

For calendar year 2018, or tax year beginning 12-01-2018, and ending 11-30-2019

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 STE 3100 NO 3100		Room/suite	B Telephone number (see instructions) (210) 408-2721
City or town, state or province, country, and ZIP or foreign postal code AUSTIN, TX 78701		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 105,984,878	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u>(Part I, column (d) must be on cash basis)</u>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities . . .	22,265,388	22,265,388		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-50,025			
	b Gross sales price for all assets on line 6a 3,060,544				
	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				
Operating and Administrative Expenses	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	22,215,363	22,265,388		
	13 Compensation of officers, directors, trustees, etc	355,026	5,000		350,026
	14 Other employee salaries and wages	306,643	0		306,643
	15 Pension plans, employee benefits	6,913	0		6,913
	16a Legal fees (attach schedule)	340,782	17,039		323,743
	b Accounting fees (attach schedule)	39,412	0		39,412
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	1,735,948	0		1,735,948
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy	75,358	0		75,358
	21 Travel, conferences, and meetings	467,517	0		467,517
	22 Printing and publications	5,771	0		5,771
	23 Other expenses (attach schedule)	2,816,309	0		2,816,309
	24 Total operating and administrative expenses. Add lines 13 through 23	6,149,679	22,039		6,127,640
	25 Contributions, gifts, grants paid	30,455,000			30,455,000
	26 Total expenses and disbursements. Add lines 24 and 25	36,604,679	22,039		36,582,640
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-14,389,316			
	b Net investment income (if negative, enter -0-)		22,243,349		
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	23,216,523	12,576,701	12,576,701
	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 (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	397,072		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	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)	136,534,932	133,608,919	93,408,177
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	199,387	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	160,347,914	146,185,620	105,984,878	
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 ▶ _____)	34,672	90,467	
	23	Total liabilities (add lines 17 through 22)	34,672	90,467	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	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	160,313,242	146,095,153	
30	Total net assets or fund balances (see instructions)	160,313,242	146,095,153		
31	Total liabilities and net assets/fund balances (see instructions) .	160,347,914	146,185,620		

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	160,313,242
2	Enter amount from Part I, line 27a	2	-14,389,316
3	Other increases not included in line 2 (itemize) ▶ _____	3	171,227
4	Add lines 1, 2, and 3	4	146,095,153
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	146,095,153

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 See Additional Data Table			
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 See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) <div style="float: right; font-size: small;"> { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	-50,025
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))
2017	25,744,544	112,613,967	0 228609
2016	18,621,934	98,830,389	0 188423
2015	161,562,440	126,907,149	1 273076
2014	59,854,084	182,314,902	0 328301
2013	0	4,925,000	0 000000
2 Total of line 1, column (d)			2 2 018409
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years			3 0 403682
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5			4 113,880,634
5 Multiply line 4 by line 3			5 45,971,562
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 222,433
7 Add lines 5 and 6			7 46,193,995
8 Enter qualifying distributions from Part XII, line 4			8 36,582,640

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	444,867
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	444,867
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	444,867
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	834,480
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	834,480
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	1,717
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	387,896
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ▶ 387,896 Refunded ▶	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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
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 ▶ \$ _____ 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	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, 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 .	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 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11	Yes	
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? Website address ► WWW.FUND2FOUNDATION.ORG	13	Yes	
14	The books are in care of ► FUND II FOUNDATION Telephone no ► (512) 621-5942			
	Located at ► 401 CONGRESS AVENUE SUITE 3100 AUSTIN TX ZIP+4 ► 78701			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2018, 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	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ► SZ		Yes	

