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Return of Private Foundation

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

OMB No. 1545-0052

2015

Department of the Treasury
Internal Revenue ServiceDo 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.

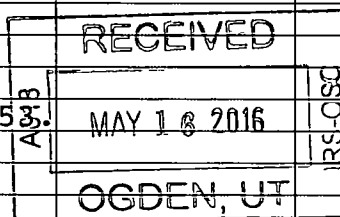
Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation THE HARPER FAMILY FOUNDATION		A Employer identification number 47-0761456
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 241259	Room/suite	B Telephone number (402) 571-6612
City or town, state or province, country, and ZIP or foreign postal code OMAHA, NE 68124		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 30328580.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		673626.	673626.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1676653.			
b Gross sales price for all assets on line 6a 3596604.					
7 Capital gain net income (from Part IV, line 2)			1676653.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		117372.	117372.		STATEMENT 2
12 Total. Add lines 1 through 11		2467651.	2467651.		
13 Compensation of officers, directors, trustees, etc		24000.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		9400.	0.		0.
c Other professional fees STMT 4		302038.	302038.		0.
17 Interest		7342.	7342.		0.
18 Taxes STMT 5		56845.	13227.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		1716.	0.		0.
24 Total operating and administrative expenses Add lines 13 through 23		401341.	322607.		0.
25 Contributions, gifts, grants paid		857500.			857500.
26 Total expenses and disbursements Add lines 24 and 25		1258841.	322607.		857500.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1208810.			
b Net investment income (if negative, enter -0-)			2145044.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED MAY 25 2016

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	1307871.	861562.	861562.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	16039835.	17963977.	19101849.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	9631531.	9362508.	10365169.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	26979237.	28188047.	30328580.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	34117.	34117.	
	29 Retained earnings, accumulated income, endowment, or other funds	26945120.	28153930.	
	30 Total net assets or fund balances	26979237.	28188047.	
	31 Total liabilities and net assets/fund balances	26979237.	28188047.	

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	26979237.
2 Enter amount from Part I, line 27a	2	1208810.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	28188047.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28188047.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 3596604.		1919951.	1676653.

(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			1676653.

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 1676653.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3 N/A

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

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

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

Was the 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))
2014	492500.	30253129.	.016279
2013	423522.	27225769.	.015556
2012	1133887.	25072676.	.045224
2011	2335426.	26170276.	.089240
2010	1872823.	25358002.	.073855

2 Total of line 1, column (d)	2 .240154
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 .048031
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4 31213451.
5 Multiply line 4 by line 3	5 1499213.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 21450.
7 Add lines 5 and 6	7 1520663.
8 Enter qualifying distributions from Part XII, line 4	8 857500.

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	42901.
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	0.
3 Add lines 1 and 2		3	42901.
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	42901.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	45300.	
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	45300.	
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	2399.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax ☐ 2399. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c 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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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?		
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) ☐ NE		
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 2015 or the taxable year beginning in 2015 (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

N/A

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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? Website address ► N/A	13	X
14 The books are in care of ► CHRIS MURPHY, PRESIDENT Telephone no. ► 402-778-1312 Located at ► P.O. BOX 241259, OMAHA, NE ZIP+4 ► 68124		
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 N/A		
16 At any time during calendar year 2015, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐	1b	
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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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.) 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. ► , , ,	2b	
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 2015 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 2015) N/A	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 2015?	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 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 ☒ Nob If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

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?

N/A

☐ 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?

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?

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		24000.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3

0.

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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	30776195.
b	Average of monthly cash balances	1b	912588.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	31688783.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	31688783.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	475332.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31213451.
6	Minimum investment return. Enter 5% of line 5	6	1560673.

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	1560673.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	42901.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	42901.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1517772.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1517772.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1517772.

