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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
The F2 Family Foundation Inc

% Foundation Source

A Employer identification number
32-0046917

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

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

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 3,019,309

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	172	172		
	4	Dividends and interest from securities	71,016	71,016		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	245,274			
	b	Gross sales price for all assets on line 6a 1,631,310				
	7	Capital gain net income (from Part IV, line 2)		245,274		
	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)	73	73		
	12	**Total.** Add lines 1 through 11	316,535	316,535		
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)	29,753	29,753		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	8,118	1,835		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	17,888	485		17,403
	24	**Total operating and administrative expenses.** Add lines 13 through 23	55,759	32,073		17,403
	25	Contributions, gifts, grants paid	289,000			289,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	344,759	32,073		306,403
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-28,224			
	b	**Net investment income** (if negative, enter -0-)		284,462		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	155,561	142,583	142,583
	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)	2,612,914	2,597,668	2,876,726
	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)	2,768,475	2,740,251	3,019,309
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	2,768,475	2,740,251	
	30	**Total net assets or fund balances** (see instructions)	2,768,475	2,740,251	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,768,475	2,740,251	

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	2,768,475
2	Enter amount from Part I, line 27a	2	-28,224
3	Other increases not included in line 2 (itemize) ▶ ______	3	
4	Add lines 1, 2, and 3	4	2,740,251
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	2,740,251

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,631,310		1,386,036	245,274
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				245,274
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	245,274
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 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))
2013	279,929	2,933,695	0 095419
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

2	**Total** of line 1, column (d).	2	0 601201
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 12024
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	3,060,234
5	Multiply line 4 by line 3.	5	367,963
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,845
7	Add lines 5 and 6.	7	370,808
8	Enter qualifying distributions from Part XII, line 4.	8	306,403

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	5,689
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	5,689
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	5,689
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a — 4,700		
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	4,700
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	989
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 2015 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 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶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 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ **Yes** ☑ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **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 2014 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 2014.)*	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 2014?	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 4945(d)(4)(A)? (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 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	2,965,751
b	Average of monthly cash balances.	1b	141,086
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	3,106,837
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	3,106,837
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	46,603
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,060,234
6	**Minimum investment return.** Enter 5% of line 5.	6	153,012

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	153,012
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	5,689		
b	Income tax for 2014 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	5,689
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	147,323
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	147,323
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	147,323

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	306,403
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	306,403
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	306,403

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				147,323
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.				
b Total for prior years 2012 , 2011 , 2010				
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010. 43,930				
c From 2011. 157,566				
d From 2012. 206,196				
e From 2013. 140,427				
f **Total** of lines 3a through e.	548,119			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 306,403				
a Applied to 2013, 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 2014 distributable amount.				147,323
e Remaining amount distributed out of corpus	159,080			
5 Excess distributions carryover applied to 2014 *(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	707,199			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	707,199			
10 Analysis of line 9				
a Excess from 2010. 43,930				
b Excess from 2011. 157,566				
c Excess from 2012. 206,196				
d Excess from 2013. 140,427				
e Excess from 2014. 159,080				

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 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
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 or email address 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**				289,000
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	172	
4 Dividends and interest from securities. . . .			14	71,016	
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	245,274	
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	73	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				316,535	

