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Form 990-PF

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

2015

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation: The Andrea-Mennen Family Foundation. Employer identification number: 75-2861029. Telephone number: (972) 740-0154. City: Plano, TX 75093. Accounting method: Cash.

Part I Analysis of Revenue and Expenses

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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	213,565	198,041	198,041
	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			
	10a Investments—U S and state government obligations (attach schedule)	239,093	278,928	275,214
	b Investments—corporate stock (attach schedule)	3,318,593	4,067,155	4,503,236
	c Investments—corporate bonds (attach schedule)	288,824	248,851	258,501
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans.			
	13 Investments—other (attach schedule)	200,000	196,050	194,000
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,260,075	4,989,025	5,428,992	
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	4,260,075	4,989,025	
	30 Total net assets or fund balances (see instructions)	4,260,075	4,989,025	
31 Total liabilities and net assets/fund balances (see instructions)	4,260,075	4,989,025		

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	4,260,075
2	Enter amount from Part I, line 27a	2	728,950
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	4,989,025
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	4,989,025

Part IV Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)		How acquired (b) P—Purchase D—Donation	Date acquired (c) (mo, day, yr)	Date sold (d) (mo, day, yr)
1 a	Publicly-traded Securities			
b	COMPUTER EQUIPMENT & CAMERA	P		
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 1,795,518		1,637,349	158,169
b		0	-13,106
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			158,169
b			0
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	145,063
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

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 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	218,111	5,039,474	0.043281
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
2	Total of line 1, column (d).		2 0.210051
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 0.04201
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.		4 5,008,429
5	Multiply line 4 by line 3.		5 210,404
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 2,260
7	Add lines 5 and 6.		7 212,664
8	Enter qualifying distributions from Part XII, line 4.		8 255,739

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	2,260
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	2,260
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,260
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	7,897
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	7,897
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,637
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 2,300 Refunded <input checked="" type="checkbox"/>	11	3,337

Part VII-A Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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? <i>If "No," attach explanation.</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 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
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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
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.
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?
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? If "Yes," list the years 20__, 20__, 20__, 20__
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)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__, 20__, 20__, 20__
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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)? Yes No

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? Yes No

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? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances

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

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	
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	
2	
All other program-related investments. See instructions	
3	

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	4,674,044
b	Average of monthly cash balances.	1b	216,655
c	Fair market value of all other assets (see instructions).	1c	194,000
d	Total (add lines 1a, b, and c).	1d	5,084,699
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	0
3	Subtract line 2 from line 1d.	3	5,084,699
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	76,270
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,008,429
6	Minimum investment return. Enter 5% of line 5.	6	250,421

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	250,421
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	2,260
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,260
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	248,161
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	248,161
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	248,161

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	255,739
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	255,739
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	2,260
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	253,479

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				248,161
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			235,664	
b Total for prior years 2013, 2012, 2011				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				
e From 2014.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ <u>255,739</u>				
a Applied to 2014, but not more than line 2a			235,664	
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 2015 distributable amount.				20,075
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).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				228,086
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 2010 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.	0			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

See Additional Data Table

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

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 200,550
b <i>Approved for future payment</i>				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include categories like Program service revenue, Fees and contracts from government agencies, Membership dues and assessments, etc.

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

Table with 2 columns: Line No. and 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.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Table with Yes/No columns for various transaction types (1a-1c).

a Transfers from the reporting foundation to a noncharitable exempt organization of

- (1) Cash.
(2) Other assets.

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting 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.

Table with columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here

Signature of officer or trustee, Date (2016-10-10), Title

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

Paid Preparer Use Only

Table with fields: Print/Type preparer's name (Jeffrey D Haskell), Preparer's Signature, Date, Check if self-employed, PTIN (P01345770), Firm's name (Foundation Source), Firm's address (One Hollow Ln Ste 212 Lake Success, NY 11042), Firm's EIN, Phone no ((800) 839-1754).