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.	1b		No
	Organizations relying on a current notice regarding disaster assistance check here.			<input type="checkbox"/>
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2018 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 2018).	3b		No
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 2018?	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		Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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. ▶ <input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	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			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WENDELL LAYNE III 401 CONGRESS AVE STE 3100 AUSTIN, TX 78701	PROGRAM MANAGER 40 00	141,667	1,813	0
PAIGE BURTON 401 CONGRESS AVE STE 3100 AUSTIN, TX 78701	PROGRAM MANAGER 40 00	90,000	2,719	0
IVANA JACKSON 401 CONGRESS AVE STE 3100 AUSTIN, TX 78701	PROGRAM MANAGER 40 00	87,500	2,623	0
Total number of other employees paid over \$50,000. ▶				0

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
CINCHAPI INC 1888 EMERY ST NW UNIT 457 ATLANTA, GA 30318	CONSULTING	546,200
POLSINELLI PC 900 W 48TH PLACE SUITE 900 KANSAS CITY, MO 64112	LEGAL	200,222
KIRKLAND & ELLIS LLP 300 N LA SALLE DR CHICAGO, IL 60654	LEGAL	130,139
JAGWIRE CLOUD TECHNOLOGIES 260 WEST STEARNS ST RAHWAY, NY 07065	IT CONSULTING	113,100
TORCH ENTERPRISES INC 3225 MCLEOD DRIVE STE 100 LAS VEGAS, NV 89121	CONSULTING	112,500
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 _____ _____ _____	
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. ▶	0

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	95,051,843
b	Average of monthly cash balances.	1b	20,563,014
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	115,614,857
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	115,614,857
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,734,223
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	113,880,634
6	Minimum investment return. Enter 5% of line 5.	6	5,694,032

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	5,694,032
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	444,867
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	444,867
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	5,249,165
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	5,249,165
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	5,249,165

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	36,582,640
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	36,582,640
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	36,582,640

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				5,249,165
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				155,418,051
d From 2016.				14,170,791
e From 2017.				20,948,322
f Total of lines 3a through e.	190,537,164			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 36,582,640				
a Applied to 2017, 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 2018 distributable amount.				5,249,165
e Remaining amount distributed out of corpus	31,333,475			
5 Excess distributions carryover applied to 2018 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	221,870,639			
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 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				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 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	221,870,639			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				155,418,051
c Excess from 2016.				14,170,791
d Excess from 2017.				20,948,322
e Excess from 2018.				31,333,475

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 2018, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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 foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

PAIGE BURTON
401 CONGRESS AVE
AUSTIN, TX 78701
(512) 730-2426

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

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

c Any submission deadlines

NONE

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

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 4) MUSIC EDUCATION, PARTICULARLY IN PRIMARY AND SECONDARY SCHOOLS, TO NOURISH TALENT AND THE SOUL 5) SUSTAINING AMERICAN VALUES OF ENTREPRENEURSHIP, EMPOWERMENT, INNOVATION AND SECURITY

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2018)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
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) (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

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.

Sign Here	*****	2020-07-10	*****	May the IRS discuss this return with the preparer shown below? (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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 <input type="checkbox"/>	PTIN
	SHERRILL L MORALES		2020-07-08		P00178137
	Firm's name ▶ ATCHLEY & ASSOCIATES LLP Firm's address ▶ 1005 LA POSADA DRIVE AUSTIN, TX 78752				

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 HSBC USA INC BOND	P	2014-06-23	2019-06-24
1 UNITED STATES TREAS NT BOND	P	2018-07-15	2019-07-15
AMERICA INT'L GROUP INC BOND	P	2014-07-16	2019-07-16
ROYAL BK CDA GBL BOND	P	2016-07-29	2019-07-29
AETNA INC BOND	P	2011-05-20	2019-08-15
AUSTRALIA & NEW ZEALAND BKG GRP LTD	P	2014-06-13	2019-06-13
PRUDENTIAL FINL INC SR MTN	P	2009-06-08	2019-06-17
WATERFALL INTERNATIONAL	P	2008-01-01	2019-02-20
SALE OF PROPERTY	P	2001-01-01	2019-05-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
250,000		251,930	-1,930
1,550,000		1,550,000	0
250,000		252,418	-2,418
250,000		250,000	0
258,593		265,645	-7,052
250,000		252,588	-2,588
250,000		274,552	-24,552
		13,436	-13,436
1,951			1,951

