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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation
The F2 Family Foundation Inc

% Foundation Source

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

Room/suite

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

A Employer identification number
32-0046917

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

C If exemption application is pending, check here ▶ ☐

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,756,516

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

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	101,558			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	64	64		
	4	Dividends and interest from securities	75,446	75,446		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	105,603			
	b	Gross sales price for all assets on line 6a 1,590,932				
	7	Capital gain net income (from Part IV, line 2)		170,770		
	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)				
	12	**Total.** Add lines 1 through 11	282,671	246,280		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	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)	20,997	20,997		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	6,614	1,325		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	17,641	493		17,148
	24	**Total operating and administrative expenses.** Add lines 13 through 23	45,252	22,815		17,148
	25	Contributions, gifts, grants paid	257,038			257,038
	26	**Total expenses and disbursements.** Add lines 24 and 25	302,290	22,815		274,186
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-19,619			
	b	**Net investment income** (if negative, enter -0-)		223,465		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	142,583	145,471	145,471
	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)	2,597,668	2,575,161	2,611,045
	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)	2,740,251	2,720,632	2,756,516
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	2,740,251	2,720,632	
	30	**Total net assets or fund balances**(see instructions)	2,740,251	2,720,632	
	31	**Total liabilities and net assets/fund balances**(see instructions)	2,740,251	2,720,632	

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	2,740,251
2	Enter amount from Part I, line 27a	2	-19,619
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,720,632
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	2,720,632

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	1,590,932		1,420,162	170,770
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				170,770
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	170,770
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))
2014	306,403	3,060,234	0 100124
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

2	**Total** of line 1, column (d).	2	0 543302
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 10866
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	2,932,416
5	Multiply line 4 by line 3.	5	318,636
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,235
7	Add lines 5 and 6.	7	320,871
8	Enter qualifying distributions from Part XII, line 4.	8	274,186

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	4,469
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	4,469
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	4,469
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 4,300		
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	4,300
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	169
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 2015 or the taxable year beginning in 2015 (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)*

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

Website address ▶

14 The books are in care of ▶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

		Line	Yes	No
16	At any time during calendar year 2015, 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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015.)*	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 2015?	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	0	0
Philip Francis Foundation Source 501 Silverside Rd Wilmington, DE 198091377	VP / Dir 1 0	0	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	2,819,019
b	Average of monthly cash balances	1b	158,053
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,977,072
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,977,072
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44,656
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,932,416
6	**Minimum investment return.** Enter 5% of line 5	6	146,621

Part XI Distributable Amount

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

1	Minimum investment return from Part X, line 6			1	146,621
2a	Tax on investment income for 2015 from Part VI, line 5	2a	4,469		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,469
3	Distributable amount before adjustments Subtract line 2c from line 1			3	142,152
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	142,152
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	142,152

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	274,186
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	274,186
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	274,186

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 2014	(c) 2014	(d) 2015
1	Distributable amount for 2015 from Part XI, line 7					142,152
2	Undistributed income, if any, as of the end of 2015					
a	Enter amount for 2014 only.					
b	Total for prior years 2013 , 2012 , 2011					
3	Excess distributions carryover, if any, to 2015					
a	From 2010.	43,930				
b	From 2011.	157,566				
c	From 2012.	206,196				
d	From 2013.	140,427				
e	From 2014.	159,080				
f	**Total** of lines 3a through e.		707,199			
4	Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 274,186					
a	Applied to 2014, 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 2015 distributable amount.					142,152
e	Remaining amount distributed out of corpus		132,034			
5	Excess distributions carryover applied to 2015 *(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		839,233			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions					
f	Undistributed income for 2016 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 2010 not applied on line 5 or line 7 (see instructions) . . .		43,930			
9	**Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		795,303			
10	Analysis of line 9					
a	Excess from 2011. . . .	157,566				
b	Excess from 2012. . . .	206,196				
c	Excess from 2013. . . .	140,427				
d	Excess from 2014. . . .	159,080				
e	Excess from 2015. . . .	132,034				

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 2015, 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) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	
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**				257,038
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	64	
4 Dividends and interest from securities. . .			14	75,446	
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	105,603	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				181,113	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 181,113

