

efile GRAPHIC print - DO NOT PROCESS

As Filed Data -

DLN: 93491314006097

Form 990-PF

Department of the Treasury
Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation
The Andrea-Mennen Family Foundation

% Foundation Source

Number and street (or P O box number if mail is not delivered to street address)
Foundation Source 501 Silverside Rd

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
Wilmington, DE 198091377

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,438,998

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)

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

A Employer identification number
75-2861029

B Telephone number (see instructions)
(800) 839-1754

C If exemption application is pending, check here

D 1. Foreign organizations, check here

D 2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I

Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	3,620		
	2 Check if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	66	66	
	4 Dividends and interest from securities	111,225	111,225	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	38,718		
	b Gross sales price for all assets on line 6a	1,845,631		
	7 Capital gain net income (from Part IV, line 2)		38,718	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	3,374	37		
12 Total. Add lines 1 through 11	157,003	150,046		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0		
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)			
	c Other professional fees (attach schedule)	36,106	35,731	375
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	3,897	2,797	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings	5,313		5,313
	22 Printing and publications	4,477		4,477
	23 Other expenses (attach schedule)	30,557	618	29,939
	24 Total operating and administrative expenses. Add lines 13 through 23	80,350	39,146	40,104
	25 Contributions, gifts, grants paid	207,000		207,000
	26 Total expenses and disbursements. Add lines 24 and 25	287,350	39,146	247,104
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-130,347		
	b Net investment income (if negative, enter -0-)		110,900	
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2016)

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	198,041	200,751	200,751
	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)	278,928	274,457	271,331
	b	Investments—corporate stock (attach schedule)	4,067,155	3,964,051	4,538,612
	c	Investments—corporate bonds (attach schedule)	248,851	223,369	229,904
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	196,050	196,050	198,400
	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)	4,989,025	4,858,678	5,438,998	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	4,989,025	4,858,678	
	30	Total net assets or fund balances (see instructions)	4,989,025	4,858,678	
31	Total liabilities and net assets/fund balances (see instructions) .	4,989,025	4,858,678		

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	4,989,025
2	Enter amount from Part I, line 27a	2	-130,347
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	4,858,678
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	4,858,678

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)
1 a Publicly-traded Securities			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,845,631		1,806,913	38,718
b			
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			38,718
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="font-size: 3em; margin-right: 5px;">{</div> <div style="text-align: left; font-size: 0.8em;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="font-size: 3em; margin-left: 5px;">}</div> </div>	2	38,718
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	<div style="display: flex; align-items: center;"> <div style="font-size: 3em; margin-right: 5px;">{</div> <div style="text-align: left; font-size: 0.8em;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div> <div style="font-size: 3em; margin-left: 5px;">}</div> </div>	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))
2015	253,479	5,008,429	0 05061
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
2 Total of line 1, column (d)			2 0 222157
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 044431
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 5,387,099
5 Multiply line 4 by line 3			5 239,354
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,109
7 Add lines 5 and 6			7 240,463
8 Enter qualifying distributions from Part XII, line 4			8 247,104

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling 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	1,109
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	1,109
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	1,109
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,400
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	3,400
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	2,291
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 1,200 Refunded ▶	11	1,091

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	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 ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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) ▶ 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 2016 or the taxable year beginning in 2016 (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).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	Yes	
14	The books are in care of ► Foundation Source Telephone no ► (800) 839-1754			

Located at ► 501 Silverside Road Suite 123 Wilmington DE ZIP+4 ► 198091377

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here	<input type="checkbox"/>		
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2016, 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 ►	16	Yes	No

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)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b		No
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 2016? <input type="checkbox"/>	1c		No
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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). <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2016 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 2016). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2016?	4b		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	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. <input type="checkbox"/>				

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	5,011,196
b	Average of monthly cash balances.	1b	259,540
c	Fair market value of all other assets (see instructions).	1c	198,400
d	Total (add lines 1a, b, and c).	1d	5,469,136
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	5,469,136
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	82,037
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,387,099
6	Minimum investment return. Enter 5% of line 5.	6	269,355

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	269,355
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,109
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,109
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	268,246
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	268,246
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	268,246

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	247,104
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	247,104
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	1,109
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	245,995

