



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



EXTENDED TO OCTOBER 16, 2017

## Return of Private Foundation

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

OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

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

For calendar year 2015 or tax year beginning

DEC 1, 2015

, and ending

NOV 30, 2016

Name of foundation

FUND II FOUNDATION

A Employer identification number

47-2396669

Number and street (or P.O. box number if mail is not delivered to street address)

401 CONGRESS AVE

Room/suite

3100

B Telephone number

512-730-2426

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

AUSTIN, TX 78701

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 changeD 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 foundationE 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)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 142,693,117. (Part I, column (d) must be on cash basis)

## Part I

## Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

91,349,197.

N/A

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

10,198,283.

10,198,283.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

0.

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)

11 Other income

12 Total. Add lines 1 through 11

101,547,480.

10,198,283.

13 Compensation of officers, directors, trustees, etc

100,000.

5,000.

95,000.

14 Other employee salaries and wages

143,462.

7,173.

136,289.

15 Pension plans, employee benefits

2,728.

136.

2,592.

16a Legal fees

b Accounting fees

c Other professional fees

17 Interest

18 Taxes

STMT 2

755,841.

369.

7,009.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

27,133.

5,427.

21,706.

22 Printing and publications

23 Other expenses

STMT 3

1,142,963.

131,756.

996,737.

24 Total operating and administrative expenses. Add lines 13 through 23

2,172,127.

149,861.

1,259,333.

25 Contributions, gifts, grants paid

160,403,591.

160,403,591.

26 Total expenses and disbursements. Add lines 24 and 25

162,575,718.

149,861.

161,662,924.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

-61,028,238.

b Net investment income (if negative, enter -0-)

10,048,422.

c Adjusted net income (if negative, enter -0-)

N/A

523501

11-24-15

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2015)

929  
6

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	9,273,915.	7,616,237.	7,616,237.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		1,535,704.	1,535,704.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment: basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 4		182,138,000.	89,581,462.	133,537,352.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe STATEMENT 5)		21,550.	3,824.	3,824.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		191,433,465.	98,737,227.	142,693,117.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	191,433,465.	98,737,227.	
	30 Total net assets or fund balances	191,433,465.	98,737,227.	
	31 Total liabilities and net assets/fund balances	191,433,465.	98,737,227.	

## 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	191,433,465.
2 Enter amount from Part I, line 27a	2	-61,028,238.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	130,405,227.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS - SEE STATEMENT 26	5	31,668,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	98,737,227.

Form 990-PF (2015)

**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.)
1a				
b NONE				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
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	
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). 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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	59,854,084.	182,314,902.	.328301
2013	0.	4,925,000.	.000000
2012			
2011			
2010			

2 Total of line 1, column (d)	2	.328301
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	.164151
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	126,907,149.
5 Multiply line 4 by line 3	5	20,831,935.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	100,484.
7 Add lines 5 and 6	7	20,932,419.
8 Enter qualifying distributions from Part XII, line 4 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.	8	161,662,924.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	100,484.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	100,484.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	100,484.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	987,932.	
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	987,932.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	887,448.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 887,448. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) DE, TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Form 990-PF (2015)

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

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) <b>STATEMENT 7 STATEMENT 8 STMT 9</b>	11 X	
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <b>WWW.FUND2FOUNDATION.ORG</b>	13 X	
14 The books are in care of ► <b>FUND II FOUNDATION</b> Telephone no. ► <b>512-621-5942</b> Located at ► <b>401 CONGRESS AVENUE, SUITE 3100, AUSTIN, TX</b> ZIP+4 ► <b>78701</b>		
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 N/A		
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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► <b>SWITZERLAND</b>	16 X	

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____ 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.) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b	X

Form 990-PF (2015)

**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)?

N/A

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?

N/A

☐ 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

X

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?

N/A

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.

(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
SEE STATEMENT 10		100,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
PAIGE BURTON - 401 CONGRESS AVE., STE 3100, AUSTIN, TX 78701	PROGRAM MANAGER 40.00	90,000.	2,257.	0.