(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

******	2016-04-15	******
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 UNIVERSITY FOUNDATION FOR A NEW AMER PO BOX 2260 TEMPE, AZ 85280	N/A	PC	President's Chair Fund	25,000
ARIZONA STATE UNIVERSITY FOUNDATION FOR A NEW AMER PO BOX 2260 TEMPE, AZ 85280	N/A	PC	Women & Philanthropy Fund	5,000
BARROW NEUROLOGICAL FOUNDATION 350 W THOMAS RD PHOENIX, AZ 85013	N/A	PC	BTI and Sports Neurology Fellowship Fund	35,000
CANCER SUPPORT COMMUNITY-ARIZONA 360 E PALM LN PHOENIX, AZ 85004	N/A	PC	Porch Party Program - undesignated support	15,000
CHILDRENS RELIEF INTERNATIONAL PO BOX 2470 ROCKWALL, TX 75087	N/A	PC	General & Unrestricted	1,500
CORAM DEO ACADEMY INC 4900 WICHITA TRL FLOWER MOUND, TX 75022	N/A	PC	General & Unrestricted	5,000
DEBBIE GABYS CHARITIES INC 4949 E LINCOLN DR NUM 24 PARADISE VALLEY, AZ 85253	N/A	PC	Camp Soaring Eagle & Virginia G Piper Cancer Ctr	5,000
DOULOS INC 114 OAK HOLLOW LN SULPHUR SPGS, TX 75482	N/A	PC	General & Unrestricted	3,500
I WITNESS MINISTRIES INC 206 INDUSTRIAL CT WYLIE, TX 75098	N/A	PC	General & Unrestricted	2,500
INNER CITY SCHOLARSHIP FUND OF THE CATHOLIC SCHOOL 260 FRANKLIN ST STE 630 BOSTON, MA 02110	N/A	PC	General & Unrestricted	5,000
MARICOPA COUNTY COMMUNITY COLLEGE DISTRICT FOUNDAT 2419 W 14TH ST TEMPE, AZ 85281	N/A	PC	Teacher-in-Residence Program-Rio Salado College	25,000
MCGAW YMCA 1000 GROVE ST EVANSTON, IL 60201	N/A	PC	Y Readers Fund	5,000
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 Round Table Fund	5,000
NATIONAL AUDUBON SOCIETY INC - AUDUBON ARIZONA 3131 S CENTRAL AVE PHOENIX, AZ 85040	N/A	PC	General & Unrestricted	25,000
Total . . . . ▶ **3a**				257,038

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*				
RACHELS CHALLENGE 7901 SOUTHPARK PLZ STE 210 LITTLETON,CO 80120	N/A	PC	General & Unrestricted	3,000
ROCKWALL YOUNG LIFE PO BOX 476 ROCKWALL,TX 75087	N/A	PC	General & Unrestricted	2,500
RYAN HOUSE 110 W MERRELL ST FL 1 PHOENIX,AZ 85013	N/A	PC	General & Unrestricted	5,000
TEACH FOR AMERICA - PHOENIX 3030 N CENTRAL AVE STE 900 PHOENIX,AZ 85012	N/A	PC	General & Unrestricted	25,000
THE NATURE CONSERVANCY 7600 N 15TH ST STE 100 PHOENIX,AZ 85020	N/A	PC	General & Unrestricted	20,000
UMOM NEW DAY CENTERS INC 3333 E VAN BUREN ST PHOENIX,AZ 85008	N/A	PC	WIN (Women In Need) Campaign	27,038
YMCA OF METROPOLITAN DALLAS - JER CHILTON YMCA AT 1210 N GOLIAD ST ROCKWALL,TX 75087	N/A	PC	General & Unrestricted	2,000
Total . . . . ▶ **3a**				257,038

