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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation

FLINN FOUNDATION

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

1802 N. CENTRAL AVENUE

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

PHOENIX, AZ 85004-1506

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ 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) ▶ \$ 205,225,306.

J Accounting method

☐ Cash☒ Accrual☐ Other (specify)

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

A Employer identification number

86-0421476

B Telephone number (see instructions)

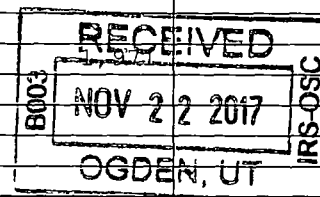
(602) 744-6800

C If exemption application is
pending, check here.

D 1 Foreign organizations, check here.

2 Foreign organizations meeting the
85% test, check here and attach
computationE If private foundation status was terminated
under section 507(b)(1)(A), check hereF 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)	172,538.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3 Interest on savings and temporary cash investments.				
4 Dividends and interest from securities	344,076.	344,076.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,572,777.			
b Gross sales price for all assets on line 6a	5,572,777.			
7 Capital gain net income (from Part IV, line 2)		6,628,624.		
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) ATCH. 1	481,903.	3,586,877.		
12 Total. Add lines 1 through 11	6,571,294.	10,559,577.	1,971.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	873,134.	26,634.		846,500.
14 Other employee salaries and wages	1,900,897.	8,250.		1,892,647.
15 Pension plans, employee benefits	757,771.			757,771.
16a Legal fees (attach schedule) ATCH. 2	25,885.			25,885.
b Accounting fees (attach schedule) ATCH. 3	86,898.	43,449.		43,449.
c Other professional fees (attach schedule) [4]	510,636.	510,636.		
17 Interest		354,177.		
18 Taxes (attach schedule) (see instructions) [5]	193,176.	144,932.		
19 Depreciation (attach schedule) and depletion	207,078.	924.		
20 Occupancy	133,059.			133,059.
21 Travel, conferences, and meetings	56,291.	456.		55,835.
22 Printing and publications	77,576.			77,576.
23 Other expenses (attach schedule) ATCH. 6	680,827.	1,412,904.		717,933.
24 Total operating and administrative expenses. Add lines 13 through 23.	5,503,228.	2,502,362.		4,550,655.
25 Contributions, gifts, grants paid	6,179,523.			6,024,797.
26 Total expenses and disbursements. Add lines 24 and 25	11,682,751.	2,502,362.	0.	10,575,452.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-5,111,457.			
b Net investment income (if negative, enter -0-)		8,057,215.		
c Adjusted net income (if negative, enter -0-).			1,971.	



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	133,092.	160,824.	160,824.
	2	Savings and temporary cash investments	2,967,774.	7,579,520.	7,579,520.
	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)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 7	196,766,894.	186,417,436.	186,417,436.	
14	Land, buildings, and equipment basis ▶ 6,894,952.				
	Less accumulated depreciation (attach schedule) ▶ 2,931,187.	4,083,254.	3,963,765.	3,963,765.	
15	Other assets (describe ▶ ATCH 9)	324,932.	7,103,761.	7,103,761.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	204,275,946.	205,225,306.	205,225,306.	
Liabilities	17	Accounts payable and accrued expenses	236,672.	230,449.	
	18	Grants payable	5,672,428.	5,827,245.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 10)	218,000.	356,795.	
23	Total liabilities (add lines 17 through 22)	6,127,100.	6,414,489.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	198,148,846.	198,810,817.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	198,148,846.	198,810,817.	
	31	Total liabilities and net assets/fund balances (see instructions)	204,275,946.	205,225,306.	

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	198,148,846.
2	Enter amount from Part I, line 27a	2	-5,111,457.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	5,773,428.
4	Add lines 1, 2, and 3	4	198,810,817.
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	198,810,817.

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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	6,628,624.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

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

☐ Yes ☒ No

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

(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	10,833,942.	204,461,788.	0.052988
2014	9,742,419.	214,988,396.	0.045316
2013	9,727,898.	210,662,805.	0.046178
2012	8,826,695.	187,569,086.	0.047058
2011	7,806,630.	178,347,440.	0.043772
2 Total of line 1, column (d)			2 0.235312
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 0.047062
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 197,827,001.
5 Multiply line 4 by line 3.			5 9,310,134.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 80,572.
7 Add lines 5 and 6.			7 9,390,706.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 10,662,165.

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	80,572.
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	80,572.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	80,572.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	132,471.
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	132,471.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	51,899.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 51,899. Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> AZ		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	No
	ATCH 12		X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.FLINN.ORG				
14	The books are in care of STACY TUCKER	Telephone no	602-744-6800	
	Located at 1802 N CENTRAL AVENUE PHOENIX, AZ	ZIP+4	85012	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15	N/A	
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		N/A	X

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

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

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?		X	No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		X	No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?		X	No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	X	Yes	No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?		X	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).		X	No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here		N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		X	No
	If "Yes," list the years		N/A	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		N/A	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		X	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)	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☒ Yes ☐ No

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

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

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) **ATCH 13**

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870 **6b** X

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 **7b** N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		791,574.	81,560.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		792,285.	180,271.	0.

Total number of other employees paid over \$50,000. ☐ 10

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
ATCH 16		373,953.
Total number of others receiving over \$50,000 for professional services		0.

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 SEE ATTACHMENT 17	
	2,606,881.
2	
3	
4	

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

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

Amount

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

Form **990-PF** (2016)

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	34,853,472.
b	Average of monthly cash balances	1b	574,708.
c	Fair market value of all other assets (see instructions).	1c	165,411,415.
d	Total (add lines 1a, b, and c)	1d	200,839,595.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	200,839,595.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	3,012,594.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	197,827,001.
6	Minimum investment return. Enter 5% of line 5	6	9,891,350.

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	9,891,350.
2a	Tax on investment income for 2016 from Part VI, line 5 2a		80,572.
b	Income tax for 2016 (This does not include the tax from Part VI). 2b		
c	Add lines 2a and 2b	2c	80,572.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,810,778.
4	Recoveries of amounts treated as qualifying distributions	4	1,971.
5	Add lines 3 and 4	5	9,812,749.
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	9,812,749.

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	10,575,452.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	86,713.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	10,662,165.
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	80,572.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,581,593.

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				9,812,749.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			1,076,947.	
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u>				
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	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>10,662,165.</u>				
a Applied to 2015, but not more than line 2a			1,076,947.	
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.				9,585,218.
e Remaining amount distributed out of corpus.				
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				
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.				227,531.
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				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest dividends rents payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT 18				6,024,797.
Total			▶ 3a	6,024,797.
b Approved for future payment SEE ATTACHMENT 19				3,479,696.
Total			▶ 3b	3,479,696.

