCH ST MURFREESBORO TN 37130	NONE	NON PR	GENERAL FUND	50,000.
CYSTIC FIBROSIS 6931 ARLINGTON ROAD BETHESDA MD 20814	NONE	NON PR	GENERAL FUND	5,000.
AUBURNTOWN CHURCH OF CHRIST 15 W MAIN ST AUBURNTOWN TN 37016	NONE	NON PR	GENERAL FUND	500.
PROJECT HELP MTSU BOX 9 MURFREESBORO TN 37132	NONE	NON PR	GENERAL FUND	150.
ROCHESTER COLLEGE 800 WEST AVON ROAD ROCHESTER MI 48307	NONE	NON PR	GENERAL FUND	50,000.
ALZHEIMERS ASSOC 4825 TROUSDALE DR NASHVILLE TN 37220	NONE	NON PR	GENERAL FUND	3,000.
SPECIAL KIDS 202 ARNETTE ST MURFREESBORO TN 37130	NONE	NON PR	GENERAL FUND	11,000.
<b>Total</b>				<b>380,650.</b>



# Grants and Contributions Paid During the Year

US 990PF

2013

Recipient name and address	If an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BRAA MTSU P O BOX 109 MURFREESBORO TN 37132	NONE	NON PR	GENERAL FUND	313,000.
HEIFER INTERNATIONAL  1 WORLD AVENUE LITTLE ROCK AR 72202	NONE	NON PR	GENERAL FUND	225.
END SLAVERY TENNESSEE 50 VANTAGE WAY STE 255 NASHVILLE TN 37228	NONE	NON PR	GENERAL FUND	5,000.
CHARITY CIRCLE  P O BOX 11128 MURFREESBORO TN 37129	NONE	NON PR	GENERAL FUND	750.
FEED AMERICA FIRST  315 MURFREESBORO ST MURFREESBORO TN 37127	NONE	NON PR	GENERAL FUND	5,000.
UNITED WAY  P O BOX 330056 MURFREESBORO TN 37129	NONE	NON PR	GENERAL FUND	500.
CENTER FOR THE ARTS  110 W COLLEGE ST MURFREESBORO TN 37130	NONE	NON PR	GENERAL FUND	250.
BSA  3414 HILLSBORO PIKE NASHVILLE TN 37215	NONE	NON PR	GENERAL FUND	5,000.
HOPEGIVERS  P O BOX 8808 COLUMBUS GA 31908	NONE	NON PR	GENERAL FUND	10,000.
AGAPE  4555 TROUSDALE DR NASHVILLE TN 37204	NONE	NON PR	GENERAL FUND	500.
<b>Total</b>				<b>340,225.</b>

## Schedule of Contributors

OMB No. 1545-0047

**2013**

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

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

**Name of the organization**

ADAMS FAMILY FOUNDATION II

**Employer identification number**

62-1515108

**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 its Form 990-PF, 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

ADAMS FAMILY FOUNDATION II

Employer identification number

62-1515108

**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
	NONE	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Employer identification number

62-1515108

## Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	NONE _____ _____ _____ _____	\$ _____	_____
(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
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

## Name of organization

ADAMS FAMILY FOUNDATION II

## Employer identification number

62-1515108

**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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**US 990****Other Expenses****2013**

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
INVESTMENT EXP	669.	669.		669.
STATE FEE	20.	20.		
POSTAGE	4.	4.		
	693.	693.		669.

## List of Officers, Directors, Trustees, and Key Employees

US 990-PF

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2013

[illegible]