TY 2015 Depreciation Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

TY 2015 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	5,614	9,641
ABBOTT LABS	1,614	1,841
ABBVIE INC	10,538	10,545
ABERDEEN ASSET MANAGEMENT PLC	4,909	2,998
AGRIUM INC	1,173	1,072
ALLERGAN PLC	6,882	9,688
ALLIANZ SE ADR	4,993	5,374
ALPHABET INC CL A	8,551	13,226
ALTRIA GROUP INC	2,269	2,852
AMADEUS IT HLDS SA	1,783	2,607
AMCOR LTD	4,033	4,101
AMEREN CORPORATION	2,089	2,162
AMERICAN EXPRESS CO	5,988	6,051
AMPHENOL CORPORATION	7,762	8,357
ANALOG DEVICES INC	6,173	5,366
ANNALY MTG MGMT INC. COM	3,374	3,170
APPLE INC	9,355	13,052
AQR MANAGED FUTURES FUND CL I	56,878	56,061
ASTRAZENECA	2,871	2,784
AT&T, INC	3,935	3,888
AUTOMATIC DATA PROCESSING INC	5,343	5,422
AVAGO TECHNOLOGIES LIMITED	1,602	4,209
AXA ADS	1,492	1,612
BAE SYSTEMS PLC	2,505	2,534
BAIDU.COM - ADR	1,509	2,079
BASF AG SPONS ADR	2,710	1,824
BAXALTA INCORPORATED	2,404	3,318
BAXTER INTERNATIONAL INC	2,995	3,548
BB&T CP	7,329	7,146
BCE INC	4,098	3,592

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BED BATH & BEYOND INC	4,664	3,281
BERKSHIRE HATHAWAY INC. CLASS	6,894	7,130
BLACKROCK INC	9,619	8,854
BLACKROCK STRAT INC OPP - INS	45,183	43,564
BLACKSTONE ALTERNATIVE INV FDS	4,019	3,900
BRAMBLES LTD UNSP AD	1,440	1,630
BRASIL FOODS S.A	2,121	1,396
BRITISH AMERICAN TOBACCO PLC	2,676	2,540
BRITISH SKY ADS	5,978	7,181
BUFFALO WILD WINGS, INC	7,796	8,142
BUNZL PLC SPONSORED ADR	1,430	1,871
CALRSBERG AS SP ADR REP B	4,257	3,811
CANADIAN NATL RAILWAY CO	2,213	2,459
CASEY'S GENERAL STORES, INC	7,308	12,527
CENOVUS ENERGY INC	2,395	1,388
CENTURY LINK INC	3,311	2,290
CGI GROUP INC CL A SUB VTG SHS	4,042	4,884
CHEVRON CORP	5,912	4,948
CIELO SA ADR	2,113	1,604
CISCO SYSTEMS INC	11,675	12,817
CK HUTCHISON HLDGS	5,959	4,596
CME GROUP, INC	1,382	1,540
COCA-COLA AMATIL LTD ADR	1,637	878
COCA-COLA CO	4,578	5,928
COGNIZANT TECHNOLOGY SOLUTIONS	5,544	7,382
COMMONWEALTH BK AUS-SP ADR	1,594	1,370
COMPAGNIE FINANCIERE RICHEMONT	2,203	2,100
COMPASS GROUP PLC ADR	2,771	3,559
CONOCOPHILLIPS	10,463	6,023
CORR CP OF AMER	2,534	1,881

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CROWN CASTLE INTL	7,792	8,040
CUMMINS INC	9,087	5,457
CVS CAREMARK CORP	7,681	10,266
DAIMLERCHRYSLER AG	2,085	1,840
DB X TRACKERS MSCI EAFE HEDGED	22,533	23,086
DB X TRACKERS MSCI EMERGING MA	9,634	8,774
DENSO CORP ADR	1,258	1,530
DEUTSCHE BOERSE ADR	2,697	3,623
DEUTSCHE POST AG	3,453	3,306
DEUTSCHE TELE AG ADS	1,450	1,448
DIAGEO PLC ADS	1,505	1,527
DIAMOND HILL LONG SHORT FUND C	50,663	51,072
DIAMOND OFFSHORE DRL	5,460	3,608
DOLLAR TREE INC	9,480	12,973
DOUBLELINE TOTAL RETURN BOND	18,148	17,298
DOW CHEMICAL PV	2,252	2,317
DUKE ENERGY CO	3,437	3,284
EBAY INC	6,551	7,062
ECOLAB INC	7,572	9,379
EMERSON ELECTRIC CO	9,278	7,748
ENTERGY CORP	2,680	2,598
ERICSSON L M TEL CO	4,072	3,575
EXELON CORPORATION	7,430	6,693
EXPRESS SCRIPTS HOLDING CO	11,592	14,597
EXXON MOBIL CORP	10,098	9,354
FAMCO MLP & ENERGY INCOME FUND	32,879	20,370
FANUC LIMITED UNSPONSORED	1,639	1,613
FASTENAL COMPANY	14,527	13,920
FEDERATED INSTI HIGH YIELD BD	15,498	13,637
FLEETCOR TECHNOLGIES INC	6,816	7,432