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? | | Yes | No |
|---|--------------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | X | |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

11/14/17
Date

VP & CFO
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
KELLI ARCHIBALD

Preparer's signature

Kelli H. Aubal

Date 11/09/17

Check <input type="checkbox"/> if self-employed	PTIN P00180332
---	-------------------

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

Firm's EIN ▶ 34-6565596

Firm's address ► 2 N CENTRAL AVE, STE 2300
PHOENIX, AZ

85004

Phone no 602/322-3000

Form **990-PF** (2016)

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

OMB No 1545-0047

2016

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

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

Name of the organization

FLINN FOUNDATION

Employer identification number

86-0421476

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or 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 33 1/3 % 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **FLINN FOUNDATION**

Employer identification number

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMAS R. BROWN FAMILY FOUNDATION P.O. BOX 31930 TUCSON, AZ 85751	\$ 172,538.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Employer identification number

Part II

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

Name of organization **FLINN FOUNDATION**

Employer identification number

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
831,737.		K-1 FLOW THROUGH ST CAPITAL GAIN PROPERTY TYPE: OTHER				P	VAR 831,737.	VAR
5,559,355.		K-1 FLOW THROUGH LT CAPITAL GAIN PROPERTY TYPE: OTHER				P	VAR 5,559,355.	VAR
127,722.		K-1 FLOW THROUGH 1231 GAIN PROPERTY TYPE: OTHER				P	VAR 127,722.	VAR
		K-1 FLOW THROUGH 1256 LOSS PROPERTY TYPE: OTHER 63,078.				P	VAR -63,078.	VAR
102,445.		NEW SOUTH SHORT TERM CAPITAL GAIN PROPERTY TYPE: SECURITIES 94,819.				P	VAR 7,626.	VAR
337,771.		NEW SOUTH LONG TERM CAPITAL GAIN PROPERTY TYPE: SECURITIES 168,615.				P	VAR 169,156.	VAR
		DISPOSITION OF LOOMIS SAYES PROPERTY TYPE: OTHER 3,841.				P	VAR -3,841.	VAR
		DISPOSITION OF ASIA ALTERNATIVES PROPERTY TYPE: OTHER 53.				P	VAR -53.	VAR
TOTAL GAIN (LOSS)							<u>6,628,624.</u>	

FLINN FOUNDATION
12/31/2016
PART IV ATTACHMENT

86-00421476

PARTNERSHIP	NET ST CAP GAIN (LOSS)
ADAGE CAPITAL PARTNERS, LP	700,781
Asia Alternatives Capital Partners II LP	6,786
CAPITAL DYNAMICS (HRJ) CHAMPION VENTURES VI, LP	346
COMMONFUND INTERNATIONAL PE PARTNERS III, LP	1,247
COMMONFUND CAPITAL VENTURE PARTNERS VI, LP	548
COMMONFUND CAPITAL VENTURE PARTNERS VII, LP	124
COMMONFUND CAPITAL VENTURE PARTNERS VIII, LP	2,621
DAVIDSON KEMPNER INSTUTIONAL PARTNERS LP	170,270
DEERFIELD PRIVATE DESIGN FUND III LP	2,720
ENCAP ENERGY CAPITAL FUND VIII	7,369
EURO CHOICE SECONDARY (AKINA)	(5,792)
FIRST STREET INVESTMENT	2,136
FRONTIER RESEARCH FUND LP	55,988
HRJ CAPITAL VC VI	575
CITY OF LONDON-THE INVESTABLE EMERGING MARKETS COUNTRY FUND	(11,459)
LEGACY VENTURE VI (QP)	5,367
LEGACY VENTURE VII	(92)
LEXINGTON CAPITAL PARTNERS VII	(777)
LOOMIS SAYLES WORLD BOND TRUST	(65,491)
MERIT ENERGY PARTNERS D-II, LP	21
MFS INTERNATIONAL GROWTH	(23,595)
MONTAG & CALDWELL LARG CAP GROWTH COMINGLED FUND	(110,421)
NATURAL GAS PARTNERS IX, LP	1
OAKTREE OPPORTUNITIES FUND VIII, LP	1,491
OAKTREE OPPORTUNITIES FUND VIII AIF (DELAWARE), LP	(16)
OVERLOOK PARTNERS FUND LP	(33,915)
PARK STREET CAPITAL PRIVATE EQUITY FUND V, LP	(48)
ROCKPOINT REAL ESTATE FUND VI, LP	(2,503)
SILCHESTER INT'L INV TOBACCO FREE INT'L VAULE EQUITY TRUST	127,485
TIFF PARTNERS IV	(42)
TUCKER ANTHONY PRIVATE EQUITY FUND	12
Total	831,737

PARTNERSHIP	NET LT CAP GAIN (LOSS)
ADAGE CAPITAL PARTNERS, LP	2,359,319
ASIA ALTERNATIVES CAPITAL PARTNERS II, LP	204,331
ASIA ALTERNATIVES DELAWARE II, LP	(10,198)
CAPITAL DYNAMICS (HRJ) CHAMPION VENTURES VI , LP	347,102
COMMONFUND INTERNATIONAL PE PARTNERS III, LP	22,506
COMMONFUND INTERNATIONAL PARTNERS V, LP	81,191
COMMONFUND CAPITAL VENTURE PARTNERS VI, LP	50,286
COMMONFUND CAPITAL VENTURE PARTNERS VII, LP	120,654
COMMONFUND CAPITAL VENTURE PARTNERS VIII, LP	142,450
DAVIDSON KEMPNER INSTUTIONAL PARTNERS LP	305,245
DEERFIELD PRIVATE DESIGN FUND III LP	14,044

FLINN FOUNDATION
12/31/2016
PART IV ATTACHMENT

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ENCAP ENERGY CAPITAL FUND VIII	10,887
EURO CHOISE SECONDARY (AKINA)	284,308
FARALLON CAPITAL	9,843
FIRST STREET INVESTMENT	74,363
FRONTIER RESEARCH FUND LP	492,933
HRJ CAPITAL VC VI	27,544
CITY OF LONDON-THE INVESTABLE EMERGING MARKETS COUNTRY FUND	47,696
LEGACY VENTURE VI (QP)	86,389
LEGACY VENTURE VII	17,920
LEXINGTON CAPITAL PARTNERS VII	250,835
LOOMIS SAYLES WORLD BOND TRUST	(104,901)
MFS INTERNATIONAL GROWTH	(202,248)
MONTAG & CALDWELL LARG CAP GROWTH COMINGLED FUND	118,366
NATURAL GAS PARTNERS IX, LP	42,449
OAKTREE OPPORTUNITIES FUND VIII, LP	69,130
OAKTREE OPPORTUNITIES FUND VIII AIF (DELAWARE), LP	11,770
OVERLOOK PARTNERS FUND LP	29,205
PARK STREET CAPITAL PRIVATE EQUITY FUND V, LP	78,463
ROCKPOINT REAL ESTATE FUND IV, LP	16,160
SILCHESTER INT'L INV TOBACCO FREE INT'L VAULE EQUITY TRUST	736,812
TIFF PARTNERS IV, LLC	(3,373)
TUCKER ANTHONY PRIVATE EQUITY FUND IV, LP	(172,126)
Total	5,559,355

	SEC. 1231 GAIN (LOSS)
PARTNERSHIP	
COMMONFUND CAPITAL VENTURE PARTNERS VII, LP	77
COMMONFUND CAPITAL VENTURE PARTNERS VIII, LP	8
ENCAP ENERGY CAPITAL FUND VIII	37,035
KAYNE ANDERSON ENERGY FUND	8,698
LEXINGTON CAPITAL PARTNERS VII	199
LOOMIS SAYLES WORLD BOND TRUST	(2,604)
NATURAL GAS PARTNERS IX, LP	(1,070)
OAKTREE OPPORTUNITIES FUND VIII AIF (DELAWARE), LP	24,357
PARK STREET CAPITAL PRIVATE EQUITY FUND V	(2)
ROCKPOINT REAL ESTATE FUND IV, LP	61,291
TIFF PARTNERS IV, LLC	(190)
TUCKER ANTHONY PRIVATE EQUITY FUND IV, LP	(77)
Total	127,722

