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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation FLINN FOUNDATION		A Employer identification number 86-0421476
Number and street (or P O box number if mail is not delivered to street address) 1802 N. CENTRAL AVENUE		B Telephone number (see instructions) (602) 744-6800
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code PHOENIX, AZ 85004-1506		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 217,422,688.		
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		178,779.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,395,819.	1,395,819.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		9,311,362.			
b Gross sales price for all assets on line 6a 21,071,025.					
7 Capital gain net income (from Part IV, line 2)			12,437,647.		
8 Net short-term capital gain					
9 Income modifications				6,300.	
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 1		1,441,262.	4,935,943.		
12 Total. Add lines 1 through 11		12,327,222.	18,769,409.	6,300.	
13 Compensation of officers, directors, trustees, etc.		755,647.	126,582.		629,065.
14 Other employee salaries and wages		1,631,716.			1,631,716.
15 Pension plans, employee benefits		591,628.	17,550.		574,078.
16a Legal fees (attach schedule) ATCH. 2		13,838.			13,838.
b Accounting fees (attach schedule) ATCH. 3		81,255.	40,627.		40,628.
c Other professional fees (attach schedule) *		441,944.	441,944.		
17 Interest			538,289.		
18 Taxes (attach schedule) (see instructions) ATCH. 5		434,392.	130,544.		553.
19 Depreciation (attach schedule) and depletion		166,170.	16,617.		
20 Occupancy					
21 Travel, conferences, and meetings		66,868.	2,842.		64,026.
22 Printing and publications		51,295.			51,295.
23 Other expenses (attach schedule) ATCH. 6		978,179.	1,923,051.		962,117.
24 Total operating and administrative expenses. Add lines 13 through 23		5,212,932.	3,238,046.		3,967,316.
25 Contributions, gifts, grants paid		2,573,424.			5,450,804.
26 Total expenses and disbursements. Add lines 24 and 25		7,786,356.	3,238,046.	0	9,418,120.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		4,540,866.			
b Net investment income (if negative, enter -0-)			15,531,363.		
c Adjusted net income (if negative, enter -0-)				6,300.	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		56,077.	303,044.	303,044.
	2	Savings and temporary cash investments		2,836,651.	5,034,197.	5,034,197.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶ (attach schedule)				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) ATCH 7		187,582,435.	207,673,464.	207,673,464.
	14	Land, buildings, and equipment basis ▶ 6,491,912.				ATCH 8
		Less accumulated depreciation ▶ (attach schedule) 2,337,225.		4,063,720.	4,154,687.	4,154,687.
	15	Other assets (describe ▶ ATCH 9)		216,585.	257,296.	257,296.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		194,755,468.	217,422,688.	217,422,688.
Liabilities	17	Accounts payable and accrued expenses		153,324.	228,927.	
	18	Grants payable		8,846,246.	5,975,166.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ ATCH 10)		239,000.	380,000.	
	23	Total liabilities (add lines 17 through 22)		9,238,570.	6,584,093.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here. ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted		185,516,898.	210,838,595.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, ▶ <input type="checkbox"/> 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 (see instructions)		185,516,898.	210,838,595.	
	31	Total liabilities and net assets/fund balances (see instructions)		194,755,468.	217,422,688.	

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	185,516,898.
2	Enter amount from Part I, line 27a	2	4,540,866.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	20,780,831.
4	Add lines 1, 2, and 3	4	210,838,595.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	210,838,595.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
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					
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	12,437,647.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the 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))
2012	8,826,695.	187,569,086.	0.047058
2011	7,806,630.	178,347,440.	0.043772
2010	7,564,146.	182,228,894.	0.041509
2009	7,494,822.	162,684,492.	0.046070
2008	7,919,002.	157,744,266.	0.050202
2 Total of line 1, column (d)			0.228611
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			0.045722
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			210,662,805.
5 Multiply line 4 by line 3			9,631,925.
6 Enter 1% of net investment income (1% of Part I, line 27b)			155,314.
7 Add lines 5 and 6			9,787,239.
8 Enter qualifying distributions from Part XII, line 4 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			9,727,898.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	310,627.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	310,627.
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	310,627.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	339,117.	
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	339,117.	
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	28,490.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 28,490. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation 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 foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation 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 foundation 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) <input type="checkbox"/> ARIZONA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.FLINN.ORG				
14	The books are in care of THE FLINN FOUNDATION	Telephone no 602-744-6800		
Located at 1802 N CENTRAL AVENUE PHOENIX, AZ		ZIP+4 85012		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 15				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here N/A		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years 2a		N/A
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	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		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No **5b** X

Organizations relying on a current notice regarding disaster assistance check here ☐ N/A ☒ **6**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No **6b** X

If "Yes," attach the statement required by Regulations section 53.4945-5(d) **ATCH 13**

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No **7b** N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		641,322.	114,325.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		785,286.	182,544.	0

Total number of other employees paid over \$50,000 ☐ **7**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES, LLC BOSTON, MA 02110	INVESTMENT CONSULT.	237,014.
ERNST & YOUNG LLP PHOENIX, AZ 85004	AUDIT & TAX SVC	62,800.

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 SEE ATTACHED STATEMENT 17	
	2,564,983.
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	39,522,979.
b	Average of monthly cash balances	1b	801,015.
c	Fair market value of all other assets (see instructions)	1c	173,546,874.
d	Total (add lines 1a, b, and c)	1d	213,870,868.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	213,870,868.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	3,208,063.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	210,662,805.
6	Minimum investment return. Enter 5% of line 5	6	10,533,140.

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	10,533,140.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	310,627.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	310,627.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	10,222,513.
4	Recoveries of amounts treated as qualifying distributions	4	6,300.
5	Add lines 3 and 4	5	10,228,813.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	10,228,813.

