Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundatic

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

Note: *The organization may be able to use a copy of this return to satisfy state reporting requirements.*

OMB No. 1545-0052

2001

For calendar year 2001, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of organization: BELDON II FUND

Number and street (or P.O. box number if mail is not delivered to street address): 99 MADISON AVENUE, 8TH FLOOR — Room/suite:

City or town, state, and ZIP code: NEW YORK , NY 10016

A Employer identification number: 38-2756784

B Telephone number: 212-616-5600

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 87,613,861.

J Accounting method: [ ] Cash [X] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	Check ▶ [X] if the foundation is not required to attach Sch. B				
	2 Distributions from split-interest trusts				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,344,881.	4,344,881.		
	5a Gross rents				
	b (Net rental income or (loss))				
	6a Net gain or (loss) from sale of assets not on line 10	15,058,514.			
	b Gross sales price for all assets on line 6a 52,171,044.				
	7 Capital gain net income (from Part IV, line 2)		15,058,514.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-16,289,852.	0.		
	12 **Total.** Add lines 1 through 11	3,113,543.	19,403,395.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	211,747.	52,695.		159,052.
	14 Other employee salaries and wages	851,990.	23,279.		779,896.
	15 Pension plans, employee benefits	190,516.	14,270.		148,394.
	16a Legal fees	72,550.	6,479.		55,458.
	b Accounting fees	34,623.	8,656.		25,968.
	c Other professional fees	752,975.	377,519.		373,493.
	17 Interest				
	18 Taxes	264,089.	5,311.		65,603.
	19 Depreciation and depletion	54,184.	4,839.		
	20 Occupancy	155,144.	13,854.		142,526.
	21 Travel, conferences, and meetings	164,903.	14,726.		151,683.
	22 Printing and publications	15,494.	1,384.		14,110.
	23 Other expenses	414,958.	37,429.		294,555.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,183,173.	560,441.		2,210,738.
	25 Contributions, gifts, grants paid	11,480,645.			11,574,645.
	26 **Total expenses and disbursements.** Add lines 24 and 25	14,663,818.	560,441.		13,785,383.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-11,550,275.			
	b **Net investment income** (if negative, enter -0-)		18,842,954.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

- If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** check this box ▶ [X]

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension,** complete only **Part I** (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time - Must file Original and One Copy.

Type or print. File by the extended due date for filing the return. See instructions.	Name of Exempt Organization: BELDON II FUND	Employer identification number: 38-2756784
	Number, street, and room or suite no. If a P.O. box, see instructions.: 99 MADISON AVEENUE, 8TH FLOOR	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.: NEW YORK , NY 10016	

Check type of return to be filed (File a separate application for each return):

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec. 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- If the organization does **not** have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a **Group Return,** enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the **whole** group, check this box ▶ [ ] . If it is for **part** of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15, 2002.

5 For calendar year 2001 , or other tax year beginning _____ and ending _____.

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
Additional time is needed to compile information needed to file
A complete and accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions ..... $

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 ..... $

c **Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions ..... $

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ [signature] Title ▶ CPA Date ▶ 8/14/02

Notice to Applicant - To Be Completed by the IRS

[X] We have approved this application. Please attach this form to the organization's return.

[ ] We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.

[ ] We **have not** approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting the 10-day grace period.

[ ] We **cannot consider** this application because it was filed after the due date of the return for which an extension was requested.

[ ] Other _____

EXTENSION APPROVED
SEP 0 9 2002
LINDA WEISKOPF, FIELD DIRECTOR
SUBMISSION PROCESSING, OGDEN

By: _____
Director

RECEIVED
373 AUG 1 8 2002 IRS
OGDEN, UT

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month ext... ...ess different than the one entered above.