	SEC. 1256 CONTRACTS
PARTNERSHIP	
ADAGE CAPITAL PARTNERS, LP	(65,558)
ASIA ALTERNATIVES CAPITAL PARTNERS II, LP	34
COMMONFUND CAPITAL VENTURE PARTNERS VI, LP	79
DAVIDSON KEMPNER INSTUTIONAL PARTNERS LP	(274)
CITY OF LONDON-THE INVESTABLE EMERGING MARKETS CUOUNTRY FUND	(1,958)
LEXINGTON CAPITAL PARTNERS VII	8,521

FLINN FOUNDATION
12/31/2016
PART IV ATTACHMENT

86-00421476

LOOMIS SAYLES WORLD BOND TRUST
OAKTREE OPPORTUNITIES FUND VIII, LP

(7,203)

3,281

Total

(63,078)

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RETURNED GRANT	1,971.	
PARTNERSHIP INCOME PER BOOKS	478,771.	
PARTNERSHIP K-1 INFORMATION:		
INTEREST INCOME		722,946.
DIVIDEND INCOME		2,729,543.
ROYALTY INCOME		40,498.
ORDINARY INCOME/(LOSS)		92,729.
TAMARACK GAS AND OIL COMPANY - ROYALTIES	969.	969.
OTHER INCOME	192.	192.
TOTALS	<u>481,903.</u>	<u>3,586,877.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	25,885.			25,885.
TOTALS	<u>25,885.</u>			<u>25,885.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT FEES	47,170.	23,585.		23,585.
ACCOUNTING FEES - TAX RETURNS	39,728.	19,864.		19,864.
TOTALS	<u>86,898.</u>	<u>43,449.</u>		<u>43,449.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGER FEES	126,894.	126,894.
CUSTODY FEES	8,724.	8,724.
CONSULTANT FEES	373,953.	373,953.
OTHER INVESTMENT EXPENSE	1,065.	1,065.
TOTALS	<u>510,636.</u>	<u>510,636.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
K-1 FLOW THRU FOREIGN TAX PAID		144,932.
NET EXCISE TAX ON INVESTMENTS	171,795.	
UNRELATED BUSINESS INCOME TAX	21,381.	
TOTALS	<u>193,176.</u>	<u>144,932.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CONSULTING FEES	188,691.		188,691.
MEETINGS & PROGRAMS	170,065.		170,065.
SUBSCRIPTIONS & REFERENCES	71,167.		71,167.
EQUIPMENT & REPAIRS	61,122.		61,122.
INSURANCE	54,064.		54,064.
DIRECTOR'S LIABILITY INSURANCE	14,632.	653.	13,979.
BANK & PAYROLL	14,134.		14,134.
OFFICE SUPPLIES	12,768.		12,768.
POSTAGE & SHIPPING	9,785.		9,785.
EQUIPMENT RENTAL	9,686.		9,686.
FILE STORAGE	6,697.		6,697.
SECURITY SERVICES	6,524.		6,524.
IT SERVICES	5,040.		5,040.
TEMPORARY HELP	3,940.		3,940.
PROFESSIONAL DEVELOPMENT	1,250.		1,250.
BOARD CONSULT & CEO TRANSITION	158.		158.
OTHER MISCELLANEOUS EXPENSES	51,104.	1,996.	49,108.
K-1 PORTFOLIO DEDUCTIONS		1,344,643.	
K-1 ROYALTY INTEREST DEPLETION		65,612.	
K-1 CHARITABLE CONTRIBUTIONS			241.
CASH BASIS ADJUSTMENT			39,514.
TOTALS	680,827.	1,412,904.	717,933.

ATTACHMENT 7FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ADAGE CAPITAL PARTNERS, LP	39,258,920.	39,258,920.
AKINA EUROCHOICE SECONDARY	1,745,892.	1,745,892.
ASIA ALTERNATIVES II	4,309,625.	4,309,625.
ASIA ALTERNATIVES IV	644,071.	644,071.
ASIA ALTERNATIVES VI SENTAKU	6,234.	6,234.
BENNETT RESTRUCTURING, LP	4,237,609.	4,237,609.
BLACKROCK MID CAP GROWTH	1,785,556.	1,785,556.
CANCER PREVENTION PHARM	500,000.	500,000.
CANCER PREVENTION PHARM CONV	200,000.	200,000.
CAPITAL DYNAMICS/HRJ VI US LP	1,726,258.	1,726,258.
CITY OF LONDON EMER MARKET EQ.	6,810,659.	6,810,659.
COMMONFUND INT'L P.E. III, LP	117,208.	117,208.
COMMONFUND IPE V, LP	349,315.	349,315.
COMMONFUND VENTURE PARTNERS VI	230,381.	230,381.
COMMONFUND VP VII, LP	598,374.	598,374.
COMMONFUND VP VIII, LP	1,096,298.	1,096,298.
DAVIDSON KEMPNER L.P.	6,346,689.	6,346,689.
DEERFIELD PRIVATE DESIGN III	2,431,194.	2,431,194.
DEERFIELD PRIVATE DESIGN IV	73,115.	73,115.
DODGE & COX INCOME FUND	11,570,165.	11,570,165.
ENCAP ENERGY FUND VI-B	72,229.	72,229.
ENCAP ENERGY FUND VIII	929,162.	929,162.
ENCAP ENERGY FUND X	567,768.	567,768.
FARALLON CAP INST PARTNERS LP	745,825.	745,825.
FIRST STATE ASIA PACIFIC, LP	1,703,299.	1,703,299.
FRONTIER SMID CAP GROWTH LP	1,886,084.	1,886,084.
HRJ VI INTERNATIONAL LP	1,309,542.	1,309,542.
INVESTMENT VALUATION ACCOUNT		
KAYNE ANDERSON CAPITAL ADVISOR	1,853,758.	1,853,758.
LEGACY VENTURES VI	3,487,434.	3,487,434.
LEGACY VENTURES VII	1,510,099.	1,510,099.
LEXINGTON CAP PARTNERS VII, LP	1,382,430.	1,382,430.
MERIT ENERGY PARTNERSHIP	1,640,326.	1,640,326.

