2949129700705 5

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: THE ANDREA-MENNEN FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 5508 LINMORE LANE

Room/suite:

City or town, state or province, country, and ZIP or foreign postal code: PLANO, TX 75093

A Employer identification number: 75-2861029

B Telephone number (see instructions): (972) 740-0154

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 ▶ ☐

6

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

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

94

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 5,068,281.

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

3/4

	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)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)	650.			
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	166.	166.		
4	Dividends and interest from securities	111,780.	111,780.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	322,221.			
b	Gross sales price for all assets on line 6a 1,605,850.				
7	Capital gain net income (from Part IV, line 2)		322,221.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	434,817.	434,167.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 1	4,400.			4,400.
c	Other professional fees (attach schedule) [2]	40,664.	38,464.		2,200.
17	Interest				
18	Taxes (attach schedule) (see instructions) [3]	8,487.	2,787.		
19	Depreciation (attach schedule) and depletion	74.			
20	Occupancy				
21	Travel, conferences, and meetings	5,813.			5,813.
22	Printing and publications	4,000.			4,000.
23	Other expenses (attach schedule) ATCH 4	28,890.	692.		28,198.
24	**Total operating and administrative expenses** Add lines 13 through 23	92,328.	41,943.		44,611.
25	Contributions, gifts, grants paid	173,500.			173,500.
26	**Total expenses and disbursements** Add lines 24 and 25	265,828.	41,943.	0	218,111.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	168,989.			
b	**Net investment income** (if negative, enter -0-)		392,224.		
c	**Adjusted net income** (if negative, enter -0-)				

SCANNED FEB 0 3 2016

SCANNED OCT 2 2 2015

Rec in Batching/ Cornes Ogden OCT 2 1 2015

OCT 2

4

1

8

JSA **For Paperwork Reduction Act Notice, see instructions**
4E1410 1 000

9-14642

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			
	2	Savings and temporary cash investments	209,163.	213,565.	213,565.
	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)[5]		239,093.	236,201.
	b	Investments - corporate stock (attach schedule) ATCH 6	3,277,006.	3,318,593.	4,103,464.
	c	Investments - corporate bonds (attach schedule) ATCH 7	288,824.	288,824.	315,051.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 8	316,019.	200,000.	200,000.
	14	Land, buildings, and equipment basis ▶ 825.			ATCH 9
		Less accumulated depreciation (attach schedule) ▶ 825.	74.		
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,091,086.	4,260,075.	5,068,281.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	4,091,086.		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		4,260,075.	
	30	**Total net assets or fund balances** (see instructions)	4,091,086.	4,260,075.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,091,086.	4,260,075.	

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	4,091,086.
2	Enter amount from Part I, line 27a	2	168,989.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,260,075.
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	4,260,075.

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 | 322,221.

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))
2013	217,866.	4,648,231.	0.046871
2012	212,560.	4,285,799.	0.049596
2011	137,234.	4,315,668.	0.031799
2010	111,888.	2,905,862.	0.038504
2009	129,157.	2,196,305.	0.058806

2	**Total** of line 1, column (d) . . .	2	0.225576
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	0.045115
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 . . .	4	5,039,474.
5	Multiply line 4 by line 3 . . .	5	227,356.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	3,922.
7	Add lines 5 and 6 . . .	7	231,278.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	218,111.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter _______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	7,844.
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	7,844.
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	7,844.
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	4,068.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,973.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	8,041.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ 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	197.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 197. **Refunded** ▶			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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	**11**		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.TAMFF.ORG

14 The books are in care of ▶ RUDOLPH G. ANDREA Telephone no ▶ 972-740-0154

Located at ▶ 5508 LINMORE LANE PLANO, TX ZIP+4 ▶ 75093

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ **15**

			Yes	No
16	At any time during calendar year 2014, 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**		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	**1b**		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	**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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	**2b**		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014)*	**3b**		
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 2014?	**4b**		X

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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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 10		0	0	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
NONE				

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

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
NONE		0
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 N/A	
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 . . . . ▶	

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	4,691,069.
b	Average of monthly cash balances	1b	225,148.
c	Fair market value of all other assets (see instructions)	1c	200,000.
d	**Total** (add lines 1a, b, and c)	1d	5,116,217.
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	5,116,217.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76,743.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,039,474.
6	**Minimum investment return.** Enter 5% of line 5	6	251,974.