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				268,246
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			228,086	
b Total for prior years 2014, 2013, 2012				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 247,104				
a Applied to 2015, but not more than line 2a			228,086	
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 2016 distributable amount.				19,018
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 (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 2015 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 2017				249,228
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 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.	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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	
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	207,000
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

Part XVI-B	Relationship of Activities to the A
------------	-------------------------------------

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

Form **990-PF** (2016)

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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

Print/Type preparer's name Jeffrey D Haskell	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01345770
Firm's name ▶ Foundation Source				Firm's EIN ▶
Firm's address ▶ One Hollow Ln Ste 212 Lake Success, NY 11042				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 Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Board Member 1 0	0	0	0
Christina M Andrea Foundation Source 501 Silverside Rd Wilmington, DE 198091377	VP / Sec 2 0	0	0	0
Christopher R Andrea Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir - SW Operations 1 0	0	0	0
Rudolph Andrea Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Pres / Treas 15 0	0	0	0
Allison Andrea McDonald Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Board Member 1 0	0	0	0
Phil Kushner Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir - NE Operations 1 0	0	0	0
Joshua W Longworth Foundation Source 501 Silverside Rd Wilmington, DE 198091377	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 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	children's work shop program and final production	20,000
BOYS & GIRLS CLUB OF COLLIN COUNTY 7790 MAIN ST FRISCO, TX 75033	N/A	PC	BGCCC Scholarship fund	30,000
CHAMBERLAIN BALLET 3003 W 15TH ST PLANO, TX 75075	N/A	PC	Community Connections Outreach Programs	30,000
CHILDCAREGROUP 1420 W MCKNBRD LN STE 300 DALLAS, TX 75247	N/A	PC	Early Care and Education Center Programs	5,000
CHILDRENS MEDICAL CENTER FOUNDATION 2777 N STEMMONS FWY STE 700 DALLAS, TX 75207	N/A	PC	Pet Therapy Project	5,000
Total ▶ 3a				207,000

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 Paid during the year				
CITY HOUSE INC 901 18TH ST PLANO, TX 75074	N/A	PC	City House-Counseling Program and the Enrichment program	35,000
DALLAS CHILDRENS ADVOCACY CENTER 5351 SAMUELL BLVD DALLAS, TX 75228	N/A	PC	Crimes Against Children Conference and Animal-assisted therapy project	20,000
GLUT1 DEFICIENCY FOUNDATION INC PO BOX 943 WESTFIELD, IN 46074	N/A	PC	G1D Brochures and Banners Project	1,500
HOPEFUL SOLUTION 9666 SCYENE RD APT 403 DALLAS, TX 75227	N/A	PC	Jump Start Program	7,000
MANE GAIT 3160 N CUSTER RD MCKINNEY, TX 75071	N/A	PC	Equestrian Riding Simulator Project	20,000
Total ▶ 3a				207,000

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>				
PLANO ISD EDUCATION FOUNDATION 2700 W 15TH ST PLANO, TX 75075	N/A	PC	Grants to Educators Program	7,500
PLANO SYMPHONY ORCHESTRA NON-PROFIT CORP 5236 TENNYSON PKWY STE 200 PLANO, TX 75024	N/A	PC	2017 EncoreYouth Young Artist Program	25,000
YMCA OF METROPOLITAN DALLAS - PLANO FAMILY YMCA 3300 MCDERMOTT RD PLANO, TX 75025	N/A	PC	General & Unrestricted	1,000
Total ▶ 3a				207,000

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

TY 2016 Depreciation Schedule

Name: The Andrea-Mennen Family Foundation

EIN: 75-2861029

TY 2016 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
ESCROW GEN MOTORS CORP - 7.125		
MERRILL LYNCH CO - 6.875% - 04	38,941	42,516
MORGAN STANLEY MTN - 5.550% -	102,317	101,324
NORDSTROM INC - 6.250% - 01/15	30,621	31,404
TIME WARNER CABLE INC - 5.000%	10,299	10,613
WILLIAMS PARTNERS LP - 4.125%	20,962	20,793
XL GROUP PLC - 6.375% - 11/15/	20,229	23,254