ATTACHMENT 7 (CONT'D)FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MFS INTERNATIONAL GROWTH LLC	12,205,094.	12,205,094.
MONTAG & CALDWELL	4,632,106.	4,632,106.
NATURAL GAS PARTNERS IX, LP	357,741.	357,741.
NEW SOUTH EQUITIES	3,235,879.	3,235,879.
NYES LEDGE OFFSHORE LTD	20,141,614.	20,141,614.
OAKTREE OPPORTUNITIES FD VIII	949,824.	949,824.
OVERLOOK PARTNERS ASIA PACIFIC	5,330,138.	5,330,138.
PARKSTREET PE FUND V	407,495.	407,495.
RCP SECONDARY FUND II	1,405,296.	1,405,296.
ROCKPOINT REAL ESTATE LP	1,781,356.	1,781,356.
RS GLOBAL NATURAL RESOURCES	4,172,443.	4,172,443.
SILCHESTER, L.P.	20,312,576.	20,312,576.
TAMARACK PETROLEUM	3,876.	3,876.
TAP (GRESHAM) COMMODITY FUND	3,878,799.	3,878,799.
TIFF PARTNERS IV, LP	292,090.	292,090.
TRANSLATIONAL ACCELERATOR	1,273,254.	1,273,254.
TUCKER ANTHONY PE IV PARK ST	425,503.	425,503.
VANGUARD INTERMED TREASURY	4,486,833.	4,486,833.
TOTALS	<u>186,417,436.</u>	<u>186,417,436.</u>

FLINN FOUNDATION

86-00421476

PART II, LINE 14 - LAND, BUILDING, AND EQUIPMENT

ATTACHMENT 8

LAND	1,792,529
BUILDING	4,058,599
FURNITURE	963,824
OTHER	80,000
LESS: ACCUMULATED DEPRECIATION	(2,931,187)
TOTAL	3,963,765

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST AND DIVIDENDS RECEIVABLE	7,103,761.	7,103,761.
TOTALS	<u>7,103,761.</u>	<u>7,103,761.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
EXCISE TAX LIABILITY - CURRENT	356,795.
TOTALS	<u>356,795.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

CURRENT YEAR UNREALIZED GAINS

5,773,428.

TOTAL

5,773,428.

ATTACHMENT 12

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

TOTAL AMOUNT 1,713,495.

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

TRANSFER AMOUNT: 213,495.

EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:

PAYMENTS MADE TO OPERATE PROGRAMS AND TRANSFERS OF PROPERTY AND EQUIPMENT

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

TRANSFER AMOUNT: 1,500,000.

EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:

PAYMENTS MADE TO OPERATE SCHOLARSHIP PROGRAM

EXPENDITURE RESPONSIBILITY (PART VII-B)

GRANTEE	DATE OF GRANT	AMOUNT OF GRANT	AMOUNT EXPENSED 12/31/2016	DATES OF REPORTS RECEIVED
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ARIZONA BIOINDUSTRY ASSOCIATION #2077	March 2016	15,000	15,000	10/7/16
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PURPOSE OF GRANT: BIOSCIENCE AND MANAGEMENT PROGRAM SUPPORT. GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT

ARIZONA BIOINDUSTRY ASSOCIATION #2078	February 2016	5,000	5,000	N/A
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PURPOSE OF GRANT: BIOSCIENCE AND MANAGEMENT PROGRAM SUPPORT. GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT

ARIZONA BIOINDUSTRY ASSOCIATION #2090	August 2016	50,000	25,000	7/19/17
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PURPOSE OF GRANT: BIOSCIENCE AND MANAGEMENT PROGRAM SUPPORT. GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT

CMCG CONSULTING #2022 1404 E. LOS ARBOLES DRIVE TEMPE, AZ 85254	June 2015	300,000	93,013	7/18/16
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PURPOSE OF GRANT: ADVANCING ARIZONA'S BIOSCIENCE ROADMAP, FOCUSING ON A SMALL NUMBER OF KEY ROADMAP PRIORITIES. GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT

TECONOMY PARTNERS GRANT #2070	February 2016	25,000	25,000	5/17/16
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PURPOSE OF GRANT: TECHNICAL ADVISING FOR ARIZONA BIOSCIENCE ROADMAP DURING SPRING 2016. PROVIDE METIC WORK, DATA ASSOCIATED WITH THE ROADMAP'S TRANSFORMATIVE MEASURES AND BEST PRACTICE/TRENDS.

WOLFBROWN, LLC #2049	December 2015	27,100	27,100	6/2/16
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PURPOSE OF GRANT: TECHNICAL ADVISING FOR NONPROFIT ARIZONA ARTS ORGANIZATIONS. GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT

WOLFBROWN, LLC #2068	April 2016	64,900	34,761	12/5/16
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FLINN FOUNDATION
DECEMBER 31, 2016

86-0421476
Attachment 13

PURPOSE OF GRANT: TECHNICAL ADVISING FOR NONPROFIT ARIZONA ARTS ORGANIZATIONS. GRANTEE HAS NOT DIVERTED ANY PORTION OF THE FUNDS FROM THE PURPOSE OF THE GRANT

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LINDA L. BLESSING 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	DIRECTOR 2.70	30,000.	0.	0.
DREW M. BROWN 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	DIRECTOR 2.70	30,000.	0.	0.
RICHARD J. CASELLI, M.D. 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	DIRECTOR 2.70	30,000.	0.	0.
DAVID J. GULLEN, M.D. 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	CHAIRMAN* 3.80	42,500.	0.	0.
*ADDITIONAL COMPENSATION FOR DUTIES PERFORMED IN EXCESS OF THOSE REGULARLY PERFORMED BY OFFICERS AND				
SHAUN A. KIRKPATRICK 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	DIRECTOR 2.70	30,000.	0.	0.

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

ATTACHMENT 14 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROSELLEN PAPP 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	TREASURER 2.70	30,000.	0.	0.
ERIC REIMAN, M.D. 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	SECRETARY 2.70	30,000.	0.	0.
W. SCOTT ROBERTSON 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	DIRECTOR 2.70	30,000.	0.	0.
STEVEN M. WHEELER 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	VICE CHAIR 2.70	32,000.	0.	0.
JACK B. JEWETT 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	PRESIDENT & CEO/ASST SECRETARY 40.00	367,651.	74,602.	0.
STACY L. TUCKER 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	CFO/ASST TREASURER 40.00	139,423.	6,958.	0.
GRAND TOTALS		791,574.	81,560.	0.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
BRADLEY HALVORSEN 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	EXEC. VICE PRESIDENT 45.00	190,694.	45,805. 0.
WILLIAM READ 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	SR. VICE PRESIDENT 45.00	185,895.	24,908. 0.
NANCY WELCH 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	VICE PRESIDENT 45.00	168,117.	38,654. 0.
MATTHEW ELLSWORTH 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	VICE PRESIDENT 45.00	135,741.	42,188. 0.
LISA BAKER 1802 N. CENTRAL AVENUE PHOENIX, AZ 85004-1506	ASST. VICE PRESIDENT 45.00	111,838.	28,716. 0.
TOTAL COMPENSATION		<u>792,285.</u>	<u>180,271. 0.</u>

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

ATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
CAMBRIDGE ASSOCIATES, LLC 125 HIGH STREET BOSTON, MA 02110	INVESTMENT CONSULT.	373,953.
TOTAL COMPENSATION		<u>373,953.</u>

Direct Charitable Activities (Part IX-A)

1. Bioscience

The Flinn Foundation supports the advancement of the biosciences in Arizona through grantmaking and coordination of Arizona's Bioscience Roadmap, which was released in 2002 and updated in 2014 to guide the growth and development of the State's bioscience sector through 2025. The Roadmap's tagline, "Advancing the Biosciences and Improving Health Outcomes" recognizes the broad spectrum within the biosciences, the emerging fields of health informatics, economics and diagnostics as well as the central role of healthcare within the bioscience sector.

\$915,126

2. Flinn Scholars

In partnership with Arizona's three public universities, the Flinn Foundation awards 20 full-cost scholarships to Arizona's top high school seniors for eight semesters of study at one of the three state universities. The Foundation supplements the direct cost of campus study through career counseling and internships, cultural and group activities and international travel.