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	251,974.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	7,844.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	7,844.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	244,130.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	244,130.
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	244,130.

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	218,111.
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	
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	218,111.
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	218,111.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				244,130.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			209,645.	
b Total for prior years 20 12 ,20 11 ,20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 218,111.				
a Applied to 2013, but not more than line 2a			209,645.	
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 2014 distributable amount				8,466.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 *(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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				235,664.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 11

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (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

ATCH 12

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

SEE LINE 2A

c Any submission deadlines

SEE LINE 2A

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

SEE LINE 2A

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*				
ATCH 13				
Total . . . . ▶ 3a				173,500.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

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			14	166.	
4 Dividends and interest from securities			14	111,780.	
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	322,221.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				434,167.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 434,167.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

Sign Here

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

▶ 9-30-15 ▶ PRESiDeNT.

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	09/28/2015		P01345770

Firm's name ▶ FOUNDATION SOURCE

Firm's EIN ▶ 510398347

Firm's address ▶ ONE HOLLOW LN, STE 212
LAKE SUCCESS, NY 11042

Phone no 8008391754

ATTACHMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX RETURN PREPARATION/REVIEW	4,400.			4,400.
TOTALS	4,400.			4,400.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT SERVICES	38,464.	38,464.	
WEBSITE DEVELOPMENT	2,200.		2,200.
TOTALS	40,664.	38,464.	2,200.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2014	2,700.	
990-PF EXTENSION FOR 2013	3,000.	
FOREIGN TAX PAID	2,787.	2,787.
TOTALS	8,487.	2,787.