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

0

Form 990-PF (2015)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KIRKLAND & ELLIS - 655 FIFTEENTH STREET, N.W., WASHINGTON, DC 20005	LEGAL	594,916.
POLSINELLI PC - 900 W. 48TH PLACE, SUITE 900, KANSAS CITY, MO 64112	LEGAL	161,147.
ATCHLEY & ASSOCIATES 1005 LA POSADA DRIVE, AUSTIN, TX 78752	ACCOUNTING	67,223.
LINDA WILSON 11107 QUEENS WOOD TERRACE, BOWIE, MD 20721	CONSULTING	57,604.
MARK MILLS - 100 SOUTH DOHENY DRIVE APT 1008, LOS ANGELES, CA 90048	CONSULTING	52,632.

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

0

**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 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

Form 990-PF (2015)



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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	122,448,664.
<b>b</b> Average of monthly cash balances	<b>1b</b>	4,851,553.
<b>c</b> Fair market value of all other assets	<b>1c</b>	1,539,528.
<b>d</b> Total (add lines 1a, b, and c)	<b>1d</b>	128,839,745.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	128,839,745.
<b>4</b> Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,932,596.
<b>5</b> Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	126,907,149.
<b>6</b> Minimum investment return. Enter 5% of line 5	<b>6</b>	6,345,357.

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

<b>1</b> Minimum investment return from Part X, line 6		<b>1</b>	6,345,357.
<b>2a</b> Tax on investment income for 2015 from Part VI, line 5	<b>2a</b>	100,484.	
<b>b</b> Income tax for 2015. (This does not include the tax from Part VI.)	<b>2b</b>		
<b>c</b> Add lines 2a and 2b		<b>2c</b>	100,484.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1		<b>3</b>	6,244,873.
<b>4</b> Recoveries of amounts treated as qualifying distributions		<b>4</b>	0.
<b>5</b> Add lines 3 and 4		<b>5</b>	6,244,873.
<b>6</b> Deduction from distributable amount (see instructions)		<b>6</b>	0.
<b>7</b> Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		<b>7</b>	6,244,873.

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

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b> Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	161,662,924.
<b>b</b> Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b> Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	161,662,924.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	100,484.
<b>6</b> Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	161,562,440.

**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.

Form 990-PF (2015)

**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				6,244,873.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ► \$161,662,924.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				6,244,873.
e Remaining amount distributed out of corpus	155,418,051.			
5 Excess distributions carryover applied to 2015 (if an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	155,418,051.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	155,418,051.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015	155,418,051.			



**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
ASSOCIATION OF BALTIMORE AREA GRANTMAKERS 2 EAST READ STREET 2ND FLOOR BALTIMORE, MD 21202	N/A	PC	FOR WORKFORCE FUNDERS COLLABORATIVE	3,591.
ATLANTIC COUNCIL 1030 15TH STREET NW 12TH FLOOR WASHINGTON, DC 20005	N/A	PC	FOR TECHNOLOGY AND INTERNATIONAL SECURITY ADVANCEMENT INITIATIVE	50,000.
BIG BROTHERS BIG SISTERS PO BOX 4555 AUSTIN, TX 78765	N/A	PC	FOR MENTORING PROGRAMS FOR AT-RISK YOUTH	100,000.
CHILDREN'S HOSPITAL OF CHICAGO 225 E CHICAGO AVE PR DEPT BOX 269 CHICAGO, IL 60611	N/A	PC	FOR INNOVATIVE HEALTHCARE SOFTWARE PROGRAMMING	50,000.
COALITION FOR AT RISK YOUTH 8306 WILSHIRE BLVD NO 1806 BEVERLY HILLS, CA 90211	N/A	PC	FOR LIFE ENRICHMENT PROGRAMMING FOR ECONOMICALLY DEPRESSED AREAS	100,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>160,403,591.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- |          |  | Yes          | No       |
|----------|--|--------------|----------|
| <b>1</b> | 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?  |              |          |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |          |
|          | (1) Cash   | <b>1a(1)</b> | <b>X</b> |
|          | (2) Other assets   | <b>1a(2)</b> | <b>X</b> |
| <b>b</b> | Other transactions:  |              |          |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | <b>X</b> |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | <b>X</b> |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | <b>X</b> |
| <b>d</b> | 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. |              |          |

[illegible]

- 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
N/A		

**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.

Signature of officer or trustee

Date 10.13.17

**PRESIDENT**  
Title

May the IRS discuss this return with the preparer shown below (see instr)?