\$615,197

3. Arts and Culture

The Flinn Foundation currently has two emphases in its support of Arizona arts and culture. One is for the initiative of Financial and Creative Health, which is a grants program that aims to identify capitalization needs and design strategies to address those needs among Arizona's largest arts and culture organizations. The other is the Arizona Cultural Data Project, which is a statewide component of a growing national program to use standardized financial and organizational data to strengthen the effectiveness of arts and culture organizations, advocates and funding parties.

\$197,738

4. Civic Leadership

The Flinn Foundation supports and administers the Arizona Center for Civic Leadership (Center), which is a three-pronged program to strengthen civic leadership in Arizona. A primary component of the Center is the Flinn-Brown Civic Leadership Academy, which aims to develop future state-level leaders through non-partisan, objective seminars on policy issues, mentorship and other programs. The Center also involves a leadership collaborative to help local and regional leadership programs to develop and work together on a state-wide agenda to expand

THE FLINN FOUNDATION

ATTACHMENT 18

TAXPAYER ID 86-0421476

GRANT ACTIVITY REPORT

12/31/2016

APPR	NAME AND ADDRESS		ORGANIZATIONAL	FOUNDATION	2016		
DATE	GRANT	OF RECIPIENT	INDIVIDUAL	STATUS	STATUS	PURPOSE OF GRANT	PAYMENTS
02-16	2077	ARIZONA BIOINDUSTRY ASSOCIATION 107 SOUTH SOUTHGATE DRIVE CHANDLER AZ 85226	NO	MEMBERSHIP- SPONSORED ORGANIZATION	NC	2016 BIOSCIENCE SUPPORT PROSPECTUS NETWORKING EVENTS (EXPENDITURE RESPONSIBILITY GRANT)	15 000
03-16	2078	ARIZONA BIOINDUSTRY ASSOCIATION 107 SOUTH SOUTHGATE DRIVE CHANDLER AZ 85226	NO	MEMBERSHIP- SPONSORED ORGANIZATION	NC	AZBIO EXPO 2016 MEMBERSHIP DUES 2016 PROGRAM SUPPORT PROSPECTUS	5 000
08-16	2090	ARIZONA BIOINDUSTRY ASSOCIATION 107 SOUTH SOUTHGATE DRIVE CHANDLER AZ 85226	NO	MEMBERSHIP- SPONSORED ORGANIZATION	NC	INCREASE COLLABORATION AND CONNECT IN ARIZONA BIOSCIENCE (EXPENDITURE RESPONSIBILITY GRANT)	25,000
09-14	1970	ARIZONA COMMERCE AUTHORITY 333 N CENTRAL AVE , SUITE 1900 PHOENIX AZ 85004	NO	STATE AGENCY	GOV	BIO PORTFOLIO ADVISOR & CATALYTIC CAPITAL	50 000
02-16	2064	ARIZONA GRANTMAKERS FORUM 2201 EAST CAMELBACK RD SUITE 405B PHOENIX AZ 85016	NO	PUBLIC CHARITY	PC	2016 MEMBERSHIP DUES	8 500
02-16	2063	ARIZONA GRANTMAKERS FORUM 2201 EAST CAMELBACK RD , SUITE 405B PHOENIX, AZ 85016	NO	PUBLIC CHARITY	PC	2016 ORGANIZATIONAL DEVELOPMENT	8 060
10-15	2035	ARIZONA OPERA 1636 NORTH CENTRAL PHOENIX, AZ 85004	NO	PUBLIC CHARITY	PC	FINANCIAL AND CREATIVE HEALTH INITIATIVE	25 000
12-12	1879	MAYO/ASU OFFICE OF KNOWLEDGE ED P O BOX 877205 TEMPE AZ 85287-7205	NO	PUBLIC CHARITY	PC	MAYO/ASU MEDICAL SCHOOL PARTNERSHIP	500 000
11-14	1976	ASU/V P RESEARCH P O BOX 877205 TEMPE AZ 85287-7205	NO	STATE UNIVERSITY	GOV	TRANSLATION RESERCH & PRECISION MEDICINE WITH PHOENIX CHILDRENS HOSPITAL	50 241
10-14	1977	ASU/V P RESEARCH P O BOX 877205 TEMPE, AZ 85287-7205	NO	STATE UNIVERSITY	GOV	TRANSLATION RESERCH & PRECISION MEDICINE WITH THE MAYO CLINIC	50,000
09-14	1991	ASU/BIODESIGN INSTITUTE 1001 S MCALLISTER AVE TEMPE AZ 85287-6401	NO	STATE UNIVERSITY	GOV	HIGH THROUGHPUT PROTEIN PRODUCTION CENTER	491 419
09-16	2093	ASU FOUNDATION P O BOX 877705 TEMPE AZ 85287-7705	NO	STATE UNIVERSITY	GOV	CENTRAL IDEA PROJECT WITH PIPER AZ COMMUNITY FOUNDATION PULLIAM PROGRAM SUPPORT	25 000
03-16	2071	ASU FOUNDATION FOR NEW AMER UNIVE P O BOX 2260 TEMPE AZ 85280-2260	NO	STATE UNIVERSITY	GOV	SUPPORT BIOSCIENCE INCUBATOR BREEZING	30 000

THE FLINN FOUNDATION

ATTACHMENT 18

TAXPAYER ID 86-0421476

GRANT ACTIVITY REPORT

12/31/2016

APPR	NAME AND ADDRESS		ORGANIZATIONAL	FOUNDATION	2016		
DATE	GRANT	OF RECIPIENT	INDIVIDUAL	STATUS	STATUS	PURPOSE OF GRANT	PAYMENTS
03-16	2072	ASU FOUNDATION FOR NEW AMER UNIVE P O BOX 2260 TEMPE AZ 85280-2260	NO	STATE UNIVERSITY	GOV	SUPPORT BIOSCIENCE INCUBATOR EPIFINDER	30 000
03-16	2073	ASU FOUNDATION FOR NEW AMER UNIVE P O BOX 2260 TEMPE, AZ 85280-2260	NO	STATE UNIVERSITY	GOV	SUPPORT BIOSCIENCE INCUBATOR NEOLIGHT	30 000
03-16	2074	ASU FOUNDATION FOR NEW AMER UNIVE P O BOX 2260 TEMPE AZ 85280-2260	NO	STATE UNIVERSITY	GOV	SUPPORT BIOSCIENCE INCUBATOR OMICA SCIENCE	30,000
10-16	2091	ASU FOUNDATION FOR NEW AMER UNIVE P O BOX 2260 TEMPE, AZ 85280-2260	NO	STATE UNIVERSITY	GOV	MEDICAL NUTRITION EDUCATOIN DESIGN & IMPLEMENTATION PHASE II	186,385
04-16	2051	AZ CENTER FOR NATURE CONSERVATION 455 NORTH GALVIN PARKWAY PHOENIX, AZ 85008	NO	PUBLIC CHARITY	PC	DEEPER PLANNING GRANT PROJECT SUPPORT	25 000
12-16	2100	AZ CENTER FOR NATURE CONSERVATION 455 NORTH GALVIN PARKWAY PHOENIX AZ 85008	NO	PUBLIC CHARITY	PC	SOUTH MTN EDUCATION CENTER PROGRAM SUPPORT	100 000
04-16	2052	AZ SCIENCE CENTER 600 EAST WASHINGTON PHOENIX AZ 85005	NO	PUBLIC CHARITY	PC	DEEPER PLANNING GRANT PROJECT SUPPORT	25 000
04-13	1965	ARIZONA STATE UNIVERSITY SCHOLARSHIP OFFICE P O BOX 870412 TEMPE, AZ 85287-0412	NO	STATE UNIVERSITY	GOV	2013 SCHOLARSHIP AWARDS	108 000
04-14	2021	ARIZONA STATE UNIVERSITY SCHOLARSHIP OFFICE P O BOX 870412 TEMPE, AZ 85287-0412	NO	STATE UNIVERSITY	GOV	2014 SCHOLARSHIP AWARDS	114 750
04-15	2025	ARIZONA STATE UNIVERSITY SCHOLARSHIP OFFICE P O BOX 870412 TEMPE AZ 85287-0412	NO	STATE UNIVERSITY	GOV	2015 SCHOLARSHIP AWARDS	168,750
04-16	2081	ARIZONA STATE UNIVERSITY SCHOLARSHIP OFFICE, P O BOX 870412 TEMPE AZ 85287-0412	NO	STATE UNIVERSITY	GOV	2016 SCHOLARSHIP AWARDS	175 500
02-16	2047	ASU/TEMPE CENTER, SUITE 150 951 SOUTH MILL AVENUE TEMPE AZ 85287-4311	NO	STATE UNIVERSITY	GOV	2016 FLINN SCHOLARS EDUCATIONAL TRIP TO CHINA	109 905
04-16	2069	ARIZONA UNIVERSITIES	NO	STATE UNIVERSITY	GOV	STUDY ABROAD PROGRAM OVERSIGHT	4 200

