

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

2003

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

For calendar year 2003, or tax year beginning

, and ending

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse 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: ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
\$ 70,655,600.J Accounting method: ☐ Cash ☒ Accrual  
☐ Other (specify)

(Part I, column (d) must be on cash basis.)

## Part I Analysis of Revenue and Expenses

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

(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			N/A	
		Check <input checked="" type="checkbox"/> 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	1,438,166.	1,432,589.		Statement 2
	5a	Gross rents				
	b	(Net rental income or (loss))				
	6a	Net gain or (loss) from sale of assets not on line 10	571,401.			Statement 1
	b	Gross sales price for all assets on line 6a	38,910,595.			
	7	Capital gain net income (from Part IV, line 2)		551,664.		
	8	Net short-term capital gain				
	9	Income modifications				
Operating and Administrative Expenses	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	9,082,788.	0.		Statement 3
	12	Total. Add lines 1 through 11	11,092,355.	1,984,253.		
	13	Compensation of officers, directors, trustees, etc.	333,063.	96,821.		236,242.
	14	Other employee salaries and wages	615,723.	4,326.		607,006.
	15	Pension plans, employee benefits	330,766.	52,923.		278,362.
	16a	Legal fees Stmt 4	59,306.	5,931.		50,629.
	b	Accounting fees Stmt 5	33,104.	8,020.		21,920.
	c	Other professional fees Stmt 6	399,353.	366,916.		25,624.
	17	Interest				
	18	Taxes Stmt 7	17,310.	0.		0.
	19	Depreciation and depletion	94,402.	9,440.		
	20	Occupancy	170,303.	17,030.		138,850.
	21	Travel, conferences, and meetings	78,005.	7,801.		54,568.
	22	Printing and publications				
	23	Other expenses Stmt 8	781,850.	18,005.		779,624.
	24	Total operating and administrative expenses. Add lines 13 through 23	2,913,185.	587,213.		2,192,825.
	25	Contributions, gifts, grants paid	12,178,027.			11,603,706.
	26	Total expenses and disbursements. Add lines 24 and 25	15,091,212.	587,213.		13,796,531.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-3,998,857.			
	b	Net investment income (if negative, enter -0-)		1,397,040.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

**Part II Balance Sheets**

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

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	511,072.	237,151.	237,151.	
	2 Savings and temporary cash investments	790,895.	3,783,033.	3,783,033.	
	3 Accounts receivable ▶ 247,420.				
	Less: allowance for doubtful accounts ▶	303,456.	247,420.	247,420.	
	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	8,351,809.	5,631,520.	5,631,520.	
	b Investments - corporate stock Stmt 10	16,556,140.	22,443,728.	22,443,728.	
	c Investments - corporate bonds Stmt 11	9,098,539.	8,181,073.	8,181,073.	
Liabilities	11 Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other Stmt 12	37,744,208.	29,628,631.	29,628,631.	
	14 Land, buildings, and equipment: basis ▶ 937,129.				
	Less: accumulated depreciation ▶ 499,535.	531,997.	437,594.	437,594.	
	15 Other assets (describe ▶ Statement 13)	53,566.	65,450.	65,450.	
	16 Total assets (to be completed by all filers)	73,941,682.	70,655,600.	70,655,600.	
	17 Accounts payable and accrued expenses	145,275.	197,324.		
	18 Grants payable	4,010,000.	4,584,111.		
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶ Statement 14)	2,939.	89,554.		
	23 Total liabilities (add lines 17 through 22)	4,158,214.	4,870,989.		
	Organizations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	69,783,468.	65,784,611.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Organizations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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	69,783,468.	65,784,611.		
	31 Total liabilities and net assets/fund balances	73,941,682.	70,655,600.		

**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	69,783,468.
2 Enter amount from Part I, line 27a	2	-3,998,857.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	65,784,611.
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	65,784,611.

**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 38,910,595.		38,358,931.	551,664.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			551,664.
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 }			2 551,664.
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))
2002	13,692,455.	91,474,884.	.1496854
2001	13,621,195.	90,810,826.	.1499953
2000	11,363,516.	99,684,036.	.1139953
1999	3,806,499.	104,386,645.	.0364654
1998	1,706,915.	75,242,921.	.0226854
2 Total of line 1, column (d)			2 .4728268
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 .0945654
4 Enter the net value of noncharitable-use assets for 2003 from Part X, line 5			4 69,247,641.
5 Multiply line 4 by line 3			5 6,548,431.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 13,970.
7 Add lines 5 and 6			7 6,562,401.
8 Enter qualifying distributions from Part XII, line 4			8 13,796,531.