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Adam G Andrea 5508 Linmore Lane Plano, TX 75093	Board Member 1 0	0	0	0
Christina M Andrea 5508 Linmore Lane Plano, TX 75093	VP / Sec 2 0	0	0	0
Chnstopher R Andrea 5508 Linmore Lane Plano, TX 75093	DirECTOR - SW OperatION 1 0	0	0	0
Rudolph Andrea 5508 Linmore Lane Plano, TX 75093	Pres / Treas 15 0	0	0	0
Allison Andrea McDonald 5508 Linmore Lane Plano, TX 75093	Board Member 1 0	0	0	0
Phil Kushner 5508 Linmore Lane Plano, TX 75093	DirECTOR - NE OperatION 1 0	0	0	0
Joshua W Longworth 5508 Linmore Lane Plano, TX 75093	Board Member 1 0	0	0	0

Form 990PF Part XV Line 1a - 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).

Christina M Andrea
RUDOLPH G ANDREA

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BACKSTAGE THEATRE INC PO BOX 297 BRECKENRIDGE, CO 80424	N/A	PC	Backstage Children's Program	15,000
BOYS & GIRLS CLUB OF COLLIN COUNTY 701 S CHURCH ST MCKINNEY, TX 75069	N/A	PC	BGCCC Scholarship Support program	30,000
CHAMBERLAIN BALLET 3003 W 15TH ST PLANO, TX 75075	N/A	PC	Chamberlain Performing Arts Outreach Support program	30,000
CHILD PROTECTIVE SERVICES COMMUNITY PARTNERS INC 1215 SKILES ST DALLAS, TX 75204	N/A	PC	Rainbow Room Project	5,000
CHILDCAREGROUP 1420 W MCKNBRD LN STE 300 DALLAS, TX 75247	N/A	PC	ChildCareGroup Early Care and Education Center	2,500
CITY HOUSE INC 901 18TH ST PLANO, TX 75074	N/A	PC	My Friend's House Program	25,000
CITY HOUSE INC 901 18TH ST PLANO, TX 75074	N/A	PC	Charitable Event	1,500
COLLIN COUNTY COMMUNITY COLLEGE DISTRICT FOUNDATIO 3452 SPUR 399 STE 429 MCKINNEY, TX 75069	N/A	PC	Scholarship Program	10,000
DALLAS CHILDRENS ADVOCACY CENTER 5351 SAMUELL BLVD DALLAS, TX 75228	N/A	PC	Curriculum Dissemination with Optional Add On Scholarships to Conference/Trainings Project	10,000
DRAGONFLY FOREST INC 1100 E HECTOR ST STE 333 CONSHOHOCKEN, PA 19428	N/A	PC	Summer Camp 2016 Project	2,500
FAMILY AND CHILD GUIDANCE CENTERS 8915 HARRY HINES BLVD DALLAS, TX 75235	N/A	PC	Intensive Services for Children with Mental Illness program	5,000
HABITAT FOR HUMANITY INTERNATIONAL INC 1400 SUMMIT AVE STE D4 PLANO, TX 75074	N/A	PC	Habitat Extreme Build for Youth Build Project	5,000
HOPEFUL SOLUTION 9666 SCYENE RD APT 403 DALLAS, TX 75227	N/A	PC	The New Directions Program	5,000
HOPES DOOR 860 F AVE STE 100 PLANO, TX 75074	N/A	PC	Emergency Shelter for Child Witness of Domestic Violence project	5,000
MANE GAIT 3160 N CUSTER RD MCKINNEY, TX 75071	N/A	PC	General & Unrestricted	1,250
Total			3a	200,550

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
MANE GAIT 3160 N CUSTER RD MCKINNEY, TX 75071	N/A	PC	GaitWay to the Brain 2015-16 Program Equipment	10,000
PLANO ISD EDUCATION FOUNDATION 2700 W 15TH ST PLANO, TX 75075	N/A	PC	Educators Project	8,800
PLANO SYMPHONY ORCHESTRA NON-PROFIT CORP 5236 TENNYSON PKWY BLDG 4 STE 200 PLANO, TX 75024	N/A	PC	EncoreYouth Young Artist Program	25,000
UNITED INNOWORKS ACADEMY INC 9721 CONESTOGA WAY POTOMAC, MD 20854	N/A	PC	Dare to Discover 2015 - Texas Project	3,000
YMCA OF METROPOLITAN DALLAS 601 N AKARD ST DALLAS, TX 75201	N/A	PC	Make A Splash program	1,000
Total ▶ 3a				200,550