THE ANDREA-MENNEN FAMILY FOUNDATION

2014

75-2861029

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
CAMERA	12/31/2009	825.	100 000			825	751	825	SL		5 000				74
Less Retired Assets															
Subtotals		825				825	751	825							74
Listed Property															
Less Retired Assets															
Subtotals															
TOTALS		825.				825.	751.	825.							74.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	21,609.		21,609.
ADMINISTRATIVE SET-UP FEE	6,500.		6,500.
BANK CHARGES	692.	692.	
WEBSITE HOSTING/SUPPORT	89.		89.
TOTALS	28,890.	692.	28,198.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDL HOME LN MTG CRPPOOL #Q166	885.	928.
FHLMC A97046 - 4.500% - 02/01/	5,719.	6,172.
FHLMC A97047 - 4.500% - 02/01/	5,495.	5,925.
FHLMC POOL #G08323 - 5.000% -	287.	292.
FNMA - 3.500% - 09/01/2042 - A	20,473.	19,928.
FNMA - 4.500% - 08/01/2040 - P	2,640.	2,762.
FNMA - 6.000% - 09/01/2038 - P	2,680.	2,821.
FNMA POOL #745580 - 5.000% - 0	426.	435.
FNMA POOL #AL2629 - 5.000% - 0	2,651.	2,710.
FNMA POOL #AT3066 3.500% 04/01	4,718.	4,926.
FNMA POOL #AW7104 - 4.50% - 07	794.	796.
FNMA POOL #MA1750 - 5.00% - 12	993.	1,003.
US T BOND - 3.125% - 08/15/204	2,944.	3,230.
US T NTS - 2.375% - 08/15/202	10,840.	11,204.
US T NTS - 0.750% - 10/31/2017	59,751.	59,522.
US T NTS - 2.000% - 11/15/2021	25,130.	25,092.
US T NTS - 3.625% - 02/15/2021	26,192.	26,437.
US TIPS - 0.125% - 07/15/2022	36,755.	33,199.
US TIPS - 2.500% - 01/15/2029	29,720.	28,819.
US OBLIGATIONS TOTAL	239,093.	236,201.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACADIA HEALTHCARE CO INC	15,322.	17,445.
ACCELERON PHARMA INC	5,332.	7,169.
ACTUANT CORP CL A	10,342.	11,005.
ADOBE SYSTEMS, INC.	15,172.	29,080.
AGRIUM INC.	8,530.	8,998.
AKORN INC	13,019.	33,376.
ALBEMARLE CP	3,978.	3,608.
ALCOA INC.	11,043.	20,369.
ALIGN TECHNOLOGY, INC.	3,480.	10,679.
ALLIANZ FIXED INCOME SHARES SE	150,828.	133,044.
ALLIANZ FIXED INCOMESHARES SER	132,873.	130,972.
AMAZON COM	8,330.	9,311.
AMBEV SA	15,825.	13,124.
AMC NETWORKS INC	7,554.	6,377.
AMDOCS LIMITED	4,905.	6,066.
AMER INTERNATIONAL GROUP INC	5,285.	8,738.
AMERICA MOVIL SA	4,918.	4,991.
AMERICAN CAPITAL AGENCY CORP.	4,156.	3,056.
AMERICAN EXPRESS CO	18,279.	24,190.
AMERISOURCEBERGEN CORP	19,940.	32,908.
AMPHENOL CORPORATION	16,639.	17,219.
ANALOG DEVICES INC.	18,504.	21,930.
ANGLOGOLD ASHANTI LTD	12,040.	2,923.
ANHUI CONCH CEM ADR	10,934.	11,249.
ANSYS INC.	17,225.	23,206.
AON PLC	8,829.	17,069.
APACHE CORPORATION	16,405.	12,722.
APOLLO GROUP INC CL A	8,401.	8,186.
APPLE INC.	4,548.	27,043.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
APPLIED MATERIALS INC.	2,320.	3,738.
AUSTRALIA & N Z ADS	8,624.	9,308.
AUTOMATIC DATA PROCESSING INC.	22,434.	22,927.