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	857500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	857500.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	857500.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1517772.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	431703.			
b From 2011	1086560.			
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	1518263.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$	857500.			
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				857500.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	660272.			660272.
6 Enter the net total of each column as indicated below:	857991.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	857991.			
10 Analysis of line 9:				
a Excess from 2011	857991.			
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
ACA CAMPER SCHOLARSHIP PROGRAM 5000 STATE ROAD 67 NORTH MARTINSVILLE, IN 46151	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	1500.
ALEXIS DE TOCQUEVILLE SOCIETY 2201 FARNAM STREET OMAHA, NE 68102	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	10000.
ALMOST HOME KIDS 7S721 ROUTE 53 NAPERVILLE, IL 60540	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	4000.
ANGELS AMONG US 11918 POPPLETON PLAZA STE 2 OMAHA, NE 68144	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	5000.
ANNANDALE HIGH SCHOOL 125 CHERRY AVE N ANNANDALE, MN 55302	N/A	EDUCATIONAL INSTITUTION	GENERAL OPERATIONS	20000.
Total			SEE CONTINUATION SHEET(S)	857500.
b Approved for future payment				
NONE				
Total				0.

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 | | X |
| | (2) Other assets | | X |
| | b Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| (6) Performance of services or membership or fundraising solicitations | | X | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