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: The Andrea-Mennen Family Foundation

EIN: 75-2861029

TY 2015 Investments Corporate Bonds Schedule**Name:** The Andrea-Mennen Family Foundation**EIN:** 75-2861029

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CBS CORP - 7.625% - 01/15/2016	25,482	25,039
ESCROW GEN MOTORS CORP - 7.125		
MERRILL LYNCH CO - 6.875% - 04	38,941	44,130
MORGAN STANLEY MTN - 5.550% -	102,317	104,923
NORDSTROM INC - 6.250% - 01/15	30,621	32,563
TIME WARNER CABLE INC - 5.000%	10,299	10,586
WILLIAMS PARTNERS LP - 4.125%	20,962	17,856
XL GROUP PLC - 6.375% - 11/15/	20,229	23,404

TY 2015 Investments Corporate Stock Schedule

Name: The Andrea-Mennen Family Foundation

EIN: 75-2861029

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS	22,614	21,332
ABBVIE INC	6,482	6,635
ABIOMED	12,231	12,820
ACADIA HEALTHCARE CO INC	13,877	16,052
ACCELERON PHARMA INC	7,976	11,897
ACCENTURE PLC	21,265	20,900
ADOBE SYSTEMS, INC	147,665	168,246
ADURO BIOTECH INC	4,459	4,531
AEGON N V ORD AMER REG	9,433	6,640
AGRIUM INC	8,530	8,487
AKAMAI TECH COM STK	14,890	10,158
AKORN INC	5,214	14,066
ALCOA INC	14,372	15,052
ALERE INC	9,453	7,818
ALLIANZ FIXED INC SHARES (FXIC	161,393	131,604
ALLIANZ FIXED INC SHARES (FXIM	142,041	133,441
ALPHABET INC CL A	216,620	232,624
ALPHABET INC CL C	17,971	34,149
AMBEV SA	18,484	11,685
AMC NETWORKS INC	7,554	7,468
AMDOCS LIMITED	4,466	5,457
AMERICA MOVIL SA	9,224	5,947
AMERISOURCEBERGEN CORP	13,657	25,928
AMPHENOL CORPORATION	16,639	16,714
ANALOG DEVICES INC	18,504	21,851
ANHUI CONCH CEM ADR	10,839	7,912
ANSYS INC	16,723	24,698
AON PLC	8,925	15,122
APACHE CORPORATION	9,073	5,737
APPLE INC	22,307	42,629

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLIED MATERIALS INC	1,160	1,400
ASPEN TECHNOLOGY, INC	4,207	4,154
ASTRAZENECA	2,040	2,173
ATOS	8,496	9,396
AUSTRALIA & N Z ADS	8,624	7,239
AUTODESK, INC	5,786	6,702
AUTOMATIC DATA PROCESSING INC	22,434	23,298
AVERY DENNISON CORP	1,869	2,757
AXA ADS	13,141	13,715
AXIS CAPITAL HOLDINGS LTD	3,070	5,172
BAE SYSTEMS PLC	6,328	9,957
BANK OF AMERICA CORP	9,397	9,963
BANK YOKOHAMA JAPAN ADR	7,575	7,675
BANKUNITED, INC	11,103	14,857
BAXTER INTERNATIONAL INC	2,845	2,823
BEACON ROOFING SUPPLY, INC	10,776	14,166
BEIJING ENTRPR HLDG S/ADR	4,182	3,897
BELLE INTL HLDG ADR	4,455	2,909
BOC HK HLDGS LTD S/ADR	9,531	8,622
BOSTON SCIENTIFIC	2,009	5,255
BRIGHT HORIZONS FAMILY SOLUTIO	13,753	14,362
BRITISH SKY ADS	5,045	5,732
BROADRIDGE FINANCIAL	3,820	7,791
BROWN FORMAN CORP CL B	23,120	25,813
BURLINGTON STORES, INC	16,544	13,342
BWX TECHNOLOGIES INC	2,577	3,971
CAMECO CORPORATION	3,970	2,404
CANADIAN NATL RAILWAY CO	9,142	22,352
CELGENE CORP	17,990	35,927
CENTRICA	4,899	3,685