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	9,418,120.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	309,778.
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	9,727,898.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	9,727,898.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				10,228,813.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			761,584.	
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>9,727,898.</u>				
a Applied to 2012, but not more than line 2a			761,584.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				8,966,314.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,262,499.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		0		
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

NOT APPLICABLE

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(1)(3) or		4942(1)(5)
---------------	--	------------

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 invest-
ment 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

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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 STATEMENT 18				5,450,804.
Total			▶ 3a	5,450,804.
b Approved for future payment SEE STATEMENT 18				5,975,163.
Total			▶ 3b	5,975,163.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	1,395,819.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	18	494,738.	18	8,816,624.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b <u>ATCH 16</u>		14,624.		1,426,638.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		509,362.		11,639,081.	
13 Total. Add line 12, columns (b), (d), and (e)					12,148,443.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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?		Yes	No
a Transfers from the reporting foundation 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 foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received			

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here**

Don P. Snider

11/17/14

► VP + CFO

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

KELLI ARCHIBALD

Preparer's signature

Kelli H - Aubalot

Date	
------	--

11/17/14

Check ☐ if self-employed

PTIN

P00180332

Firm's name	▶ ERNST & YOUNG U.S. LLP
-------------	--------------------------

Firm's EIN ▶ 34-6565596

Firm's address ► TWO NORTH CENTRAL AVENUE, STE 2300
PHOENIX, AZ

85004

Phone no 602/322-3000

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2013▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

Name of the organization

FLINN FOUNDATION

Employer identification number

86-0421476

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received
- nonexclusively*
- religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

JSA

3E1251 1 000

4XZ0IE 1546

Name of organization **FLINN FOUNDATION**Employer identification number
86-0421476**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS R. BROWN FAMILY FOUNDATION P.O. BOX 31930 TUCSON, AZ 85751	\$ 178,779.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization **FLINN FOUNDATION**

Employer identification number

86-0421476

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization **FLINN FOUNDATION**

Employer identification number

86-0421476

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry**
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

FORM 990PF, PART I - OTHER INCOME

ATTACHMENT 1

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME PER BOOKS		
PARTNERSHIP K-1 INFORMATION:		
INTEREST INCOME		678,610.
DIVIDEND INCOME		2,706,533.
ROYALTY INCOME		706,312.
ORDINARY INCOME/(LOSS)		478,050.
PORTFOLIO INCOME		363,861.
TAMARACK GAS AND OIL COMPANY - ROYALTIES	1,225.	1,225.
OTHER INCOME	1,352.	1,352.
TOTALS	<u>1,441,262.</u>	<u>4,935,943.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	13,838.			13,838.
TOTALS	<u>13,838.</u>			<u>13,838.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES - TAX RETURN	29,755.	14,878.		14,878.
AUDIT FEES	51,500.	25,749.		25,750.
TOTALS	<u>81,255.</u>	<u>40,627.</u>		<u>40,628.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGER FEES	194,736.	194,736.
CUSTODY FEES	10,627.	10,627.
CONSULTANT FEES	234,321.	234,321.
OTHER INVESTMENT EXPENSE	2,260.	2,260.
TOTALS	<u>441,944.</u>	<u>441,944.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
K-1 FLOW THRU FOREIGN TAX PAID			
NET EXCISE TAX ON INVESTMENTS	433,839.	130,544.	
PROPERTY TAX	553.		553.
TOTALS	<u>434,392.</u>	<u>130,544.</u>	<u>553.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK & PAYROLL FEES	11,884.		11,884.
INSURANCE	67,175.		64,659.
CONSULTING FEES	239,391.	2,516.	239,391.
PROFESSIONAL DEVELOPMENT	3,735.		3,735.
SUBSCRIPTIONS AND REFERENCES	25,124.		25,124.
EQUIPMENT & REPAIRS	78,329.		78,329.
UTILITIES	88,499.		88,499.
OFFICE SUPPLIES	18,231.		18,231.
POSTAGE & SHIPPING	9,594.		9,594.
LANDSCAPE MAINTENANCE	12,133.		12,133.
JANITORIAL SERVICES	20,947.		20,947.
SECURITY	6,266.		6,266.
FILE STORAGE	4,031.		4,031.
BOARD EXPENSES	30,452.	6,090.	24,362.
MEETINGS & PROGRAMS	270,078.		270,078.
TEMPORARY HELP	4,564.		4,564.
PORTFOLIO DEDUCTIONS		1,774,463.	
ROYALTY INTEREST DEPLETION		139,982.	
CASH BASIS ADJUSTMENT			
MISC EXPENSE	87,746.		-7,456.
			87,746.
TOTALS	<u>978,179.</u>	<u>1,923,051.</u>	<u>962,117.</u>