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-1,930
			0
			-2,418
			0
			-7,052
			-2,588
			-24,552
			-13,436
			1,951

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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	Expense account, (e) other allowances
ALEXANDRA SOPHIE TOD	DIRECTOR 1 00	25,000	0	0
401 CONGRESS AVE STE 3100 AUSTIN, TX 78701				
ANTHONY C SPIKES	TREASURER/DIRECTOR 2 00	25,000	0	0
401 CONGRESS AVE STE 3100 AUSTIN, TX 78701				
DAFNA TAPIERO	DIRECTOR/SECRETARY 2 00	25,000	0	0
401 CONGRESS AVE STE 3100 AUSTIN, TX 78701				
VICTORIA KENNEDY	DIRECTOR 1 00	25,000	0	0
401 CONGRESS AVE STE 3100 AUSTIN, TX 78701				
LINDA WILSON	EXECUTIVE DIRECTOR 60 00	245,000	25	0
401 CONGRESS AVE STE 3100 AUSTIN, TX 78701				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ALVIN AILEY DANCE FOUNDATION 405 WEST 55TH STREET NEW YORK, NY 10019	N/A	PC	TO EXPAND THE IMPACT OF VARIOUS DANCE CAMPS	1,000,000
APOLLO THEATER FOUNDATION 253 WEST 125TH STREET NEW YORK, NY 10027	N/A	PC	TO CREATE A PIPELINE FOR YOUTH TO EXPLORE CAREERS IN THE DIGITAL ARTS	250,000
CAFE MOMENTUM1510 PACIFIC AVE DALLAS, TX 75201	N/A	PC	TO SUPPORT INTERNSHIP PROGRAM FOR YOUNG MEN & WOMEN COMING OUT OF JUVENILE FACILITIES	25,000
Total ► 3a				30,455,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CATHEDRAL SPIRES FOUNDATION LIMITED 350 EAST 56TH STREET NEW YORK, NY 10022	N/A	PC	TO SUPPORT THE EDUCATION OF THE STUDENTS OF CATHEDRAL HIGH SCHOOL IN NEW YORK CITY	100,000
CHILDREN'S HOSPITAL OF CHICAGO 225 E CHICAGO AVE PR DEPT BOX 269 CHICAGO, IL 60611	N/A	PC	TO IMPROVE THE LIVES OF MALTREATED CHILDREN	100,000
DISASTER MINISTRIES TEXAS ANNUAL CONFERENCE UMC 5215 MAIN ST HOUSTON, TX 77002	N/A	PC	DONATION FOR THE ANNUAL CONFERENCE	2,000
Total ▶ 3a				30,455,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ECHOING GREEN INC 462 7TH AVENUE 13TH FLOOR NEW YORK, NY 10018	N/A	PC	TO PROVIDE FUNDING TO LAUCH THE GRANTEE'S INCLUSIVE ENTREPRENEURSHIP INITIATIVE	1,000,000
FAIR COUNT INC AR231 165 COURTLAND STREET ATLANTA, GA 30303	N/A	PC	TO MAXIMIZE PARTICIPATION IN THE 2020 CENSUS AND INCREASE CIVIC PARTICIPATION	1,312,000