AVERY DENNISON CORP	3,181.	3,891.
AXIS CAPITAL HOLDINGS LTD	6,841.	10,831.
BAE SYSTEMS PLC	6,328.	9,856.
BANCO BRADESCO S.A. SPONS ADR	10,763.	10,081.
BANKUNITED, INC.	12,287.	13,152.
BARCLAYS PLC ADR	4,495.	4,728.
BEACH ENERGY LTD	5,168.	2,715.
BEACON ROOFING SUPPLY, INC	11,720.	10,536.
BELLE INTL HLDG ADR	1,765.	1,762.
BIODELIVERY SCIENCES INTERNATI	3,703.	3,702.
BIOGEN IDEC INC	15,482.	15,275.
BOC HK HLDGS LTD S/ADR	9,531.	9,515.
BOSTON SCIENTIFIC	2,009.	3,776.
BRITISH SKY ADS	5,045.	4,848.
BROADRIDGE FINANCIAL SOLUTIONS	3,064.	6,003.
BROWN FORMAN CORP CL B	23,120.	22,838.
CA INC.	13,637.	16,199.
CALRSBERG AS SP ADR REP B	7,893.	7,126.
CAMECO CORPORATION	3,970.	3,200.
CAMERON INTERNATIONAL CORP	16,672.	15,485.
CANADIAN NATL RAILWAY CO	9,142.	27,564.
CANADIAN NATURAL RESOURCES LTD	8,627.	8,677.
CAP GEMINI SA UNSP/ADR	3,067.	5,653.
CAPITAL ONE FINANCIAL CORP	7,230.	10,649.
CARDTRONICS INC	10,585.	13,426.
CATAMARAN CORP	17,322.	19,665.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CELGENE CORP	17,990.	33,558.
CENTRICA	9,843.	7,577.
CERNER CORPORATION	31,715.	43,646.
CHARLES SCHWAB CORP	17,337.	30,190.
CHEUNG KONG HLDGS LTD ADR	9,389.	9,146.
CHINA CONSTRUCT UNSPON ADR	9,820.	10,857.
CHINA MOBILE HGK LTD	9,889.	11,117.
CHINA PETRO & CHEM	8,938.	9,478.
CHUBB CORP	2,599.	4,656.
CINEMARK HOLDINGS INC	3,836.	4,803.
CISCO SYSTEMS INC	6,132.	9,737.
CIT GROUP INC	9,563.	9,709.
CITIGROUP INC	15,180.	22,564.
CLARCOR INC	4,310.	7,130.
CLOROX CO	1,712.	2,814.
COACH INC	2,528.	1,690.
COCA-COLA CO	9,658.	10,555.
COLFAX CORPORATION	6,992.	16,554.
COLGATE-PALMOLIVE COMPANY	12,458.	27,676.
COMPANHIA PARANAENSE DE ENERGI	15,999.	11,115.
COPA HOLDINGS S.A.	4,251.	3,835.
COSTCO WHOLESALE CORPORATION	23,106.	28,350.
CVS CAREMARK CORP.	4,176.	12,328.
D R HORTON	4,079.	4,805.
DECKERS OUTDOOR CORPORATION	5,948.	10,014.
DELAWARE DIVERSIFIED INCOME A	107,011.	104,158.
DEUTSCHE BOERSE ADR	3,169.	4,644.
DICE HOLDINGS, INC	10,450.	8,088.
DISCOVERY COMMUNICATIONS CL A	4,274.	4,134.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DNB NOR ASA SPONSOR ADR	3,151.	3,130.
EBAY INC.	39,012.	44,054.
ECOLAB INC	22,761.	22,472.
ELECTRONIC ARTS	3,719.	10,815.
ELLIE MAE INC	4,330.	7,862.
EMC CORP-MASS	16,817.	20,521.
EMERSON ELECTRIC CO.	22,066.	20,680.
ENCANA CORP	3,476.	2,358.
ENDURANCE SPCLTY HLDGS LTD	5,003.	6,582.
ENERGIZER HOLDINGS INC	8,891.	11,570.
ENTERGY CORP	3,265.	3,937.
EOG RESOURCES INC	29,582.	33,145.
EPAM SYSTEMS INC.	13,236.	22,347.
ESTEE LAUDER COMPANIES INC	16,247.	20,193.
EXPEDITORS INTL WASH INC.	2,550.	2,677.
EXPRESS SCRIPTS HOLDING CO.	8,164.	9,314.
FACEBOOK INC	2,847.	3,901.
FASTENAL COMPANY	16,876.	18,073.
FIREEYE INC	12,389.	13,548.