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ADAGE CAPITAL PARTNERS, LP	42,387,842.	42,387,842.
ASIA ALTERNATIVES II(DELAWARE)	74,471.	74,471.
ASIA ALTERNATIVES II	2,694,381.	2,694,381.
BENNETT RESTRUCTURING, LP	4,057,977.	4,057,977.
CANCER PREVENTION PHARM	500,000.	500,000.
CAPITAL DYNAMICS/HRJ VI US LP	2,263,575.	2,263,575.
CITY OF LONDON	8,788,762.	8,788,762.
COMMONFUND INT'L P.E. III, LP	350,004.	350,004.
COMMONFUND IPE V, LP	857,563.	857,563.
COMMONFUND VENTURE PARTNERS VI	495,490.	495,490.
COMMONFUND VP VII, LP	987,906.	987,906.
COMMONFUND VP VIII, LP	1,150,955.	1,150,955.
DAVIDSON KEMPNER L.P.	10,175,803.	10,175,803.
DODGE & COX INCOME FUND	7,738,144.	7,738,144.
ENCAP ENERGY FUND VI-B	166,599.	166,599.
ENCAP ENERGY FUND VIII	1,266,250.	1,266,250.
FARALLON, LP	1,185,037.	1,185,037.
FIRST STATE ASIA PACIFIC, LP	1,523,098.	1,523,098.
FRONTIER SMID CAP GROWTH LP	5,065,476.	5,065,476.
GOLD ETF	1,132,984.	1,132,984.
HRJ VI INTERNATIONAL LP	1,212,781.	1,212,781.
LEGACY VENTURES VI	954,962.	954,962.
LEXINGTON CAP PARTNERS VII, LP	2,064,924.	2,064,924.
LOOMIS SAYLES GLOBAL BOND FUND	5,437,708.	5,437,708.
MERIT ENERGY PARTNERSHIP	6,277,625.	6,277,625.
MFS INTERNATIONAL GROWTH LLC	10,750,051.	10,750,051.
MONTAG & CALDWELL	6,821,034.	6,821,034.
NATURAL GAS PARTNERS IX, LP	2,720,264.	2,720,264.
NEW SOUTH CASH	3,453,819.	3,453,819.
NYES LEDGE OFFSHORE LTD	26,990,040.	26,990,040.
OAKTREE OPPORTUNITIES FD VIII	2,198,223.	2,198,223.
OAKTREE OPPORTUNITIES FUND II,	1,936.	1,936.
OVERLOOK PARTNERS ASIA PACIFIC	4,731,268.	4,731,268.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PARKSTREET PE FUND V	1,187,788.	1,187,788.
RCP SECONDARY FUND II	338,357.	338,357.
ROCKPOINT REAL ESTATE LP	646,802.	646,802.
RS GLOBAL NATURAL RESOURCES	3,575,606.	3,575,606.
SILCHESTER, L.P.	20,595,539.	20,595,539.
TA REALTY VI	197,387.	197,387.
TAMARACK PETROLEUM	1,225.	1,225.
TAP (GRESHAM) COMMODITY FUND	5,739,602.	5,739,602.
TIFF IV, LP	1,594,053.	1,594,053.
TRANSLATIONAL ACCELERATOR	1,050,152.	1,050,152.
TUCKER ANTHONY PE IV PARK ST	934,752.	934,752.
VAN ECK INT'L GOLD FUND	836,278.	836,278.
VANGUARD INTERMED TREASURY	4,498,971.	4,498,971.
TOTALS	<u>207,673,464.</u>	<u>207,673,464.</u>

FLINN FOUNDATION
DECEMBER 31, 2013

86-00421476

PART II, LINE 14 – LAND BUILDING AND EQUIPMENT

LAND	\$ 1,792,529
BUILDING	3,939,019
FURINITURE & FIXTURES	680,364
OTHER	80,000
LESS: ACCUMULATED DEPRECIATION	(2,337,225)
TOTAL	<u>\$ 4,154,687</u> =====

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST AND DIVIDENDS RECEIVABLE	257,296.	257,296.
TOTALS	<u>257,296.</u>	<u>257,296.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
EXCISE TAX LIABILITY - CURRENT	380,000.
TOTALS	<u>380,000.</u>

ATTACHMENT 11

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

CURRENT YEAR UNREALIZED GAINS	
INVESTMENTS NOT INCLUDED IN COLUMN (A)	20,780,831.
TOTAL	<u>20,780,831.</u>

ATTACHMENT 12

FORM 990PF, PART VII-A, LINE 11A-TRANSFERS TO CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT 2,506,539.

CONTROLLED ENTITY'S NAME: THE FLINN FOUNDATION EDU CONFERENCE CTR
CONTROLLED ENTITY'S ADDRESS: 1802 N. CENTRAL AVE.
CITY, STATE & ZIP: PHOENIX, AZ 85004
EIN: N/A

TRANSFER AMOUNT: 544,466.

EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:

PAYMENTS MADE TO OPERATE PROGRAMS AND TRANSFERS OF PROPERTY AND EQUIPMENT

CONTROLLED ENTITY'S NAME: THE FLINN FOUNDATION SCHOLARSHIP PROGRAM
CONTROLLED ENTITY'S ADDRESS: 1802 N. CENTRAL AVE.
CITY, STATE & ZIP: PHOENIX, AZ 85004
EIN: N/A

TRANSFER AMOUNT: 1,962,073.

EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:

PAYMENTS MADE TO OPERATE SCHOLARSHIP PROGRAM

EXPENDITURE RESPONSIBILITY (PART VII-B)

GRANTEE	DATE OF GRANT	AMOUNT OF GRANT	AMOUNT EXPENSED 12/31/2013	DATES OF REPORTS RECEIVED
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ARIZONA BIOINDUSTRY ASSOCIATION	March 2013	5,500	5,500	10/8/13
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PURPOSE OF GRANT: BIOSCIENCE AND MANAGEMENT PROGRAM SUPPORT. GRANTEE HAS NOT
DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT

ARIZONA BIOINDUSTRY ASSOCIATION	May 2013	5,000	0	
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PURPOSE OF GRANT: BIOSCIENCE AND MANAGEMENT PROGRAM SUPPORT. GRANTEE HAS NOT
DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT

WOLFBROWN, LLC	October 2013	20,300	2,130	12/9/13
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PURPOSE OF GRANT: TECHNICAL ADVISING FOR NONPROFIT ARIZONA ARTS ORGANIZATIONS. GRANTEE
HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT

The Flinn Foundation
December 31, 2013
86-0421476
Officers and Directors (Part VIII, Line 1)