GLOBAL WILDLIFE CONSERVATION PO BOX 129 AUSTIN, TX 78767	N/A	PC	TO SUPPORT THE EXPANSION OF CLOUD FOREST PROTECTION IN GUATEMALA	2,000,000
Total ▶ 3a				30,455,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
HARLEM EDUCATIONAL ACTIVITIES FUND INC 2090 ADAM CLAYTON POWELL BLVD NEW YORK, NY 10027	N/A	PC	TO OPTIMIZE PROGRAMS AND CAPACITY AT THE HARLEM SITE	1,450,000
HOWARD UNIVERITY THE OFFICE OF THE DEAN OF THE CHAPEL 1851 9TH STREET NW SUITE 313 WASHINGTON, DC 20001	N/A	PC	DONATION	15,000
INTERNATIONAL COALITION IF SITES OF CONSCIENCE 55 EXCHANGE PLACE NO 404 NEW YORK, NY 10005	N/A	PC	TECHNICAL ASSESSMENT OF THE NEEDS OF THE NATIONAL ARCHIVES IN SIERRA LEONE	50,000
Total ▶ 3a				30,455,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
NATIONAL ACADEMY FOUNDATION 218 WEST 40TH STREET 5TH FLR NEW YORK, NY 10018	N/A	PC	TO DELIVER A HIGH-QUALITY CAREER ACADEMY EXPERIENCE ROOTED IN WORK-BASED INTERNSHIP EXPERIENCES	8,000,000
NPOWER 3 METROTECH CENTER MEZZANINE BROOKLYN, NY 11201	N/A	PC	TO EXPAND PROGRAMS IN DETROIT, MI AND NEWARK, NJ	3,500,000
SPHINX ORGANIZATION 400 RENAISSANCE CENTER NO 2550 DETROIT, MI 48243	N/A	PC	TO PROVIDE CLASSICAL MUSIC EDUCATION AND ENRICHMENT	3,000,000
Total ▶ 3a				30,455,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
THE EAGLE ACADEMY FOUNDATION 31 WEST 125TH STREET NEW YORK, NY 10027	N/A	PC	FOR TRAINING AND PROFESSIONAL DEVELOPMENT FOR URBAN SCHOOL DISTRICTS	150,000
THE NEW YORK OPPORTUNITY NETWORK 85 BROAD STREET 6TH FLOOR NEW YORK, NY 10004	N/A	PC	FOR YOUTH PROGRAMS	3,001,000
THE NEW YORK TIMES620 8TH AVENUE NEW YORK, NY 10018	N/A	NC	PROVIDE SUPPORT FOR THE PRINT AND ONLINE MATERIALS FOR THE NY TIMES 1619 PROJECT	500,000
Total ▶ 3a				30,455,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED NEGRO COLLEGE FUND 1805 7TH STREET NW WASHINGTON, DC 20001	N/A	PC	FOR SCHOLARSHIPS AND EDUCATIONAL PURPOSES	500,000
UNIVERSITY OF CALIFORNIA-BERKELEY 1995 UNIVERSITY AVE STE 401 BERKELEY, CA 94704	N/A	PC	TO PROVIDE FUNDING FOR GRANTEE'S NAF FUTURE READY SCHOLARS PROGRAM	4,500,000
Total ▶ 3a				30,455,000