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 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1 13,970.
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 13,970.
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 13,970.
6 Credits/Payments:		
a 2003 estimated tax payments and 2002 overpayment credited to 2003	6a 18,850.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 18,850.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 4,880.	
11 Enter the amount of line 10 to be: Credited to 2004 estimated tax 4,880. 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?		X
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 organization in connection with the activities.		X
c Did the organization file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the 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.		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		X
4a Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the organization have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MICHIGAN, NEW YORK</u>		
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	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 2003 or the taxable year beginning in 2003 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application? Web site address <u>WWW.BELDON.ORG</u>	X	
12 The books are in care of <u>THE FOUNDATION</u> Telephone no. <u>212-616-5600</u> Located at <u>99 MADISON AVENUE, 8TH FLOOR, NEW YORK, NY</u> ZIP+4 <u>10016</u>		
13 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	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.

**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)? ☐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 2003? ☐**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 2003, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2003? ☐ Yes ☒ NoIf "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**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 2003 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 2003.) ☐ N/A**4a** Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐**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 2003? ☐**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/AOrganizations 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? ☐ 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? ☐

If you answered "Yes" to 6b, also file Form 8870.

Yes No

1b X

1c X

2b

3b

4a X

4b X

5b

6b X

Form 990-PF (2003)

**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		333,063.	49,959.	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
ANITA NAGER 99 MADISON AVE, NEW YORK, NY	PROGRAM OFFICER 40	161,285.	24,194.	
BRIAN SHARBONO 99 MADISON AVE, NEW YORK, NY	PROGRAM OFFICER 40	57,845.	8,671.	
FRANCISCO SANCHEZ 99 MADISON AVE, NEW YORK, NY	MIS 40	87,828.	13,174.	
HOLERI FARUOL 99 MADISON AVE, NEW YORK, NY	GRANTS MGR 40	68,237.	10,236.	
ANGELICA VELEZ 99 MADISON AVE, NEW YORK, NY	OFFICE MGR 40	64,359.	9,654.	
Total number of other employees paid over \$50,000				0

**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
THE BUTTONWOOD PARTNERSHIP	PROGRAM CONSULTING	342,987.
SALOMON SMITH BARNEY WASHINGTON, DC	INVESTMENT ADVICE	299,545.
MAJESTIC INTERNATIONAL	INVESTMENT ADVICE	57,016.
LICHTMAN, TRISTER, SINGER & ROSS	LEGAL	57,508.
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		
<b>Total.</b> 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 64,768,951.
b	Average of monthly cash balances	1b 5,149,797.
c	Fair market value of all other assets	1c 383,426.
d	<b>Total</b> (add lines 1a, b, and c)	1d 70,302,174.
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 70,302,174.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 1,054,533.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 69,247,641.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 3,462,382.

**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 3,462,382.
2a	Tax on investment income for 2003 from Part VI, line 5	2a 13,970.
b	Income tax for 2003. (This does not include the tax from Part VI.)	2b 3,317.
c	Add lines 2a and 2b	2c 17,287.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 3,445,095.
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 3,445,095.
6	Deduction from distributable amount (see instructions)	6 0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 3,445,095.

**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 13,796,531.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 13,796,531.
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 13,970.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6 13,782,561.

**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 2002	(c) 2002	(d) 2003
1 Distributable amount for 2003 from Part XI, line 7				3,445,095.
2 Undistributed income, if any, as of the end of 2002:				
a Enter amount for 2002 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2003:				
a From 1998				
b From 1999				
c From 2000	6,633,730.			
d From 2001	9,457,514.			
e From 2002	9,165,094.			
f Total of lines 3a through e	25,256,338.			
4 Qualifying distributions for 2003 from Part XII, line 4: ▶ \$ 13,796,531.				
a Applied to 2002, 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 2003 distributable amount				3,445,095.
e Remaining amount distributed out of corpus	10,351,436.			
5 Excess distributions carryover applied to 2003 (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	35,607,774.			
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 2002. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2003. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2004				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 1998 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2004. Subtract lines 7 and 8 from line 6a	35,607,774.			
10 Analysis of line 9:				
a Excess from 1999				
b Excess from 2000	6,633,730.			
c Excess from 2001	9,457,514.			
d Excess from 2002	9,165,094.			
e Excess from 2003	10,351,436.			



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> Paid during the year  SEE SCHEDULE ATTACHED #16				11603706.
<b>Total</b>			▶ <b>3a</b>	11603706.
<b>b</b> Approved for future payment  SEE SCHEDULE ATTACHED #16				4,584,111.
<b>Total</b>			▶ <b>3b</b>	4,584,111.



## 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) 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

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

**(2) Purchases of assets from a noncharitable exempt organization**

(3) Rental of facilities, equipment, or other assets

#### (4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

[illegible]

**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	

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.