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FLEXSHARES STOXX GLOBAL BROAD	12,914	13,162
FOMENTO ECONOMICO MEXICANO	1,337	1,293
FPA CRESCENT PORTFOLIO	58,744	58,269
FRANKLIN RES INC	5,716	4,418
GALLAGHER ARTHUR J & CO	5,423	4,708
GAS NATURAL ADR	1,544	1,337
GATEWAY FUND CLASS Y	50,740	51,101
GENERAL ELECTRIC CO	5,526	6,884
GETINGE AB UNSP ADR	3,136	3,265
GILEAD SCIENCES INC	5,324	8,601
GLAXOSMITHKLINE PLC	9,163	8,272
GLOBAL X MLP & ENERGY INFRASTR	16,826	14,222
GOLDMAN SACHS STRAT INC-INSTIT	45,744	42,085
GREAT WALL MOTOR	3,450	2,494
GRUPO TELEVISA (ADR)	3,237	3,265
GUGGENHEIM GLOBAL TIMBER ETF	6,426	6,835
GUGGENHEIM GLOBAL WATER INDEX	9,738	10,178
GUGGENHEIM S&P 500 PURE GROWTH	30,646	31,070
GUGGENHEIM S&P 500 PURE VALUE	30,684	28,093
HASBRO INC	4,539	4,783
HEALTH CARE REIT INC	11,890	11,089
HOME DEPOT INC	6,818	10,183
HONDA MOTOR CO LTD	5,337	5,588
IMPERIAL BRANDS PL	2,751	3,173
INDUSTRIAL & COM UNSP/ADR	1,943	1,842
INTUIT	6,407	7,624
INVESCO CONVERT SEC-Y	11,182	11,090
IQ GLOBAL AGRIBUSINESS SMALL C	2,393	2,646
IRON MOUNTAIN	3,050	2,485
ISHARES BARCLAYS 0-5 YR TIPS	6,556	6,430

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES BARCLAYS TIPS BOND FUN	13,639	12,613
ISHARES GOLD TRUST	20,662	18,414
ISHARES MSCI EAFE MINIMUM VOLA	26,972	27,570
ISHARES MSCI EAFE SMALL CAP IN	6,784	6,993
ISHARES MSCI EMERGING MARKETS	10,655	9,002
ISHARES MSCI USA MIN VOLATILIT	32,814	39,185
ISHARES S&P 500 GROWTH INDEX F	67,836	71,563
IVY HIGH INCOME FUND CLASS I	16,532	13,142
JOHN HANCOCK SEAPORT FUND CL I	49,735	50,610
JOHNSON & JOHNSON	11,906	13,456
JP MORGAN CHASE	7,703	9,905
JULIUS BAER GROUP LTD	2,787	2,561
KASIKORNBANK PUB CO LTD ADR CM	3,546	2,382
KIMBERLY CLARK CORP	9,955	11,839
KINGFISHER PLC	3,013	2,945
KOMATSU LTD	2,586	2,009
LLOYDS TSB GROUP PLC	2,907	2,572
LOCKHEED MARTIN CORP	8,467	9,337
LOOMIS SAYLES FDS STRATEGIC IN	45,456	38,360
LYONDELLBASELL INDU-CL A	4,735	5,735
MACK CALI RLTY CORP	2,398	2,662
MARKET VECTORS AGRIBUSINESS ET	8,528	7,438
MASTERCARD INC	8,097	12,073
MAXIM INTEGRATED PRODS INC	4,834	5,282
MAXIMUS INC	7,573	6,863
MCDONALD'S CORP	2,178	2,599
MEDTRONIC PLC	7,002	7,000
MERCK & CO INC	8,808	9,032
MFS DIVERSIFIED TARGET RETURN	54,957	55,016
MICROCHIP TECHNOLOGY INC	1,523	1,443