TY 2018 Accounting Fees Schedule**Name:** FUND II FOUNDATION**EIN:** 47-2396669

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	39,412	0		39,412

TY 2018 General Explanation Attachment**Name:** FUND II FOUNDATION**EIN:** 47-2396669**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	PEO	FORM 990 PF PART VIII	FUND II FOUNDATION UTILIZES A PEO FOR PAY ROLL PROCESSING SERVICES ALL PAY ROLL EMPLOYMENT TAX FORMS ARE REPORTED UNDER THE PEO INSTEAD OF FUND II FOUNDATION SIMILARLY , ALL COMPENSATION AMOUNTS LISTED IN PART VIII OF THE 990PF ARE ASSOCIATED WITH THE PEO AND ARE LEASED EMPLOYEES TO FUND II

TY 2018 Investments - Other Schedule**Name:** FUND II FOUNDATION**EIN:** 47-2396669**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
F2F HOLDINGS GRANT 1, LTD.	FMV	1	1
F2F HOLDINGS, LTD.	FMV	127,953,430	87,581,461
US TRUST INVESTMENT	FMV	5,655,488	5,826,715

TY 2018 Legal Fees Schedule**Name:** FUND II FOUNDATION**EIN:** 47-2396669

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	340,782	17,039		323,743

TY 2018 Other Assets Schedule

Name: FUND II FOUNDATION

EIN: 47-2396669

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ESCROW RECEIVABLE - WATERFALL	199,387	0	0

TY 2018 Itemized Other Assets Schedule**Name:** FUND II FOUNDATION**EIN:** 47-2396669**Itemized Other Assets Schedule**

Corporation Name	Corporation EIN	Other Assets Description	Beginning Amount	Ending Amount
FLASH HOLDINGS LLC NKA F2F HOLDINGS GR	98-1258234	OTHER RECEIVABLES - VEPF III EQ LLC	2,384,224	2,371,124

Itemized Other Assets Schedule

Corporation Name	Corporation EIN	Other Assets Description	Beginning Amount	Ending Amount
FLASH HOLDINGS LLC NKA F2F HOLDINGS GR	98-1258234	OTHER RECEIVABLES - VEPF III GP LLC	59,926,311	59,649,696

Itemized Other Assets Schedule

Corporation Name	Corporation EIN	Other Assets Description	Beginning Amount	Ending Amount
FLASH HOLDINGS LLC NKA F2F HOLDINGS GR	98-1258234	OTHER RECEIVABLES - VFF I EQ, LLC	239,977	238,659

Itemized Other Assets Schedule

Corporation Name	Corporation EIN	Other Assets Description	Beginning Amount	Ending Amount
FLASH HOLDINGS LLC NKA F2F HOLDINGS GR	98-1258234	OTHER RECEIVABLES - VFF I GP, LLC	4,387,971	4,376,304

Itemized Other Assets Schedule

Corporation Name	Corporation EIN	Other Assets Description	Beginning Amount	Ending Amount
FLASH HOLDINGS LLC NKA F2F HOLDINGS GR	98-1258234	OTHER RECEIVABLES - VEPF IV EQUITY, LLC	2,637,797	2,623,304

Itemized Other Assets Schedule

Corporation Name	Corporation EIN	Other Assets Description	Beginning Amount	Ending Amount
FLASH HOLDINGS LLC NKA F2F HOLDINGS GR	98-1258234	OTHER RECEIVABLES - VEPF IV GP, LLC	5,292,406	5,494,219

TY 2018 Other Expenses Schedule

Name: FUND II FOUNDATION

EIN: 47-2396669

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IT & SOFTWARE	1,131,359	0		1,131,359
INSURANCE	13,829	0		13,829
PAYROLL SERVICE FEES	11,325	0		11,325
TRAINING	1,589	0		1,589
ADVERTISING	160,370	0		160,370
BANK CHARGES	16,213	0		16,213
MEALS & ENTERTAINMENT	55,453	0		55,453
OFFICE EXPENSES	13,131	0		13,131
SHIPPING & POSTAGE	11,415	0		11,415
MISC	300	0		300

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONTRACT LABOR	39,052	0		39,052
DUES & SUBSCRIPTIONS	3,510	0		3,510
SUPPLIES	24,651	0		24,651
CONSULTANT FEES	1,116,165	0		1,116,165
STIPENDS	105,040	0		105,040
OFFICE EXPANSION AND RELOCATION	72,664	0		72,664
PRIZES AND AWARDS	40,243	0		40,243

TY 2018 Other Increases Schedule

Name: FUND II FOUNDATION

EIN: 47-2396669

Description	Amount
UNREALIZED GAIN	171,227

TY 2018 Other Liabilities Schedule**Name:** FUND II FOUNDATION**EIN:** 47-2396669

Description	Beginning of Year - Book Value	End of Year - Book Value
CREDIT CARD PAYABLE	34,672	90,467

TY 2018 Taxes Schedule**Name:** FUND II FOUNDATION**EIN:** 47-2396669

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	37,006	0		37,006
EXCISE TAXES	1,698,942	0		1,698,942