13 Total. Add line 12, columns (b), (d), and (e). 13 316,535

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

****** | 2015-05-01 | ******

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				P01345770

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*				
ARIZONA STATE UNIV FDN FOR A NEW AMERICAN UNIV PO BOX 2260 TEMPE, AZ 85280	N/A	PC	President's Chair Fund	25,000
BARROW NEUROLOGICAL FOUNDATION 350 W THOMAS RD PHOENIX, AZ 85013	N/A	PC	Sptezler Legacy Project, Research Fund, and BBTRC Program	30,000
CANCER SUPPORT COMMUNITY-ARIZONA 260 E PALM LN PHOENIX, AZ 85004	N/A	PC	General & Unrestricted	50,000
CORAM DEO ACADEMY INC 4900 WICHITA TRL FLOWER MOUND, TX 75022	N/A	PC	General & Unrestricted	5,000
CRISIS NURSERY INC 2334 E POLK ST PHOENIX, AZ 85006	N/A	PC	General & Unrestricted	5,000
DOULOS INC 114 OAK HOLLOW LN SULPHUR SPGS, TX 75482	N/A	PC	General & Unrestricted	3,000
FRIENDS OF PUBLIC RADIO ARIZONA 2323 W 14TH ST TEMPE, AZ 85281	N/A	PC	South Mountain Tower Replacement Fund	25,000
I WITNESS MINISTRIES INC 206 INDUSTRIAL CT WYLIE, TX 75098	N/A	PC	General & Unrestricted	2,000
LEGACY FOUNDATION CHRIS-TOWN YMCA 5517 N 17TH AVE PHOENIX, AZ 85015	N/A	PC	Dental Clinic Fund	25,000
MCGAW YMCA 1000 GROVE ST EVANSTON, IL 60201	N/A	PC	Camp Echo Fund	10,000
MCGAW YMCA 1000 GROVE ST EVANSTON, IL 60201	N/A	PC	Chairman's Roundtable Fund	10,000
MINDS MATTER OF SAN FRANCISCO INC PO BOX 2511 SAN FRANCISCO, CA 94126	N/A	PC	General & Unrestricted	15,000
NEW HOPE HAITI MISSION INC PO BOX 2635 MECHANICSVLLE, VA 23116	N/A	PC	General & Unrestricted	2,000
NOT MY KID INC 5230 E SHEA BLVD STE 100 SCOTTSDALE, AZ 85254	N/A	PC	General & Unrestricted	5,000
ROCKWALL YOUNG LIFE PO BOX 476 ROCKWALL, TX 75087	N/A	PC	General & Unrestricted	5,000
Total . . . . ▶ 3a				289,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
STILL WATER CHRISTIAN MINISTRIES INC PO BOX 1885 BOERNE,TX 78006	N/A	PC	General & Unrestricted	2,000
UMOM NEW DAY CENTERS INC 3333 E VAN BUREN ST PHOENIX,AZ 85008	N/A	PC	Campaign Fund	34,000
UNIVERSITY OF ILLINOIS FOUNDATION 1305 W GREEN ST MC-386 URBANA,IL 61801	N/A	PC	College of ACES, Jonathan Baldwin Turner Scholarship Fund	10,000
VALLEY OF THE SUN UNITED WAY 3200 E CAMELBACK RD STE 375 PHOENIX,AZ 85018	N/A	PC	General & Unrestricted	25,000
YMCA OF METROPOLITAN DALLAS - JER CHILTON YMCA AT 1210 N GOLIAD ST ROCKWALL,TX 75087	N/A	PC	General & Unrestricted	1,000
Total . . . . ▶ **3a**				289,000

TY 2014 Depreciation Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491124001395

TY 2014 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	6,978	13,639
ABB LTD.	2,750	2,728
ABBOTT LABS	9,721	11,120
ABBVIE INC.	1,209	1,374
ABERDEEN ASSET MANAGEMENT PLC	2,314	2,132
ACTAVIS PLC	8,214	9,524
ADIDAS AG	2,096	1,518
ALLIANZ SE ADR	1,653	1,839
ALTRIA GROUP INC	2,722	3,203
AMADEUS IT HLDS SA	1,295	1,898
AMCAP FUND, INC., CLASS F-2 SH	27,947	27,201
AMCOR LTD	2,812	3,358
AMEREN CORPORATION	2,277	2,629
AMERICA MOVIL SA	1,562	1,597
AMERICAN CAMPUS COMMUNITIES	5,812	5,956
AMERICAN EXPRESS CO	3,375	5,768
AMPHENOL CORPORATION	9,024	10,009
ANHUI CONCH CEM ADR	3,830	3,925
ANNALY MTG MGMT INC. COM	3,923	4,248
APPLE INC.	20,702	32,121
APPLIED MATERIALS INC.	6,731	14,279
AQR MANAGED FUTURES FUND CL I	58,551	61,070
ASTRAZENECA	990	915
AT&T, INC	7,692	8,767
AUSTRALIA & N Z ADS	2,566	3,354
AUTOMATIC DATA PROCESSING INC.	838	1,000
AVAGO TECHNOLOGIES LIMITED	1,354	3,822
AXIS CAPITAL HOLDINGS LTD	1,727	3,474
BAE SYSTEMS PLC	4,949	5,715
BAIDU.COM - ADR	1,395	2,964