FIRST AMERICAN CORP	3,792.	7,289.
FLIR SYSTEMS INC	4,048.	3,554.
FORD MOTOR COMPANY	8,787.	8,463.
FORTINET INC	38,554.	48,167.
GANNETT CO INC	11,168.	11,814.
GENERAL ELECTRIC CO	15,812.	15,162.
GENERAL MOTORS	23,604.	20,353.
GENUINE PARTS COMPANY	3,547.	6,927.
GLOBUS MEDICAL INC	9,932.	14,310.
GM WARRANT A - EXP 07/10/2016	6,169.	1,931.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GM WARRANT B - EXP 07/10/2019	4,785.	1,309.
GOLDEN AGRI-RESOURCES LTD	11,213.	7,754.
GOOGLE INC CL A	11,710.	18,573.
GOOGLE INC CL C	11,674.	18,424.
GRACE (W.R.) CO.	2,002.	3,816.
GRAINGER W W INC.	16,064.	15,293.
GROUP 1 AUTOMOTIVE INC	13,488.	15,952.
GULFPORT ENERGY CORP	4,866.	6,261.
HAEMONETICS CP	2,985.	3,368.
HARTFORD FINANCIALSERVICES GRO	10,907.	22,763.
HASBRO INC	4,854.	6,049.
HEALTH CARE PPTY INVS INC	3,254.	3,963.
HEALTH CARE REIT INC.	3,400.	5,297.
HESS CORP	11,127.	14,764.
HILTON HOTELS CORP	5,644.	5,975.
HITACHI LTD	8,582.	10,140.
HOME DEPOT INC.	16,512.	22,044.
HOMEAWAY INC.	4,874.	4,467.
HSBC HOLDINGS PLC	15,079.	14,452.
HUNT J B	22,007.	23,169.
ILLINOIS TOOL WORKS	20,621.	25,096.
IMPERIAL TOBACCO GRO	10,783.	12,250.
INGERSOL-RAND PLC	5,847.	10,333.
INGREDION INC.	8,774.	11,029.
INTERCONTINENTAL EXCHANGE, INC	20,495.	25,218.
INTERPUBLIC GROUP OF COS	10,491.	12,524.
INTUITIVE SURGICAL, INC.	8,702.	10,579.
INVENSENSE, INC	10,827.	10,309.
INVESCO PLC	5,067.	7,311.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ISRAEL CHEMICALS LTD	518.	529.
ISUZU MOTORS UNSP/ADR	9,208.	9,234.
ITC HOLDINGS CORP	1,950.	3,032.
JANUS CAPITAL GROUP INC.	2,682.	4,436.
JOHNSON & JOHNSON	23,353.	35,031.
JOY GLOBAL INC.	11,638.	9,769.
JP MORGAN CHASE & CO	10,122.	15,582.
JUNIPER NETWORKS	11,310.	13,615.
KERYX BIOPHARMACEUTICALS	10,971.	10,117.
KOC HOLDINGS AS UNSP/ADR	3,480.	5,067.
KOHLS CORP	4,236.	5,494.
KOMATSU LTD.	5,468.	4,474.
LEIDOS HOLDINGS INC	2,367.	3,046.
LENNAR CORP	3,933.	4,481.
LIBERTY BROADBAND CORP (LBRDK)	2,614.	2,491.
LIBERTY BROADBAND CORP (LBRKR)		95.
LIBERTY GLOBAL INC	5,310.	6,025.
LIBERTY MEDIA CORPORATION	4,194.	4,028.
LKQ CORPORATION	2,849.	12,288.
LOEWS CORP	6,208.	9,160.
LUKOIL HOLDING CO SP/ADR	9,754.	6,136.
LULULEMON ATHLETICA INC	9,812.	7,811.
M&T BANK CORP	2,491.	4,271.
MAGNA INTERNATIONAL INC.	2,572.	6,087.
MAILLINCKRODT PLC	2,879.	25,946.
MANULIFE FIN CORP	7,163.	10,175.
MARKS & SPENCER GRP ADR	8,844.	10,525.
MASCO CORP	7,664.	8,064.
MASTEC INC	14,394.	7,552.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MASTERCARD INC	10,319.	12,062.
MATTELL INC.	2,497.	3,095.
MAXIMUS INC	7,775.	11,791.
MCKESSON CORP	2,999.	8,303.
METHANEX CORPORATION	4,893.	3,391.
METLIFE INC.	8,607.	14,334.
METRO AG	9,142.	8,017.
MICROSOFT CORPORATION	10,099.	17,279.
MIDDLEBY CORPORATION	5,760.	26,559.