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check ☐  
self-employed

PTIN

SHERRILL L. MORAINE

10/11/17

P00178137

Firm's name ▶ **ATCHLEY & ASSOCIATES, LLP**

Firm's EIN ▶ 74-2920819

Firm's address ► 1005 LA POSADA DRIVE  
AUSTIN, TX 78752

Phone no. (512) 346-2086

**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

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

OMB No 1545-0047

**2015**

Name of the organization

Employer identification number

**FUND II FOUNDATION****47-2396669**

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 foundationCheck 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 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

Employer identification number

FUND II FOUNDATION

47-2396669

**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	BOULDER RIVER RANCH RECOVERY SETTLEMENT PO BOX 3175 ROAD TOWN, TORTOLA, BRITISH VIRGIN ISLANDS	\$ 3,767,736.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	BOULDER RIVER RANCH RECOVERY SETTLEMENT PO BOX 3175 ROAD TOWN, TORTOLA, BRITISH VIRGIN ISLANDS	\$ 109,716,259.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Employer identification number

47-2396669

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	11 MEMBERSHIP UNITS OF FARIO INVESTMENTS, LLC	\$ 109,716,259.	12/15/15
(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	Employer identification number
<b>FUND II FOUNDATION</b>	<b>47-2396669</b>

**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 info once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

## FUND II FOUNDATION

47-2396669

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
CORNELL UNIVERSITY 377 PINE TREE RD ITHACA, NY 14850	N/A	PC	FOR ACADEMIC SCHOLARSHIPS AND PROGRAMMING	21,065,800.
EDWARD M. KENNEDY INSTITUTE COLUMBIA POINT 210 MORRISSEY BLVD. BOSTON, MA 02125	N/A	PC	FOR PRESERVING ARCHIVES AND HISTORIC COLLECTIONS	1,000,000.
FISHER HOUSE FOUNDATION 111 ROCKVILLE PIKE ROCKVILLE, MD 20850	N/A	PC	FOR FINANCIAL RELIEF FOR WOUNDED WARRIORS AND FAMILIES	600,000.
GOVERNOR'S COMMITTEE ON SCHOLASTIC ACHIEVEMENT 200 MADISON AVE STE 2121 NEW YORK, NY 10016	N/A	PC	FOR MENTORING AND ACADEMIC SUPPORT PROGRAMMING	100,000.
JACKIE ROBINSON FOUNDATION 75 VARICK ST FRONT 2 NEW YORK, NY 10013	N/A	PC	FOR SCHOLARSHIPS AND PROGRAMMATIC SERVICES FOR MINORITIES	500,000.
JANE GOODALL INSTITUTE 1595 SPRING HILL ROAD STE 550 VIENNA, VA 22182	N/A	PC	FOR OUTDOOR EDUCATION FOR DISADVANTAGED YOUTH	300,000.
LOUIS ARMSTRONG HOUSE MUSEUM 3456 107TH ST. CORONA, NY 11368	N/A	PC	FOR CULTURAL PROGRAMS	3,000,000.
NATIONAL AUDUBON SOCIETY 225 VARICK STREET 7TH FLOOR NEW YORK, NY 10014	N/A	PC	FOR ENVIRONMENTAL CONSERVATION AND EDUCATION	300,000.
NATIONAL PARK FOUNDATION 1110 VERMONT AVENUE NW WASHINGTON, DC 20005	N/A	PC	FOR NATIONAL PARK CONSERVATION PROGRAMS	58,683,300.
NPOWER 3 METROTECH CENTER MEZZANINE BROOKLYN, NY 11201	N/A	PC	FOR VETERAN AND YOUNG ADULT TRAINING AND PROGRAMMING	3,000,000.
Total from continuation sheets				160,100,000.