Type or print	
	Name: Owen J. Flanagan & Co., CPA's
	Number and street (include suite, room, or apt. no.) Or a P.O. box number: 60 E 42nd Street
	City or town, province or state, and country (including postal or ZIP code): New York, NY 10165

123832 07-16-01

Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	677.	438.	438.
	2 Savings and temporary cash investments	4,433,478.	7,496,260.	7,496,260.
	3 Accounts receivable ▶ 697,590.			
	Less: allowance for doubtful accounts ▶		697,590.	697,590.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations Stmt 9	17,987,610.	15,388,876.	15,388,876.
	b Investments - corporate stock Stmt 10	13,058,924.	17,879,968.	17,879,968.
	c Investments - corporate bonds Stmt 11	17,713,009.	17,892,562.	17,892,562.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 12	26,412,318.	27,587,034.	27,587,034.
	14 Land, buildings, and equipment: basis ▶ 935,560.			
	Less: accumulated depreciation ▶ 305,958.	719,287.	629,602.	629,602.
	15 Other assets (describe ▶ Statement 13)	42,689.	41,531.	41,531.
	16 **Total assets** (to be completed by all filers)	80,367,992.	87,613,861.	87,613,861.
Liabilities	17 Accounts payable and accrued expenses		130,731.	
	18 Grants payable	6,329,000.	6,235,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Statement 14)	13,893.	64,095.	
	23 **Total liabilities** (add lines 17 through 22)	6,342,893.	6,429,826.	
Net Assets or Fund Balances	**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	74,025,099.	81,184,035.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	74,025,099.	81,184,035.	
	31 **Total liabilities and net assets/fund balances**	80,367,992.	87,613,861.	

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	74,025,099.
2	Enter amount from Part I, line 27a	2	-11,550,275.
3	Other increases not included in line 2 (itemize) ▶ See Statement 8	3	18,709,211.
4	Add lines 1, 2, and 3	4	81,184,035.
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	81,184,035.

From **990-PF** (2001)

123511
01-24-02

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	See Attached Statement			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	52,171,044.		37,112,530.	15,058,514.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				15,058,514.

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 15,058,514.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 ..... 3 N/A

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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? ..... ☐ Yes ☒ No

If "Yes," the organization 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))
2000	11,363,516.	99,684,036.	.1139953
1999	3,806,499.	104,386,645.	.0364654
1998	1,706,915.	75,242,921.	.0226854
1997	1,101,748.	12,357,970.	.0891528
1996	1,323,158.	12,225,335.	.1082308

2 Total of line 1, column (d)	2	.3705297
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.0741059
4 Enter the net value of noncharitable-use assets for 2001 from Part X, line 5	4	90,810,826.
5 Multiply line 4 by line 3	5	6,729,618.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	188,430.
7 Add lines 5 and 6	7	6,918,048.
8 Enter qualifying distributions from Part XII, line 4	8	13,809,625.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)			
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	188,430.
c	All other domestic organizations 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	188,430.
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	188,430.
6	Credits/Payments:			
a	2001 estimated tax payments and 2000 overpayment credited to 2001	6a 173,866.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 17,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	190,866.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	102.
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	2,334.
11	Enter the amount of line 10 to be: **Credited to 2002 estimated tax** ▶ 2,334. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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 organization in connection with the activities.*			
c	Did the organization file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the organization. ▶ $ 0. (2) On organization managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers. ▶ $ 0.			
2	Has the organization engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the organization 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		X
4a	Did the organization have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the organization have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MICHIGAN, NEW YORK			
b	If the answer is "Yes" to line 7, has the organization 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	X	
9	Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2001 or the taxable year beginning in 2001 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		X
11	Did the organization comply with the public inspection requirements for its annual returns and exemption application?	11	X	

Web site address ▶ WWW.BELDON.ORG

12 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 212-616-5600

Located at ▶ 99 MADISON AVENUE, 8TH FLOOR, NEW YORK, NY ZIP+4 ▶ 10016

13 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 ▶ 13 N/A

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 organization (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 organization 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 page 19 of the instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the organization 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 2001?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a At the end of tax year 2001, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2001? ☐ Yes ☒ No			
If "Yes," list the years ▶ _____, _____, _____, _____.			
b Are there any years listed in 2a for which the organization is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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. ▶ _____, _____, _____, _____.			
3a Did the organization 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 2001 as a result of **(1)** any purchase by the organization 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 organization had excess business holdings in 2001.)* N/A	3b		
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the organization 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 2001?	4b		X
5a During the year did the organization 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 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If you answered "Yes" to 6b, also file Form 8870.			

