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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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation: THE ANDREA-MENNEN FAMILY FOUNDATION

A Employer identification number: 75-2861029

Number and street (or P O box number if mail is not delivered to street address): FOUNDATION SOURCE 501 SILVERSIDE RD

Room/suite:

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

City or town, state or province, country, and ZIP or foreign postal code: WILMINGTON, DE 19809-1377

C If exemption application is pending, check here ▶ ☐ 6

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

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 6,269,151.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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)	3,800.			
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	351.	351.		
	4 Dividends and interest from securities	114,131.	114,131.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	256,873.			
	b Gross sales price for all assets on line 6a 1,628,396.				
	7 Capital gain net income (from Part IV, line 2)		256,873.		
	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	1,185.	94.		
	12 **Total.** Add lines 1 through 11	376,340.	371,449.		
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) [2]	38,128.	38,128.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [3]	5,445.	2,445.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	7,037.			7,037.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	31,117.	885.		30,232.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	81,727.	41,458.		37,269.
	25 Contributions, gifts, grants paid	212,350.			212,350.
	26 **Total expenses and disbursements** Add lines 24 and 25	294,077.	41,458.		249,619.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	82,263.			
	b **Net investment income** (if negative, enter -0-)		329,991.		
	c **Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2017)

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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	200,751.	195,483.	195,483.
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)[5]	274,457.	294,346.	294,135.
b	Investments - corporate stock (attach schedule) ATCH 6	3,964,051.	4,060,588.	5,380,661.
c	Investments - corporate bonds (attach schedule) ATCH 7	223,369.	194,474.	197,272.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 8	196,050.	196,050.	201,600.
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)	4,858,678.	4,940,941.	6,269,151.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	4,858,678.	4,940,941.	
30	**Total net assets or fund balances** (see instructions)	4,858,678.	4,940,941.	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,858,678.	4,940,941.	

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	4,858,678.
2	Enter amount from Part I, line 27a	2	82,263.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,940,941.
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	4,940,941.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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) FMV 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	256,873.
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 doesn't qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	245,995.	5,387,099.	0.045664
2015	253,479.	5,008,429.	0.050610
2014	218,111.	5,039,474.	0.043281
2013	217,866.	4,648,231.	0.046871
2012	212,560.	4,285,799.	0.049596

2	**Total** of line 1, column (d)	2	0.236022
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.047204
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	5,915,676.
5	Multiply line 4 by line 3	5	279,244.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,300.
7	Add lines 5 and 6	7	282,544.
8	Enter qualifying distributions from Part XII, line 4	8	249,619.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [ ] and enter 1% of Part I, line 27b	1	6,600.
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	6,600.
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	6,600.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 4,200.		
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	4,200.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	2,400.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ TX,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions ATCH 9 ATCH 10	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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 ▶ 19809-1377

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

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

			Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		X

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

			Yes	No
5a	During the year, did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	5b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 11		0.	0.	0.

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0.

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	5,521,241.
b	Average of monthly cash balances	1b	282,921.
c	Fair market value of all other assets (see instructions)	1c	201,600.
d	**Total** (add lines 1a, b, and c)	1d	6,005,762.
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	6,005,762.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	90,086.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,915,676.
6	**Minimum investment return.** Enter 5% of line 5	6	295,784.

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	295,784.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	6,600.		
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,600.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	289,184.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	289,184.
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	289,184.

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	249,619.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	249,619.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	249,619.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				289,184.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			249,228.	
b Total for prior years 20 15 ,20 14 ,20 13				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 249,619.				
a Applied to 2016, but not more than line 2a			249,228.	
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 2017 distributable amount				391.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				288,793.
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 2012 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, 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 (a) 2017	Prior 3 years (b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 12

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

N/A

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

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

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

ATCH 13

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

ATCH 14

c Any submission deadlines

ATCH 15

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

ATCH 16

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 17				
Total . . . . ▶ **3a**				212,350.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	351.	
4 Dividends and interest from securities			14	114,131.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	256,873.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 18				1,185.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				372,540.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 372,540.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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] 4-30-18 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	04/26/2018		P01345770

Firm's name ▶ FOUNDATION SOURCE — Firm's EIN ▶ 510398347

Firm's address ▶ ONE HOLLOW LN, STE 212, LAKE SUCCESS, NY 11042 — Phone no 800-839-1754

JSA
7E1493 1 000

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CLASS ACTION LAWSUIT PROCEEDS	94.	94.
FEDERAL TAX REFUND	1,091.	
TOTALS	1,185.	94.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT SERVICES	38,128.	38,128.
TOTALS	38,128.	38,128.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF ESTIMATED TAX FOR 2017	3,000.	
FOREIGN TAX PAID	2,445.	2,445.
TOTALS	5,445.	2,445.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	29,984.		29,984.
BANK CHARGES	885.	885.	
POSTAGE/DELIVERY SERVICE	56.		56.
WEBSITE HOSTING/SUPPORT	192.		192.
TOTALS	31,117.	885.	30,232.

