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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No. 1545-0052

2020

Open to Public Inspection

For calendar year 2020, or tax year beginning 12-01-2020 , and ending 11-30-2021

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)
633 PENNSYLVANIA AVE NW

Room/suite

B Telephone number (see instructions)
(202) 810-7215

City or town, state or province, country, and ZIP or foreign postal code
WASHINGTON, DC 20004

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here............ ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), *line 16*) ▶$ 116,834,403

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	5,519,585	5,519,585		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-19,625			
	b	Gross sales price for all assets on line 6a 2,750,000				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	5,499,960	5,519,585		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	352,000	5,500		346,500
	14	Other employee salaries and wages	503,771	0		503,771
	15	Pension plans, employee benefits	39,982	0		39,982
	16a	Legal fees (attach schedule)	170,664	8,533		162,131
	b	Accounting fees (attach schedule)	85,816	0		85,816
	c	Other professional fees (attach schedule)	1,877,131	0		1,877,131
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	52,501	0		52,501
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	57,156	0		57,156
	21	Travel, conferences, and meetings	22,757	0		22,757
	22	Printing and publications				
	23	Other expenses (attach schedule)	838,712	0		838,712
	24	**Total operating and administrative expenses.** Add lines 13 through 23	4,000,490	14,033		3,986,457
	25	Contributions, gifts, grants paid	8,378,832			8,378,832
	26	**Total expenses and disbursements.** Add lines 24 and 25	12,379,322	14,033		12,365,289
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-6,879,362			
	b	**Net investment income** (if negative, enter -0-)		5,505,552		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	12,011,923	17,215,261	17,215,261
	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			
	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)	133,562,534	122,791,633	99,619,142
	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)	145,574,457	140,006,894	116,834,403
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 ▶)	8,814	18,279	
	23	**Total liabilities**(add lines 17 through 22)	8,814	18,279	
Net Assets or Fund Balances		**Foundations that follow FASB ASC 958, check here** ▶ ☐ **and complete lines 24, 25, 29 and 30.**			
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ ☑ **and complete lines 26 through 30.**			
	26	Capital stock, trust principal, or current funds	0	0	
	27	Paid-in or capital surplus, or land, bldg., and equipment fund	0	0	
	28	Retained earnings, accumulated income, endowment, or other funds	145,565,643	139,988,615	
	29	**Total net assets or fund balances** (see instructions)	145,565,643	139,988,615	
	30	**Total liabilities and net assets/fund balances** (see instructions)	145,574,457	140,006,894	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	145,565,643
2	Enter amount from Part I, line 27a	2	-6,879,362
3	Other increases not included in line 2 (itemize) ▶	3	1,302,334
4	Add lines 1, 2, and 3	4	139,988,615
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 29	6	139,988,615

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	2,750,000		2,769,625	-19,625
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				-19,625
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 | -19,625

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

SECTION 4940(e) REPEALED ON DECEMBER 20, 2019 - DO NOT COMPLETE

1 Reserved

(a) Reserved	(b) Reserved	(c) Reserved	(d) Reserved

2 Reserved	2	
3 Reserved.	3	
4 Reserved	4	
5 Reserved	5	
6 Reserved	6	
7 Reserved	7	
8 Reserved , ...	8	

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	Reserved	1	76,527
c	All other domestic foundations enter 1.39% 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	76,527
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	76,527
6	Credits/Payments:		
a	2020 estimated tax payments and 2019 overpayment credited to 2020	6a	322,741
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	322,741
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	0
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	246,214
11	Enter the amount of line 10 to be: **Credited to 2021 estimated tax** ▶ 246,214 **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)	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. ▶ $ 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 2020 or the taxable year beginning in 2020? 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)

			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	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?	13	Yes	

Website address ▶WWW.FUND2FOUNDATION.ORG

14 The books are in care of ▶FUND II FOUNDATION Telephone no. ▶(202) 810-7215

Located at ▶633 PENNSYLVANIA AVE NW WASHINGTON DC ZIP+4 ▶20004

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 2020, 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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign			

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		No
	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 2020?		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 2020, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2020?	☐ 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 2020 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 2020.)*		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 2020?		4b		No