MITSUI & COMPANY, LTD. - ADR	10,245.	8,852.
MIZUHO FINANCIAL GRO	6,846.	7,368.
MONRO MUFFLER BRAKE, INC	17,211.	18,612.
MONSANTO CO	20,016.	26,283.
MOTORS LIQ CO GUC TR UBI		385.
MWI VETERINARY SUPPLY, INC	4,683.	19,879.
NATL FUEL GAS CO	4,279.	5,215.
NESTLE S.A.	8,349.	9,484.
NEW YORK COMNTY BANCORP INC.	5,015.	4,880.
NISOURCE INC.	1,330.	2,969.
NORWEGIAN CRUISE LINE HOLDINGS	5,246.	7,388.
NRG ENERGY	14,677.	10,160.
OCCIDENTAL PETROLEUM CORP	13,124.	12,575.
OLD REP INTL CORP	4,137.	4,974.
OMNICELL, INC.	8,321.	17,785.
OMNICOM GROUP	2,262.	4,261.
OPEN TEXT CORP	4,259.	5,185.
ORACLE CORP	11,075.	15,020.
ORANGE	4,803.	7,073.
OWENS CORNING	2,546.	2,865.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PACCAR INC	4,853.	9,385.
PDC ENERGY INC	7,023.	4,746.
PEABODY ENERGY CORP	21,228.	12,036.
PENN VIRGINIA CORP.	7,295.	3,226.
PERRIGO CO PLC	26,636.	29,253.
PERSIMMON PLC ADR	11,094.	12,221.
PETROHAWK ENERGY CORPORATION	5,691.	1,333.
PFIZER INC.	12,386.	17,724.
PHILIP MORRIS INTL	2,125.	4,643.
PHILLIPS 66	8,991.	8,819.
PLUM CREEK TIMBER REIT	8,338.	8,558.
PNC FINANCIAL GROUP INC.	26,617.	29,650.
POPULAR, INC.	6,053.	6,470.
PORTFOLIO RECOVERY ASSOCIATES,	8,029.	21,318.
POTASH CORPORATION OF SASKATCH	7,774.	8,124.
PRAXAIR INC.	4,986.	22,673.
PRICELINE.COM INCORPORATED	36,050.	34,206.
PROOFPOINT INC	6,146.	14,855.
PROSPERITY BANC SHARES, INC	3,865.	5,979.
PT BANK RAKYAT ADR	4,815.	5,204.
QIAGEN NV	7,054.	9,853.
QUALCOMM INC	14,196.	22,299.
QUEST DIAGNOSTICS	4,894.	5,700.
RANGE RESOURCES CORP DEL	5,844.	4,276.
RAYTHEON CO.	3,570.	9,519.
REALOGY HOLDINGS CORP	6,318.	6,674.
REGAL ENTERTAINMENT	4,100.	5,767.
RENAISSANCERE HOLDINGS LTD	4,160.	5,444.
RIO TINTO PLC SPONSORED ADR	9,961.	8,291.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ROCKWELL COLLINS INC	4,538.	5,914.
ROYAL DUTCH SHELL PLC	23,741.	23,433.
SAGE GROUP PLC UNS/ADR	4,173.	6,250.
SANCHEZ ENERGY CORPORATION	11,522.	4,283.
SANOFI-AVENTIS SPONSORED ADR	30,654.	32,976.
SAPIENT CORPORATION	7,174.	11,296.
SASOL LTD	13,548.	11,163.
SCHLUMBERGER LTD	22,398.	29,894.
SEACHANGE INTERNATIONAL, INC	5,988.	3,235.
SHUTTERFLY, INC.	10,090.	9,174.
SIEMENS AG	6,813.	9,408.
SILICON LABORATORIES, INC	10,257.	12,857.
SINCLARI BROADCAST GROUP INC	8,348.	7,934.
SIRONA DENTAL SYSTEMS INC	2,752.	8,912.
SLM CORP	8,123.	8,152.
SMITH A O CORP DEL COM	7,228.	19,461.
SMURFIT KAPPA	4,892.	4,871.
SOLERA HOLDINGS INC	6,982.	11,976.
SONOCO PRODUCTS COMPANY	1,933.	2,841.
SPECTRANETICS CORP	11,222.	18,915.
ST. JUDE MED INC.	4,467.	6,828.
STAPLES INC.	2,811.	3,533.
STARBUCKS CORP COM	24,336.	25,846.
STARZ	5,282.	8,316.
STATOIL ASA ADS	9,490.	6,657.
SUN COMMUNITIES INC	3,933.	6,046.
SUNTRUST BKS INC	3,053.	6,704.