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

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL HOME LOAN MTG G08713 -	1,408.	1,362.
FEDERAL NATIONAL MORT #AK5545	1,358.	1,321.
FEDERAL NATIONAL MORT #AW3616	1,334.	1,304.
FEDERAL NATIONAL MORT - 3.000%	1,968.	1,976.
FEDERAL NATIONAL MORT - 6.250%	10,914.	10,695.
FEDERAL NATIONAL MORT - AS5696	1,448.	1,416.
FEDERAL NATIONAL MORT - 4.000%	3,633.	3,586.
FEDERAL NATIONAL MORT - 3.500%	1,566.	1,569.
FEDERAL NATL MTG ASSN NOTE - 1	29,320.	30,164.
FEDL HOME LN MTG CRPPOOL #G086	1,381.	1,348.
FEDL NATL MTG ASSN #MA3120 - 3	1,015.	1,009.
FEDL NATL MTG ASSN - 3.500% -	11,693.	11,709.
FEDL NATL MTG ASSN POOL #AS870	1,722.	1,703.
FEDL NATL MTG ASSN POOL #BD244	1,942.	1,921.
FEDL NATL MTG ASSN POOL #MA277	17,204.	16,608.
FEDL NATL MTG ASSN POOL #MA296	1,898.	1,894.
FEDL NATL MTG ASSN POOL - 3.00	9,475.	9,551.
FEDL NATL MTG ASSN POOL - 4.00	2,022.	2,012.
FEDL NATL MTG ASSN POOL - 4.50	1,181.	1,169.
FHLM CRPPOOL #G07961 - 3.500%	11,358.	11,283.
FHLM POOL #G08623 - 3.500% - 0	4,892.	4,782.
FHLM POOL #G08624 - 4.000% - 0	3,792.	3,703.
FHLMC - POOL #A86314 - 4.000%	1,233.	1,203.
FHLMC A97046 - 4.500% - 02/01/	2,595.	2,754.
FHLMC A97047 - 4.500% - 312945	2,604.	2,765.
FHLMC G08674 - 4.500% - 10/01/	578.	566.
FHLMC GLD BND - 4.000% - 09/01	1,266.	1,251.
FNMA #310151 - 5.500% - 11/01/	2,484.	2,437.
FNMA #AL8113 - 5.500% - 02/01/	1,325.	1,318.
FNMA #AS3955 - 4.000% - 12/01/	1,415.	1,408.
FNMA #AX3195 - 4.000% - 09/01/	4,480.	4,393.
FNMA #MA2671 - 3.500% - 07/01/	2,536.	2,543.
FNMA - POOL #AB1389 - 4.500% -	1,218.	1,257.
FNMA - POOL 190391 - 6.000% -	1,014.	1,058.
FNMA PL AV2326 - 3.500% - 12/0	1,335.	1,324.