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

				Yes	No
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	Yes	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
	If "Yes" to 6b, file Form 8870.				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☑ No			
b	If "Yes", did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		
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?	☐ Yes ☑ 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
ROBERT F SMITH 633 PENNSYLVANIA AVE NW WASHINGTON, DC 20004	DIRECTOR 1.00	0	0	0
ANTHONY C SPIKES 633 PENNSYLVANIA AVE NW WASHINGTON, DC 20004	TREASURER/DIRECTOR 2.00	25,000	0	0
DAFNA TAPIERO 633 PENNSYLVANIA AVE NW WASHINGTON, DC 20004	SECRETARY/DIRECTOR 2.00	25,000	0	0
VICTORIA KENNEDY 633 PENNSYLVANIA AVE NW WASHINGTON, DC 20004	DIRECTOR 1.00	25,000	0	0
LORI MALCOLM 633 PENNSYLVANIA AVE NW WASHINGTON, DC 20004	DIRECTOR 1.00	25,000	0	0
LINDA WILSON 633 PENNSYLVANIA AVE NW WASHINGTON, DC 20004	EXECUTIVE DIRECTOR 70.00	252,000	12,000	0
WENDELL LAYNE III 633 PENNSYLVANIA AVE NW WASHINGTON, DC 20004	FOUNDATION MANAGER 40.00	108,960	12,830	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
IVANA JACKSON 633 PENNSYLVANIA AVE NW WASHINGTON,DC 20004	PROGRAM MANAGER 40.00	93,678	15,276	0
PAIGE BURTON 633 PENNSYLVANIA AVE NW WASHINGTON,DC 20004	PROGRAM MANAGER 40.00	88,186	8,819	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	1,501,807
UDEMY INC 600 HARRISON ST SAN FRANCISCO, CA 94107	ONLINE COURSE PROVIDER	210,000
KIRKLAND & ELLIS 300 N LA SALLE DR CHICAGO, IL 60654	LEGAL	120,000
AMBERIMAGE LLC 143 W 16TH ST APT 3D NEW YORK, NY 10026	CONSULTING	109,941
EILEEN ROSS 3118 MARTHAS CHOICE CIR BOWIE, MD 20720	ACCOUNTING	50,625

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 INTERNX - FLAGSHIP INTERNSHIP MATCHING PLATFORM AND CAREER READINESS LEARNING MANAGEMENT SYSTEM.	2,244,846
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**	1,788,970
b	Average of monthly cash balances.		**1b**	13,612,534
c	Fair market value of all other assets (see instructions).		**1c**	99,619,142
d	**Total** (add lines 1a, b, and c).		**1d**	115,020,646
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**	115,020,646
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).		**4**	1,725,310
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		**5**	113,295,336
6	**Minimum investment return.** Enter 5% of line 5.		**6**	5,664,767

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**	5,664,767
2a	Tax on investment income for 2020 from Part VI, line 5.	**2a** 76,527		
b	Income tax for 2020. (This does not include the tax from Part VI.)	**2b**		
c	Add lines 2a and 2b.		**2c**	76,527
3	Distributable amount before adjustments. Subtract line 2c from line 1.		**3**	5,588,240
4	Recoveries of amounts treated as qualifying distributions.		**4**	0
5	Add lines 3 and 4.		**5**	5,588,240
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**	5,588,240

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**	12,365,289
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**	12,365,289
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**	12,365,289

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 2019	(c) 2019	(d) 2020
1 Distributable amount for 2020 from Part XI, line 7				5,588,240
2 Undistributed income, if any, as of the end of 2020:				
a Enter amount for 2019 only.			0	
b Total for prior years: 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2020:				
a From 2015. 155,418,051				
b From 2016. 14,170,791				
c From 2017. 20,948,322				
d From 2018. 31,333,475				
e From 2019. 4,153,296				
f Total of lines 3a through e.	226,023,935			
4 Qualifying distributions for 2020 from Part XII, line 4: ▶ $ 12,365,289				
a Applied to 2019, 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 2020 distributable amount				5,588,240
e Remaining amount distributed out of corpus	6,777,049			
5 Excess distributions carryover applied to 2020. *(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	232,800,984			
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 2019. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2021. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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 2015 not applied on line 5 or line 7 (see instructions) . . .	155,418,051			
9 Excess distributions carryover to 2021. Subtract lines 7 and 8 from line 6a	77,382,933			
10 Analysis of line 9:				
a Excess from 2016 14,170,791				
b Excess from 2017 20,948,322				
c Excess from 2018. . . . 31,333,475				
d Excess from 2019 4,153,296				
e Excess from 2020 6,777,049				

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 2020, 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) 2020	**(b)** 2019	**(c)** 2018	**(d)** 2017	**(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 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
633 PENNSYLVANIA AVE NW
WASHINGTON,DC 20004
(202) 810-7215

