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

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

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 ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 2,571,610

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

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

	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)	24,526			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	48	48		
	4	Dividends and interest from securities	57,477	57,477		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-18,174			
	b	Gross sales price for all assets on line 6a 1,333,595				
	7	Capital gain net income (from Part IV, line 2)		2,576		
	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	63,877	60,101		
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)	18,970	18,970		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,849	980		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	16,148	293		15,855
	24	**Total operating and administrative expenses.** Add lines 13 through 23	36,967	20,243		15,855
	25	Contributions, gifts, grants paid	318,000			318,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	354,967	20,243		333,855
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-291,090			
	b	**Net investment income** (if negative, enter -0-)		39,858		
	c	**Adjusted net income**(if negative, enter -0-)				

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	145,471	168,614	168,614
	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)	2,575,161	2,260,928	2,402,996
	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)	2,720,632	2,429,542	2,571,610
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	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	2,720,632	2,429,542	
	30	**Total net assets or fund balances** (see instructions)	2,720,632	2,429,542	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,720,632	2,429,542	

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	2,720,632
2	Enter amount from Part I, line 27a	2	-291,090
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,429,542
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	2,429,542

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	1,333,595		1,331,019	2,576
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				2,576
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	2,576
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))
2015	274,186	2,932,416	0 093502
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

2 Total of line 1, column (d)	2	0 5437
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 10874
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,618,851
5 Multiply line 4 by line 3	5	284,774
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	399
7 Add lines 5 and 6	7	285,173
8 Enter qualifying distributions from Part XII, line 4 , ...	8	333,855

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	399
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	399
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	399
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 700		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	700
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	301
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 301 **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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶

14 The books are in care of ▶Foundation Source Telephone no ▶(800) 839-1754

Located at ▶501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶198091377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ 15

			Yes	No
16	At any time during calendar year 2016, 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.			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 2016?.		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?.	☐ 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 2016 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 2016).*		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 2016?		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? *If "Yes" to 6b, file Form 8870*	**6b**		No
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	Title, and average hours per week **(b)** 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	Title, and average hours per week **(b)** 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	2,488,048
b	Average of monthly cash balances	1b	170,684
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,658,732
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	2,658,732
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,881
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,618,851
6	**Minimum investment return.** Enter 5% of line 5	6	130,943

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	130,943
2a	Tax on investment income for 2016 from Part VI, line 5	2a	399		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	399
3	Distributable amount before adjustments Subtract line 2c from line 1			3	130,544
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	130,544
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	130,544

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	333,855
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	333,855
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	399
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	333,456

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					130,544
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.					
b Total for prior years 2014 , 2013 , 2012					
3 Excess distributions carryover, if any, to 2016					
a From 2011.	157,566				
b From 2012.	206,196				
c From 2013.	140,427				
d From 2014.	159,080				
e From 2015.	132,034				
f **Total** of lines 3a through e.		795,303			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 333,855					
a Applied to 2015, 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 2016 distributable amount.					130,544
e Remaining amount distributed out of corpus		203,311			
5 Excess distributions carryover applied to 2016 *(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		998,614			
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 2015 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 2017					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 2011 not applied on line 5 or line 7 (see instructions)		157,566			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		841,048			
10 Analysis of line 9					
a Excess from 2012.	206,196				
b Excess from 2013.	140,427				
c Excess from 2014.	159,080				
d Excess from 2015.	132,034				
e Excess from 2016.	203,311				

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 2016, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

See Additional Data Table

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number 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**				318,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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	48	
4 Dividends and interest from securities. . . .			14	57,477	
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	-18,174	
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). .				39,351	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 39,351