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

ATTACHMENT 5 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FNMA POOL #AB0035 - 4.500% - 0	899.	882.
FNMA POOL #AB3387 - 4.000% - 0	540.	536.
FNMA POOL #AL5213 - 4.500% - 0	2,440.	2,400.
FNMA POOL #AL6745 - 4.000% - 0	1,378.	1,351.
FNMA POOL #AL7206 - 4.000% - 0	10,739.	10,533.
FNMA POOL #AL7231 - 3.500% - 0	12,858.	12,726.
FNMA POOL #AS0907 - 3.500% - 1	4,241.	4,127.
FNMA POOL #AS4168 - 4.000% - 1	3,503.	3,420.
FNMA POOL #AS4783 - 3.500% - 0	1,581.	1,558.
FNMA POOL #AW7104 - 4.500% - 0	85.	83.
FNMA POOL #AX4887 - 4.000% - 1	1,129.	1,108.
FNMA POOL #AX7732 - 3.500% - 0	2,513.	2,470.
FNMA POOL #MA3149 - 4.000% - 1	2,080.	2,065.
US T BDS - 2.875% - 11/15/2046	19,433.	20,516.
US T BOND - 3.125% - 08/15/204	17,278.	18,272.
US T NTS - 2.000% - 11/15/2021	60,155.	58,824.
USA NOTE - 2.250% - 08/15/2027	6,887.	6,902.
US OBLIGATIONS TOTAL	294,346.	294,135.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABIOMED	3,633.	8,246.
ACACIA COMMUNICATIONS INC	5,288.	4,275.
ACADIA HEALTHCARE CO INC	13,206.	7,962.
ACCENTURE PLC	21,265.	30,618.
ACS ACTIVIDADES CO UNSP ADR	6,472.	8,577.
ADOBE SYSTEMS, INC	153,709.	300,711.
ADURO BIOTECH INC	5,636.	1,680.
ADVANCE AUTO PARTS INC	9,903.	6,081.
ADVANCED DISPOSAL SERVICES INC	14,106.	13,981.
AERCAP HOLDING N.V	10,377.	13,626.
AIA GROUP LTD ADR	7,694.	10,169.
AIRBUS GROUP	5,139.	8,822.
ALARM.COM HOLDINGS INC	5,908.	6,040.
ALLEGHANY CP	4,967.	5,365.
ALLERGAN PLC	8,901.	7,688.
ALLIANZ FIXED INCOME SHARES SE	172,551.	142,567.
ALLIANZ FIXED INCOMESHARES SER	145,674.	143,069.
ALPHABET INC CL A	207,761.	297,058.
ALPHABET INC CL C	2,727.	5,232.
AMAZON COM	28,545.	40,931.
AMBEV SA	23,245.	23,101.
AMDOCS LIMITED	12,450.	15,519.
AMER INTERNATIONAL GROUP INC	12,890.	12,869.
AMERICAN EAGLES OUTFITTERS INC	13,770.	13,536.
AMERICAN TOWER REIT INC	9,551.	11,414.
AMERIS BANCORP	10,959.	11,568.
ANADARKO PETROLEUM CORP	3,379.	3,862.
ANALOG DEVICES INC	18,966.	34,900.
AON PLC	4,609.	10,184.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
APACHE CORPORATION	3,102.	3,167.
APPLE INC	3,712.	33,846.
ARCELORMITTAL	7,628.	10,953.
ARCONIC INC	13,059.	16,950.
ASHLAND GLOBAL HOLDINGS	5,643.	7,120.
ATLASSIAN CORP PLC	5,636.	5,235.
AUTOZONE INC	16,380.	17,784.
AVERY DENNISON CORP	1,576.	4,250.
AXA ADS	6,804.	8,871.
AXALTA COATING SYSTEMS LTD	6,386.	6,310.
BAE SYSTEMS PLC	8,858.	8,138.
BAIDU.COM - ADR	11,849.	15,224.
BALL CP	6,787.	6,056.
BANCO BILBAO ARG SA	6,669.	8,449.
BANK OF AMERICA CORP	8,206.	15,262.
BAXTER INTERNATIONAL INC	4,627.	7,563.
BAYER A G SPONSORED ADR	9,389.	8,425.
BEACON ROOFING SUPPLY, INC	10,264.	20,722.
BHP BILLITON SP ADR	9,734.	13,621.
BIO RAD LABS INC CL A	2,905.	5,012.
BIOGEN INC	6,603.	7,964.
BIOMARIN PHARMACEUTICAL INC	12,886.	12,930.
BLACKROCK INC	7,331.	10,274.
BORG WARNER INC	15,023.	15,327.
BOSTON SCIENTIFIC	1,312.	4,760.
BRIGHT HORIZONS FAMILY SOLUTIO	13,049.	19,176.
BRISTOL-MYERS SQUIBB CO	7,364.	9,192.
BRITISH AMERICAN TOBACCO PLC	12,968.	13,666.
BROADRIDGE FINANCIAL	3,354.	11,323.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BURLINGTON STORES, INC	9,020.	21,530.
BWX TECHNOLOGIES INC	2,287.	6,714.
CABOT OIL & GAS CORP	3,024.	3,861.
CALRSBERG AS SP ADR REP B	6,935.	9,608.
CAMPBELL SOUP CO	12,914.	11,306.
CANADIAN NATL RAILWAY CO	9,142.	33,000.
CANADIAN NATURAL RESOURCES LTD	8,204.	9,109.
CARREFOUR S.A	9,647.	8,051.
CASEY'S GENERAL STORES, INC	4,876.	4,590.
CAVIUM INC	10,892.	14,251.
CDK GLOBAL INC	6,475.	7,128.
CF INDUSTRIES HOLDINGS, INC	9,175.	13,613.
CHARLES SCHWAB CORP	12,340.	16,182.
CHECK POINT SOFTWARE TECHNOLOG	20,019.	20,724.
CHENIERE ENERGY INC	8,387.	13,245.
CHEVRON CORP	28,399.	31,298.
CINEMARK HOLDINGS INC	3,240.	3,935.
CINTAS CRP	29,396.	34,283.
CIT GROUP INC	19,143.	21,957.
CITIGROUP INC	11,872.	22,918.