<u>Name and Address</u>	<u>Avg. Hours Per Year</u>	<u>Compensation</u>	<u>Employee Benefit Plan</u>	<u>Expense Acct. Allowance</u>
Linda L. Blessing, Ph.D. Director 1802 North Central Ave. Phoenix, AZ 85004	140 Average Hours Yearly	\$20,000	None	None
Drew M. Brown Director 1802 North Central Ave. Phoenix, AZ 85004	140 Average Hours Yearly	\$20,370	None	None
Richard J. Caselli, M.D. Director 1802 North Central Ave. Phoenix, AZ 85004	140 Average Hours Yearly	\$20,333	None	None
David J. Gullen, M.D. Chairman* 1802 North Central Ave. Phoenix, AZ 85004	200 Average Hours Yearly	\$32,592	None	None
Shaun A. Kirkpatrick Director 1802 North Central Ave. Phoenix, AZ 85004	140 Average Hours Yearly	\$20,037	None	None
Rosellen Papp Treasurer 1802 North Central Ave. Phoenix, AZ 85004	140 Average Hours Yearly	\$20,314	None	None
Eric Reiman, M.D. Director 1802 North Central Ave. Phoenix, AZ 85004	140 Average Hours Yearly	\$20,000	None	None
W. Scott Robertson Director 1802 North Central Ave. Phoenix, AZ 85004	140 Average Hours Yearly	\$20,111	None	None

The Flinn Foundation
 December 31, 2013
 86-0421476
 Officers and Directors (Part VIII, Line 1)

<u>Name and Address</u>	<u>Avg. Hours Per Year</u>	<u>Compensation</u>	<u>Employee Benefit Plan</u>	<u>Expense Acct. Allowance</u>
Steven M. Wheeler Vice Chair 1802 North Central Ave. Phoenix, AZ 85004	140 Average Hours Yearly	\$22,370	None	None
Jack B. Jewett President & CEO Assistant Secretary 1802 North Central Ave. Phoenix, AZ 85004	Full Time 2010 Average Hours Yearly	\$270,482	\$79,225	None
Don P. Snider Chief Financial Officer Assistant Treasurer 1802 North Central Ave. Phoenix, AZ 85004	Full Time 2010 Average Hours Yearly	\$174,713	\$35,100	None
	Total	\$641,322	\$114,325	None

*Additional compensation for duties performed in excess of those regularly performed by officers and directors

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES
CATHY MCGONIGLE 1802 N. CENTRAL AVE PHOENIX, AZ 85004	EXEC VICE PRESIDENT 45.00	191,009.	34,080. 0
WILLIAM READ, PHD 1802 N. CENTRAL AVE PHOENIX, AZ 85004	VICE PRESIDENT 45.00	178,409.	29,264. 0
NANCY WELCH 1802 N. CENTRAL AVE PHOENIX, AZ 85004	ASSISTANT VP 45.00	163,709.	43,074. 0
BRADLEY HALVORSEN 1802 N. CENTRAL AVE PHOENIX, AZ 85004	VICE PRESIDENT 45.00	154,609.	46,305. 0
LISA BAKER 1802 N. CENTRAL AVE PHOENIX, AZ 85004	ASSISTANT VP 45.00	97,550.	29,821. 0
TOTAL COMPENSATION		785,286.	182,544. 0

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER INCOME					
TAMARACK PETROLEUM			14	1,352.	
ROYALTIES			18	1,225.	
PARTNERSHIP NET					
PORTFOLIO INCOME		14,624.	18	1,424,061.	
TOTALS		14,624.		1,426,638.	

The Flinn Foundation
December 31, 2013
86-0421476

Direct Charitable Activities (Part IX-A)

1. Biomedical Research and Medical Education

The Foundation's historical focus on the bioscience expanded when its Board of Directors voted to focus its entire healthcare funding on this area over the next 10 years. In 2002, the Foundation issued its largest grant ever - \$15 million – for the start-up costs of the Translational Genomics Research Institute, a collaborative research entity that partners with Arizona's public universities, research institutes, research hospitals, and others. In 2005, the Foundation issued an additional grant of \$9 million in support of TGen's ongoing research efforts in the field of protein analysis. In 2007, the Foundation awarded an additional \$10 million to TGen to support the Partnership for Personalized Medicine, a collaborative personalized-medicine research initiative involving TGen, the Biodesign Institute of Arizona State University, and the Fred Hutchinson Cancer Research Center.

\$973,324

2. Flinn Scholars

In partnership with Arizona's public universities the Foundation awards 20 full-cost scholarships to Arizona's top high school seniors for 8 semesters of study at one of three state universities. The Foundation supplements the direct cost of campus study through career counseling, cultural and group activities, and travel to Hungary and Romania to participate in a three-week seminar on NATO and the European Economic Union.

\$528,195

3. Conference Program

The Flinn Foundation owns and operates a conference facility that it makes available at no cost to qualified nonprofit organizations, and to convene business, government, and charitable organizations sharing common charitable objectives with the Foundation.

\$177,116

The Flinn Foundation
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Direct Charitable Activities (Part IX-A)

4. Civic Leadership

The Flinn Foundation supports and administers the Arizona Center for Civic Leadership, a three-pronged program to strengthen civic leadership in Arizona. A primary component of the Center is the Flinn-Brown Civic Leadership Academy, which aims to develop future state-level leaders through nonpartisan, objective seminars on policy issues, mentorship and other programs. The Center also involves a leadership collaborative to help local and regional leadership programs to develop and work together on a state wide agenda to expand and enhance civic leadership at all levels. An ongoing communications campaign is also included to increase awareness of civic engagement, involvement, and leadership throughout the state. Additional major financial support for the Center is provided by the Thomas R. Brown Foundations

\$886,348

\$2,564,983

For additional information, see the Grant Summary Section of the Foundation's most recent Annual Report (available at www.flinn.org).