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MICROSOFT CORP	11,124	19,085
MIDDLEBY CORPORATION	7,467	9,708
MONRO MUFFLER BRAKE, INC	4,380	5,364
MUENCHENER RUECKVERS	3,634	3,438
NATIONAL GRID TRANSCO PLC	4,121	3,964
NESTLE S.A	1,188	1,116
NEXTERA ENERGY, INC	9,040	9,038
NOVARTIS AG ADR	1,683	2,065
NOVO NORDISK A S	9,193	11,906
OCCIDENTAL PETROLEUM CORP	10,799	9,939
ORACLE CORP	5,868	5,224
ORKLA ASA SPON ADR	1,740	1,592
PAYCHEX	9,774	10,578
PEOPLE'S UNITED FINANCIAL, INC	1,358	1,454
PEPSICO INC	21,103	28,377
PERRIGO CO PLC	8,892	8,393
PFIZER INC	7,947	9,361
PHILIP MORRIS INTL	3,542	3,780
PHILLIPS 66	8,881	8,916
PIMCO INCOME FUND P CLASS	44,412	41,997
PNC FINANCIAL GROUP INC	11,366	15,345
POTASH CORPORATION OF SASKATCH	2,555	1,404
PPL CORPORATION	3,350	3,550
PRADA SPA ADR	2,365	1,015
PRICELINE.COM INCORPORATED	8,639	14,024
PROCTER GAMBLE CO	7,211	8,656
BIOGEN INC	5,687	4,289
PROSIEBENSAT.1 MEDIA	2,205	2,623
PT BK MANDIR PRS UNSP/ADR	1,801	1,596
PUBLIC STORAGE INC	4,828	5,945

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUBLICIS GROUPE S.A	3,966	4,065
QUALCOMM INC	10,196	7,798
R R DONNELLEY & SONS CO	1,855	1,560
REGAL ENTERTAINMENT	1,614	1,396
RELX PLC	3,872	5,527
REYNOLDS AMERICAN INC	2,261	2,861
ROBECO BOSTON PARTNERS LONG SH	50,323	59,862
ROCHE HOLDING LTD ADR	5,171	5,929
ROGERS COMM CL B	3,308	3,101
ROYAL DUTCH SHEL PLC SPONS ADR	4,049	2,624
ROYAL DUTCH SHELL CL A	3,918	2,381
SANOFI-AVENTIS SPONSORED ADR	1,264	1,024
SAP AKTIENGESELL ADS	3,982	4,271
SCHNEIDER ELEC UNSP/ADR	4,248	3,540
SCHWAB FUNDAMENTAL INTL LARGE	20,306	19,771
SCOR ADS	1,529	1,623
SCOTTISH & SOUTHERN ENERGY ADR	3,003	2,662
SEAGATE TECHNOLOGY	2,733	1,833
SEIX FLTG RATE HIGH INCOME FD	15,180	13,914
SHAW COMMUNICATIONS INC	1,713	1,169
SHERWIN-WILLIAMS CO	7,754	7,528
SIEMENS AG	2,131	1,924
SINGAPORE EXCHANGE L	1,183	1,071
SINGAPORE TELE ADR	1,584	1,313
SMITH & NEPHEW PLC ADR	2,909	3,596
SONIC HEALTHCARE LTD	1,167	884
SOUTHERN CO	1,442	1,497
SOUTHWESTERN ENERGY	8,033	1,884
SPDR DJ WILSHIRE INT	15,551	14,670
SPECTRA ENERGY CORP-W/I	9,362	6,584