► PRESIDENT

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JANET OSBORN

Preparer's signature

James Auburn

Date _____

5-10-16

Check ☐ if self-employed

PTIN

P00283478

Firm's name ► **HANCOCK & DANA PC**

Firm's EIN ► 47-0710889

Firm's address ► 12829 WEST DODGE ROAD #100
OMAHA, NE 68154

Phone no. 402-391-1065

THE HARPER FAMILY FOUNDATION

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	EXCELSIOR VENTURE PARTNERS III K-1 PASSTHROUGH	P		
b	FARNAM STREET PARTNERS K-1 PASSTHROUGH	P		
c	MAKENA CAPITAL SPLITTER X K-1 PASSTHROUGH	P		
d	EXCELSIOR VENTURE PARTNERS III K-1 PASSTHROUGH	P		
e	FARNAM STREET PARTNERS K-1 PASSTHROUGH	P		
f	MAKENA CAPITAL SPLITTER X K-1 PASSTHROUGH	P		
g	MAKENA CAPITAL SPLITTER X K-1 PASSTHROUGH	P		
h	MAKENA CAPITAL SPLITTER X K-1 PASSTHROUGH	P		
i	NORHTERN TRUST - SEE ATTACHED	P		
j	NORHTERN TRUST - SEE ATTACHED	P		
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 25.			25.
b 111206.			111206.
c 8283.			8283.
d 9537.			9537.
e 321953.			321953.
f 181594.			181594.
g 18764.			18764.
h 9625.			9625.
i 423187.		420061.	3126.
j 2384658.		1499890.	884768.
k 127772.			127772.
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			25.
b			111206.
c			8283.
d			9537.
e			321953.
f			181594.
g			18764.
h			9625.
i			3126.
j			884768.
k			127772.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1676653.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
ANNANDALE YOUTH FIRST 125 CHERRY AVE N ANNANDALE, MN 55302	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	5000.
ASSISTANCE LEAGUE OF OMAHA 3569 LEAVENWORTH STREET OMAHA, NE 68105	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	3000.
BELLEVUE UNIVERSITY 1000 GALVIN ROAD SOUTH BELLEVUE, NE 68005	N/A	EDUCATIONAL INSTITUTION	GENERAL OPERATIONS	90000.
BOY SCOUTS OF AMERICA 12325 WEST WALNUT HILL LANE IRVING, TX 75015	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	2500.
CHILDREN'S CANCER FUND 7301 OHMS LANE SUITE 355 MINNEAPOLIS, MN 55439	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	2500.
CORNBELT DIABETES CONNECTION 4131 S 174 STREET OMAHA, NE 68135	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	6500.
FATHER FLANAGAN'S BOYS & GIRLS HOME 14100 CRAWFORD STREET BOYS TOWN, NE 68010	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	15000.
FIRST PRESBYTERIAN CHURCH OF ROCHESTER 512 S 3 STREET SW ROCHESTER, MN 55902	N/A	CHURCH	GENERAL OPERATIONS	15000.
GIFT OF LIFE TRANSPLANT HOUSE 705 2 ST SW ROCHESTER, MN 55902	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	4500.
HEARTLAND FAMILY SERVICES 2101 S 42 STREET OMAHA, NE 68105	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	2500.
Total from continuation sheets				817000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HETRA 10130 S 222 STREET GRETNA, NE 68028	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	177500.
HOPE LODGE 411 2 STREET NW ROCHESTER, MN 55901	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	4500.
HOSPICE HOUSE 7415 CEDAR ST OMAHA, NE 68124	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	24000.
JESUIT MIDDLE SCHOOL 2311 N 22 STREET OMAHA, NE 68110	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	7000.
KNIGHTS OF AKSARBEN 8707 W CENTER RD, STE 101 OMAHA, NE 68131	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	3000.
MARIAN HIGH SCHOOL 7400 MILITARY AVE OMAHA, NE 68134	N/A	EDUCATIONAL INSTITUTION	GENERAL OPERATIONS	5500.
MAYO FOUNDATION 200 1 STREET SW ROCHESTER, MN 55905	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	10000.
MELANOMA RESEARCH ALLIANCE 1101 NEW YORK AVE NW STE 620 WASHINGTON, DC 20005	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	10000.
METHODIST HOSPITAL FOUNDATION 8401 W DODGE ROAD STE 225 OMAHA, NE 68114	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	6000.
NEBRASKA HUMANE SOCIETY 8929 FORT ST OMAHA, NE 68134	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	61500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
OMNI BEHAVIORAL HEALTH 5115 F STREET OMAHA, NE 68117	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	750.
PHILLIPINE MISSION PO BOX 312 NEW YORK, NY 10028	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	5000.
PHOENIX ACADEMY 1110 N 66 SREET OMAHA, NE 68132	N/A	EDUCATIONAL INSTITUTION	GENERAL OPERATIONS	7500.
PURDUE UNIVERSITY 403 W WOOD STREET WEST LAFAYETTE, IN 47907	N/A	EDUCATIONAL INSTITUTION	GENERAL OPERATIONS	2500.
QLI 6404 N 70 PLAZA OMAHA, NE 68104	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	250000.
ROCHESTER SALVATION ARMY 20 NE 1 AVE ROCHESTER, MN 55906	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	2500.
RONALD MCDONALD HOUSE 1 KROCK DRIVE OAK BROOK, IL 60523	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	4500.
SACRED HEART CUES 2205 BINNEY STREET OMAHA, NE 68110	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	2000.
SALVATION ARMY 3612 CUMING ST OMAHA, NE 68131	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	3000.
SEASONS HOSPICE 5650 WEATHERHILL RD SW ROCHESTER, MN 55902	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	4500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
SENIOR HEALTH FOUNDATION 7915 N 30 STREET OMAHA, NE 68112	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	17500.
SERVANTS OF MARY 7400 MILITARY AVE OAK BROOK, NE 68134	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	750.
SHANNON O'HARA FOUNDATION 1314 WILLOW LANE SW ROCHESTER, MN 55902	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	2000.
ST. MICHEALS CATHOLIC CHURCH 16280 DULUTH AVE SE PRIOR LAKE, MN 55372	N/A	CHURCH	GENERAL OPERATIONS	2000.
ST. PHILIP NERI CHURCH 8200 N 30 STREET OMAHA, NE 68112	N/A	CHURCH	GENERAL OPERATIONS	2000.
THE FREE STORE 1020 24 STREET WEST DES MOINES, IA 50266	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	5000.
THE PINKY SWEAR FOUNDATION 7835 TELEGRAPH RD BLOOMINGTON, MN 55438	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	15000.
TREEHOUSE INC 5666 LINCOLN DR MINNEAPOLIS, MN 55436	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	3000.
UNITED WAY OF THE MIDLANDS 2201 FARNAM STREET OMAHA, NE 68102	N/A	501(C)(3) PUBLIC CHARITY	GENERAL OPERATIONS	5000.
UNIVERSITY OF CHICAGO 5801 S ELLIS AVE CHICAGO, IL 60637	N/A	EDUCATIONAL INSTITUTION	GENERAL OPERATIONS	2500.
Total from continuation sheets				