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

1 List all officers, directors, trustees, foundation managers and their compensation:

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 15		211,747.	8,001.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ERNEST J TOLLERSON, III 99 MADISON AVE, NEW YORK, NY	PROG. OFF. 40	88,066.	4,403.	0.
JULIE A HERMAN 99 MADISON AVE, NEW YORK, NY	PROG OFF 40	83,748.	4,187.	0.
FRANCISCO SANCHEZ 99 MADISON AVE, NEW YORK, NY	40	77,603.	3,880.	0.
CYNTHIA R RENFRO 99 MADISON AVE, NEW YORK, NY	PROG OFF 40	72,199.	3,610.	0.
ANGELICA VELEZ 99 MADISON AVE, NEW YORK, NY	OFF MGR 40	63,749.	3,187.	0.

Total number of other employees paid over $50,000 ▶ 3

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
HEADWATERS GROUP	PROGRAM CONSULTING	150,210.
LICHTMAN, TRISTER, SINGER & ROSS	LEGAL	72,550.
SALOMON SMITH BARNEY WASHINGTON, DC	INVESTMENT ADVICE	366,982.

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
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	87,104,141.
b	Average of monthly cash balances		1b	4,638,458.
c	Fair market value of all other assets		1c	451,133.
d	**Total** (add lines 1a, b, and c)		1d	92,193,732.
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	92,193,732.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,382,906.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	90,810,826.
6	**Minimum investment return.** Enter 5% of line 5		6	4,540,541.

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	4,540,541.
2a	Tax on investment income for 2001 from Part VI, line 5	2a 188,430.		
b	Income tax for 2001. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	188,430.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	4,352,111.
4a	Recoveries of amounts treated as qualifying distributions	4a 0.		
b	Income distributions from section 4947(a)(2) trusts	4b 0.		
c	Add lines 4a and 4b		4c	0.
5	Add lines 3 and 4c		5	4,352,111.
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	4,352,111.

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	13,785,383.
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	24,242.
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	13,809,625.
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	188,430.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	13,621,195.

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 2000	(c) 2000	(d) 2001
1 Distributable amount for 2001 from Part XI, line 7				4,352,111.
2 Undistributed income, if any, as of the end of 2000:				
a Enter amount for 2000 only			0.	
b Total for prior years: 19 ___ ,19 ___ ,19 ___		0.		
3 Excess distributions carryover, if any, to 2001:				
a From 1996				
b From 1997 301,253.				
c From 1998				
d From 1999				
e From 2000 6,633,730.				
f Total of lines 3a through e	6,934,983.			
4 Qualifying distributions for 2001 from Part XII, line 4: ▶ $ 13,809,625.				
a Applied to 2000, 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 2001 distributable amount				4,352,111.
e Remaining amount distributed out of corpus	9,457,514.			
5 Excess distributions carryover applied to 2001 (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	16,392,497.			
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 2000. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2001. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2002				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 1996 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2002.** Subtract lines 7 and 8 from line 6a	16,392,497.			
10 Analysis of line 9:				
a Excess from 1997 301,253.				
b Excess from 1998				
c Excess from 1999				
d Excess from 2000 6,633,730.				
e Excess from 2001 9,457,514.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2001, 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) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year-see page 26 of the 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).)

None

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.

None

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

BELDON II FUND, 99 MADISON AVE 8TH FLOOR
NEW YORK, NY 10016 (212) 616-5600

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

SEE GUIDELINES ATTACHED OR WWW.BELDON.ORG

c Any submission deadlines:

SEE GUIDELINES ATTACHED OR WWW.BELDON.ORG

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

SEE GUIDELINES ATTACHED OR WWW.BELDON.ORG

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED				11574645.
Total ▶ 3a				11574645.
b *Approved for future payment*				6,235,000.
Total ▶ 3b				6,235,000.

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
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	4,344,881.	
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			18	-16,289,852.	
8 Gain or (loss) from sales of assets other than inventory			18	15,058,514.	
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.		3,113,543.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				▶ 13	3,113,543.