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

LETTERS OF INTENT AND APPLICATIONS ARE SUBMITTED ONLINE OR TO THE DC OFFICE - 633 PENNSYLVANIA AVE NW, WASHINGTON, DC 20004 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 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*				
ABUNDANCE OF HOPE 1143 MARTIN LUTHER KING JR WAY SEATTLE,WA 98122	NONE	PC	THANKSGIVING DONATION	10,000
AFRICATOWN HERITAGE PRESERVATION FOUNDATION 2557 GARFIELD ST MOBILE,AL 36610	NONE	PC	THANKSGIVING DONATION	10,000
BENNETT COLLEGE 900 E WASHINGTON ST GREENSBORO,NC 27401	NONE	PC	THANKSGIVING DONATION	10,000
CENTER FOR INNOVATIVE TRAINING OF YOUTH 4910 DREXEL DR XAVIER UNIVERSITY BOX 61 NEW ORLEANS,LA 70125	NONE	PC	HAITI STORM RELIEF AND THANKSGIVING DONATION	35,000
DETROIT JUSTICE CENTER 1420 WASHINGTON BLVD STE 301 DETROIT,MI 48226	NONE	PC	THANKSGIVING DONATION	10,000
FARMWORKERS COORDINATING COUNCIL OF PALM BEACH COUNTY INC 1123 CRESTWOOD BLVD LAKE WORTH,FL 33460	NONE	PC	THANKSGIVING DONATION	5,000
FEEDING SOUTH FLORIDA 2501 SW 32 TERRACE PEMBROKE PARK,FL 33023	NONE	PC	THANKSGIVING DONATION	5,000
IN ARMS REACH INC 160 CONVENT AVE HARRIS HALL BLDG NEW YORK,NY 10031	NONE	PC	THANKSGIVING DONATION	10,000
INTERNATIONAL MEDICAL CORPS 12400 WILSHIRE BLVD SUITE 1500 LOS ANGELES,CA 90025	NONE	PC	RELIEF EFFORSTS IN ETHIOPIA AND HAITI STORM RELIEF	30,000
KNOWLEDGE QUEST 590 JENNETTE PLACE MEMPHIS,TN 38126	NONE	PC	THANKSGIVING DONATION	10,000
LITTLE HERDS 3206 MOSSROCK DR AUSTIN,TX 78757	NONE	PC	THANKSGIVING DONATION	10,000
MK LEVEL PLAYING FIELD INSTITUTE-SMASH 2148 BROADWAY OAKLAND,CA 94612	NONE	PC	THANKSGIVING DONATION	10,000
NATIONAL ACADEMY FOUNDATION 218 WEST 40TH STREET 5TH FLOOR NEW YORK,NY 10018	NONE	PC	WORK WITH DISTRICTS THAT SERVE HIGH CONCENTRATIONS OF AFRICAN AMERICAN STUDENTS TO IMPROVE STEM ACADEMY QUALITY AND STUDENT OUTCOMES.	3,000,000
NATIONAL ENGINEERS WEEK FOUNDATION 1602 BELLE VIEW BLVD 3413 ALEXANDRIA,VA 22307	NONE	PC	FUTURE CITY COMPETITION	10,000
NPOWER INC 55 WASHINGTON ST STE 560 BROOKLYN,NY 11201	NONE	PC	THANKSGIVING DONATION	10,000
OVERTOWN YOUTH CENTER 450 NW 14TH ST MIAMI,FL 33136	NONE	PC	THANKSGIVING DONATION	2,000
PINEY WOODS SCHOOL 5096 HWY 49 SOUTH PINEY WOODS,MS 39148	NONE	PC	THANKSGIVING DONATION	10,000
PRAIRIE VIEW A&M UNIVERSITY 1098 ROAD UNIVERSITY DR PRAIRIE VIEW,TX 77446	NONE	PC	THANKSGIVING DONATION	10,000
ROSIES PLACE 889 HARRISON AVE BOSTON,MA 02118	NONE	PC	THANKSGIVING DONATION	10,000
SEAN WADDELL 5513 DIONE AVENUE LOUISVILLE,KY 40216	NONE	I	STUDENT ACADEMIC DONATION	5,482
STREETWISE PARTNERS INC 222 BROADWAY 19TH FLOOR NEW YORK,NY 10038	NONE	PC	PARTNERSHIP CELEBRATION SPONSORSHIP	10,000
STUDENT FREEDOM INITIATIVE 633 PENNSYLVANIA AVE NW FL 5	NONE	PC	PROMOTE/IMPROVE ACCESS TO HIGHER	5,000,000