THE FLINN FOUNDATION
 EIN: 86-00421476
 FOR THE YEAR ENDED 2013

ATTACHMENT 18

PART XV: GRANTS AND CONTRIBUTIONS

NAME AND ADDRESS OF RECIPIENT	INDIVIDUAL	ORGANIZATIONAL STATUS	FOUNDATION STATUS	PURPOSE OF GRANT	2013 PAYMENTS	BALANCE 12/31/2013
ARIZONA BIOINDUSTRY ASSOCIATION CHANDLER, AZ 85226	NO	MEMBERSHIP- SPONSORED ORGANIZATION	NC	2013 BIOSCIENCE EDUCATION AND NETWORKING EVENTS (EXPENDITURE RESPONSIBILITY GRANT)	5,500	0
ARIZONA BIOINDUSTRY ASSOCIATION CHANDLER, AZ 85226	NO	MEMBERSHIP- SPONSORED ORGANIZATION	NC	THE LIFE SCIENCES ASK THE EXPERTS (EXPENDITURE RESPONSIBILITY GRANT)	0	5,000
ARIZONA CENTER FOR INNOVATION TUCSON, AZ 85747	NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT TECHNICAL SUPPORT PARTICIPATION	25,000	0
ARIZONA COMMUNITY FOUNDATION PHOENIX, AZ 85016	NO	PUBLIC CHARITY	PC	ARIZONA ARTS COMMISSION - ARIZONA PARTICIPATION IN THE CULTURAL DATA PROJECT	12,500	0
ARIZONA COMMUNITY FOUNDATION PHOENIX, AZ 85016	NO	PUBLIC CHARITY	PC	2013 ARIZONA GIVES DAY	10,000	0
ARIZONA GRANTMAKERS FORUM PHOENIX, AZ 85016	NO	MEMBERSHIP- SPONSORED ORGANIZATION	PC	2013 MEMBERSHIP DUES	6,500	0
ARIZONA GRANTMAKERS FORUM PHOENIX, AZ 85016	NO	MEMBERSHIP- SPONSORED ORGANIZATION	PC	2013 ORGANIZATIONAL DEVELOPMENT	8,500	0
ARIZONA SONORA DESERT MUSEUM TUCSON, AZ 85743	NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT TECHNICAL SUPPORT PARTICIPATION	0	2,500
ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	PC	2009 SCHOLARSHIP AWARDS	100,800	0
ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	PC	2010 SCHOLARSHIP AWARDS	201,600	12,600
ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	PC	2011 SCHOLARSHIP AWARDS	220,500	157,500
ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	PC	2012 SCHOLARSHIP AWARDS	302,400	403,200
ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	PC	2013 SCHOLARSHIP AWARDS	126,000	378,000
ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	PC	FLINN SCHOLARS EDUCATIONAL TRIP TO CHINA	86,835	28,946
ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	PC	ARIZONA BIOMARKER ALLIANCE	0	750,000

THE FLINN FOUNDATION
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ATTACHMENT 18

PART XV: GRANTS AND CONTRIBUTIONS

NAME AND ADDRESS OF RECIPIENT	INDIVIDUAL	ORGANIZATIONAL STATUS	FOUNDATION STATUS	PURPOSE OF GRANT	2013 PAYMENTS	BALANCE 12/31/2013
ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	PC	MAYQASJ MEDICAL SCHOOL PARTNERSHIP	0	500,000
ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	PC	2013 SCIENCE AND TECHNOLOGY FESTIVAL	15,000	0
ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	PC	MOBILE PERSONALIZED TOOL FOR WEIGHT MANAGEMENT	50,000	50,000
ARIZONA STATE UNIVERSITY TEMPE, AZ 85287	NO	STATE UNIVERSITY	PC	IMPROVING CLINICAL UTILITY OF CA ISOTOPE	50,000	50,000
ARIZONA STATE UNIV FOUNDATION TEMPE, AZ 85287	NO	EDUCATIONAL FOUNDATION	PC	2013-2014 FLINN SCHOLARS ACTIVITIES	3,120	0
BALLET ARIZONA PHOENIX, AZ 85034	NO	PUBLIC CHARITY	PC	ARTS & CULTURE PARTICIPATION ENHANCEMENT	25,000	0
BANNER ALZHEIMERS INSTITUTE PHOENIX, AZ 85006	NO	PUBLIC CHARITY	PC	ALZHEIMER'S PREVENTION INITIATIVE	425,000	1,575,000
BATTELLE MEMORIAL INSTITUTE COLUMBUS, OHIO 43201	NO	PUBLIC CHARITY	PC	ARIZONA BIOMEDICAL & BIOSCIENCE ANALYSIS - PHASE VI	106,676	44,987
BATTELLE MEMORIAL INSTITUTE COLUMBUS, OHIO 43201	NO	PUBLIC CHARITY	PC	ARIZONA BIOMEDICAL & BIOSCIENCE ANALYSIS - PHASE V (2014)	0	32,800
CALA PHOENIX, AZ 85013	NO	PUBLIC CHARITY	PC	2013 EXPAND AND ENRICH AUDIENCE PARTICIPATION	15,000	0
CENTER FOR THE FUTURE PHOENIX, AZ 85004	NO	PUBLIC CHARITY	PC	PROGRAM SUPPORT THROUGH 2015	10,000	20,000
CHILDSPLAY TEMPE, AZ 85281	NO	PUBLIC CHARITY	PC	ARTS AND CULTURE PARTICIPATION ENHANCEMENT	15,000	0
CHILDSPLAY TEMPE, AZ 85281	NO	PUBLIC CHARITY	PC	ARTS AND CULTURE PARTICIPATION ENHANCEMENT II	25,000	0
CONFERENCE OF SOUTHWEST FOUNDATIONS DALLAS, TX 75201	NO	MEMBERSHIP- SPONSORED ORGANIZATION	PC	2013 MEMBERSHIP SUPPORT	3,500	0
CRITICAL PATH INSTITUTE TUCSON, AZ 85718	NO	PUBLIC CHARITY	PC	DEVELOPMENT OF STRATEGIC OPPORTUNITIES	75,000	75,000