CK HUTCHISON HLDGS	8,521.	8,428.
CLOROX CO	21,899.	30,194.
CME GROUP, INC	15,274.	21,908.
COLFAX CORPORATION	14,022.	14,025.
COLONY NORTHSTAR INC	11,302.	9,413.
CORCEPT THERAPEUTICS INC	6,931.	6,700.
CORE-MARK HOLDING COMPANY, INC	10,709.	9,663.
CORECIVIC INC	5,439.	3,960.
COSTCO WHOLESALE CORPORATION	149,109.	181,652.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CROWN CASTLE INTL	18,801.	22,202.
DAVITA HEALTHCARE PARTNERS INC	17,182.	18,785.
DBS GROUP HLDGS SPON ADR	6,705.	10,900.
DBV TECHNOLOGIES SA	7,740.	6,273.
DEERE CO	18,724.	18,781.
DELAWARE DIVERSIFIED INCOME A	90,902.	86,068.
DELTA AIR LINES INC	7,032.	8,512.
DEUTSCHE BOERSE ADR	9,239.	9,947.
DIAMOND OFFSHORE DRL	3,177.	3,904.
DICK'S SPORTING GDS	9,549.	6,754.
DISCOVER FINL SVCS COM	14,363.	19,153.
DNB NOR ASA SPONSOR ADR	6,311.	8,282.
DOLLAR GENERAL CORP	3,130.	4,185.
DOWDUPONT INC	10,935.	13,033.
DULUTH HOLDINGS INC	4,373.	3,998.
E*TRADE FINANCIAL CORP	9,640.	11,897.
E.L.F. BEAUTY, INC.	10,772.	8,835.
E.ON AG SPON ADR REP 1/3 ORD N	7,001.	8,715.
ECOLAB INC	22,761.	28,849.
ELECTRONIC ARTS	16,490.	30,467.
ENGIE	9,323.	10,268.
ENSCO PLC	1,603.	1,566.
ENTERGY CORP	3,139.	3,500.
ENVESTNET INC	6,663.	9,023.
EPAM SYSTEMS INC	8,882.	23,957.
EQT CORPORATION	24,517.	23,622.
EQUIFAX INC	2,223.	2,358.
ESSILOR INTL ADR	8,086.	9,450.
ESTEE LAUDER COMPANIES INC	16,247.	33,719.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ESTERLINE CORP	5,032.	4,333.
EURONET WORLDWIDE INC	20,039.	20,646.
EXPEDITORS INTL WASH INC	2,422.	3,687.
EXPRESS SCRIPTS HOLDING CO	4,983.	5,598.
FACEBOOK INC	213,089.	353,272.
FAST RETAILING CO LT	8,921.	10,284.
FEDEX CORPORATION	7,767.	9,982.
FIRST AMERICAN CORP	3,185.	9,807.
FIRST DATA CORP	10,854.	10,076.
FIRST ENERGY CORP	10,941.	10,380.
FIRST HORIZON NATL	8,347.	9,475.
FIVE BELOW INC	13,351.	21,023.
FORTINET INC	6,023.	9,655.
FRANKLIN RES INC	5,196.	6,629.
FREEPORT-MCMORAN COPPER & GOLD	7,546.	10,333.
GENERAL ELECTRIC CO	7,615.	5,043.
GENERAL MOTORS	17,291.	18,650.
GENESEE	6,935.	7,479.
GENUINE PARTS COMPANY	2,886.	4,941.
GILEAD SCIENCES INC	5,556.	5,373.
GLAXOSMITHKLINE PLC	14,043.	11,812.
GLOBUS MEDICAL INC	11,536.	26,386.
GM WARRANT B - EXP 07/10/2019	4,785.	1,802.
GRUBHUB INC	5,477.	10,914.
HAEMONETICS CP	2,789.	4,588.
HARTFORD FINANCIALSERVICES GRO	1,987.	3,264.
HASBRO INC	4,932.	10,089.
HELEN OF TROY LIMITED	3,064.	3,180.
HESS CORP	21,420.	20,507.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HOME BANCSHARES INC	7,221.	7,068.
HOME DEPOT INC	16,512.	39,801.
HSBC HOLDINGS PLC	6,605.	9,244.
HUNTINGTON BANCSHARES INC	4,024.	6,465.
ILLINOIS TOOL WORKS	17,508.	37,541.
INCYTE CORPORATION	8,150.	6,630.
ING GROUP N V SPONSORED ADR	4,377.	6,812.
INGERSOL-RAND PLC	3,958.	9,097.
INPHI CORPORATION	8,251.	6,991.
INTERCONTINENTAL EXCHANGE, INC	20,495.	40,572.
INTERPUBLIC GROUP OF COS	4,825.	5,584.
INTESA SANPAOLO SPA	6,375.	8,778.
INTUITIVE SURGICAL	2,566.	5,474.
INVESCO PLC	3,964.	5,152.
JOHNSON & JOHNSON	9,202.	12,575.
JP MORGAN CHASE	7,714.	19,784.
JULIUS BAER GROUP LTD	6,722.	9,272.
KOMATSU LTD	6,154.	9,891.
KON KPN NV SPON ADR REP 1 ORD	8,885.	8,775.
KONINKLIJKE DSM NV ADR	5,460.	10,722.
KONINKLIJKE PHILIPS ELECTRONIC	9,240.	12,550.
LA JOLLA PHARMA	5,893.	5,985.
LIBERTY BROADBAND CORPORATION	3,198.	5,195.
LIBERTY SIRIUS XM CORP - SER C	5,154.	6,980.
LIGAND PHARMACEUTICALS INC	15,001.	24,510.
LITTELFUSE, INC	13,929.	15,430.
LKQ CORPORATION	2,542.	15,211.
LLOYDS BANKING GROUP PLC	8,981.	9,229.
LOEWS CORP	5,696.	5,753.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LULULEMON ATHLETICA INC	9,767.	11,789.
M&T BANK CORP	2,839.	6,327.
MACY'S INC	10,725.	7,784.
MARKEL CORP	5,620.	6,835.
MASTERCARD INC	9,049.	15,893.
MAXIMUS INC	8,984.	13,385.
MCKESSON CORP	3,495.	6,706.
MEDTRONIC PLC	17,370.	18,169.
MICROSOFT CORP	24,029.	40,632.