TY 2016 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
ABIOMED	11,881	15,550
ACADIA HEALTHCARE CO INC	13,568	8,308
ACCELERON PHARMA INC	7,802	6,074
ACCENTURE PLC	21,265	23,426
ACS ACTIVIDADES CO UNSP ADR	7,760	8,058
ACUITY BRANDS INC	15,410	13,852
ADECCO S.A. UNSP/ADR	6,225	7,901
ADOBE SYSTEMS, INC	141,975	168,940
ADURO BIOTECH INC	5,829	2,633
ADVANCE AUTO PARTS INC	6,498	6,427
AEGON N V ORD AMER REG	12,492	9,993
AERCAP HOLDING N.V	7,324	8,072
AIRBUS GROUP	11,671	13,136
AKAMAI TECH COM STK	14,890	12,869
AKORN INC	11,735	15,128
ALCOA INC	3,927	4,380
ALEXION PHARMACEUTICALS, INC	7,502	7,341
ALLERGAN PLC	8,105	8,820
ALLIANZ FIXED INCOME SHARES SE	169,572	136,185
ALLIANZ FIXED INCOMESHARES SER	145,674	138,074
ALPHABET INC CL A	211,661	229,017
ALPHABET INC CL C	5,455	7,718
AMAZON COM	11,152	14,997
AMBEV SA	26,790	19,601
AMDOCS LIMITED	12,450	13,805
AMERICAN EAGLES OUTFITTERS INC	14,156	11,226
ANADARKO PETROLEUM CORP	3,624	5,230
ANALOG DEVICES INC	18,966	28,467
AON PLC	7,111	14,164
APACHE CORPORATION	3,102	4,760

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APPLE INC	22,307	46,907
ARCONIC INC	11,049	10,049
ASHLAND GLOBAL HOLDINGS	7,953	8,743
ASTELLAS PHARMA INC	8,968	7,845
AUTOMATIC DATA PROCESSING INC	22,434	28,265
AVERY DENNISON CORP	1,576	2,598
AXA ADS	11,765	13,028
BANCO BILBAO ARG SA	8,319	8,388
BANK OF AMERICA CORP	8,476	11,801
BANKUNITED, INC	10,793	15,114
BAXTER INTERNATIONAL INC	4,627	5,188
BEACON ROOFING SUPPLY, INC	10,507	15,387
BHP BILLITON SP ADR	6,445	7,708
BIO RAD LABS INC CL A	2,905	3,828
BIOMARIN PHARMACEUTICAL INC	7,012	6,627
BLACKROCK INC	6,394	7,611
BOSTON SCIENTIFIC	1,709	5,299
BRIGHT HORIZONS FAMILY SOLUTIO	13,433	14,704
BRISTOL-MYERS SQUIBB CO	28,238	23,960
BROADRIDGE FINANCIAL	3,354	8,288
BURLINGTON STORES, INC	16,102	25,679
BWX TECHNOLOGIES INC	2,287	4,407
CALPINE CORP	8,775	8,321
CALRSBERG AS SP ADR REP B	7,277	7,232
CAMPBELL SOUP CO	15,823	17,536
CANADIAN NATL RAILWAY CO	9,142	26,960
CARREFOUR S.A	7,739	7,100
CASEY'S GENERAL STORES, INC	2,939	2,853
CELGENE CORP	17,990	34,725
CERNER CORPORATION	6,994	7,106

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHENIERE ENERGY INC	11,095	14,791
CHEVRON CORP	20,064	20,009
CHINA MOBILE HGK LTD	10,458	9,909
CIGNA	7,049	7,203
CINEMARK HOLDINGS INC	3,240	4,335
CIT GROUP INC	19,143	19,035
CITIGROUP INC	14,678	22,167
CK HUTCHISON HLDGS	8,521	7,616
CLOROX CO	21,899	24,364
CME GROUP, INC	15,274	17,303
COLGATE-PALMOLIVE COMPANY	12,458	26,176
COOPER COMPANIES INC	6,647	8,747
CORE-MARK HOLDING COMPANY, INC	11,030	13,610
CORECIVIC INC	5,439	4,305
COSTCO WHOLESALE CORPORATION	149,109	156,267
CRITEO SA	11,484	11,749
CROWN CASTLE INTL	18,801	17,354
CVS CAREMARK CORP	11,015	15,072
DBS GROUP HLDGS SPON ADR	8,109	8,451
DBV TECHNOLOGIES SA	8,033	9,239
DELAWARE DIVERSIFIED INCOME A	90,902	84,787
DEPOMED INC	12,045	11,857
DEUTSCHE POST AG	7,209	9,200
DISCOVER FINL SVCS COM	14,363	17,950
DISCOVERY COMMUNICATIONS, INC	5,349	4,874
DNB NOR ASA SPONSOR ADR	7,796	8,184
DOW CHEMICAL PV	6,697	6,580
E.ON AG SPON ADR REP 1/3 ORD N	9,451	7,473
ECOLAB INC	22,761	25,202
EDISON INTL	3,120	3,815