SVENSKA CELL AKT SCA ADR	2,662.	3,653.
SYNCHRONOSS TECHNOLOGIES, INC.	8,831.	16,493.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SYNCHRONY FINANCIAL	2,693.	3,124.
SYSCO CORP	4,143.	5,358.
TAIWAN SEMICONDUCTOR MFG CO LT	4,167.	6,087.
TALISMAN ENERGY INC	27,279.	15,057.
TARGET CORPORATION	9,457.	12,753.
TATA MOTORS LTD ADS	4,044.	6,173.
TECHNIP ADS	4,893.	3,508.
TECO ENERGY INC.	3,413.	3,996.
TELENOR ASA	4,762.	4,238.
TERADYNE INC	10,624.	11,518.
TEVA PHARMECEUTICAL SP ADR	28,440.	37,957.
TEXAS ROADHOUSE, INC.	7,832.	14,956.
THE BABCOCK AND WILCOX COMPANY	3,538.	3,788.
THE KEYW HOLDING CORPORATION	5,730.	3,955.
THE MOSAIC CO	12,888.	12,326.
TIME WARNER INC.	22,554.	30,239.
TJX COMPANIES INC	10,450.	32,576.
TOLL BROTHERS INC	1,074.	1,028.
TORONTO DOMINION	8,388.	9,460.
TRIBUNE MEDIA COMPANY	10,909.	10,161.
TRIMAS CORPORATION	7,108.	5,413.
TRIPADVISOR LLC	8,888.	8,213.
TWENTY-FIRST CENTURY, FOX INC	14,797.	17,285.
ULTRA PETROLEUM CORP	2,360.	1,382.
UNDER ARMOUR INC	16,234.	20,031.
UNILEVER PLC AMER	13,940.	17,002.
UNION PACIFIC	1,385.	11,198.
UNITED NATURAL FOODS, INC	14,740.	18,173.
UNITED OVRSEAS BK LTD ADR	7,978.	9,871.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNITED TECHNOLOGIES CORP	8,731.	21,850.
UNITEDHEALTH GROUP INC.	16,268.	22,745.
UNUM CORP	10,843.	17,335.
VALE SA	11,387.	4,957.
VERIFONE SYSTEMS INC	8,726.	12,462.
VIACOM INC. CL B	21,415.	28,971.
VIRTUSA CORPORATION	7,549.	14,209.
VISA INC	26,888.	36,708.
VITAMIN SHOPPE INC	8,632.	9,959.
VOLKSWAGEN AG	7,622.	8,364.
WAGEWORKS INC	3,055.	19,242.
WALT DISNEY HOLDINGS CO.	18,829.	26,373.
WASTE CONNECTIONS	4,795.	17,156.
WATSCO INC	13,307.	18,618.
WEATHERFORD INTL	6,277.	3,664.
WELLS FARGO & CO.	8,017.	13,760.
WESTERN UNION CO	5,289.	5,463.
WEX, INC.	6,008.	16,223.
WEYERHAEUSER CO	8,100.	9,690.
WOLVERINE WORLDWIDE	4,629.	16,002.
XCEL ENERGY INC	1,919.	2,874.
XYLEM INC	8,521.	9,898.
YUM BRANDS INC	13,228.	14,570.
ZIMMER HOLDINGS INC	3,264.	6,238.
ZIONS BANCORP	5,937.	5,816.
ZURICH INS GROU ADR	11,375.	15,881.
TOTALS	3,318,593.	4,103,464.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CBS CORP - 7.625% - 01/15/2016	25,482.	26,682.
ESCROW GEN MOTORS CORP - 7.125		
MERRILL LYNCH CO - 6.875% - 04	38,941.	45,943.
MORGAN STANLEY MTN - 5.550% -	102,317.	108,543.
NORDSTROM INC - 6.250% - 01/15	30,621.	33,835.
STARBUCKS CORP - 6.25% - 08/15	39,973.	44,928.
TIME WARNER CABLE INC - 5.000%	10,299.	11,020.
WILLIAMS PARTNERS LP - 4.125%	20,962.	20,490.
XL GROUP PLC - 6.375% - 11/15	20,229.	23,610.
TOTALS	288,824.	315,051.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COLE CREDIT PROPERTY TRUST IV,	200,000.	200,000.
TOTALS	200,000.	200,000.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 9