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BANCO BRADESCO S.A. SPONS ADR	7,513	6,698
BANK OF MONTREAL	12,738	12,307
BARCLAYS PLC ADR	1,550	1,681
BARRICK GOLD CORP COM	7,200	4,160
BASF AG SPONS ADR	2,109	1,501
BAXTER INTERNATIONAL INC.	4,736	6,230
BCE INC	2,894	2,935
BEACH ENERGY LTD	2,044	1,106
BED BATH & BEYOND INC.	6,646	7,312
BELLE INTL HLDG ADR	326	323
BERKSHIRE HATHAWAY INC. CLASS	7,150	8,408
BHP BILLITON LIMITED	1,057	710
BLACKROCK STRAT INC OPP - INS	42,007	41,927
BOC HK HLDGS LTD S/ADR	3,336	3,351
BRAMBLES LTD UNSP AD	1,644	2,100
BRASIL FOODS S.A.	1,411	1,471
BRITISH AMERICAN TOBACCO PLC	1,818	1,617
BRITISH SKY ADS	6,077	6,241
BUNZL PLC SPONSORED ADR	1,379	1,925
CALRSBERG AS SP ADR REP B	6,511	5,263
CANADIAN NATL RAILWAY CO	1,750	2,550
CAP GEMINI SA UNSP/ADR	918	1,682
CASEY'S GENERAL STORES, INC.	8,362	10,748
CENOVUS ENERGY INC	1,476	928
CENTRICA	8,546	6,645
CENTURY LINK INC	2,079	2,296
CGI GROUP INC CL A SUB VTG SHS	2,509	3,205
CHEUNG KONG HLDGS LTD ADR	5,528	5,735
CHEVRON CORP	13,339	14,920
CHINA CONSTRUCT UNSPON ADR	3,474	3,833

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHINA MOBILE HGK LTD	3,071	3,353
CHINA PETRO & CHEM	2,975	3,321
CHUBB CORP	4,664	7,346
CIELO SA ADR	1,160	1,509
CISCO SYSTEMS INC	11,621	13,910
CME GROUP, INC	1,986	2,394
CNOOC LTD ADS	858	677
COCA-COLA AMATIL LTD ADR	1,456	820
COCA-COLA CO	5,207	8,360
COGNIZANT TECHNOLOGY SOLUTIONS	6,562	8,110
COMMONWEALTH BK AUS-SP ADR	918	837
COMPANHIA PARANAENSE DE ENERGI	3,501	3,332
COMPASS GROUP PLC ADR	3,198	4,038
CONOCOPHILLIPS	21,639	23,411
CORR CP OF AMER	1,787	1,926
CUMMINS INC	8,186	7,929
CVS CAREMARK CORP.	11,248	18,395
DAIMLERCHRYSLER AG	2,093	1,813
DB X TRACKERS MSCI EMERGING MA	2,834	2,894
DB X TRACKERS MSCI EUROPE HEDG	11,972	11,462
DENSO CORP ADR	1,337	1,702
DEUTSCHE BOERSE ADR	3,301	3,951
DEUTSCHE POST AG	2,184	2,466
DEUTSCHE TELE AG ADS	2,603	2,431
DIAMOND OFFSHORE DRL	5,460	6,277
DNB NOR ASA SPONSOR ADR	1,050	1,043
DOLLAR TREE INC.	9,300	11,965
DOMINION RESOURCES INC	838	923
DORMAN PRODUCTS INC	10,476	10,185
DOUBLELINE TOTAL RETURN BOND	15,833	15,299