## FUND II FOUNDATION

47-2396669

**Part XV** Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
PGA OF AMERICA 100 PGA TOUR BLVD PONTE VEDRA, FL 32082	N/A	PC	FOR PROGRAMS FOR VETERANS	300,000.
REGIS F. GROFF FOUNDATION 2079 ALBION ST DENVER, CO 80207	N/A	PC	FOR ACADEMIC SCHOLARSHIPS AND PROGRAMMING	30,000.
SUSAN G KOMEN 5005 LBJ FWY STE 250 DALLAS, TX 75244	N/A	PC	FOR BREAST CANCER RESEARCH AND AWARENESS	40,626,900.
THE EAGLE ACADEMY FOUNDATION 31 WEST 125TH STREET NEW YORK, NY 10027	N/A	PC	FOR TRAINING AND PROFESSIONAL DEVELOPMENT FOR URBAN SCHOOL DISTRICTS	500,000.
UNCF 1805 7TH STREET NW WASHINGTON, DC 20001	N/A	PC	FOR SCHOLARSHIPS AND EDUCATIONAL PURPOSES	30,094,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
F2F HOLDINGS GRANT 1, LTD	198,283.	0.	198,283.	198,283.	
F2F HOLDINGS GRANT 1, LTD - WATERFALL	2,000,000.	0.	2,000,000.	2,000,000.	
F2F HOLDINGS, LTD.	8,000,000.	0.	8,000,000.	8,000,000.	
TO PART I, LINE 4	10,198,283.	0.	10,198,283.	10,198,283.	

FORM 990-PF TAXES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	7,378.	369.		7,009.
EXCISE TAXES	748,463.	0.		0.
TO FORM 990-PF, PG 1, LN. 18	755,841.	369.		7,009.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL SERVICE FEES	195,526.	41,950.		153,576.
LEGAL FEES	798,974.	79,897.		719,077.
ACCOUNTING FEES	67,223.	6,722.		60,501.
IT & SOFTWARE	44,618.	1,487.		43,131.
INSURANCE	10,989.	1,099.		9,890.
TELEPHONE	1,990.	100.		1,890.
PAYROLL SERVICE FEES	2,968.	148.		2,820.
STATIONARY AND PRINTING	167.	8.		159.
ADVERTISING	719.	0.		719.
BANK CHARGES	275.	137.		138.
MEALS & ENTERTAINMENT	2,013.	0.		2,013.
OFFICE EXPENSES	1,213.	61.		1,152.
OTHER GENERAL AND ADMINISTRATIVE	1,060.	53.		1,007.
REPAIR AND MAINTENANCE	265.	0.		265.

## FUND II FOUNDATION

47-2396669

SHIPPING & POSTAGE	468.	94.	374.
TRAINING	25.	0.	25.
PENALTIES	14,470.	0.	0.
TO FORM 990-PF, PG 1, LN 23	1,142,963.	131,756.	996,737.

## FORM 990-PF OTHER INVESTMENTS STATEMENT 4

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
F2F HOLDINGS GRANT 1, LTD.	FMV	1.	1.
WATERFALL INTERNATIONAL, INC.	FMV	2,000,000.	2,791,943.
F2F HOLDINGS, LTD.	FMV	87,581,461.	130,745,408.
TOTAL TO FORM 990-PF, PART II, LINE 13		89,581,462.	133,537,352.

## FORM 990-PF OTHER ASSETS STATEMENT 5

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
WEBSITE	21,550.	0.	0.
PAYROLL RECEIVABLE	0.	3,824.	3,824.
TO FORM 990-PF, PART II, LINE 15	21,550.	3,824.	3,824.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS  
PART VII-A, LINE 10

STATEMENT

6

## NAME OF CONTRIBUTOR

## ADDRESS

BOULDER RIVER RANCH RECOVERY  
SETTLEMENT

PO BOX 3175

ROAD TOWN, TORTOLA, BRITISH VIRGIN ISLANDS

FORM 990-PF

TRANSFERS TO CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT

7

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

F2F HOLDINGS GRANT 2, LTD.

00-0000000

ADDRESS

PO BOX 309

UGLAND HOUSE, GRAND CAYMAN, CAYMAN ISLANDS KY1-1104

DESCRIPTION OF TRANSFER

MERGER OF FARIO INVESTMENTS, LLC WITH F2F HOLDINGS GRANT 2, LTD.

AMOUNT  
OF TRANSFER

109,716,259.

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES

109,716,259.



---

FORM 990-PF	TRANSFERS FROM CONTROLLED ENTITIES	STATEMENT	8
	PART VII-A, LINE 11		

---

---

NAME OF CONTROLLED ENTITY

---

EMPLOYER ID NO

F2F HOLDINGS GRANT 1, LTD.