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EDUCATION RLTY TRUST	11,223	9,983
ELECTRONIC ARTS	16,780	24,416
ELECTRONICS FOR IMAGING, INC	6,721	7,061
ELLIE MAE INC	5,210	10,544
ENGIE	9,732	7,937
ENTERGY CORP	2,612	2,645
EPAM SYSTEMS INC	12,181	21,672
EQT CORPORATION	13,961	15,238
ESTEE LAUDER COMPANIES INC	16,247	20,270
ESTERLINE CORP	5,032	5,174
EURONET WORLDWIDE INC	14,296	13,037
EXPEDITORS INTL WASH INC	2,422	3,019
EXPRESS SCRIPTS HOLDING CO	18,088	15,822
FACEBOOK INC	218,359	237,807
FASTENAL COMPANY	1,469	1,644
FIRST AMERICAN CORP	3,185	6,410
FIVE BELOW INC	13,768	13,067
FLIR SYSTEMS INC	5,411	6,152
FLOWSERVE CP	15,362	13,454
FORTINET INC	6,132	6,777
FRANKLIN RES INC	5,196	6,056
FRESENIUS MED CAR AG	7,925	7,640
GEMALTO N.V. ADR	7,678	7,088
GENERAL ELECTRIC CO	7,615	9,132
GENERAL MOTORS	20,517	19,057
GENUINE PARTS COMPANY	3,191	5,541
GLAXOSMITHKLINE PLC	10,654	9,589
GLOBUS MEDICAL INC	11,759	16,300
GM WARRANT B - EXP 07/10/2019	4,785	1,321
HAEMONETICS CP	2,789	3,176

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HARTFORD FINANCIALSERVICES GRO	3,448	4,860
HASBRO INC	4,932	8,635
HESS CORP	17,355	21,615
HIBBETT SPORTS, INC	8,698	8,430
HOME DEPOT INC	16,512	28,157
HONDO MINERALS CORP	13,416	7,487
HSBC HOLDINGS PLC	10,604	11,612
HUNTINGTON BANCSHARES INC	4,024	5,870
ILLINOIS TOOL WORKS	20,621	32,452
ING GROUP N V SPONSORED ADR	5,319	6,331
INGERSOL-RAND PLC	4,366	8,630
INTERCONTINENTAL EXCHANGE, INC	20,495	32,442
INTERPUBLIC GROUP OF COS	6,015	8,076
INTESA SANPAOLO SPA	14,179	13,448
INTUITIVE SURGICAL	10,146	12,683
INVESCO PLC	3,964	4,278
IPG PHOTONICS CORP	1,582	1,678
JANUS CAPITAL GROUP INC	2,347	2,933
JOHNSON & JOHNSON	12,207	13,825
JP MORGAN CHASE	8,466	17,689
JULIUS BAER GROUP LTD	8,311	8,310
KOMATSU LTD	7,886	7,938
KON KPN NV SPON ADR REP 1 ORD	9,802	8,259
KONINKLIJKE DSM NV ADR	5,934	7,330
KONINKLIJKE PHILIPS ELECTRONIC	15,834	18,281
LIBERTY BROADBAND CORPORATION	3,198	4,518
LIBERTY GLOBAL PLC - SERIES A	9,325	8,871
LIBERTY SIRIUS XM CORP - SER C	5,154	5,970
LIGAND PHARMACEUTICALS INCORPO	15,347	18,696
LKQ CORPORATION	2,596	11,800