MIDDLEBY CORPORATION	1,632.	7,827.
MITSUBISHI ESTATE CO ADR	9,666.	8,625.
MOTORS LIQ CO GUC TR UBI		187.
NATL FUEL GAS CO	4,391.	4,228.
NESTLE S.A	7,466.	9,457.
NEVRO CORP	10,832.	10,770.
NEW YORK COMNTY BANCORP INC	6,365.	5,195.
NEWFIELD EXPLORATION CO	9,946.	8,828.
NIELSEN HOLDINGS N.V	10,051.	8,190.
NIKE INC-CL B	136,580.	134,669.
NISOURCE INC	1,658.	3,003.
NORTHROP GRUMMAN CORP	20,787.	24,553.
NOVARTIS AG ADR	14,543.	14,693.
O'REILLY AUTOMOTIVE INC	16,881.	16,838.
OCCIDENTAL PETROLEUM CORP	6,217.	5,966.
OLLIES BARGAIN OUTLET HOLDINGS	11,291.	21,620.
OMNICELL, INC	7,162.	22,310.
OMNICOM GROUP	3,301.	4,588.
ON ASSIGNMENT, INC	12,908.	15,296.
ORACLE CORP	13,610.	18,439.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ORANGE	8,256.	8,352.
ORBIAL ATK, INC	4,558.	7,759.
OTSUKA HOLDINGS CO	6,392.	8,198.
PACIRA PHARMACEUTICALS INC	10,716.	6,619.
PANASONIC CORP	10,994.	14,019.
PAYPAL HOLDINGS, INC	18,843.	35,190.
PENUMBRA INC	2,428.	3,388.
PEPSICO INC	20,466.	23,984.
PERRIGO CO PLC	16,759.	16,996.
PFIZER INC	4,874.	6,049.
PINNACLE FINANCIAL PARTNERS IN	10,584.	11,138.
PIONEER NAT RES CO	3,353.	3,630.
PLANET FITNESS INC	6,774.	11,463.
POOL CORP	12,614.	22,818.
PORTFOLIO RECOVERY ASSOCIATES,	7,580.	10,491.
PPG INDUSTRIES INC	24,838.	29,205.
PPL CORPORATION	4,332.	3,838.
PRICELINE.COM INCORPORATED	12,869.	17,377.
PROGRESSIVE CORP OHIO	19,211.	21,402.
PROTHENA CP PLC	7,348.	4,649.
QIAGEN NV	5,677.	10,516.
QORVO INC	14,025.	12,321.
RAYTHEON CO	2,368.	10,895.
REGAL ENTERTAINMENT	2,339.	3,290.
REGENERON PHARMACEUTICALS INC	7,646.	7,519.
RENAISSANCERE HOLDINGS LTD	10,861.	9,922.
RETROPHIN INC	6,107.	6,553.
ROCHE HOLDING LTD ADR	9,856.	9,663.
ROCKWELL AUTOMATION INC	21,780.	39,270.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ROCKWELL COLLINS INC	2,297.	4,611.
ROPER INDUSTRIES	22,848.	25,900.
ROYAL DUTCH SHELL CL A	7,442.	9,940.
RSP PERMIAN INC	4,912.	6,916.
SABRA HEALTHCARE REIT INC	4,725.	4,092.
SAGE THERAPEUTICS INC	7,721.	22,895.
SAREPTA THERAPEUTICS INC	5,372.	6,399.
SBA COMMUNICATIONS CORP	9,226.	12,252.
SCHLUMBERGER LTD	34,017.	31,875.
SEALED AIR CORP	6,595.	7,149.
SEATTLE GENETICS, INC	9,203.	9,363.
SECOM CO LTD ADR OTC	7,908.	8,991.
SERVICE NOW	16,699.	30,642.
SEVEN & I HOLDINGS C	9,100.	9,263.
SILICON LABORATORIES, INC	3,821.	8,830.
SKYWORKS SOLUTIONS, INC	9,768.	12,344.
SMITH & NEPHEW PLC ADR	8,059.	8,437.
SMITH A O CORP DEL COM	29,338.	50,004.
SNYDERS LANCE INC	13,494.	16,927.
SONOCO PRODUCTS COMPANY	1,633.	2,923.
SOUTHERN COPPER CORP	4,854.	6,406.
SOUTHWEST AIRLINES	7,397.	12,632.
SPROUTS FARMERS MARKET INC	6,196.	6,818.
STAG INDUSTRIAL INC	10,493.	10,795.
STRYKER CORPORATION	16,481.	23,226.
SUMITOMO MITSUI FINCL GRP	12,667.	14,451.
SUN COMMUNITIES INC	2,973.	6,773.
SUNCOR ENERGY INC	8,413.	10,612.
SUNTRUST BKS INC	22,983.	32,360.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SUPERNUS PHARMACEUTICALS INC	7,149.	6,775.
SYNCHRONY FINANCIAL	13,168.	19,035.
SYSCO CORP	3,584.	7,105.
TARGET CORPORATION	7,486.	8,156.
TATA MOTORS LTD ADS	9,653.	9,425.
TERADYNE INC	3,574.	7,913.
TERRENO RLTY CORPCOM	8,655.	8,800.
TEXAS INSTRUMENTS INC	6,265.	6,789.
THE COCA-COLA CO	21,992.	24,500.
THE HAIN CELESTIAL GROUP, INC	6,162.	6,952.
THE HERSHEY COMPANY	2,610.	3,405.
THERMO FISHER SCIENTIFIC INC	25,306.	34,178.
TIME WARNER INC	3,529.	4,939.
TJX COMPANIES INC	10,450.	36,319.
TORAY INDUSTRIES INC	8,768.	8,181.
TOTAL FINA ELF S.A	7,044.	8,790.
TRANSOCEAN LTD	4,690.	4,592.
TRINITY INDUSTRIES, INC	10,808.	12,175.
UBIQUITI NETWORKS, INC	4,444.	5,469.
UNILEVER PLC AMER	7,134.	10,515.
UNION PACIFIC	1,208.	10,996.
UNITEDHEALTH GROUP INC	12,653.	38,581.
UNUM CORP	4,485.	8,234.
V F CORP	27,934.	29,600.
VERTEX PHARMCTLS INC	5,726.	8,992.
VIACOM INC. CL B	13,534.	9,798.
VIASAT, INC.	5,404.	5,614.
VISA INC	25,615.	55,870.
WASTE CONNECTIONS	1,478.	7,945.