THE FLINN FOUNDATION
 EIN: 86-00421476
 FOR THE YEAR ENDED 2013

ATTACHMENT 18

PART XV: GRANTS AND CONTRIBUTIONS

NAME AND ADDRESS OF RECIPIENT	INDIVIDUAL	ORGANIZATIONAL STATUS	FOUNDATION STATUS	PURPOSE OF GRANT	2013 PAYMENTS	BALANCE 12/31/2013
TUCSON MUSEUM OF ART TUCSON, AZ 85701	NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT TECHNICAL SUPPORT PARTICIPATION	0	2,500
TUCSON SYMPHONY ORCHESTRA TUCSON, AZ 85705	NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT TECHNICAL SUPPORT PARTICIPATION	0	2,500
TUCSON SYMPHONY ORCHESTRA TUCSON, AZ 85705	NO	PUBLIC CHARITY	PC	ARTS & CULTURE PARTICIPATION ENHANCEMENT	0	25,000
UNIVERSITY OF ARIZONA TUCSON, AZ 85721	NO	STATE UNIVERSITY	PC	VISITING SCHOLARS PROGRAM MEDICINE - PHOENIX	91,863	208,117
UNIVERSITY OF ARIZONA TUCSON, AZ 85721	NO	STATE UNIVERSITY	PC	PRACTICE PLAN FOR THE COLLEGE OF MEDICINE - PHOENIX	0	45,229
UNIVERSITY OF ARIZONA TUCSON, AZ 85721	NO	STATE UNIVERSITY	PC	ARIZONA AGING AND COGNITION COLLABORATIVE	112,357	87,643
UNIVERSITY OF ARIZONA TUCSON, AZ 85721	NO	STATE UNIVERSITY	PC	DEFINING PULMONARY VIROME AND IMP	149,407	50,593
UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	PC	2009 SCHOLARSHIP AWARDS	37,800	0
UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	PC	2010 SCHOLARSHIP AWARDS	126,000	44,100
UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	PC	2011 SCHOLARSHIP AWARDS	144,900	113,400
UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	PC	2012 SCHOLARSHIP AWARDS	113,400	151,200
UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	PC	2013 SCHOLARSHIP AWARDS	126,000	378,000
UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	PC	2013-2014 SCHOLARS ACTIVITIES	1,920	0
UNIVERSITY OF ARIZONA FOUNDATION TUCSON, AZ 85721	NO	EDUCATIONAL FOUNDATION	PC	2013 BUFFMIRE LECTURE	31,071	0

THE FLINN FOUNDATION
EIN. 86-00421476
FOR THE YEAR ENDED 2013

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PART XV: GRANTS AND CONTRIBUTIONS

NAME AND ADDRESS OF RECIPIENT	INDIVIDUAL	ORGANIZATIONAL STATUS	FOUNDATION STATUS	PURPOSE OF GRANT	2013 PAYMENTS	BALANCE 12/31/2013
DISCOVERY TRIANGLE PHOENIX, AZ 85004	NO	PUBLIC CHARITY	PC	2013 PROGRAM SUPPORT FOR ECONOMIC AND URBAN DEVELOPMENT	15,000	0
FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT CHARITABLE ACTIVITY		2009 SCHOLARSHIP TRAVEL PROGRAM	12,832	0
FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT CHARITABLE ACTIVITY		2010 SCHOLARSHIP TRAVEL PROGRAM	38,634	27,868
FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT CHARITABLE ACTIVITY		2011 SCHOLARSHIP TRAVEL PROGRAM	32,563	59,741
FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT CHARITABLE ACTIVITY		2012 SCHOLARSHIP TRAVEL PROGRAM	48,768	127,232
FLINN FOUNDATION PHOENIX, AZ 85004	NO	DIRECT CHARITABLE ACTIVITY		2013 SCHOLARSHIP TRAVEL PROGRAM	0	160,000
HEALTH RESEARCH ALLIANCE RESEARCH TRIANGLE, NC 27709	NO	MEMBERSHIP- SPONSORED ORGANIZATION	PC	2013 DUES	2,000	0
INSTITUTE FOR INTERNATIONAL EDUCATION NEW YORK, NY 10017	NO	PUBLIC CHARITY	PC	2011 FLINN SCHOLARS EUROPEAN SEMINAR	44,258	0
MAYO CLINIC SCOTTSDALE, AZ 85259	NO	PUBLIC CHARITY	PC	MAYO/ASU MEDICAL SCHOOL PARTNERSHIP	0	500,000
MESA ARTS CENTER FOUNDATION MESA, AZ 85201	NO	PUBLIC CHARITY	PC	ARTS AND CULTURE PARTICIPATION ENHANCEMENT	25,000	0
MESA ARTS CENTER FOUNDATION MESA, AZ 85201	NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT TECHNICAL SUPPORT PARTICIPATION	0	2,500
MESA UNITED WAY MESA, AZ 85201	NO	PUBLIC CHARITY	PC	MATCHING CONTRIBUTION 2013	2,000	0
MUSEUM OF NORTHERN ARIZONA FLAGSTAFF, AZ 86001	NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT TECHNICAL SUPPORT PARTICIPATION	0	2,500
MUSICAL INSTRUMENT MUSEUM PHOENIX, AZ 85050	NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT TECHNICAL SUPPORT PARTICIPATION	0	2,500
NORTHERN ARIZONA TECHNOLOGY AND BUSINESS INCUBATOR FLAGSTAFF, AZ 86001	NO	PUBLIC CHARITY	PC	SUPPORT BIOSCIENCE INCUBATION	25,000	0