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOW CHEMICAL PV	1,546	1,368
DR PEPPER SNAPPLE GROUP, INC	5,653	9,892
DU PONT DE NEMOURS	6,670	9,686
DUKE ENERGY CO	2,389	2,757
EATON CORP PLC	8,565	7,679
EBAY INC.	6,767	7,352
ECOLAB INC	7,623	8,675
ELECTRICITE FR UNSP/ADR	2,272	1,933
ENCANA CORP	2,709	1,942
ERICSSON L M TEL CO	2,172	2,529
EXELON CORPORATION	6,926	8,306
EXPRESS SCRIPTS HOLDING CO.	14,718	18,797
EXXON MOBIL CORP	8,319	9,060
FAMCO MLP & ENERGY INCOME FUND	31,575	32,360
FANUC LIMITED UNSPONSORED	2,767	2,863
FEDERATED INSTI HIGH YIELD BD	18,447	17,643
FIRST EAGLE SOGEN GLOBAL FUND	68,315	72,362
FIRST TRUST ISE WATER INDEX	6,869	7,888
FLEETCOR TECHNOLGIES INC	7,209	8,179
FOMENTO ECONOMICO MEXICANO	1,142	1,056
FPA CRESCENT PORTFOLIO	53,287	58,603
GALAXY ENTERTAINMENT GROUP LIM	2,367	2,471
GALLAGHER ARTHUR J & CO.	838	847
GENERAL MILLS INC	4,515	7,040
GILEAD SCIENCES INC	5,324	8,012
GLAXOSMITHKLINE PLC	6,796	6,326
GLOBAL X MLP & ENERGY INFRASTR	15,651	16,695
GOLDEN AGRI-RESOURCES LTD	4,033	2,801
GOLDMAN SACHS STRAT INC-INSTIT	42,544	41,661
GOOGLE INC CL A	2,411	3,184

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOOGLE INC CL C	2,782	3,685
GOTHAM ABSOLUTE RETURN FUND	61,705	66,500
GREAT WALL MOTOR	2,136	3,028
GRUPO TELEVISA (ADR)	1,962	2,691
GUGGENHEIM S&P 500 PURE VALUE	22,543	23,138
HEALTH CARE REIT INC.	2,241	2,724
HITACHI LTD	2,582	3,355
HOME DEPOT INC.	4,387	11,442
HONDA MOTOR CO LTD	6,901	6,672
HONEYWELL INTERNATIONAL INC.	4,692	10,691
HSBC HOLDINGS PLC	5,408	5,054
HUTCHISON WHAMPOA LTD ADR	3,179	3,381
IMPERIAL TOBACCO GRO	3,042	2,975
INDUSTRIAL & COM UNSP/ADR	2,148	2,657
INTUIT	7,137	8,113
INVESCO BALANCED RISK ALLOCATI	66,514	60,099
INVESCO CONVERT SEC-Y	10,890	11,451
ISCHF	812	841
ISHARES BARCLAYS 0-5 YR TIPS	9,914	9,704
ISHARES BARCLAYS TIPS BOND FUN	14,775	13,777
ISHARES GLOBAL INDUSTRIALS	5,939	5,923
ISHARES MSCI EAFE MINIMUM VOLA	17,675	17,585
ISHARES MSCI EMERGING MARKETS	5,727	5,663
ISHARES MSCI USA MIN VOLATILIT	24,219	29,915
ISHARES S&P 500 GROWTH INDEX F	38,984	40,399
ISUZU MOTORS UNSP/ADR	3,302	3,290
IVY HIGH INCOME FUND CLASS I	18,503	17,104
JOHNSON & JOHNSON	3,595	5,333
JP MORGAN CHASE & CO	8,350	12,829
KASIKORNBANK PUB CO LTD ADR CM	1,681	2,278

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KEPPEL CORP LTD ADR	2,647	2,117
KIMBERLY CLARK CORP	1,387	1,502
KINDER MORGAN INC	2,416	2,666
KINGFISHER PLC	2,240	2,449
KLA TENCOR CORP	950	914
KOC HOLDINGS AS UNSP/ADR	1,320	1,610
KOMATSU LTD.	3,719	3,810
LKQ CORPORATION	7,656	8,042
LOCKHEED MARTIN CORP	1,428	1,733
LOOMIS SAYLES FDS STRATEGIC IN	40,388	40,649
LORILLARD INC	2,753	2,832
LUKOIL HOLDING CO SP/ADR	3,960	2,454
LYONDELLBASELL INDUSTRIES NV	8,993	10,162
MACK CALI RLTY CORP	2,568	2,325
MAGNA INTERNATIONAL INC.	630	1,739
MANULIFE FIN CORP	2,342	3,360
MARKET VECTORS AGRIBUSINESS ET	8,038	7,722
MARKETFIELD FUND	57,824	59,895
MARKS & SPENCER GRP ADR	2,867	3,386
MASTERCARD INC	8,481	11,459
MATTELL INC.	7,686	7,521
MCDONALD'S CORP	5,162	6,278
MEDTRONIC INC	5,637	10,541
MERCK & CO INC.	9,549	11,472
METHANEX CORPORATION	1,799	1,283
MFS DIVERSIFIED TARGET RETURN	63,845	66,173
MICROCHIP TECHNOLOGY INC.	1,188	1,083
MICROSOFT CORPORATION	14,243	22,761
MIDDLEBY CORPORATION	8,628	10,306
MITSUI & COMPANY, LTD. - ADR	3,360	3,219