(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

******	2017-05-15	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

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*				
BARROW NEUROLOGICAL FOUNDATION 350 W THOMAS RD PHOENIX, AZ 85013	N/A	PC	Charitable Event	20,000
CANCER SUPPORT COMMUNITY-ARIZONA 360 E PALM LN PHOENIX, AZ 85004	N/A	PC	General & Unrestricted	60,000
DESERT BOTANICAL GARDEN 1201 N GALVIN PKWY PHOENIX, AZ 85008	N/A	PC	The Saguaro Initiative	30,000
DOULOS INC 114 OAK HOLLOW LN SULPHUR SPGS, TX 75482	N/A	PC	General & Unrestricted	6,000
I WITNESS MINISTRIES INC 206 INDUSTRIAL CT WYLIE, TX 75098	N/A	PC	General & Unrestricted	3,000
MARICOPA COUNTY COMMUNITY COLLEGE DISTRICT FOUNDAT 2419 W 14TH ST TEMPE, AZ 85281	N/A	PC	Rio Salado College Teacher Program	25,000
MCGAW YMCA 1000 GROVE ST EVANSTON, IL 60201	N/A	PC	Camp Echo Fund	10,000
MCGAW YMCA 1000 GROVE ST EVANSTON, IL 60201	N/A	PC	Chairman's Roundtable Fund	10,000
MINDS MATTER OF SAN FRANCISCO INC PO BOX 2511 SAN FRANCISCO, CA 94126	N/A	PC	General & Unrestricted	15,000
PLANNED PARENTHOOD OF ILLINOIS 18 S MICHIGAN AVE 6TH FLR CHICAGO, IL 60603	N/A	PC	General & Unrestricted	10,000
RAVENSWOOD EDUCATION FOUNDATION PO BOX 396 MENLO PARK, CA 94026	N/A	PC	General & Unrestricted	5,000
ROCKWALL YOUNG LIFE PO BOX 476 ROCKWALL, TX 75087	N/A	PC	General & Unrestricted	10,000
TEACH FOR AMERICA - PHOENIX 3030 N CENTRAL AVE STE 900 PHOENIX, AZ 85012	N/A	PC	General & Unrestricted	25,000
UMOM NEW DAY CENTERS INC 3333 E VAN BUREN ST PHOENIX, AZ 85008	N/A	PC	Leadership Board, Buckle & Bangles	30,000
UMOM NEW DAY CENTERS INC 3333 E VAN BUREN ST PHOENIX, AZ 85008	N/A	PC	UMOM New Day Centers Capital Campaign	33,000
Total . . . . ▶ 3a				318,000

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
VALLEY OF THE SUN UNITED WAY 3200 E CAMELBACK RD STE 375 PHOENIX, AZ 85018	N/A	PC	General & Unrestricted	25,000
YMCA OF METROPOLITAN DALLAS - JER CHILTON YMCA AT 1210 N GOLIAD ST ROCKWALL, TX 75087	N/A	PC	General & Unrestricted	1,000
Total . . . . ▶ 3a				318,000

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TY 2016 Depreciation Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

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TY 2016 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	5,435	10,178
ABBOTT LABS	6,679	6,107
ABBVIE INC	6,434	6,763
ABERDEEN ASSET MANAGEMENT PLC	2,482	1,124
AGRIUM INC	876	905
AIR PRODS & CHEM INC	2,740	2,733
ALLERGAN PLC	8,612	7,980
ALLIANZ SE ADR	5,068	5,059
ALPHABET INC CL A	8,115	11,887
ALTRIA GROUP INC	1,777	2,434
AMADEUS IT HLDS SA	1,473	2,058
AMCOR LTD	3,052	3,268
AMEREN CORPORATION	1,566	1,889
AMERICAN EXPRESS CO	6,529	6,964
AMGEN INC	4,956	4,240
AMPHENOL CORPORATION	5,234	7,258
ANNALY MTG MGMT INC. COM	2,715	2,712
APPLE INC	10,746	15,404
AQR MANAGED FUTURES FUND CL I	44,942	40,355
AQR STYLE PREMIA ALT FD CL I	37,324	35,670
ASG MANAGED FUTURES STRATEGY F	35,987	32,395
ASTRAZENECA	2,100	1,721
AT&T, INC	2,293	2,807
AUTOMATIC DATA PROCESSING INC	4,305	5,242
AXA ADS	1,498	1,537
BAE SYSTEMS PLC	1,841	1,829
BAIDU.COM - ADR	1,432	1,480
BASF AG SPONS ADR	1,923	1,666
BB&T CP	9,202	11,567
BCE INC	2,523	2,508

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY INC. CLASS	5,490	7,008
BLACKROCK FLOATING RATE INCOME	18,060	18,693
BLACKROCK INC	9,119	9,514
BLACKROCK STRAT INC OPP - INS	56,380	55,263
BRAMBLES LTD UNSP AD	1,306	1,391
BRITISH AMERICAN TOBACCO PLC	1,959	1,915
BROADCOM LIMITED	1,654	3,712
BUNZL PLC SPONSORED ADR	1,184	1,316
CALRSBERG AS SP ADR REP B	3,295	2,848
CANADIAN NATL RAILWAY CO	1,405	1,752
CASEY'S GENERAL STORES, INC	4,357	7,371
CELGENE CORP	5,327	5,325
CENOVUS ENERGY INC	1,808	1,710
CENTURYLINK INC	1,210	809
CERNER CORPORATION	6,185	5,305
CGI GROUP INC CL A SUB VTG SHS	3,105	3,986
CHARLES SCHWAB CORP	1,912	3,158
CIELO SA ADR	1,472	1,298
CISCO SYSTEMS INC	11,998	14,143
CK HUTCHISON HLDGS	5,585	4,131
CME GROUP, INC	1,041	1,384
COCA-COLA AMATIL LTD ADR	1,167	724
COGNIZANT TECHNOLOGY SOLUTIONS	5,616	6,724
COMMONWEALTH BK AUS-SP ADR	1,246	1,068
COMPAGNIE FINANCIERE RICHEMONT	2,443	2,329
COMPASS GROUP PLC ADR	1,929	2,391
CONOCOPHILLIPS	4,072	4,663
CROWN CASTLE INTL	7,174	7,375
CSL LTD	926	943
CUMMINS INC	3,666	3,553