THE FLINN FOUNDATION

ATTACHMENT 18

TAXPAYER ID 86-0421476

GRANT ACTIVITY REPORT

12/31/2016

APPR	NAME AND ADDRESS		ORGANIZATIONAL		FOUNDATION	2016	
DATE	GRANT	OF RECIPIENT	INDIVIDUAL	STATUS	STATUS	PURPOSE OF GRANT	PAYMENTS
12-15	2045	BALLET ARIZONA 2835 E Washington PHOENIX AZ 85014	NO	PUBLIC CHARITY	PC	FINANCIAL & CREATIVE HEALTH INITIATIVE	25,000
12-13	1862	BANNER ALZHEIMER'S INSTITUTE 901 E WILLETTA STREET 3RD FLOOR PHOENIX, AZ 85006	NO	PUBLIC CHARITY	PC	ALZHEIMER'S PREVENTION INITIATIVE	185,000
12-13	1928	BATTELLE MEMORIAL INSTITUTE 20445 EMERALD PRKWY DR SW STE#200 COLUMBUS, OHIO 43201	NO	PUBLIC CHARITY	PC	ARIZONA BIOMEDICAL & BIOSCIENCE ANALYSIS - PHASE V (2014)	11,000
06-16	2060	CHILDREN'S MUSEUM OF PHOENIX 215 NORTH 7TH STREET PHOENIX AZ 85034	NO	PUBLIC CHARITY	PC	DEEPER PLANNING GRANT PROJECT SUPPORT	25,000
12-16	2101	CHILDSPLAY 900 SOUTH MITCHELL DR TEMPE, AZ 85280	NO	PUBLIC CHARITY	PC	EDUCATORS VALUE TO ORGANIZATION IMPLEMENTATION AWARD	50,000
07-15	2022	CMGC CONSULTING LLC 1404 E LOS ARBOLES DRIVE TEMPE, AZ 85284	NO	BIOSCIENCE CONSULTING FIRM	NC	TECHNICAL ADVISING FOR BIOSCIENCE INITIATIVES (EXPENDITURE RESPONSIBILITY GRANT)	93,013
10-14	1990	CRITICAL PATH INSTITUTE 1730 E RIVER RD , SUITE 200 TUCSON, AZ 85718	NO	PUBLIC CHARITY	PC	DEVELOP A DATA COLLECTION CENTER	200,000
12-16	2105	CRITICAL PATH INSTITUTE 1730 E RIVER RD SUITE 200 TUCSON AZ 85718	NO	PUBLIC CHARITY	PC	DEVELOP A DATA COLLECTION CENTER	400,000
01-15	1992	DataARTS (FORMERLY CDP) 400 MARKET STREET, SUITE 600 PHILADELPHIA PA 19106	NO	PUBLIC CHARITY	PC	ADVANCE PARTICIPATION IN CDP	40,000
11-14	1983	DESERT BOTANICAL GARDEN 1201 NORTH GALVIN PARKWAY PHOENIX, AZ 85008	NO	PUBLIC CHARITY	PC	IMPLEMENTATION AWARD 2014-2015	50,000
03-12	1853	ARIZONA STATE UNIVERSITY UNIVERSITY OF ARIZONA	NO	STATE UNIVERSITIES	GOV	2012 SCHOLARSHIP TRAVEL PROGRAM	13,327
04-13	1964	ARIZONA STATE UNIVERSITY UNIVERSITY OF ARIZONA	NO	STATE UNIVERSITIES	GOV	2013 SCHOLARSHIP TRAVEL PROGRAM	43,633
04-14	2020	ARIZONA STATE UNIVERSITY UNIVERSITY OF ARIZONA	NO	STATE UNIVERSITIES	GOV	2014 SCHOLARSHIP TRAVEL PROGRAM	44,755

THE FLINN FOUNDATION

ATTACHMENT 18

TAXPAYER ID 86-0421476

GRANT ACTIVITY REPORT

12/31/2016

APPR	NAME AND ADDRESS		ORGANIZATIONAL	FOUNDATION	2016		
DATE	GRANT	OF RECIPIENT	INDIVIDUAL	STATUS	STATUS	PURPOSE OF GRANT	PAYMENTS
04-15	2027	ARIZONA STATE UNIVERSITY UNIVERSITY OF ARIZONA	NO	STATE UNIVERSITIES	GOV	2015 SCHOLARSHIP TRAVEL PROGRAM	46,009
04-15	2029	FLINN FOUNDATION	NO	DIRECT CHARITABLE ACTIVITY	NC	2015 INTERNSHIP PROGRAM	26,160
02-16	2065	HEALTH RESEARCH ALLIANCE P.O. BOX 13901 RESEARCH TRIANGLE NC 27709	NO	MEMBERSHIP- SPONSORED ORGANIZATION	PC	2016 DUES	2,500
06-16	2061	HEARD MUSEUM 2301 NORTH CENTRAL AVE PHOENIX AZ 85004	NO	PUBLIC CHARITY	PC	ASSESSMENT OF TECHNOLOGY SUPPORT PROJECT SUPPORT	25,000
12-15	2040	MARICOPA COMMUNITY COLLEGE 2419 EST 14TH STREET TEMPE AZ 85281	NO	COUNTY EDUCATIONAL INSTITUTION	GOV	NEEDS ASSESSMENT	67,000
12-14	1985	MESA ARTS CENTER FOUNDATION BOX 1466 MESA, AZ 85211	NO	PUBLIC CHARITY	PC	IMPLEMENTATION AWARD 2014-2015	50,000
12-15	2048	MUSEUM OF NORTHERN ARIZONA 3101 NORTH FT VALLEY ROAD FLAGSTAFF, AZ 86001	NO	PUBLIC CHARITY	PC	FINANCIAL AND CREATIVE HEALTH INITIATIVE	25,000
04-16	2056	MUSEUM OF NORTHERN ARIZONA 3101 NORTH FT VALLEY ROAD FLAGSTAFF AZ 86001	NO	PUBLIC CHARITY	PC	DEEPER PLANNING GRANT PROJECT SUPPORT	25,000
03-16	2075	NACET (NAU CTR ENTREPRENEURSHIP 3101 NORTH FT VALLEY ROAD FLAGSTAFF, AZ 86001	NO	STATE UNIVERSITY	GOV	PERSONALIZED AND PRECISION HEALTH MANAGEMENT ANICELL BIOTECH	30,000
03-16	2076	NACET (NAU CTR ENTREPRENEURSHIP 3101 NORTH FT VALLEY ROAD FLAGSTAFF, AZ 86001	NO	STATE UNIVERSITY	GOV	PERSONALIZED AND PRECISION HEALTH MANAGEMENT SYMPLE SURGICAL	30,000
04-16	2062	NORTHERN ARIZONA UNIVERSITY 3101 NORTH FT VALLEY ROAD FLAGSTAFF AZ 86001	NO	STATE UNIVERSITY	GOV	TRANSLATIONAL PRECISION-MEDICINE HEALTH MANAGEMENT	100,000
12-14	1978	NORTHERN ARIZONA UNIVERSITY 3101 NORTH FT VALLEY ROAD FLAGSTAFF AZ 86001	NO	STATE UNIVERSITY	GOV	TRANSLATIONAL RESEARCH & PRECISION MEDICINE WITH FLAGSTAFF MEDICAL CENTER	100,000
04-16	2082	NAU OFFICE OF STUDENT FINANCIAL AID P.O. BOX 4108 FLAGSTAFF, AZ 86011-4108	NO	STATE UNIVERSITY	GOV	2016 SCHOLARSHIP AWARDS	13,500