98-1258234

---

ADDRESS

PO BOX 309

UGLAND HOUSE, GRAND CAYMAN, CAYMAN ISLANDS KY1-1104

---

DESCRIPTION OF TRANSFER

---

DIVIDENDS

---

AMOUNT  
OF TRANSFER

---

10,198,283.

---

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITIES

---

10,198,283.

---

FORM 990-PF

LIST OF CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT 9

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

F2F HOLDINGS GRANT 1, LTD.

98-1258234

ADDRESS

EXCESS BUSINESS HOLDING [ ] YES [X] NO

PO BOX 309

UGLAND HOUSE, GRAND CAYMAN, CAYMAN ISLANDS KY1-1104

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

F2F HOLDINGS GRANT 2, LTD.

00-0000000

ADDRESS

EXCESS BUSINESS HOLDING [ ] YES [X] NO

PO BOX 309

UGLAND HOUSE, GRAND CAYMAN, CAYMAN ISLANDS KY1-1104

---

---

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 10
-------------	---	--------------

---

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT F. SMITH 401 CONGRESS AVE., STE 3100 AUSTIN, TX 78701	PRESIDENT/DIRECTOR 2.00	25,000.	0.	0.
ALEXANDRA SOPHIE TOD 401 CONGRESS AVE., STE 3100 AUSTIN, TX 78701	DIRECTOR 1.00	25,000.	0.	0.
ANTHONY C. SPIKES 401 CONGRESS AVE., STE 3100 AUSTIN, TX 78701	TREASURER/DIRECTOR 2.00	25,000.	0.	0.
DAFNA TAPIERO 401 CONGRESS AVE., STE 3100 AUSTIN, TX 78701	DIRECTOR/SECRETARY 2.00	25,000.	0.	0.
VICTORIA KENNEDY 401 CONGRESS AVE., STE 3100 AUSTIN, TX 78701	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		100,000.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

---

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

---

PAIGE BURTON  
401 CONGRESS AVE.  
AUSTIN, TX 78701

---

TELEPHONE NUMBER

---

NAME OF GRANT PROGRAM

5127302426

FUND II FOUNDATION

---

FORM AND CONTENT OF APPLICATIONS

---

LETTERS OF INTENT AND APPLICATIONS ARE RECEIVED ELECTRONICALLY BY EMAIL AND INCLUDE AN INTRODUCTION OF THE APPLICANT'S ORGANIZATION, HOW THEIR ORGANIZATION FITS WITH FUND II FOUNDATION'S PRIORITY MANDATES, A DESCRIPTION OF WHY IS IT CRITICAL TO CARRY OUT THEIR MISSION, GRANT AMOUNT REQUESTED, AND FINALLY, THE POPULATION THEIR ORGANIZATION WILL SERVE.

---

ANY SUBMISSION DEADLINES

---

NONE

---

RESTRICTIONS AND LIMITATIONS ON AWARDS

---

THE FOUNDATION MAKES GRANTS TO SECTION 501(C)(3) PUBLIC CHARITIES FOCUSED ON FIVE AREAS:

- 1) CULTURAL CONSERVATION THAT PRESERVES THE AFRICAN AMERICAN EXPERIENCE IN HISTORY FOR ALL FUTURE GENERATIONS
  - 2) SAFEGUARDING HUMAN DIGNITY BY GIVING A VOICE TO THE VOICELESS AND PROMOTING HUMAN RIGHTS
  - 3) ENVIRONMENTAL CONSERVATION AND EDUCATION THAT CONNECTS PEOPLE OF ALL AGES AND BACKGROUNDS TO THE OUTDOORS
-

---

FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT 12
	PART XV, LINES 2A - 2D (CONTINUATION)	

---

---

NAME OR DESCRIPTION OF GRANT PROGRAM

---

FUND II FOUNDATION

---

RESTRICTIONS AND LIMITATIONS ON AWARDS

---

4) MUSIC EDUCATION, PARTICULARLY IN PRIMARY AND SECONDARY SCHOOLS, TO  
NOURISH TALENT AND THE SOUL5) SUSTAINING AMERICAN VALUES OF ENTREPRENEURSHIP, EMPOWERMENT, INNOVATION  
AND SECURITY