THE FLINN FOUNDATION
 EIN: 86-00421476
 FOR THE YEAR ENDED 2013

ATTACHMENT 18

PART XV: GRANTS AND CONTRIBUTIONS

NAME AND ADDRESS OF RECIPIENT	INDIVIDUAL	ORGANIZATIONAL STATUS	FOUNDATION STATUS	PURPOSE OF GRANT	2013 PAYMENTS	BALANCE 12/31/2013
NORTHERN ARIZONA TECHNOLOGY AND BUSINESS INCUBATOR FLAGSTAFF, AZ 86001	NO	PUBLIC CHARITY	PC	SUPPORT BIOSCIENCE INCUBATION	25,000	0
NORTHERN ARIZONA UNIVERSITY FLAGSTAFF, AZ 86011	NO	STATE UNIVERSITY	PC	2010 SCHOLARSHIP AWARDS	18,900	0
NORTHERN ARIZONA UNIVERSITY FLAGSTAFF, AZ 86011	NO	STATE UNIVERSITY	PC	PERSONALIZED AND PRECISION HEALTH MANAGEMENT	100,000	100,000
O'CONNOR HOUSE PHOENIX, AZ 85018	NO	PUBLIC CHARITY	PC	2013 OPERATING SUPPORT	5,000	0
PEW CHARITABLE TRUST PHILADELPHIA, PA 19103	NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT - ARIZONA ARTS ORGANIZATION PARTICIPATION	90,000	0
PHOENIX ART MUSEUM PHOENIX, AZ 85004	NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT TECHNICAL SUPPORT PARTICIPATION	0	2,500
PHOENIX SYMPHONY PHOENIX, AZ 85003	NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT TECHNICAL SUPPORT PARTICIPATION	0	2,500
PHOENIX THEATRE COMPANY PHOENIX, AZ 85004	NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT TECHNICAL SUPPORT PARTICIPATION	0	2,500
PHOENIX ZOO - ARIZONA ZOOLOGICAL SOCIETY PHOENIX, AZ 85008	NO	PUBLIC CHARITY	PC	ARTS & CULTURE PARTICIPATION ENHANCEMENT	0	25,000
SCIENCE FOUNDATION ARIZONA PHOENIX, AZ 85004	NO	PUBLIC CHARITY	PC	2014-2015 PROGRAM SUPPORT	25,000	25,000
SCOTTSDALE CULTURAL COUNCIL SCOTTSDALE, AZ 85251	NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT TECHNICAL SUPPORT PARTICIPATION	0	2,500
THE TRANSLATIONAL GENOMICS RESEARCH INSTITUTE PHOENIX, AZ 85004	NO	PUBLIC CHARITY	PC	PARTNERSHIP FOR PERSONALIZED MEDICINE	1,994,175	0
TECHNICAL DEVELOPMENT CORPORATION	NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT TECHNICAL SUPPORT PARTICIPATION	28,000	28,000
TUCSON MUSEUM OF ART TUCSON, AZ 85701	NO	PUBLIC CHARITY	PC	ARTS & CULTURE PARTICIPATION ENHANCEMENT	25,000	0

THE FLINN FOUNDATION
 EIN: 86-00421476
 FOR THE YEAR ENDED 2013

ATTACHMENT 18

PART XV: GRANTS AND CONTRIBUTIONS

NAME AND ADDRESS OF RECIPIENT	INDIVIDUAL	ORGANIZATIONAL STATUS	FOUNDATION STATUS	PURPOSE OF GRANT	2013	BALANCE
					PAYMENTS	12/31/2013
VALLEY OF THE SUN UNITED WAY PHOENIX, AZ 85014	NO	PUBLIC CHARITY	FC	2013 MATCHING CONTRIBUTIONS	32,375	0
WOLFBROWN, LLC	NO	ARTS CONSULTING FIRM	NC	TECHNICAL ADVISING FOR NONPROFIT ARIZONA ARTS ORGANIZATIONS (EXPENDITURE RESPONSIBILITY GRANT)	2,130	18,170

TOTAL	\$5,450,804	\$6,282,326
LESS DISCOUNT TO PRESENT VALUE	-	-307,163
TOTAL	\$5,450,804	\$5,975,163

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,383,420.		K-1 FLOW THROUGH ST CAPITAL GAINS				P	VAR 2,383,420.	VAR
9,839,632.		K-1 FLOW THROUGH LT CAPITAL GAINS				P	VAR 9,839,632.	VAR
-210,613.		K-1 FLOW THROUGH 1256 LOSS				P	VAR -210,613.	VAR
2,353,425.		NEW SOUTH SMID CAP VALUE 2,123,845.				P	VAR 229,580.	VAR
34,872.		LECACY VENTURES VI				P	VAR 34,872.	VAR
3,940,735.		T. ROWE PRICE NEW ERA FUND 3,750,000.				P	VAR 190,735.	VAR
		LOSS ON FINAL DISPOSITION OF DOVER STREE PROPERTY TYPE: SECURITIES 311,634.				P	VAR -311,634.	VAR
281,655.		GAIN ON FINAL DISPOSITION OF INVESTABLE PROPERTY TYPE: SECURITIES				P	VAR 281,655.	VAR
TOTAL GAIN (LOSS)							<u>12437647.</u>	