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CVS CAREMARK CORP	10,075	10,337
DAIMLERCHRYSLER AG	2,057	1,790
DB X TRACKERS MSCI EMERGING MA	10,347	10,684
DB X TRACKERS MSCI EUROPE HEDG	16,972	17,505
DB X TRACKERS MSCI JAPAN HEDGE	10,679	11,166
DEUTSCHE POST AG	3,119	3,536
DEUTSCHE TELE AG ADS	1,525	1,454
DIAGEO PLC ADS	1,076	1,039
DIAMOND HILL LONG SHORT FUND C	46,724	50,708
DIAMOND OFFSHORE DRL	4,081	2,248
DOLLAR TREE INC	6,531	8,258
DOMINION RESOURCES INC	1,124	1,149
DOUBLELINE TOTAL RETURN BOND	26,112	24,780
DOW CHEMICAL PV	1,628	1,888
DREYFUS DYNAMIC TOTAL RETURN F	34,392	35,584
DUKE ENERGY CO	2,531	2,561
EATON CORP PLC	889	1,208
EATON VANCE HIGH INCOME OPPORT	17,352	18,713
EBAY INC	5,883	6,680
ECOLAB INC	7,617	8,440
EMERSON ELECTRIC CO	1,183	1,115
ENTERGY CORP	1,927	1,984
ERICSSON L M TEL CO	1,479	810
EXELON CORPORATION	6,113	7,133
EXPRESS SCRIPTS HOLDING CO	2,985	2,752
EXXON MOBIL CORP	8,424	8,936
FACEBOOK INC	5,748	5,522
FANUC LIMITED UNSPONSORED	1,308	1,215
FASTENAL COMPANY	11,786	12,966
FEDERATED INSTI HIGH YIELD BD	19,209	18,808

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FLEETCOR TECHNOLGIES INC	5,112	5,519
FLEXSHARES STOXX GLOBAL BROAD	6,418	6,707
FOMENTO ECONOMICO MEXICANO	2,991	2,515
FPA CRESCENT PORTFOLIO	47,388	49,106
FRANKLIN CONVERTIBLE SCRTS FD	13,426	14,543
FRANKLIN RES INC	5,364	4,473
GALLAGHER ARTHUR J & CO	794	883
GAS NATURAL ADR	1,152	942
GATEWAY FUND CLASS Y	47,652	49,992
GENERAL ELECTRIC CO	5,762	7,047
GETINGE AB UNSP ADR	2,715	1,819
GILEAD SCIENCES INC	5,575	5,944
GLAXOSMITHKLINE PLC	8,437	7,432
GLOBAL X MLP & ENERGY INFRASTR	15,790	21,191
GOLDMAN SACHS STRATEGIC INC IN	59,366	56,216
GRUPO TELEVISA (ADR)	2,191	1,588
GUGGENHEIM GLOBAL TIMBER ETF	4,789	5,276
GUGGENHEIM GLOBAL WATER INDEX	6,139	6,515
GUGGENHEIM S&P 500 PURE GROWTH	15,313	15,878
GUGGENHEIM S&P 500 PURE VALUE	18,408	19,581
HASBRO INC	4,121	4,979
HOME DEPOT INC	6,520	8,849
HONDA MOTOR CO LTD	5,035	4,816
ILLINOIS TOOL WORKS	2,765	2,939
IMPERIAL BRANDS PL	2,067	1,916
INFORMA PLC SPONSORED ADR	1,093	1,109
INTUIT	4,380	6,189
IQ GLOBAL AGRIBUSINESS SMALL C	1,499	1,761
IRON MOUNTAIN	1,395	1,494
ISHARES CORE MSCI EAFE ETF	31,870	34,055