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CERNER CORPORATION	7,117	14,441
CHINA CONSTRUCT UNSPON ADR	13,598	12,467
CHINA MOBILE HGK LTD	8,587	9,238
CIGNA	8,067	8,780
CINEMARK HOLDINGS INC	3,836	4,513
CISCO SYSTEMS INC	5,889	9,097
CIT GROUP INC (CIT)	18,030	15,721
CITIGROUP INC (C)	15,459	21,166
CK HUTCHISON HLDGS	9,389	7,352
CLOROX CO	22,153	26,254
CLUBCORP HOLDINGS INC	9,569	7,436
COLGATE-PALMOLIVE COMPANY	12,458	26,648
COPA HOLDINGS S.A	8,906	4,729
CORE-MARK HOLDING COMPANY, INC	7,695	9,833
CORR CP OF AMER	3,951	3,444
COSTCO WHOLESALE CORPORATION	149,108	157,623
CVS CAREMARK CORP	3,262	9,777
DANAHER CORP	12,942	13,932
DAVITA HEALTHCARE PARTNERS INC	16,698	14,639
DBV TECHNOLOGIES SA	3,483	3,449
DECKERS OUTDOOR CORPORATION	5,483	4,720
DELAWARE DIVERSIFIED INCOME A	107,012	99,513
DEPOMED INC	10,456	10,171
DEUTSCHE LUFTHANSA S OTC	6,685	6,598
DISCOVER FINL SVCS COM	16,240	15,121
DISCOVERY COMMUNICATIONS CL A	20,899	16,542
DISCOVERY COMMUNICATIONS, INC	4,351	3,531
DNB NOR ASA SPONSOR ADR	4,849	4,080
DOLLAR GENERAL CORP	9,753	10,781
EBAY INC	9,424	12,339

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ECOLAB INC	22,761	24,592
ELECTRONIC ARTS	2,259	10,308
ELLIE MAE INC	2,376	6,445
ENDURANCE SPCLTY HLDGS LTD	5,003	7,039
ENN ENERGY HOLDINGS LIMITED	4,128	4,160
ENTERGY CORP	3,265	3,076
EOG RESOURCES INC	19,887	17,698
EPAM SYSTEMS INC	9,302	23,507
EQT CORPORATION	10,822	9,279
ESTEE LAUDER COMPANIES INC	16,247	23,336
ESTERLINE CORP	4,882	4,536
EXPEDITORS INTL WASH INC	2,550	2,706
EXPRESS SCRIPTS HOLDING CO	16,031	17,482
FACEBOOK INC	190,716	192,259
FASTENAL COMPANY	3,063	2,980
FIREEYE INC	11,234	8,068
FIRST AMERICAN CORP	3,792	7,719
FLIR SYSTEMS INC	4,048	3,088
FLOWSERVE CP	15,362	11,782
FORD MOTOR COMPANY	8,742	7,764
FORTINET INC	13,593	16,146
GENERAL ELECTRIC CO	6,692	8,068
GENERAL MOTORS	21,722	17,957
GENUINE PARTS COMPANY	3,547	5,583
GLOBUS MEDICAL INC	9,085	15,162
GM WARRANT A - EXP 07/10/2016	6,169	1,873
GM WARRANT B - EXP 07/10/2019	4,785	1,255
GRACE (W.R.) CO	2,002	3,984
HAEMONETICS CP	2,985	2,902
HARTFORD FINANCIALSERVICES GRO	3,547	4,563