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MIZUHO FINANCIAL GRO	3,139	2,992
MOLSON COOR BREW CO CL B	5,650	9,315
MONRO MUFFLER BRAKE, INC	7,625	8,150
MUENCHENER RUECKVERS	2,446	2,262
NATIONAL GRID TRANSCO PLC	2,873	2,685
NESTLE S.A.	875	802
NEWMONT MINING CORP	4,322	3,081
NOVARTIS AG ADR	3,019	4,077
NOVO NORDISK A S	13,457	12,781
OAKMARK FUND	27,947	26,901
OCCIDENTAL PETROLEUM CORP	10,183	9,673
OPEN TEXT CORP	1,497	1,690
ORACLE CORP	6,453	7,060
ORANGE	467	812
ORKLA ASA SPON ADR	1,337	998
PEARSON PLC	1,312	1,255
PEOPLE'S UNITED FINANCIAL, INC	1,027	1,032
PEPSICO INC	21,951	28,935
PERRIGO CO PLC	9,192	10,030
PERSIMMON PLC ADR	3,168	3,554
PFIZER INC.	9,679	12,709
PHILIP MORRIS INTL	1,783	1,710
PHILIPPINE LONG DISTANCE ADR	952	886
PHILLIPS 66	7,311	6,453
PIMCO INCOME FUND P CLASS	41,667	41,367
PNC FINANCIAL GROUP INC.	11,055	16,056
POTASH CORPORATION OF SASKATCH	2,058	2,013
POWERSHARES DYNAMIC BASIC MATE	7,333	7,980
POWERSHARES DYNAMIC ENERGY SEC	8,272	7,170
PPL CORPORATION	2,338	2,470

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PRADA SPA ADR	2,005	1,504
PRECISION CASTPARTS	9,593	10,840
PRICELINE.COM INCORPORATED	8,639	12,542
PROCTER GAMBLE CO	12,373	18,309
PROSIEBENSAT.1 MEDIA	1,745	1,841
PT BANK RAKYAT ADR	1,563	1,692
PT BK MANDIR PRS UNSP/ADR	1,698	2,344
PUBLICIS GROUPE S.A	3,123	3,586
QUALCOMM INC	9,158	8,474
R R DONNELLEY & SONS CO	1,132	1,126
REED ELSEVIER PLC	2,452	3,879
REGAL ENTERTAINMENT	8,725	12,432
RENAISSANCERE HOLDINGS LTD	978	1,653
REYNOLDS AMERICAN INC	2,827	3,021
RIDGEWORTH FDS SEIX FLOATING R	15,316	14,871
RIO TINTO PLC SPONSORED ADR	5,102	4,376
ROBECO BOSTON PARTNERS LONG SH	58,042	71,857
ROCHE HOLDING LTD ADR	4,343	5,540
ROGERS COMM CL B	1,170	1,127
ROYAL DUTCH SHEL PLC SPONS ADR	3,012	2,852
ROYAL DUTCH SHELL PLC	6,767	7,097
SAGE GROUP PLC UNS/ADR	1,192	1,930
SANOFI-AVENTIS SPONSORED ADR	3,635	4,059
SAP AKTIENGESELL ADS	4,263	4,040
SASOL LTD	5,761	5,126
SCHNEIDER ELEC UNSP/ADR	2,431	2,493
SCOTTISH & SOUTHERN ENERGY ADR	2,800	2,627
SEAGATE TECHNOLOGY	1,135	1,197
SEVERN TRENT PLC	1,133	1,030
SHAW COMMUNICATIONS INC	1,322	1,376