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES CORE MSCI EMERGING MAR	25,371	26,531
ISHARES CURRENCY HEDGED MSCI E	8,420	9,443
ISHARES GOLD TRUST	35,820	33,384
ISHARES MSCI CANADA INDEX FD	8,841	9,153
ISHARES MSCI EAFE MINIMUM VOLA	14,862	13,775
ISHARES MSCI EAFE SMALL CAP IN	6,865	6,978
ISHARES MSCI EMERGING MARKETS	10,832	10,418
ISHARES MSCI GRW IDX	9,162	8,917
ISHARES MSCI USA MIN VOLATILIT	16,487	19,445
ISHARES MSCI USA QUALITY	27,831	32,638
ISHARES MSCI USA QUALITY FACTO	27,951	32,477
ISHARES S&P 500 GROWTH INDEX F	44,361	48,716
JOHN HANCOCK SEAPORT FUND CL I	49,276	47,971
JOHNSON & JOHNSON	12,672	15,093
JP MORGAN CHASE	6,933	11,218
JULIUS BAER GROUP LTD	2,713	2,469
KAO CORP ADR	1,012	995
KASIKORNBANK PUB CO LTD ADR CM	2,880	2,226
KIMBERLY CLARK CORP	3,916	3,994
KINGFISHER PLC	1,719	1,445
KOMATSU LTD	1,481	1,610
LLOYDS BANKING GROUP PLC	2,272	1,448
LOCKHEED MARTIN CORP	7,145	8,998
LOWES COMPANIES INC	5,969	5,476
LYONDELLBASELL INDUSTRIES NV	3,944	4,632
MACK CALI RLTY CORP	1,487	2,060
MARKET VECTORS - GOLD MINERS E	3,680	4,226
MARKET VECTORS AGRIBUSINESS ET	5,358	5,391
MASTERCARD INC	5,402	7,331
MAXIM INTEGRATED PRODS INC	4,169	4,628

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MAXIMUS INC	6,754	6,137
MCDONALD'S CORP	1,474	1,826
MCKESSON CORP	3,019	2,949
MEDTRONIC PLC	10,096	9,402
MERCK & CO INC	6,124	6,652
METROPOLITAN WEST RETURN BOND	53,400	52,354
MFS DIVERSIFIED TARGET RETURN	45,299	42,478
MICHELIN CIE GEN UNSP/ADR	1,132	1,177
MICROCHIP TECHNOLOGY INC	830	1,091
MICROSOFT CORP	11,346	19,698
MIDDLEBY CORPORATION (THE)	6,011	9,274
MONRO MUFFLER BRAKE, INC	4,182	4,404
MUENCHENER RUECKVERS	2,561	2,391
NATIONAL GRID TRANSCO PLC	2,897	2,392
NESTLE S.A	947	861
NEXTERA ENERGY, INC	7,729	8,840
NOVARTIS AG ADR	2,442	2,258
NOVO NORDISK A S	7,707	5,917
OCCIDENTAL PETROLEUM CORP	9,405	9,189
ORKLA ASA SPON ADR	1,272	1,362
PAYCHEX	6,747	8,401
PEOPLE'S UNITED FINANCIAL, INC	841	1,084
PEPSICO INC	18,874	25,320
PERNOD-RECARD SA	680	712
PFIZER INC	7,352	8,445
PHILIP MORRIS INTL	2,231	2,470
PHILLIPS 66	7,739	8,209
PIMCO INCOME FUND P CLASS	56,381	55,466
PNC FINANCIAL GROUP INC	7,375	11,813
POWERSHARES CLEANTECH PORTFOLI	6,063	7,094

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PPG INDUSTRIES INC	4,885	5,022
PPL CORPORATION	2,413	2,520
PRADA SPA ADR	1,645	868
PRICELINE.COM INCORPORATED	6,882	11,728
PROCTER GAMBLE CO	5,616	7,063
PROSIEBENSAT.1 MEDIA	4,035	3,462
PT BK MANDIR PRS UNSP/ADR	1,720	1,895
PUBLIC STORAGE INC	2,078	2,235
PUBLICIS GROUPE S.A	4,077	4,059
QUALCOMM INC	9,901	10,171
REALTY INCOME CORP	3,329	3,161
REGAL ENTERTAINMENT	1,190	1,112
RELX PLC	3,674	4,600
REYNOLDS AMERICAN INC	1,646	2,466
ROBECO BOSTON PARTNERS LONG SH	41,004	50,007
ROCHE HOLDING LTD ADR	5,837	5,221
ROGERS COMM CL B	1,528	1,659
ROYAL BANK OF CANADA	1,097	1,083
ROYAL DUTCH SHEL PLC SPONS ADR	2,048	1,855
ROYAL DUTCH SHELL CL A	2,876	2,121
SANDVIK AB SPONS ADR	775	883
SANOFI-AVENTIS SPONSORED ADR	1,345	1,173
SAP AKTIENGESELL ADS	3,657	4,235
SCHNEIDER ELEC UNSP/ADR	2,410	2,389
SCHWAB FUNDAMENTAL INTL LARGE	17,496	17,947
SCHWAB US REIT	29,644	30,534
SCHWAB US TIPS	33,745	33,781
SCOR ADS	1,187	1,183
SHERWIN-WILLIAMS CO	6,952	6,987
SIEMENS AG	1,842	2,081