(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 organization's exempt purposes (other than by providing funds for such purposes).

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting organization to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other Transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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 organization. If the organization 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
		N/A	

2a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
	N/A	

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: [signature] Date: 11/14/02 Title: Executive Director

Paid Preparer's Use Only

Preparer's signature: [signature] Date: NOV 13 2002 Check if self-employed ☐ Preparer's SSN or PTIN

Firm's name (or yours if self-employed), address, and ZIP code: Owen J Flanagan & Co, 60 East 42nd Street, New York, NY 10165 EIN ▶ Phone no. ▶ 212-682-2783

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	SB 179-10001-18			
b	SB 179-10000-19			
c	SB 179-10002-17			
d	SB 179-10003-16			
e	SB 179-10004-15			
f	SB 179-00466-17			
g	SB 179-00467-16			
h	SB 179-10005-14			
i	SB 179-35070-11			
j	PENDING STEELCASE SALE			
k	MISC AMORTIZATION, ETC	P		
l				
m				
n				
o				

	(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	2,130,516.		2,901,581.	-771,065.
b	11,648.		12,438.	-790.
c	1,072,861.		954,020.	118,841.
d	1,401,209.		2,098,751.	-697,542.
e	183,574.		292,917.	-109,343.
f	10,239,406.		10,161,837.	77,569.
g	20,534,694.		20,115,235.	419,459.
h	364,427.		567,235.	-202,808.
i	14,593,169.		7,451.	14,585,718.
j	1,622,824.		1,065.	1,621,759.
k	16,716.			16,716.
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-771,065.
b				-790.
c				118,841.
d				-697,542.
e				-109,343.
f				77,569.
g				419,459.
h				-202,808.
i				14,585,718.
j				1,621,759.
k				16,716.
l				
m				
n				
o				

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	15,058,514.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BOND PREMIUM AMORT	-50,441.	0.	-50,441.
DIVIDENDS	416,964.	0.	416,964.
INTEREST	3,978,358.	0.	3,978,358.
Total to Fm 990-PF, Part I, ln 4	4,344,881.	0.	4,344,881.

Form 990-PF Other Income Statement 2

Description	Amount
APPRECIATION	-16,289,852.
Total to Form 990-PF, Part I, line 11, Column A	-16,289,852.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LICHTMAN, TRISTER, SINGER & ROSS	72,550.	6,479.		55,458.
To Fm 990-PF, Pg 1, ln 16a	72,550.	6,479.		55,458.

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BOND BEEBE	750.	188.		563.
OWEN J FLANAGAN & CO - AUDIT	12,500.	3,125.		9,375.
MCGUIRE & ASSOC.	21,373.	5,343.		16,030.
To Form 990-PF, Pg 1, ln 16b	34,623.	8,656.		25,968.

Form 990-PF Other Professional Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
HEADWATERS GROUP	150,210.	0.		150,210.
DUNCAN GROUP	14,250.	1,273.		12,977.
DEVELOPMENT RESOURCE GROUP- PRO	26,339.	0.		26,339.
MICRO EDGE - COMPUTER	14,257.	0.		14,257.
HERON ASSOC.- COMPUTER	42,410.	3,787.		38,623.
SPIN PROJECT- PROGRAM	25,000.	0.		25,000.
SMITH BARNEY- INVESTMENT	366,982.	366,982.		0.
VARIOUS CONSTRUCTION	8,636.	771.		7,865.
VARIOUS- EMPLOYEE BENEFITS	24,843.	2,218.		24,564.
OTHER- EMPLOYMENT	27,866.	2,488.		25,378.
PROGRAM CONSULTING	52,182.	0.		48,280.
To Form 990-PF, Pg 1, ln 16c	752,975.	377,519.		373,493.

Form 990-PF Taxes Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL	70,914.	5,311.		65,603.
EXCISE	193,175.	0.		0.
To Form 990-PF, Pg 1, ln 18	264,089.	5,311.		65,603.