Name of Stock	End of Year Book Value	End of Year Fair Market Value
LULULEMON ATHLETICA INC	11,973	11,698
M&T BANK CORP	2,839	5,788
MACY'S INC	9,108	9,096
MANITOWOC FOODSERVICE INC	7,093	7,500
MARKEL CORP	4,524	4,523
MASCO CORP	4,492	6,324
MASTERCARD INC	16,686	21,683
MATTELL INC	4,769	4,959
MAXIMUS INC	13,107	16,793
MAZDA MOTOR CORP	8,354	8,350
MCDONALD'S CORP	24,794	24,344
MCKESSON CORP	3,495	6,039
MEDTRONIC PLC	12,544	12,109
MERCK & CO INC	24,986	25,314
METLIFE INC	7,647	12,449
MICROSOFT CORP	43,514	56,050
MIDDLEBY CORPORATION	5,292	30,399
MITSUBISHI ESTATE CO ADR	8,227	8,311
MONRO MUFLER BRAKE, INC	6,666	7,093
MONSANTO CO	20,016	23,146
MOTORS LIQ CO GUC TR UBI		168
MURATA MFG INC UNSP/ADR	8,335	8,040
NATL FUEL GAS CO	4,391	4,361
NESTLE S.A	7,466	7,891
NEVRO CORP	6,106	7,702
NEW YORK COMNTY BANCORP INC	6,365	6,348
NIELSEN HOLDINGS N.V	9,861	7,971
NIKE INC-CL B	127,729	101,050
NISOURCE INC	1,658	2,590
NOVARTIS AG ADR	11,227	9,469

Name of Stock	End of Year Book Value	End of Year Fair Market Value
O'REILLY AUTOMOTIVE INC	16,404	16,705
OCCIDENTAL PETROLEUM CORP	13,502	11,895
OLLIES BARGAIN OUTLET HOLDINGS	11,583	11,864
OMNICELL, INC	7,357	16,035
OMNICOM GROUP	3,495	5,787
ORACLE CORP	15,895	17,610
ORANGE	8,256	7,267
ORBIAL ATK, INC	4,558	5,176
OTSUKA HOLDINGS CO	6,392	8,198
PACIRA PHARMACEUTICALS INC	11,050	4,813
PANASONIC CORP	7,812	7,468
PAYPAL HOLDINGS, INC	27,501	29,326
PBF ENERGY INC	2,891	3,457
PDC ENERGY INC	6,229	7,403
PENUMBRA INC	5,193	4,913
PEPSICO INC	20,466	20,926
PERRIGO CO PLC	19,731	14,981
PFIZER INC	8,110	9,094
PHILIP MORRIS INTL	1,813	4,392
PHILLIPS 66	5,717	6,567
PNC FINANCIAL GROUP INC	5,415	7,719
POOL CORP	12,971	18,886
PORTFOLIO RECOVERY ASSOCIATES,	7,653	12,708
PPG INDUSTRIES INC	24,838	23,690
PPL CORPORATION	4,332	4,222
PRICELINE.COM INCORPORATED	12,869	14,661
PROTHENA CP PLC	7,559	6,296
QIAGEN NV	7,054	11,768
RAMBUS, INC	10,436	11,498
RANGE RESOURCES CORP DEL	6,273	5,841