ATTACHMENT 6 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WATSCO INC	8,601.	18,534.
WELBILT INC	10,953.	14,035.
WELLS FARGO & CO	5,493.	8,554.
WELLTOWER INC	3,126.	3,762.
WESTERN UNION CO	5,019.	5,494.
WEX, INC	9,505.	18,219.
WEYERHAEUSER CO	9,306.	10,931.
WIX COM LTD	9,112.	7,597.
WOODWARD INC	2,635.	3,674.
XCEL ENERGY INC	1,658.	3,320.
ZAYO GROUP HOLDINGS INC	13,057.	15,640.
ZIMMER BIOMET HOLDINGS	2,757.	5,551.
ZOETIS INC	27,508.	28,816.
TOTALS	4,060,588.	5,380,661.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ARROW ELECTRS INC - 4.000% - 0	52,079.	51,021.
AT&T INC - 4.125% - 02/17/2026	51,964.	51,143.
MERRILL LYNCH CO - 6.875% - 04	38,941.	40,611.
TIME WARNER CABLE INC - 5.000%	10,299.	10,436.
WILLIAMS PARTNERS LP - 4.125%	20,962.	20,768.
XL GROUP PLC - 6.375% - 11/15/	20,229.	23,293.
TOTALS	194,474.	197,272.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COLE CREDIT PROPERTY TRUST IV	196,050.	201,600.
TOTALS	196,050.	201,600.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
1,628,396.		1,371,523.					256,873.	
TOTAL GAIN(LOSS)							256,873.	