WASHINGTON, DC 20004			EDUCATION BY PROVIDING STUDENTS WITH AN ALTERNATIVE TO HIGH-INTEREST LOANS.	
THE BROTHERHOOD SISTER SOL INC 140 HAMILTON PLACE NEW YORK, NY 10031	NONE	PC	THANKSGIVING DONATION	25,000
THE EAGLE ACADEMY FOUNDATION INC 14 WALL STREET SUITE 2004 NEW YORK, NY 10005	NONE	PC	BLACK HISTORY MONTH ESSAY CHALLENGE AND THANKSGIVING DONATION	35,700
THE FRIENDSHIP HOUSE 56 JULIEN AVE SAN FRANCISCO, CA 94103	NONE	PC	THANKSGIVING DONATION	10,000
TOGETHER WE RISE CORPORATION 508 W LAMBERT RD BREA, CA 92821	NONE	PC	STEM KITS	6,500
UNITED NEGRO COLLEGE FUND INC 1805 SEVENTH STREET NW WASHINGTON, DC 20001	NONE	PC	BLACK HISTORY MONTH ESSAY CHALLENGE	16,150
UNITED PLANNING ORGANIZATION 301 RHODE ISLAND AVE NW WASHINGTON, DC 20001	NONE	PC	THANKSGIVING DONATION	10,000
VARIETY OF GREATER KANSAS CITY TENT 8 PO BOX 3446 SHAWNEE, KS 66203	NONE	PC	MEMORIAL FUND FOR VIRGINIA GROSS	10,000
YOUTH MENTORING ACTION NETWORK 200 S EUCLID AVE UPLAND, CA 91786	NONE	PC	THANKSGIVING DONATION	10,000
YOUTH PASSAGEWAYS 1714 FRANKLIN ST 100-337 OAKLAND, CA 94612	NONE	PC	THANKSGIVING DONATION	8,000
ZANMI BENI FOUNDATION INC 6201 RIVIERA DRIVE CORAL GABLES, FL 33146	NONE	PC	HAITI STORM RELIEF	25,000
Total . . . . ▶ **3a**				8,378,832
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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					
4 Dividends and interest from securities			14	5,519,585	
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	-19,625	
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)		0		5,499,960	0

13 **Total.** Add line 12, columns (b), (d), and (e) **13** 5,499,960

(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) (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) (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.

Signature of officer or trustee	Date	Title
	2022-09-02	

May the IRS discuss this return with the preparer shown below (see instr.) ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
ELIZABETH W HELLER		2022-09-02		P00397829

Firm's name ▶ RSM US LLP	Firm's EIN ▶42-0714325
Firm's address ▶ 1250 H STREET SUITE 700 WASHINGTON, DC 20005	Phone no. (202) 293-2200

Additional Data

Return to Form

Software ID:

Software Version:

Form 990PF - Special Condition Description:

Special Condition Description

TY 2020 IRS 990 e-File Render

Name: FUND II FOUNDATION

EIN: 47-2396669

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	85,816	0		85,816

TY 2020 IRS 990 e-File Render

Name: FUND II FOUNDATION

EIN: 47-2396669

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
F2F HOLDINGS GRANT 1, LTD.	AT COST	1	1
F2F HOLDINGS, LTD.	AT COST	122,791,632	99,619,141

TY 2020 IRS 990 e-File Render

Name: FUND II FOUNDATION

EIN: 47-2396669

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	170,664	8,533		162,131

TY 2020 IRS 990 e-File Render

Name: FUND II FOUNDATION

EIN: 47-2396669

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IT & SOFTWARE	574,427	0		574,427
INSURANCE	12,993	0		12,993
PAYROLL SERVICE FEES	13,998	0		13,998
ADVERTISING	68,046	0		68,046
BANK CHARGES	7,296	0		7,296
MISCELLANEOUS EXPENSE	4,277	0		4,277
OFFICE EXPENSE	58,197	0		58,197
SHIPPING & POSTAGE	1,553	0		1,553
EVENT EXPENSE	62,467	0		62,467
DUES & SUBSCRIPTIONS	4,372	0		4,372
SUPPLIES	16,556	0		16,556
STIPENDS	9,560	0		9,560
PRIZES AND AWARDS	2,030	0		2,030
SCHOLARSHIP EXPENSES	2,940	0		2,940

TY 2020 IRS 990 e-File Render

Name: FUND II FOUNDATION

EIN: 47-2396669

Description	Amount
BOOK ADJUSTMENT OF UNREALIZED GAIN/LOSS IN INVESTMENT IN F2F HOLDINGS, LTD	1,269,730
PRIOR PERIOD ADJUSTMENT	32,604

TY 2020 IRS 990 e-File Render

Name: FUND II FOUNDATION

EIN: 47-2396669

Description	Beginning of Year - Book Value	End of Year - Book Value
CREDIT CARD PAYABLE	8,814	18,279

TY 2020 IRS 990 e-File Render

Name: FUND II FOUNDATION

EIN: 47-2396669

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTANT FEES	1,877,131	0		1,877,131

TY 2020 IRS 990 e-File Render

Name: FUND II FOUNDATION

EIN: 47-2396669

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	52,501	0		52,501