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HASBRO INC	4,854	7,410
HEALTH CARE PPTY INVS INC	5,696	5,927
HEALTH CARE REIT INC	2,537	3,470
HESS CORP	8,648	6,496
HOME DEPOT INC	16,512	27,773
HONDO MINERALS CORP	7,642	7,187
HUNT J B	22,007	20,174
ICICI BK LTD ADS	9,283	7,658
ILLINOIS TOOL WORKS	20,621	24,560
IMPERIAL TOBACCO GROUP PLC	7,974	11,104
INGERSOL-RAND PLC	5,847	9,012
INTERCONTINENTAL EXCHANGE, INC	20,495	29,470
INTERPUBLIC GROUP OF COS	7,581	10,127
INTUITIVE SURGICAL	13,835	16,385
INVESCO PLC	5,067	6,194
ISRAEL CHEMICALS LTD	3,895	2,167
ISUZU MOTORS UNSP/ADR	9,208	8,116
ITC HOLDINGS CORP	2,805	3,454
JANUS CAPITAL GROUP INC	2,682	3,875
JOHNSON & JOHNSON	14,923	15,408
JP MORGAN CHASE	9,557	15,451
JUNIPER NETWORKS	5,044	6,624
KDDI CP UNSP ADR	9,163	10,214
KEPPEL CORP LTD ADR	10,111	7,030
KOC HOLDINGS AS UNSP/ADR	4,268	3,523
KOHL'S CORP	4,236	4,287
KONINKLIJKE PHILIPS ELECTRONIC	8,466	7,508
KOREA ELECTRIC PW CP	9,978	10,098
LA QUINTA HOLDINGS	17,026	10,003
LEIDOS HOLDINGS INC	2,367	3,938

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LIBERTY BROADBAND CORPORATION	3,018	3,112
LIBERTY GLOBAL PLC - SERIES A	5,062	5,083
LIBERTY MEDIA CORPORATION	5,815	6,093
LIGAND PHARMACEUTICALS INCORPO	15,624	20,383
LKQ CORPORATION	2,649	11,733
LOEWS CORP	6,208	8,371
LULULEMON ATHLETICA INC	11,419	8,920
M&T BANK CORP	2,491	4,120
MAGNA INTERNATIONAL INC	6,027	7,504
MAN GROUP PLC UNSPON ADR	5,260	4,868
MANULIFE FIN CORP	7,163	7,984
MARKS & SPENCER GRP ADR	8,844	9,552
MASCO CORP	6,755	9,056
MASTERCARD INC	16,686	20,446
MATTELL INC	4,226	4,483
MAXIMUS INC	10,637	14,569
MCGRAW-HILL	26,483	25,631
MCKESSON CORP	2,999	7,889
MEDTRONIC PLC	15,970	16,922
MERCK & CO INC	24,986	22,713
METLIFE INC	7,647	11,137
METRO AG	7,447	6,839
MICROSOFT CORP	34,834	45,604
MIDDLEBY CORPORATION	5,394	26,212
MITSUBISHI ELEC UNSP/ADR	4,336	4,219
mitsui & company, ltd. - ADR	5,499	4,286
MONRO MUFFLER BRAKE, INC	15,642	19,336
MONSANTO CO	20,016	21,674
MOTORS LIQ CO GUC TR UBI		291
NATL FUEL GAS CO	4,279	3,206

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NESTLE S.A	8,349	9,675
NEVRO CORP	4,262	5,401
NEW YORK COMNTY BANCORP INC	5,015	4,978
NIKE INC-CL B	127,729	124,249
NIMBLE STORAGE INC	12,505	4,508
NISOURCE INC	1,945	3,122
NORDEA BANK AB SPON ADR	9,997	8,448
NORTHERN TRUST CORPORATION	20,411	18,743
NOVARTIS AG ADR	8,735	8,604
NSK LIMITED ADR	8,990	7,444
OCCIDENTAL PETROLEUM CORP	15,608	12,981
OLD REP INTL CORP	1,869	2,981
OMNICELL, INC	7,568	15,136
OMNICOM GROUP	4,220	6,431
OPEN TEXT CORP	4,259	4,266
ORACLE CORP	13,547	14,539
PACCAR INC	4,853	6,541
PACIRA PHARMACEUTICALS INC	11,384	11,749
PAYPAL HOLDINGS, INC	18,508	20,779
PDC ENERGY INC	6,351	5,552
PEPSICO INC	20,466	19,984
PERSIMMON PLC ADR	9,144	13,424
PFIZER INC	6,670	7,844
PHILIP MORRIS INTL	2,125	5,011
PHILLIPS 66	5,717	6,217
PJSC LUKOIL SP/ADR	9,754	5,198
PNC FINANCIAL GROUP INC	25,343	29,545
POOL CORP	13,328	15,025
PORTFOLIO RECOVERY ASSOCIATES,	7,733	11,621
PPG INDUSTRIES INC	24,838	24,705