Form 990-PF Other Expenses Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
REPAIRS & MAINTENANCE	30,812.	2,752.		28,060.
EQUIPMENT	24,482.	2,186.		22,968.
DUES & SUBSCRIPTIONS	13,527.	1,208.		12,319.
INSURANCE	4,013.	358.		3,655.
TEMP HELP	63,555.	18,912.		44,643.
ANNUAL REPORT	34,248.	0.		34,248.
MEMBERSHIPS	16,206.	0.		16,206.
OFFICE SUPPLIES	14,878.	1,329.		13,549.

POSTAGE	10,773.	962.		9,697.
TELEPHONE, INTERNET, FAX	46,126.	4,119.		42,520.
FOUNDATION PROJECTS	93,588.	0.		66,116.
BANK CHARGES	630.	56.		574.
Amortization	62,120.	5,547.		0.
To Form 990-PF, Pg 1, ln 23	414,958.	37,429.		294,555.

Form 990-PF Other Increases in Net Assets or Fund Balances Statement 8

Description	Amount
RECORD OPENING APPRECIATION	17,968,893.
RECORD OPENING ACCRUALS	740,318.
Total to Form 990-PF, Part III, line 3	18,709,211.

Form 990-PF U.S. and State/City Government Obligations Statement 9

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
	X		15,388,876.	15,388,876.
Total U.S. Government Obligations			15,388,876.	15,388,876.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			15,388,876.	15,388,876.

Form 990-PF Corporate Stock Statement 10

Description	Book Value	Fair Market Value
	17,879,968.	17,879,968.
Total to Form 990-PF, Part II, line 10b	17,879,968.	17,879,968.

Form 990-PF Corporate Bonds Statement 11

Description	Book Value	Fair Market Value
	17,892,562.	17,892,562.
Total to Form 990-PF, Part II, line 10c	17,892,562.	17,892,562.

Form 990-PF Other Investments Statement 12

Description	Book Value	Fair Market Value
ASSET BACKED	25,964,210.	25,964,210.
PENDING TRADES	1,622,824.	1,622,824.
Total to Form 990-PF, Part II, line 13	27,587,034.	27,587,034.

Form 990-PF Other Assets Statement 13

Description	Book Value	Fair Market Value
RENTAL DEPOSITS	37,360.	37,360.
OTHER	4,171.	4,171.
Total to Form 990-PF, Part II, line 15	41,531.	41,531.

Form 990-PF Other Liabilities Statement 14

Description	Amount
PAYROLL	17,135.
FEDERAL EXCISE TAX	30,000.
DEFERRED FEDERAL EXCISE TAX	16,960.
Total to Form 990-PF, Part II, line 22, Column B	64,095.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 15

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
AZADE ARDALI 99 MADISON AVE, 8TH FLOOR NEW YORK, NY 10016	CHIEF OPERATING OFFICER 40	51,727.	0.	0.
WILLIAM J. ROBERTS 99 MADISON AVE, 8TH FLOOR NEW YORK, NY 10016	EXECUTIVE DIRECTOR 40	160,020.	8,001.	0.
PATRICIA BAUMAN 99 MADISON AVE, 8TH FLOOR NEW YORK, NY 10016	TRUSTEE 3	0.	0.	0.
WADE GREENE 99 MADISON AVE, 8TH FLOOR NEW YORK, NY 10016	TRUSTEE 1	0.	0.	0.
RUTH HENNING 99 MADISON AVE, 8TH FLOOR NEW YORK, NY 10016	TRUSTEE 1	0.	0.	0.
JOHN HUNTING 99 MADISON AVE, 8TH FLOOR NEW YORK, NY 10016	PRESIDENT, TREASURER 15	0.	0.	0.
GENE KARPINSKI 99 MADISON AVE, 8TH FLOOR NEW YORK, NY 10016	TRUSTEE 1	0.	0.	0.
LAEL STEGALL 99 MADISON AVE, 8TH FLOOR NEW YORK, NY 10016	TRUSTEE 1	0.	0.	0.
ANN FOWLER WALLACE 99 MADISON AVE, 8TH FLOOR NEW YORK, NY 10016	TRUSTEE 1	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		211,747.	8,001.	0.