47-0761456

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EXCELSIOR - DIV	198.	0.	198.	198.	
EXCELSIOR - INT	127.	0.	127.	127.	
FARNAM STREET PARTNERS-DIV	176667.	0.	176667.	176667.	
MAKENA CAPITAL SPLITTER X - DIV	94324.	0.	94324.	94324.	
MAKENA CAPITAL SPLITTER X - INTEREST	38942.	0.	38942.	38942.	
NORTHERN TRUST-DIV	429144.	127772.	301372.	301372.	
NORTHERN TRUST-INT	61996.	0.	61996.	61996.	
TO PART I, LINE 4	801398.	127772.	673626.	673626.	

FORM 990-PF	OTHER INCOME		STATEMENT 2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MAKENA CAPITAL SPLITTER - ROYALTIES	218.	218.	
MAKENA CAPITAL SPLITTER X - OTHER INCOME	98414.	98414.	
MAKENA CAPITAL SPLITTER X - ORD INCOME	520.	520.	
MAKENA CAPITAL SPLITTER X - NET RENTAL	-943.	-943.	
EXCELSIOR - ORD INCOME	-28.	-28.	
MAKENA CAPITAL SPLITTER - GUARANTEED PAYMENTS	88.	88.	
OTHER INCOME	17708.	17708.	
EXCELSIOR - OTHER INCOME	22.	22.	
FARNAM - OTHER INCOME	1373.	1373.	
TOTAL TO FORM 990-PF, PART I, LINE 11	117372.	117372.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEES	9400.	0.		0.	
TO FORM 990-PF, PG 1, LN 16B	9400.	0.		0.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	67466.	67466.		0.	
FARNAM STREET PARTNERS	140222.	140222.		0.	
MAKENA CAPITAL SPLITTER X	88292.	88292.		0.	
EXCELSIOR VENTURE PARTNERS	6058.	6058.		0.	
TO FORM 990-PF, PG 1, LN 16C	302038.	302038.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID	13227.	13227.		0.	
EXCISE TAXES PAID	43618.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	56845.	13227.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MEETING EXPENSE	977.	0.		0.	
OFFICE EXPENSE	289.	0.		0.	
DUES AND SUBSCRIPTIONS	450.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	1716.	0.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST			17963977.	19101849.
TOTAL TO FORM 990-PF, PART II, LINE 10B			17963977.	19101849.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
FARNAM STREET PARTNERS	COST	9362508.	10365169.	
TOTAL TO FORM 990-PF, PART II, LINE 13		9362508.	10365169.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLES M. HARPER, JR. P.O. BOX 214259 OMAHA, NE 68124	TRUSTEE 1.00	4000.	0.	0.
KATHLEEN WENNGATZ P.O. BOX 214259 OMAHA, NE 68124	TRUSTEE 1.00	4000.	0.	0.
CAROLYN HARPER P.O. BOX 214259 OMAHA, NE 68124	TRUSTEE 1.00	4000.	0.	0.
CHRIS MURPHY P.O. BOX 214259 OMAHA, NE 68124	TRUSTEE 5.00	4000.	0.	0.
HALBERT WENNGATZ P.O. BOX 214259 OMAHA, MN 68124	TRUSTEE 1.00	4000.	0.	0.
ELIZABETH MURPHY P.O. BOX 214259 OMAHA, NE 68124	TRUSTEE 1.00	4000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		24000.	0.	0.