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR QUALIFYING DISTRIBUTION

DONOR ADVISED FUND STMT

DURING THE TAXABLE YEAR ENDING DECEMBER 31, 2017, THE ANDREA-MENNON FAMILY FOUNDATION (THE "FOUNDATION") TREATED A DISTRIBUTION TO A DONOR ADVISED FUND OVER WHICH THE FOUNDATION (OR DISQUALIFIED PERSON) HAD ADVISORY PRIVILEGES AS A QUALIFYING DISTRIBUTION.

ATTACHMENT 10

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISED FUND FOR SECTION 170 C 2B

DONOR ADVISED FUND STMT

DONOR ADVISED FUNDS ARE EXEMPT UNDER INTERNAL REVENUE CODE SECTION 501(C)(3), MUST BE ORGANIZED AND OPERATED EXCLUSIVELY FOR ONE OR MORE OF THE CHARITABLE PURPOSES DESCRIBED IN INTERNAL REVENUE CODE SECTION 170(C)(2)(B), AND HAVE SOLE DISCRETION OVER THE FUNDS DISTRIBUTED TO THEM. CONSEQUENTLY, ALTHOUGH THE FOUNDATION IS NOT IN A POSITION TO EXPLAIN PRECISELY HOW THE FUNDS WILL BE EXPENDED, THE FUNDS ARE REQUIRED TO BE USED TO ACCOMPLISH A PURPOSE DESCRIBED IN SECTION 170(C)(2)(B), AS DETERMINED IN THE DISCRETION OF THE DONOR ADVISED FUND.

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ADAM G ANDREA FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	BOARD MEMBER 1.00	0.	0.	0.
CHRISTINA M ANDREA FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP / SEC 2.00	0.	0.	0.
CHRISTOPHER R ANDREA FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR - SW OPERATIONS 1.00	0.	0.	0.
RUDOLPH ANDREA FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / TREAS 15.00	0.	0.	0.
ALLISON ANDREA MCDONALD FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	BOARD MEMBER 1.00	0.	0.	0.
PHIL KUSHNER FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR - NE OPERATIONS 1.00	0.	0.	0.

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

ATTACHMENT 11 (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
JOSHUA W LONGWORTH FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	BOARD MEMBER 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

ATTACHMENT 12

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

CHRISTINA M ANDREA
RUDOLPH ANDREA

ATTACHMENT 13

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

GRANT APPLICATIONS
HTTPS://ONLINE.FOUNDATIONSOURCE.COM/PUBLIC/HOME/TAFF

ATTACHMENT 14

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

GRANT APPLICATIONS
HTTPS://ONLINE.FOUNDATIONSOURCE.COM/PUBLIC/HOME/TAFF

ATTACHMENT 15

990PF, PART XV - SUBMISSION DEADLINES

GRANT APPLICATIONS
HTTPS://ONLINE.FOUNDATIONSOURCE.COM/PUBLIC/HOME/TAFF

ATTACHMENT 16

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANT APPLICATIONS
HTTPS://ONLINE.FOUNDATIONSOURCE.COM/PUBLIC/HOME/TAFF