THE FLINN FOUNDATION

ATTACHMENT 18

TAXPAYER ID 86-0421476

GRANT ACTIVITY REPORT

12/31/2016

APPR	NAME AND ADDRESS		ORGANIZATIONAL	FOUNDATION	2016		
DATE	GRANT	OF RECIPIENT	INDIVIDUAL	STATUS	STATUS	PURPOSE OF GRANT	PAYMENTS
04-15	2086	NAU OFFICE OF STUDENT FINANCIAL AID P O BOX 4108 FLAGSTAFF, AZ 86011-4108	NO	STATE UNIVERSITY	GOV	2015 SCHOLARSHIP AWARDS	13 500
02-16	2066	PHILANTHROPY SOUTHWEST 624 N GOOD-LATIMER EXPY, SUITE 100 DALLAS, TX 75204	NO	MEMBERSHIP SPONSORING ORGANIZATION	PC	DUES 2016	4 250
04-16	2054	PHOENIX SYMPHONY ONE NORTH FIRST STREET #200 PHOENIX, AZ 85004	NO	PUBLIC CHARITY	PC	IMPLEMENTATION AWARD ROUND 2	100 000
12-14	1984	PHOENIX THEATRE COMPANY 100 EAST MCDOWELL PHOENIX AZ 85004	NO	PUBLIC CHARITY	PC	IMPLEMENTATION AWARDS 2014-2015	30 000
10-16	2089	SCOTTSDALE CULTURAL COUNCIL 7380 EAST SECOND STREET SCOTTSDALE AZ 85251	NO	PUBLIC CHARITY	PC	DEEPER PLANNING GRANT PROJECT SUPPORT	25 000
04-15	1998	TECHNICAL DEVELOPMENT CORP 31 MILK STREET, SUITE 310 BOSTON, MA 02109	NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT 2015 TECHNICAL SUPPORT PARTICIPATION	20 000
04-16	2067	TECHNICAL DEVELOPMENT CORP 31 MILK STREET, SUITE 310 BOSTON MA 02109	NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT - CONTINUED TECHNICAL SUPPORT PARTICIPATION	40 435
02-16	2070	TECONOMY PARTNERS 1355 OAKVIEW DRIVE COLUMBUS OHIO 43235	NO	BIOSCIENCE CONSULTING FIRM	NC	METRICS WORK AZ BIOSCIENCE ROADMAP EXPENDITURE RESPONSIBILITY GRANT	25,000
12-15	2042	TRANSLATIONAL GENOMICS RESEARCH 445 N 5TH STREET, SUITE 600 PHOENIX AZ 85004	NO	PUBLIC CHARITY	PC	TRANFORMATIVE MEDICINE ALLIANCE	125,000
12-16	2098	TRANSLATIONAL GENOMICS RESEARCH 445 N 5TH STREET, SUITE 600 PHOENIX AZ 85004	NO	PUBLIC CHARITY	PC	TRANFORMATIVE MEDICINE ALLIANCE	400 000
12-16	2099	TRANSLATIONAL GENOMICS RESEARCH 445 N 5TH STREET, SUITE 600 PHOENIX AZ 85004	NO	PUBLIC CHARITY	PC	PROGRAM SUPPORT FOUR PROJECTS	323 914
10-16	2058	TUCSON SYMPHONY ORCHESTRA 2175 NORTH SIXTH AVENUE TUCSON AZ 85705	NO	PUBLIC CHARITY	PC	IMPLEMENTATION AWARD ROUND 2	94 000
12-11	1826	UA COLLEGE OF MEDICINE PHOENIX 550 EAST VAN BUREN STREET PHOENIX AZ 85004-2230	NO	STATE UNIVERSITY	GOV	VISITING SCHOLARS PROGRAM MEDICINE - PHOENIX	111 440