THE FLINN FOUNDATION
12/31/2013
PART IV ATTACHMENT

PARTNERSHIP	NET ST CAP GAIN(LOSS)
ADAGE CAPITAL PARTNERS, LP	1,705,440
ASIA ALTERNATIVES CAPITAL PARTNERS II, LP	5,783
BENNETT RESTRUCTURING FUND, LP	62,025
CAPITAL DYNAMICS CHAMPION VENTURES VI , LP	5,565
COMMONFUND INTERNATIONAL PARTNERS V, LP	1,085
COMMONFUND CAPITAL VENTURE PARTNERS VI, LP	1,318
COMMONFUND CAPITAL VENTURE PARTNERS VII, LP	2,741
COMMONFUND CAPITAL VENTURE PARTNERS VIII, LP	119
DAVIDSON KEMPNER INSTUTIONAL PARTNERS LP	85,377
DOVER STREET IV LP	27
EMERGING MARKETS INVESTABLE FUND	6,645
ENCAP ENERGY CAPITAL FUND VIII	(65)
FARALLON CAPITAL INSTUTIONAL PARTNERS, LP	(2)
FIRST STATE INVESTMENTS ASIA PACIFIC LEADERS FUND (DST)	21,860
FRONTIER RESEARCH FUND LP	151,887
INTERNATIONAL PRIVATE EQUITY PARTNERS III, LP	10,925
THE INVESTABLE EMERGING MARKETS COUNTRY FUND	93,388
LEGACY VENTURE VI (QP), LLC	(55)
LEXINGTON CAPITAL PARTNERS VII, LP	610
LOOMIS SAYLES WORLD BOND TRUST	19,282
MFS INTERNATIONAL GROWTH LLC	(19,235)
MONTAG & CALSWELL LARGE CAP GROWTH COMINGLED FUND, LP	37,216
NATURAL GAS PARTNERS IX, LP	4,675
OAKTREE OPPRTUNITIES FUND VIII, LP	3,710
OAKTREE OPPORTUNITIES FUND VIII AIF (DELAWARE), LP	2,034
OVERLOOK PARTNERS FUND LP	31,029
PARK STREET CAPITAL PRIVATE EQUITY FUND V, LP	(369)
ROCKPOINT REAL ESTATE FUND VI, LP	(519)
SILCHESTER INTERNATIONAL INVESTORS TOBACCO FREE INT'L VAUE EQUITY TRI	151,175
TIFF PARTNERS IV, LLC	28
TUCKER ANTHONY PRIVATE EQUITY FUND IV, LP	(279)
TOTAL	2,383,420

PARTNERSHIP	NET LT CAP GAIN(LOSS)
ADAGE CAPITAL PARTNERS, LP	1,993,304
ASIA ALTERNATIVES CAPITAL PARTNERS II, LP	191,424
BENNETT RESTRUCTURING FUND, LP	99,398
CAPITAL DYNAMICS CHAMPION VENTURES VI , LP	112,589
COMMONFUND INTERNATIONAL PARTNERS V, LP	96,553
COMMONFUND CAPITAL VENTURE PARTNERS VI, LP	233,738
COMMONFUND CAPITAL VENTURE PARTNERS VII, LP	108,717
COMMONFUND CAPITAL VENTURE PARTNERS VIII, LP	27,661
DAVIDSON KEMPNER INSTUTIONAL PARTNERS LP	251,110

DOVER STREET IV LP	(202,970)
EMERGING MARKETS INVESTABLE FUND	22,535
ENCAP ENERGY CAPITAL FUND VIII	7,994
FARALLON CAPITAL INSTUTIONAL PARTNERS, LP	(4,637)
FIRST STATE INVESTMENTS ASIA PACIFIC LEADERS FUND (DST)	76,701
FRONTIER RESEARCH FUND LP	312,242
HRJ CAPITAL VC VI INTERNATIONAL, LP	61,326
INTERNATIONAL PRIVATE EQUITY PARTNERS III, LP	268,260
THE INVESTABLE EMERGING MARKETS COUNTRY FUND	558,545
LEGACY VENTURE VI (QP), LLC	29,638
LEXINGTON CAPITAL PARTNERS VII, LP	203,921
LOOMIS SAYLES WORLD BOND TRUST	108,278
MFS INTERNATIONAL GROWTH LLC	1,745,370
MFS INTERNATIONAL GROWTH LLC	(16,405)
MONTAG & CALSWELL LARGE CAP GROWTH COMINGLED FUND, LP	406,203
NATURAL GAS PARTNERS IX, LP	584,734
OCM OPPORTUNITIES FUND II, LP	109
OAKTREE OPPRTUNITIES FUND VIII, LP	111,556
OAKTREE OPPORTUNITIES FUND VIII AIF (DELAWARE), LP	4,638
OVERLOOK PARTNERS FUND LP	422,607
PARK STREET CAPITAL PRIVATE EQUITY FUND V, LP	93,478
ROCKPOINT REAL ESTATE FUND VI, LP	182,381
SILCHESTER INTERNATINAL INVESTORS TOBACCO FREE INT'L VAUE EQUITY TR	1,409,016
TIFF PARTNERS IV, LLC	259,796
TUCKER ANTHONY PRIVATE EQUITY FUND IV, LP	79,822
TOTAL	9,839,632

PARTNERSHIP	SEC. 1256 CONTRACT
ADAGE CAPITAL PARTNERS, LP	(207,354)
ASIA ALTERNATIVES CAPITAL PARTNERS II, LP	100
BENNETT RESTRUCTURING FUND, LP	3,719
COMMONFUND CAPITAL VENTURE PARTNERS VI, LP	14
DAVIDSON KEMPNER INSTUTIONAL PARTNERS LP	111
EMERGING MARKETS INVESTABLE FUND	(635)
THE INVESTABLE EMERGING MARKETS COUNTRY FUND	(1,076)
LEXINGTON CAPITAL PARTNERS VII, LP	(13,944)
OAKTREE OPPRTUNITIES FUND VIII, LP	8,452
TOTAL	(210,613)