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

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BACKSTAGE THEATRE INC PO BOX 297 BRECKENRIDGE, CO 80424	N/A PC	CHILDREN'S YOUTH THEATRE PROGRAMS	20,000
BOYS & GIRLS CLUB OF COLLIN COUNTY 7790 MAIN ST FRISCO, TX 75033	N/A PC	FUNDING FOR SCHOOL YEAR SCHOLARSHIP FUNDS	40,000
CHAMBERLAIN BALLET 3003 W 15TH ST PLANO, TX 75075	N/A PC	THE COMMUNITY CONNECTION PROGRAMS	30,000
CHILD CARE ASSOCIATES 3000 E BELKNAP ST FORT WORTH, TX 76111	N/A PC	CHILD CARE ASSOCIATES' INCREDIBLE YEARS PARENT EDUCATION PROGRAM	5,000
CHILD PROTECTIVE SERVICES COMMUNITY PARTNERS INC 1215 SKILES ST DALLAS, TX 75204	N/A PC	RAINBOW ROOM PROJECT	5,000
CHILDRENS MEDICAL CENTER FOUNDATION 2777 N STEMMONS FWY STE 700 DALLAS, TX 75207	N/A PC	PET THERAPY OF PLANO PROGRAM	1,850

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHILDRENS MEDICAL CENTER FOUNDATION 2777 N STEMMONS FWY STE 700 DALLAS, TX 75207	N/A PC	PET THERAPY PLANO MEDICAL HEALTH CENTER PROGRAM	2,000
CITY HOUSE INC 901 18TH ST PLANO, TX 75074	N/A PC	ARTS, EDUCATION & CULTURAL ENRICHMENT PROGRAM	25,000
COLLIN COUNTY COMMUNITY COLLEGE DISTRICT FOUNDATIO 3452 SPUR 399 STE 429 MCKINNEY, TX 75069	N/A PC	COLLIN COLLEGE ALLIED HEALTH SCHOLARSHIP FUNDS	10,000
DALLAS FURNITURE BANK PO BOX 815788 DALLAS, TX 75381	N/A PC	BEDS4KIDZ PROJECT	2,500.
GUNS N HOSES FOUNDATION 1891 FOREST LN GARLAND, TX 75042	N/A PC	FALLEN FIRST RESPONDERS FUND	5,000
HOPEFUL SOLUTION 9666 SCYENE RD APT 403 DALLAS, TX 75227	N/A PC	OUT AND ABOUT/EQUINE FACILITATED LEARNING PROJECT	1,500

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MANE GAIT 3160 N CUSTER RD MCKINNEY, TX 75071	N/A PC	MANEGAIT HERD EXPANSION PROJECT	10,000
NATIONAL PHILANTHROPIC TRUST 165 TOWNSHIP LINE RD STE 1200 JENKINTOWN, PA 19046	N/A PC	ANDREA-MENNEN FAMILY DONOR ADVISED FUND	6,500.
PLANO CHILDRENS THEATRE 6121 W PARK BLVD STE B216 PLANO, TX 75093	N/A PC	THERAPEUTIC DRAMA PROJECT	2,000
PLANO ISD EDUCATION FOUNDATION 2700 W 15TH ST PLANO, TX 75075	N/A PC	GRANTS TO EDUCATORS PROJECT	10,000
PLANO SYMPHONY ORCHESTRA NON-PROFIT CORP 5236 TENNYSON PKWY BLDG 4 STE 200 PLANO, TX 75024	N/A PC	2018 ENCOREYOUTH YOUNG ARTIST PROGRAM	25,000
SAMARITAN INN INC 1710 N MCDONALD ST MCKINNEY, TX 75071	N/A PC	CHILDREN'S SERVICES PROJECT	5,000

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VALOR BRIDGE FOUNDATION 900 E LOGAN CIR GREENWOOD VLG, CO 80121	N/A PC	VETERAN SUIT PROGRAM	2,500
YMCA OF METROPOLITAN DALLAS - PLANO FAMILY YMCA 3300 MCDERMOTT RD PLANO, TX 75025	N/A PC	PRESCHOOL PROGRAM	1,000
YOUNG AMERICANS CENTER FOR FINANCIAL EDUCATION 3550 E 1ST AVE DENVER, CO 80206	N/A PC	SEND-A-SCHOOL TO YOUNG AMERITOWNE OR INTERNATIONAL TOWNE INITIATIVE	2,500.
		TOTAL CONTRIBUTIONS PAID	212,350.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 18

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
CLASS ACTION LAWSUIT PROCEEDS			01	94.	
FEDERAL TAX REFUND			01	1,091.	
TOTALS				1,185.	