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PRICELINE.COM INCORPORATED	12,869	12,750
PROOFPOINT INC	2,355	7,671
PROTHENA CP PLC	3,847	4,972
PT BANK RAKYAT ADR	4,815	4,636
QIAGEN NV	7,054	11,613
QLIK TECHNOLOGIES	7,325	7,535
QUALCOMM INC	29,377	27,492
QUEST DIAGNOSTICS	2,245	2,917
RAMBUS, INC	10,674	9,898
RANGE RESOURCES CORP DEL	16,376	8,614
RAYTHEON CO	3,570	10,959
REALOGY HOLDINGS CORP	6,318	5,501
REGAL ENTERTAINMENT	4,100	5,095
RIO TINTO PLC SPONSORED ADR	9,961	5,242
ROADRUNNER TRANSPORTATION SYST	9,546	3,593
ROCKWELL COLLINS INC	4,538	6,461
ROYAL DUTCH SHELL CL A	24,110	16,439
RSP PERMIAN INC	5,173	4,366
SAGE THERAPEUTICS INC	8,160	7,696
SANOFI-AVENTIS SPONSORED ADR	17,193	18,041
SASOL LTD	12,431	7,241
SCHLUMBERGER LTD	10,342	10,463
SEACHANGE INTERNATIONAL, INC	5,433	3,100
SILICON LABORATORIES, INC	9,319	11,892
SINCLARI BROADCAST GROUP INC	8,348	9,437
SIRONA DENTAL SYSTEMS INC	2,517	10,080
SLM CORP	12,752	9,845
SMITH A O CORP DEL	6,544	23,902
SMURFIT KAPPA	4,892	5,508
SOLERA HOLDINGS INC	13,339	18,642

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SONOCO PRODUCTS COMPANY	1,933	2,657
SPECTRANETICS CORP	13,776	9,382
ST. JUDE MED INC	4,467	6,486
STARBUCKS CORP	15,451	24,012
SUMITOMO CHEMICAL CO	8,272	8,617
SUMITOMO METAL	5,951	4,663
SUN COMMUNITIES INC	3,933	6,853
SUNCOR ENERGY INC	10,218	9,030
SUNTRUST BKS INC	3,053	6,854
SVENSKA CELL AKT SCA ADR	2,662	4,894
SYNCHRONOSS TECHNOLOGIES, INC	12,028	16,100
SYNCHRONY FINANCIAL	13,119	13,928
SYSCO CORP	4,143	5,535
T&D HOLDINGS INC TOKYO	8,664	8,526
TAIWAN SEMICONDUCTOR MFG CO LT	7,725	9,646
TARGET CORPORATION	6,869	8,858
TEGNA	5,660	5,870
TELIASONERA ADR	4,971	3,997
TERADYNE INC	9,339	10,521
TEVA PHARMECEUTICAL SP ADR	16,597	25,337
TEXAS ROADHOUSE, INC	7,090	14,344
THE COCA-COLA CO	9,658	10,740
THE HERSHEY COMPANY	2,871	2,946
THE KEYW HOLDING CORPORATION	5,204	2,083
THERMO FISHER SCIENTIFIC INC	25,807	26,952
TIME WARNER INC	27,483	25,609
TJX COMPANIES INC	10,450	33,681
TORONTO DOMINION	8,388	7,756
TRIBUNE MEDIA COMPANY	16,621	9,467
TRIPADVISOR LLC	12,168	12,788