**Sign Here**

Signature of officer or trustee

Date \_\_\_\_\_

Title

Preparer's  
signature

Firm's name (or yours  
if self-employed),  
address, and ZIP code

Owen J Flanagan & Co  
60 East 42nd Street  
New York, NY 10165

JUL 29 2000

☐ Check if self-employee

Preparer's SSN or PTIN

EIN ►

Phone no. 212-682-2783

Form **990-PF** (2003)

**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	ACCOUNT 00466-17 STMT #18	P		
b	ACCOUNT 00467-16 STMT #19	P		
c	ACCOUNT 10000-19 STMT #20	P		
d	ACCOUNT 10001-18 STMT #21	P		
e	ACCOUNT 10002-17 STMT #22	P		
f	ACCOUNT 10003-16 STMT #23	P		
g	ACCOUNT 10004-15 STMT #24	P		
h	ACCOUNT 12509-11 STMT #25	P		
i	IRONWOOD	P		
j	MAJESTIC PARTNERSHIP	P		
k	MAJESTIC PARTNERSHIP - UBIT PORTION			
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	9,319,444.	8,747,465.	571,979.
b	19,041,797.	18,538,118.	503,679.
c	895,360.	1,266,377.	-371,017.
d	2,588,035.	2,929,059.	-341,024.
e	559,807.	522,976.	36,831.
f	2,072,152.	2,451,969.	-379,817.
g	554,031.	576,328.	-22,297.
h	3,337,312.	3,306,902.	30,410.
i	279,259.		279,259.
j	263,398.		263,398.
k		19,737.	-19,737.
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			571,979.
b			503,679.
c			-371,017.
d			-341,024.
e			36,831.
f			-379,817.
g			-22,297.
h			30,410.
i			279,259.
j			263,398.
k			-19,737.
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	551,664.
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

Form 990-PF      Gain or (Loss) from Sale of Assets      Statement      1

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
ACCOUNT 00466-17 STMT #18				Purchased		
	9,319,444.	8,747,465.	0.	0.	571,979.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
ACCOUNT 00467-16 STMT #19				Purchased		
	19,041,797.	18,538,118.	0.	0.	503,679.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
ACCOUNT 10000-19 STMT #20				Purchased		
	895,360.	1,266,377.	0.	0.	-371,017.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
ACCOUNT 10001-18 STMT #21			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
2,588,035.	2,929,059.	0.	0.	-341,024.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
ACCOUNT 10002-17 STMT #22			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
559,807.	522,976.	0.	0.	36,831.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
ACCOUNT 10003-16 STMT #23			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
2,072,152.	2,451,969.	0.	0.	-379,817.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
ACCOUNT 10004-15 STMT #24			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
554,031.	576,328.	0.	0.	-22,297.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
ACCOUNT 12509-11 STMT #25			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
3,337,312.	3,306,902.	0.	0.	30,410.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
IRONWOOD			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
279,259.	0.	0.	0.	279,259.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
MAJESTIC PARTNERSHIP			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
263,398.	0.	0.	0.	263,398.	

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	571,401.

Form 990-PF	Dividends and Interest from Securities	Statement	2
-------------	--	-----------	---

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
DIVIDENDS	229,077.	0.	229,077.
INTEREST	1,209,089.	0.	1,209,089.
Total to Fm 990-PF, Part I, ln 4	1,438,166.	0.	1,438,166.

Form 990-PF	Other Income	Statement	3
-------------	--------------	-----------	---

Description	Amount
CHANGE IN UNREALIZED APPRECIATION	9,082,788.
Total to Form 990-PF, Part I, line 11, Column A	9,082,788.

Form 990-PF	Legal Fees	Statement	4
-------------	------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LICHTMAN, TRISTER, SINGER & ROSS	57,508.	5,751.		49,011.
WARNER NORCROSS	1,798.	180.		1,618.
To Fm 990-PF, Pg 1, ln 16a	59,306.	5,931.		50,629.

Form 990-PF	Accounting Fees	Statement	5
-------------	-----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EISNER LLP	16,400.	4,100.		12,863.
OWEN J FLANAGAN & CO - AUDIT	15,000.	3,750.		7,500.
PAYCHEX - P/R	1,704.	170.		1,557.
To Form 990-PF, Pg 1, ln 16b	33,104.	8,020.		21,920.

Form 990-PF	Other Professional Fees			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
SPITFIRE STRATEGIES	10,867.	1,087.		4,155.
HERON ASSOC./WILLIAM JAMES LTD	12,597.	1,260.		8,896.
MAJESTY I LP - INVESTMENT	57,016.	57,016.		0.
SMITH BARNEY- INVESTMENT	299,545.	299,545.		0.
VARIOUS- EMPLOYEE BENEFITS	4,033.	403.		3,630.
FIN.	7,500.	7,500.		0.
PROGRAM CONSULTING	6,745.	0.		6,745.
OTHER	1,050.	105.		2,198.
To Form 990-PF, Pg 1, ln 16c	399,353.	366,916.		25,624.