THE FLINN FOUNDATION

ATTACHMENT 18

TAXPAYER ID 86-0421476

GRANT ACTIVITY REPORT

12/31/2016

APPR	NAME AND ADDRESS		ORGANIZATIONAL	FOUNDATION	2016		
DATE	GRANT	OF RECIPIENT	INDIVIDUAL	STATUS	STATUS	PURPOSE OF GRANT	PAYMENTS
12-14	1974	UA VP OF RESEARCH P O BOX 210066 TUCSON, AZ 85721	NO	STATE UNIVERSITY	GOV	TRANSLATIONA RESEARCH & PRECISION MEDICINE	50 000
03-12	1852	UA SCHOLARSHIPS & FINANCIAL AID 1401 E UNIVERSITY BLVD, ADM BLDG 208 TUCSON, AZ 85721-0066	NO	STATE UNIVERSITY	GOV	2012 SCHOLARSHIP AWARDS	13 500
04-13	1963	UA SCHOLARSHIPS & FINANCIAL AID 1401 E UNIVERSITY BLVD, ADM BLDG 208 TUCSON AZ 85721-0066	NO	STATE UNIVERSITY	GOV	2013 SCHOLARSHIP AWARDS	135,000
04-14	2019	UA SCHOLARSHIPS & FINANCIAL AID 1401 E UNIVERSITY BLVD ADM BLDG 208 TUCSON, AZ 85721-0066	NO	STATE UNIVERSITY	GOV	2014 SCHOLARSHIP AWARDS	101,250
04-15	2026	UA SCHOLARSHIPS & FINANCIAL AID 1401 E UNIVERSITY BLVD, ADM BLDG 208 TUCSON AZ 85721-0066	NO	STATE UNIVERSITY	GOV	2015 SCHOLARSHIP AWARDS	81 000
04-16	2083	UA SCHOLARSHIPS & FINANCIAL AID 1401 E UNIVERSITY BLVD, ADM BLDG 208 TUCSON AZ 85721-0066	NO	STATE UNIVERSITY	GOV	2016 SCHOLARSHIP AWARDS	81 000
11-16	2108	UA SCHOLARSHIPS & FINANCIAL AID 1401 E UNIVERSITY BLVD, ADM BLDG 208 TUCSON AZ 85721-0066	NO	STATE UNIVERSITY	GOV	SCHOLARS ACTIVITIES 16-17	1,980
03-16	2057	UA COLLEGE OF MEDICINE PHOENIX 550 EAST VAN BUREN STREET PHOENIX, AZ 85004-2230	NO	STATE UNIVERSITY	GOV	2016 BUFFMIRE VISITING CHAIR OF MEDICINE	44,160
12-16	2109	VALLEY OF THE SUN UNITED WAY 3200 E CAMELBACK ROAD SUITE 375 PHOENIX, AZ 85018	NO	PUBLIC CHARITY	PC	2016 MATCHING CONTRIBUTIONS	30 900
12-15	2049	WOLFBROWN, LLC 808 OAK STREET SAN FRANCISCO, CA 94117	NO	ARTS CONSULTING FIRM	NC	TECHNICAL ADVISING FOR NONPROFIT ARIZONA ARTS ORGANIZATIONS 2016 (EXPENDITURE RESPONSIBILITY GRANT)	27 100
04-16	2068	WOLFBROWN LLC 808 OAK STREET SAN FRANCISCO, CA 94117	NO	ARTS CONSULTING FIRM	NC	TECHNICAL ADVISING FOR NONPROFIT (EXPENDITURE RESPONSIBILITY GRANT)	34 761

TOTAL

\$6,024 797

THE FLINN FOUNDATION

ATTACHMENT 19

TAXPAYER ID 86-0421476

GRANT ACTIVITY REPORT

12/31/2016

APPR		NAME AND ADDRESS		ORGANIZATIONAL		FOUNDATION		UNPAID
DATE		OF RECIPIENT		STATUS		STATUS		BALANCE
DATE	GRANT	OF RECIPIENT		INDIVIDUAL	STATUS	STATUS	PURPOSE OF GRANT	12/31/2016
08-16	2090	ARIZONA BIOINDUSTRY ASSOCIATION 107 SOUTH SOUTHGATE DRIVE CHANDLER, AZ 85226		NO	TRADE ASSOCIATION	PC	INCREASE COLLABORATION AND CONNECT IN ARIZONA BIOSCIENCE (EXPENDITURE RESPONSIBILITY GRANT)	25 000
10-16	2091	ASU FOUNDATION FOR NEW AMER UNIVE P O BOX 2260 TEMPE AZ 85280-2260		NO	STATE UNIVERSITY	GOV	MEDICAL NUTRITION EDUCATOIN DESIGN & IMPLEMENTATION PHASE II	371 856
04-16	2081	ARIZONA STATE UNIVERSITY SCHOLARSHIP OFFICE P O BOX 870412 TEMPE, AZ 85287-0412		NO	STATE UNIVERSITY	GOV	2016 SCHOLARSHIP AWARDS	526 500
04-16	2069	ARIZONA UNIVERSITIES		NO	STATE UNIVERSITY	GOV	STUDY ABROAD PROGRAM OVERSIGHT	10 800
12-16	2101	CHILDSPLAY 900 SOUTH MITCHELL DR TEMPE AZ 85280		NO	PUBLIC CHARITY	PC	EDUCATORS VALUE TO ORGANIZATION IMPLEMENTATION AWARD	50 000
12-16	2105	CRITICAL PATH INSTITUTE 1730 E RIVER RD SUITE 200 TUCSON, AZ 85718		NO	PUBLIC CHARITY	PC	DEVELOP A DATA COLLECTION CENTER	400,000
04-16	2084	ARIZONA STATE UNIVERSITY UNIVERSITY OF ARIZONA NORTHERN ARIZONA UNIVERSITY		NO	STATE UNIVERSITIES	GOV	2016 SCHOLARSHIP TRAVEL PROGRAM	160,000
04-16	2062	NORTHERN ARIZONA UNIVERSITY 3101 NORTH FT VALLEY ROAD FLAGSTAFF AZ 86001		NO	STATE UNIVERSITY	GOV	TRANSLATIONAL PRECISION-MEDICINE HEALTH MANAGEMENT	100 000
04-16	2082	NAU OFFICE OF STUDENT FINANCIAL AID P O BOX 4108 FLAGSTAFF AZ 86011-4108		NO	STATE UNIVERSITY	GOV	2016 SCHOLARSHIP AWARDS	40 500
04-16	2067	TECHNICAL DEVELOPMENT CORP 31 MILK STREET SUITE 310 BOSTON MA 02109		NO	PUBLIC CHARITY	PC	CULTURAL DATA PROJECT - CONTINUED TECHNICAL SUPPORT PARTICIPATION	39 565
12-16	2098	TRANSLATIONAL GENOMICS RESEARCH 445 N 5TH STREET SUITE 600 PHOENIX AZ 85004		NO	PUBLIC CHARITY	PC	TRANFORMATIVE MEDICINE ALLIANCE	800,000
12-16	2099	TRANSLATIONAL GENOMICS RESEARCH 445 N 5TH STREET, SUITE 600 PHOENIX, AZ 85004		NO	PUBLIC CHARITY	PC	PROGRAM SUPPORT FOUR PROJECTS	676 086
10-16	2058	TUCSON SYMPHONY ORCHESTRA 2175 NORTH SIXTH AVENUE TUCSON AZ 85705		NO	PUBLIC CHARITY	PC	IMPLEMENTATION AWARD ROUND 2	6 000

THE FLINN FOUNDATION

ATTACHMENT 19

TAXPAYER ID 86-0421476

GRANT ACTIVITY REPORT

12/31/2016

APPR		NAME AND ADDRESS		ORGANIZATIONAL		FOUNDATION	UNPAID
DATE	GRANT	OF RECIPIENT	INDIVIDUAL	STATUS	STATUS	PURPOSE OF GRANT	BALANCE
							12/31/2016
04-16	2083	UA SCHOLARSHIPS & FINANCIAL AID 1401 E UNIVERSITY BLVD, ADM BLDG 208 TUCSON, AZ 85721-0066	NO	STATE UNIVERSITY	GOV	2016 SCHOLARSHIP AWARDS	243,000
12-16	2109	VALLEY OF THE SUN UNITED WAY 3200 E CAMELBACK ROAD, SUITE 375 PHOENIX, AZ 85018	NO	PUBLIC CHARITY	PC	2016 MATCHING CONTRIBUTIONS	250
04-16	2068	WOLFBROWN, LLC 808 OAK STREET SAN FRANCISCO CA 94117	NO	ARTS CONSULTING FIRM	NC	TECHNICAL ADVISING FOR NONPROFIT (EXPENDITURE RESPONSIBILITY GRANT)	30 139

TOTAL

\$3 479 696

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 20

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
RETURNED INCOME			01	1,971.	
OTHER INCOME			14	192.	
TAMARACK PETROLEUM ROYALTIES			18	969.	
PARTNERSHIP NET PORTFOLIO INCOME	523000	-337,541.	18	816,312.	
TOTALS		-337,541.		819,444.	