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SHIRE PLC	1,030	1,913
SIEMENS AG	2,578	3,360
SIMON PPTY GROUP INC	2,568	4,006
SMITH & NEPHEW PLC ADR	1,574	2,351
SMURFIT KAPPA	1,698	1,691
SOUTHERN CO	1,066	1,179
SOUTHWESTERN ENERGY	5,549	4,585
SPDR DJ WILSHIRE INT	19,315	19,746
SPDR GOLD SHARES	23,709	17,378
SPDR S&P 500 ETF TRUST	2,793	2,878
ST. JUDE MED INC.	5,506	10,145
STATOIL ASA ADS	5,118	4,156
SUNCOR ENERGY INC	3,480	3,400
SUNTRUST BKS INC	2,231	4,860
SVENSKA CELL AKT SCA ADR	914	1,526
SVENSKA HANDELSBK UNS ADR	1,196	1,147
SWISSCOM AG S/ADR	2,736	2,465
SYNGENTA AG ADS	2,751	2,377
SYSCO CORP	5,517	8,533
T. ROWE PRICE ASSOCIATES	6,965	7,298
TAIWAN SEMICONDUCTOR MFG CO LT	8,279	11,929
TARGET CORPORATION	8,224	10,703
TATA MOTORS LTD ADS	748	1,564
TCW GALILEO TOTAL RETURN BOND	21,335	21,480
TECHNIP ADS	1,717	1,228
TECO ENERGY INC.	1,773	2,008
TELENOR ASA	1,795	1,635
TELSTRA CORPORATION	2,252	2,213
TEMPLETON GLOBAL BD	24,031	22,674
TERNA RETE ELETTRICA	2,424	2,046

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TEVA PHARMECEUTICAL SP ADR	7,702	10,524
TJX COMPANIES INC	9,457	12,070
TORCHMARK CORP	2,531	4,442
TORONTO DOMINION	1,834	3,249
TOTAL FINA ELF S.A.	9,609	9,370
TOYOTA MTR CORP	2,802	3,388
TRAVELERS COMPANIES INC	5,046	7,727
TYCO INTERNATIONAL LTD.	7,197	11,798
UBS AG	2,286	2,063
UNIBAIL RODAMCO SE	1,223	1,074
UNILEVER N V N Y	1,886	1,991
UNILEVER PLC AMER	1,188	1,052
UNION PACIFIC	4,456	10,960
UNITED OVRSEAS BK LTD ADR	5,729	6,581
UNITED PARCEL SERVICE	8,756	11,006
UNITED TECHNOLOGIES CORP	6,043	9,545
UNITED UTILITS ADR	2,483	2,296
US BANCORP	5,326	8,900
VALE SA	2,352	1,710
VALEANT PHARMACEUTICALS INTL	10,055	11,449
VANGUARD FTSE ALL-WLD EX-US SM	5,837	5,719
VANGUARD FTSE ALL-WORLD EX-US	29,956	28,819
VANGUARD FTSE EMERGING MARKETS	21,045	19,210
VANGUARD HIGH DIV YIELD	47,643	48,881
VANGUARD MEGA CAP EFT	33,554	34,633
VANGUARD SF REIT ETF	29,121	34,830
VANGUARD TOTAL STOCK MARKET ET	44,092	52,258
VANGUARD UTLTS ETF	5,910	6,653
VERIZON COMMUNICATIONS	2,681	2,526
VINCI SA ADR	2,602	1,897

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VIVENDI SA	1,301	1,315
VODAFONE GROUP PLC	2,707	2,768
VOLKSWAGEN AG	2,995	3,346
WAL-MART STORES INC.	9,929	13,569
WASTE MANAGEMENT INC.	843	975
WELLS FARGO & CO.	21,851	29,767
WELLS FARGO ADVTG ABSLT RETURN	66,833	70,518
WESTPAC BANKING CP	1,189	995
WISCONSIN ENERGY CP	892	1,055
WISDOM TREE EUROPE HEDGED EQUI	19,373	19,745
WISDOMTREE DEFA	14,779	14,381
WISDOMTREE JAPAN HEDGED EQUITY	16,193	16,000
WM MORRISON UNSPON ADR	559	510
WOLTERS KLUWER S/ADR	883	915
WPP GROUP PLC	3,288	4,476
YAHOO JAPAN CORP	2,183	2,200
YARA INTERNATIONAL ASA	1,467	1,322
ZURICH INS GROU ADR	3,004	5,273

TY 2014 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	17,378			17,378
Bank Charges	485	485		
State or Local Filing Fees	25			25

TY 2014 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	73	73	

TY 2014 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	29,753	29,753		

TY 2014 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 Estimated Tax for 2014	4,700			
990-PF Excise Tax for 2013	1,583			
Foreign Tax Paid	1,835	1,835		