Form 990-PF	Taxes			Statement 7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE	17,310.	0.		0.
To Form 990-PF, Pg 1, ln 18	17,310.	0.		0.

Form 990-PF	Other Expenses			Statement 8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
REPAIRS & MAINTENANCE	26,811.	2,681.		24,044.
EQUIPMENT	34,136.	3,414.		29,418.
INSURANCE	10,607.	1,061.		12,926.
TEMP HELP	1,584.	0.		1,998.
ANNUAL REPORT	10,956.	1,096.		9,860.
MEMBERSHIPS	28,260.	2,826.		34,254.
OFFICE SUPPLIES	43,112.	4,311.		42,274.
OFFICE RENOVATIONS	-14,717.	-1,472.		70,528.
TELEPHONE, INTERNET, FAX	35,968.	3,597.		31,415.
FOUNDATION PROJECTS	600,223.	0.		518,488.
BANK CHARGES	360.	36.		324.
TRAINING	4,550.	455.		4,095.
To Form 990-PF, Pg 1, ln 23	781,850.	18,005.		779,624.

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
STATEMENT #26	X		5,631,520.	5,631,520.
Total U.S. Government Obligations			5,631,520.	5,631,520.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			5,631,520.	5,631,520.

Form 990-PF	Corporate Stock	Statement	10
-------------	-----------------	-----------	----

Description	Book Value	Fair Market Value
STATEMENT #26	22,443,728.	22,443,728.
Total to Form 990-PF, Part II, line 10b	22,443,728.	22,443,728.

Form 990-PF	Corporate Bonds	Statement	11
-------------	-----------------	-----------	----

Description	Book Value	Fair Market Value
STATEMENT #26	8,181,073.	8,181,073.
Total to Form 990-PF, Part II, line 10c	8,181,073.	8,181,073.

Form 990-PF	Other Investments	Statement	12
-------------	-------------------	-----------	----

Description	Book Value	Fair Market Value
ASSET BACKED STMT #26	5,774,846.	5,774,846.
ALTERNATIVE INVESTMENTS STMT #26	23,853,785.	23,853,785.
Total to Form 990-PF, Part II, line 13	29,628,631.	29,628,631.

Form 990-PF	Other Assets	Statement	13
-------------	--------------	-----------	----

Description	Book Value	Fair Market Value
RENTAL DEPOSITS	37,360.	37,360.
OTHER	28,090.	28,090.
Total to Form 990-PF, Part II, line 15	65,450.	65,450.

Form 990-PF	Other Liabilities	Statement	14
-------------	-------------------	-----------	----

Description	Amount
DEFERRED FEDERAL EXCISE TAX	89,554.
Total to Form 990-PF, Part II, line 22, Column B	89,554.

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 Expense Contrib Account
AZADE ARDALI 99 MADISON AVE, 8TH FLOOR NEW YORK, NY 10016	CHIEF OPERATING OFFICER 40	151,042.	22,656.      0.
WILLIAM J. ROBERTS 99 MADISON AVE, 8TH FLOOR NEW YORK, NY 10016	EXECUTIVE DIRECTOR/PRES 40	182,021.	27,303.      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.

BELDON II FUND

38-2756784

JOHN HUNTING  
99 MADISON AVE, 8TH FLOOR  
NEW YORK, NY 10016

CHAIRMAN  
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

VICE-CHAIR  
1

0. 0. 0.

ANN FOWLER WALLACE  
99 MADISON AVE, 8TH FLOOR  
NEW YORK, NY 10016

TRUSTEE  
1

0. 0. 0.

HOLLY SCHADLER  
99 MADISON AVE, 8TH FLOOR  
NEW YORK, NY 10016

TRUSTEE  
1

0. 0. 0.

Totals included on 990-PF, Page 6, Part VIII

<u>333,063.</u>	<u>49,959.</u>	<u>0.</u>
-----------------	----------------	-----------

Application for Extension of Time to File an  
Exempt Organization Return

OMB No. 1545-1709

File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Note:** Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Part I Automatic 3-Month Extension of Time** - Only submit original (no copies needed)

**Note:** Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only ☐  
All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Type or print  File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	BELDON II FUND	38-2756784
	Number, street, and room or suite no. If a P.O. box, see instructions. 99 MADISON AVENUE, 8TH FLOOR	
	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):

- |   |   |                                    |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

- 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 will cover.

- 1 I request an automatic 3-month (6-month, for 990-T corporation) extension of time until August 16, 2004 to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
☒ calendar year 2003 or  
☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

- 3a 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 \$ 15,530.

- b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ 18,850.

- c **Balance Due.** Subtract line 3b from line 3a. 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 \$ 0.

**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 5/12/2004  
 LHA For Paperwork Reduction Act Notice, see instruction Form 8868 (12-2000)