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
CAMERA	SL	825			825	751	74		825
TOTALS		825			825	751			825

THE ANDREA-MENNEN FAMILY FOUNDATION 75-2861029

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)	
		PUBLICLY-TRADED SECURITIES						
1,605,850.		1,283,629.					322,221.	
TOTAL GAIN(LOSS)		....					322,221.	

THE ANDREA-MENNEN FAMILY FOUNDATION 75-2861029

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
ADAM G ANDREA 5508 LINMORE LANE PLANO, TX 75093	BOARD MEMBER
CHRISTINA M ANDREA 5508 LINMORE LANE PLANO, TX 75093	VP / SEC 5.00
CHRISTOPHER R ANDREA 5508 LINMORE LANE PLANO, TX 75093	DIRECTOR - SW OPERATION
RUDOLPH ANDREA 5508 LINMORE LANE PLANO, TX 75093	PRES / TREAS 5.00
ALLISON ANDREA MCDONALD 5508 LINMORE LANE PLANO, TX 75093	BOARD MEMBER
PHIL KUSHNER 5508 LINMORE LANE PLANO, TX 75093	DIRECTOR - NE OPERATION

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
JOSHUA W LONGWORTH 5508 LINMORE LANE PLANO, TX 75093	BOARD MEMBER

ATTACHMENT 11

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

RUDOLPH G. ANDREA
CHRISTINA M. ANDREA

ATTACHMENT 12

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

WWW.FSREQUESTS.COM/TAFF

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BACKSTAGE THEATRE INC PO BOX 297 BRECKENRIDGE, CO 80424	N/A PC	KIDSPLAY PROJECT	10,000
BOYS & GIRLS CLUB OF COLLIN COUNTY 701 S CHURCH ST MCKINNEY, TX 75069	N/A PC	THE ANDREA-MENNEN MOVEMENT	25,000
CHALLENGE AIR FOR KIDS AND FRIENDS INC 8001 LEMMON AVE HANGER 2 STE 280 DALLAS, TX 75209	N/A PC	CHALLENGE AIR FLY DAY	5,000.
CHAMBERLAIN BALLET 3003 W 15TH ST PLANO, TX 75075	N/A PC	COMMUNITY CONNECTION, SCHOLARSHIP OUTREACH PROGRAM AND COMMUNITY MASTERS	30,000.
CHILDRENS MEDICAL CENTER FOUNDATION 2777 STEMMONS FWY STE 700 DALLAS, TX 75207	N/A PC	ANDREA-MENNEN FAMILY FUND FOR MASTER PHYSICIANS PROJECT	20,000.
CITY HOUSE INC 902 E 16TH ST PLANO, TX 75074	N/A PC	GENERAL & UNRESTRICTED	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HABITAT FOR HUMANITY INTERNATIONAL INC 1400 SUMMIT AVE STE D4 PLANO, TX 75074	N/A PC	HABITAT EXTREME BUILD FOR YOUTH BUILD PROJECT	7,500.
HOPEFUL SOLUTION 9666 SCYENE RD DALLAS, TX 75227	N/A PC	INDEPENDENCE FOR YOUNG MOTHERS AND THEIR CHILDREN PROGRAM	5,000
HOPES DOOR 860 F AVE STE 100 PLANO, TX 75074	N/A PC	BRIDGE THE GAP PROGRAM	5,000
MANE GAIT 3160 N CUSTER RD MCKINNEY, TX 75071	N/A PC	GAITWAY TO THE BRAIN PROGRAM	10,000
PLANO SYMPHONY ORCHESTRA NON-PROFIT CORP 5236 TENNYSON PKWY STE 200 PLANO, TX 75024	N/A PC	THE YOUNG ARTISTS CONCERT	25,000
STROKE 7 MINISTRIES 11700 LEBANON RD APT 2221 FRISCO, TX 75035	N/A PC	STROKE 7 PERCUSSION	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YMCA OF METROPOLITAN DALLAS 601 N AKARD ST DALLAS, TX 75201	N/A PC	2014 PLANO FAMILY YMCA ANNUAL CAMPAIGN	1,000
		TOTAL CONTRIBUTIONS PAID	173,500.