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SINGAPORE EXCHANGE L	903	761
SINGAPORE TELE ADR	1,138	923
SKY PLC SPON ADR	6,779	6,324
SMITH & NEPHEW PLC ADR	2,270	2,045
SONIC HEALTHCARE LTD	952	860
SOUTHERN CO	1,155	1,230
SPECTRA ENERGY CORP-W/I	7,075	8,834
SSE PLC SPON ADR	1,575	1,312
STATOIL ASA ADS	1,551	1,623
SUNCOR ENERGY INC	2,908	2,975
SUNTRUST BKS INC	2,578	5,211
SVENSKA HANDELSBK UNS ADR	1,181	1,078
SWISSCOM AG S/ADR	2,295	1,790
SYNGENTA AG ADS	288	316
T. ROWE PRICE ASSOCIATES	5,584	5,118
TAIWAN SEMICONDUCTOR MFG CO LT	6,130	8,941
TARGET CORPORATION	13,335	13,579
TCW GALILEO TOTAL RETURN BOND	18,064	17,267
TELSTRA CORPORATION	2,184	1,662
TELUS CORP	1,125	1,051
TEMPLETON GLOBAL BD	28,618	27,143
TERNA RETE ELETTRICA	2,306	2,079
TEVA PHARMACEUTICAL INDUSTRIES	4,378	3,408
TEXAS INSTRUMENTS INC	6,942	8,537
THE COCA-COLA CO	7,741	7,960
TJX COMPANIES INC	6,931	9,692
TORCHMARK CORP	1,531	3,467
TOTAL FINA ELF S.A	2,644	2,294
TOYOTA MTR CORP	1,288	1,172
TRACTOR SUPPLY CO COM	7,848	7,354

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TRAVELERS COMPANIES INC	3,281	5,264
UBS AG	2,788	2,601
UNIBAIL RODAMCO SE	2,009	1,783
UNILEVER N V N Y	1,814	1,889
UNILEVER PLC AMER	1,356	1,262
UNION PACIFIC	4,854	7,672
UNITED OVRSEAS BK LTD ADR	1,559	1,266
UNITED PARCEL SERVICE	1,063	1,261
US BANCORP	4,205	7,243
VANGUARD GLOBAL EX-US REAL EST	6,266	6,246
VANGUARD HIGH DIV YIELD	43,961	49,251
VANGUARD MEGA CAP EFT	41,734	45,804
VANGUARD TOTAL STOCK MARKET ET	51,882	58,814
VCA ANTECH INC	5,352	6,110
VENTAS INC	7,365	7,502
VERIZON COMMUNICATIONS	6,302	6,619
VINCI SA ADR	894	1,001
VODAFONE GROUP PLC	2,774	2,052
WAL-MART STORES INC	8,421	8,640
WASTE MANAGEMENT INC	888	1,276
WEC ENERGY GROUP, INC	8,914	10,381
WELLS FARGO & CO	13,116	16,147
WELLTOWER INC	2,755	2,610
WESTPAC BANKING CP	1,483	1,338
WH GROUP LIMITED	3,037	3,766
WHOLE FOODS MARKET, INC	4,014	3,907
WOLTERS KLUWER S/ADR	1,529	1,452
WPP PLC NEW/ADR	3,108	3,541
YAHOO JAPAN CORP	2,279	2,254

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TY 2016 Other Expenses Schedule

Name: The F2 Family Foundation Inc

EIN: 32-0046917

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	15,830			15,830
Bank Charges	293	293		
State or Local Filing Fees	25			25

TY 2016 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	18,970	18,970		

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491146005057

TY 2016 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 2016	700			
990-PF Excise Tax for 2015	169			
Foreign Tax Paid	980	980		

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

2016

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	$ 24,526	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
The F2 Family Foundation Inc

Employer identification number
32-0046917

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

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2U INC TWOU, 411 sh	$ 11 947	2016-06-07

(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	GIGAMON INC GIMO, 405 sh	$ 12 579	2016-05-25

(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