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TWENTY FIRST CENTURY FOX COMPA	18,167	14,938
UNDER ARMOUR INC	16,234	23,780
UNILEVER PLC AMER	7,134	8,193
UNION PACIFIC	14,464	17,517
UNITED NATURAL FOODS, INC	13,402	8,384
UNITED OVRSEAS BK LTD ADR	7,978	7,356
UNITED TECHNOLOGIES CORP	8,731	18,253
UNITEDHEALTH GROUP INC	16,268	26,469
UNUM CORP	12,509	17,977
VARIAN MEDICAL SYSTEMS INC	2,766	2,828
VERIFONE SYSTEMS INC	9,420	9,527
VIACOM INC.	14,637	12,801
VIRTUSA CORPORATION	6,841	12,774
VISA INC	23,790	38,774
WAL-MART STORES INC	8,958	6,927
WALT DISNEY HOLDINGS CO	18,829	29,422
WASTE CONNECTIONS	4,435	19,937
WATSCO INC	12,146	18,507
WEATHERFORD INTL	10,053	5,370
WELLS FARGO & CO	7,238	12,285
WEST JAPAN RAILWAY C	8,102	8,467
WESTERN UNION CO	5,289	5,463
WEX, INC	3,007	6,630
WEYERHAEUSER CO	13,403	13,491
WILLIAMS SONOMA INC	19,757	13,434
WORTHINGTON INDUSTRIES INC	2,817	2,863
WPP GROUP PLC	9,241	9,638
XCEL ENERGY INC	1,919	2,873
YUM BRANDS INC	13,228	14,610
ZIMMER BIOMET HOLDINGS	3,264	5,642

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ZURICH INS GROU ADR	7,352	8,432

TY 2015 Investments Government Obligations Schedule

Name: The Andrea-Mennen Family Foundation

EIN: 75-2861029

US Government Securities - End of

Year Book Value:

278,928

US Government Securities - End of

Year Fair Market Value:

275,214

State & Local Government

Securities - End of Year Book

Value:

State & Local Government

Securities - End of Year Fair

Market Value:

TY 2015 Investments - Other Schedule

Name: The Andrea-Mennen Family Foundation

EIN: 75-2861029

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
COLE CREDIT PROPERTY TRUST IV,		196,050	194,000

TY 2015 Other Expenses Schedule

Name: The Andrea-Mennen Family Foundation

EIN: 75-2861029

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	28,631			28,631
Bank Charges	707	707		
Office Supplies	280			280
EQUIPMENT PURCHASE/MAINTENANCE	3,494			3,494

TY 2015 Other Professional Fees Schedule

Name: The Andrea-Mennen Family Foundation

EIN: 75-2861029

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	38,482	38,482		
Website Development	350			350

TY 2015 Taxes Schedule

Name: The Andrea-Mennen Family Foundation

EIN: 75-2861029

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2015	7,700			
990-PF Extension for 2014	3,973			
Foreign Tax Paid	2,442		2,442	

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

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2015

Department of the Treasury
Internal Revenue Service

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

Name of the organization

The Andrea-Mennen Family Foundation

Employer identification number

75-2861029

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

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

Name of organization The Andrea-Mennen Family Foundation	Employer identification number 75-2861029
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Andrea Rudolph g 5508 Linmore Lane Plano, TX75093	\$ 756,080	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization The Andrea-Mennen Family Foundation	Employer identification number 75-2861029
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Part II **Noncash Property**
(see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	<u>COSTCO WHOLESALE CORPORATION COST, 776 sh</u>	\$ 126,003	2015-12-29
1	<u>ALPHABET INC CL A GOOGL, 243 sh</u>	\$ 192,564	2015-12-29
1	<u>FACEBOOK INC FB, 1657 sh</u>	\$ 177,291	2015-12-29
1	<u>NIKE INC-CL B NKE, 1988 sh</u>	\$ 127,729	2015-12-29
1	<u>ADOBE SYSTEMS, INC ADBE, 1391 sh</u>	\$ 132,493	2015-12-29
	_____	\$	_____
	_____		_____
	_____		_____

Name of organization
The Andrea-Mennen Family Foundation

Employer identification number
75-2861029

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
.			

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ --	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
.			

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ --	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
.			

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ --	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
.			

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ --	_____ _____ _____