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RAYTHEON CO	2,821	9,798
REGAL ENTERTAINMENT	4,044	5,480
REGENERON PHARMACEUTICALS INC	4,273	3,671
RETROPHIN INC	3,542	3,086
ROCHE HOLDING LTD ADR	13,481	11,868
ROCKWELL AUTOMATION INC	21,780	26,880
ROCKWELL COLLINS INC	3,499	4,916
ROYAL DUTCH SHELL CL A	13,924	13,214
RSP PERMIAN INC	5,057	7,809
SAGE THERAPEUTICS INC	11,406	10,672
SALESFORCE.COM	5,774	5,477
SCHLUMBERGER LTD	44,177	49,782
SECOM CO LTD ADR OTC	6,691	7,519
SEIKO EPSON CORP ADR	5,455	8,059
SERVICE NOW	16,854	20,072
SILICON LABORATORIES, INC	9,094	15,535
SKYWORKS SOLUTIONS, INC	12,764	12,692
SMITH & NEPHEW PLC ADR	8,059	7,249
SMITH A O CORP DEL COM	4,279	19,319
SOCIETE GENERLE FRNCE ADR	7,469	8,661
SONOCO PRODUCTS COMPANY	1,633	2,899
SOUTHWEST AIRLINES	11,128	14,404
SPECTRANETICS CORP	13,519	14,896
SPROUTS FARMERS MARKET INC	6,196	5,298
STARBUCKS CORP COM	15,451	22,208
STRYKER CORPORATION	16,481	17,972
SUN COMMUNITIES INC	2,973	5,593
SUNCOR ENERGY INC	10,218	11,442
SUNTORY BEVERAGE & FOOD LTD AD	8,060	7,522
SUNTRUST BKS INC	22,983	27,480

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SYMANTEC CORP	9,729	10,225
SYNCHRONOSS TECHNOLOGIES, INC	11,864	17,158
SYNCHRONY FINANCIAL	22,397	28,399
SYSCO CORP	3,584	6,478
TARGET CORPORATION	7,486	9,029
TERADYNE INC	7,001	9,576
TEXAS ROADHOUSE, INC	4,422	12,060
THE COCA-COLA CO	9,658	10,365
THE HAIN CELESTIAL GROUP, INC	3,001	3,005
THE HERSHEY COMPANY	2,610	3,103
THE KEYW HOLDING CORPORATION	5,038	3,950
THERMO FISHER SCIENTIFIC INC	28,765	29,631
TIME WARNER INC	7,908	11,004
TJX COMPANIES INC	10,450	35,687
TOTAL FINA ELF S.A	10,358	12,233
TRIBUNE MEDIA COMPANY	16,223	12,593
TWENTY FIRST CENTURY FOX COMPA	18,167	15,422
UNDER ARMOUR INC CL A	8,299	8,570
UNDER ARMOUR INC CL C	7,932	7,475
UNILEVER PLC AMER	7,134	7,733
UNION PACIFIC	1,208	8,502
UNITED NATURAL FOODS, INC	3,083	3,484
UNITEDHEALTH GROUP INC	16,268	36,009
UNUM CORP	9,771	17,352
VARIAN MEDICAL SYSTEMS INC	2,371	2,693
VERTEX PHARMCTLS INC	6,532	5,894
VIACOM INC. CL B	16,212	12,461
VISA INC	22,719	37,450
VIVENDI SA	8,737	8,016
WALT DISNEY HOLDINGS CO	18,829	29,182

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WASTE CONNECTIONS	4,345	27,114
WATSCO INC	11,783	22,662
WELLS FARGO & CO	5,493	7,771
WELLTOWER INC	3,126	3,949
WESTERN UNION CO	5,019	6,277
WEX, INC	2,940	8,147
WEYERHAEUSER CO	13,403	13,541
WOODWARD INC	2,635	3,314
XCEL ENERGY INC	1,658	2,808
XL GROUP LTD	5,880	5,738
YUM CHINA HOLDINGS INC	2,068	2,612
ZAYO GROUP HOLDINGS INC	10,958	11,830
ZIMMER BIOMET HOLDINGS	2,757	4,747

TY 2016 Investments Government Obligations Schedule**Name:** The Andrea-Mennen Family Foundation**EIN:** 75-2861029**US Government Securities - End
of Year Book Value:**

274,457

**US Government Securities - End
of Year Fair Market Value:**

271,331

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2016 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	198,400

TY 2016 Other Expenses Schedule**Name:** The Andrea-Mennen Family Foundation**EIN:** 75-2861029**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	29,566			29,566
Bank Charges	618	618		
Office Supplies	133			133
Website Hosting/Support	240			240

TY 2016 Other Income Schedule**Name:** The Andrea-Mennen Family Foundation**EIN:** 75-2861029**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Class Action Lawsuit Proceeds	37	37	
Federal Tax Refund	3,337		

TY 2016 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	35,731	35,731		
Website Development	375			375

TY 2016 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 2016	1,100			
Foreign Tax Paid	2,797	2,797		