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STATOIL ASA ADS	3,131	2,373
SUNCOR ENERGY INC	3,809	3,044
SUNTRUST BKS INC	1,597	3,427
SVENSKA HANDELSBK UNS ADR	2,091	1,762
SWATCH GROUP AG	2,209	1,767
SWISSCOM AG S/ADR	3,208	2,752
SYNGENTA AG ADS	3,314	3,543
T. ROWE PRICE ASSOCIATES	6,341	5,505
TAIWAN SEMICONDUCTOR MFG CO LT	9,164	11,785
TARGET CORPORATION	12,456	12,707
TCW GALILEO TOTAL RETURN BOND	17,522	17,223
TECO ENERGY INC	1,035	1,412
TELSTRA CORPORATION	3,092	2,581
TELUS CORP	1,511	1,217
TEMPLETON GLOBAL BD	22,527	19,808
TERNA RETE ELETTRICA	3,146	3,136
TEVA PHARMECEUTICAL SP ADR	4,730	7,023
TEXAS INSTRUMENTS INC	1,508	1,699
THE JM SMUCKER COMPANY	3,627	3,824
TJX COMPANIES INC	8,275	10,920
TORCHMARK CORP	1,788	3,201
TOTAL FINA ELF S.A	3,598	2,607
TOYOTA MTR CORP	2,776	2,830
TRAVELERS COMPANIES INC	3,987	6,207
UBS AG	3,330	3,583
UNIBAIL RODAMCO SE	2,737	2,519
UNILEVER N V N Y	2,320	2,643
UNILEVER PLC AMER	1,765	1,725
UNION PACIFIC	5,211	7,742
UNITED OVRSEAS BK LTD ADR	3,582	2,810

Name of Stock	End of Year Book Value	End of Year Fair Market Value
US BANCORP	4,382	6,614
VANGUARD FTSE DEVELOPED MARKET	44,881	44,982
VANGUARD FTSE EMERGING MARKETS	22,059	17,500
VANGUARD HIGH DIV YIELD	63,996	63,346
VANGUARD MEGA CAP EFT	67,663	68,434
VANGUARD SF REIT ETF	24,172	27,507
VANGUARD TOTAL STOCK MARKET ET	68,688	75,408
VENTAS INC	8,126	7,392
VERIZON COMMUNICATIONS	3,840	3,605
VINCI SA ADR	2,283	2,151
VIVENDI SA	1,391	1,196
VODAFONE GROUP PLC	3,612	3,484
WAL-MART STORES INC	9,726	9,195
WASTE MANAGEMENT INC	1,178	1,334
WEC ENERGY GROUP, INC	10,326	10,878
WELLS FARGO & CO	13,205	16,145
WELLS FARGO ADVTG ABSLT RETURN	55,105	53,879
WESTERN ASSET MACRO OPPORTUNIT	49,232	46,158
WESTPAC BANKING CP	2,132	1,817
WH GROUP LIMITED	4,629	3,826
WHOLE FOODS MARKET, INC	6,016	6,298
WISDOM TREE EUROPE HEDGED EQUI	35,101	32,286
WISDOMTREE JAPAN HEDGED EQUITY	27,903	27,294
WPP GROUP PLC	3,899	5,163
YAHOO JAPAN CORP	3,495	3,823
YARA INTERNATIONAL ASA	1,473	1,244

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TY 2015 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	17,123			17,123
Bank Charges	493	493		
State or Local Filing Fees	25			25

TY 2015 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	20,997	20,997		

TY 2015 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 2015	4,300			
990-PF Excise Tax for 2014	989			
Foreign Tax Paid	1,325	1,325		

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491112014026

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.	OMB No 1545-0047 **2015**

Name of the organization	Employer identification number
The F2 Family Foundation Inc	32-0046917

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
The F2 Family Foundation Inc

Employer identification number
32-0046917

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Francis Revocable Trust 4469 E Moonlight Way Paradise Valley, AZ85253	$ 101,558	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
The F2 Family Foundation Inc

Employer identification number
32-0046917

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

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

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

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

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

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

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

Name of organization
The F2 Family Foundation Inc

Employer identification number
32-0046917

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-			

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 32-0046917
Name: The F2 Famıly Foundatıon Inc

Form 990 Schedule B, Part II - Noncash Property (see Instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GIGAMON INC (GIMO) GIMO, 445 00000000 sh	$ 12,004	2015-11-24
1	POTBELLY CORPORATION PBPB, 139 00000000 sh	$ 1,597	2015-09-18
1	2U INC TWOU, 397 00000000 sh	$ 14,703	2015-09-18
1	GIGAMON INC (GIMO) GIMO, 477 00000000 sh	$ 14,584	2015-05-11
1	GIGAMON INC (GIMO) GIMO, 477 00000000 sh	$ 10,246	2015-03-20
1	2U INC TWOU, 318 00000000 sh	$ 7,037	2015-03-20
1	PETSMART INC COM PETM, 510 00000000 sh	$ 41,387	2015-01-14