Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: BRENDEN MANN FOUNDATION

A Employer identification number: 11-3789260

Number and street (or P O box number if mail is not delivered to street address): 4321 WEST FLAMINGO ROAD

Room/suite:

B Telephone number: (702) 948-6018

City or town, state, and ZIP code: LAS VEGAS, NV 89103

C If exemption application is pending, check here ▶ ☐

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: ☒ 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)* ▶$ 14,699,111.

J Accounting method: ☒ 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).)

			(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	200,000.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	133,914.	133,914.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	333,914.	133,914.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	1,350.	675.		675.
	c	Other professional fees STMT 3	8,400.	4,200.		4,200.
	17	Interest				
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications	1,725.	862.		863.
	23	Other expenses STMT 4	46.	23.		23.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	11,521.	5,760.		5,761.
	25	Contributions, gifts, grants paid	228,211.			228,211.
	26	**Total expenses and disbursements.** Add lines 24 and 25	239,732.	5,760.		233,972.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	94,182.			
	b	**Net investment income** (if negative, enter -0-)		128,154.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	39,732.	1,349,106.	1,349,106.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 6	0.	1,841,378.	1,531,066.
	b	Investments - corporate stock STMT 7	0.	1,761,948.	1,960,637.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	0.	8,793,204.	9,858,302.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	39,732.	13,745,636.	14,699,111.
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			
	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	39,732.	13,745,636.	
	25	Temporarily restricted	0.	0.	
	26	Permanently restricted	0.	0.	
		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			
	30	**Total net assets or fund balances**	39,732.	13,745,636.	
	31	**Total liabilities and net assets/fund balances**	39,732.	13,745,636.	

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	39,732.
2	Enter amount from Part I, line 27a	2	94,182.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	13,611,722.
4	Add lines 1, 2, and 3	4	13,745,636.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,745,636.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	NONE			
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

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	159,970.		
2009	274,344.		
2008	201,876.		
2007	167,504.		
2006			

2 **Total** of line 1, column (d)	2	.000000
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	.000000
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	730,740.
5 Multiply line 4 by line 3	5	0.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,282.
7 Add lines 5 and 6	7	1,282.
8 Enter qualifying distributions from Part XII, line 4	8	233,972.

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	1,282.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	1,282.
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	1,282.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
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	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	31.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,313.
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 2012 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 instructions for 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.*	1b		X
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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? N/A	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) ▶ NV			
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 2011 or the taxable year beginning in 2011 (see 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)	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 ▶ THE FOUNDATION Telephone no. ▶ (702) 948-6018

Located at ▶ 4321 WEST FLAMINGO ROAD, LAS VEGAS, NV ZIP+4 ▶ 89103

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

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

			Yes	No
16	At any time during calendar year 2011, 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 Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? N/A	1b		
	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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 2011 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 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A **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? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? N/A **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.

(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
JOHN BRENDEN 4321 WEST FLAMINGO ROAD LAS VEGAS, NV 89103	DIRECTOR/PRESIDENT 4.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	556,252.
b	Average of monthly cash balances	1b	185,616.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	741,868.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	741,868.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,128.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	730,740.
6	**Minimum investment return.** Enter 5% of line 5	6	36,537.

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	36,537.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,282.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,282.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	35,255.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	35,255.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	35,255.

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	233,972.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	233,972.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,282.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	232,690.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					35,255.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006					
b From 2007					
c From 2008					
d From 2009	118.				
e From 2010					
f Total of lines 3a through e		118.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 233,972.					
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2011 distributable amount					35,255.
e Remaining amount distributed out of corpus		198,717.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		198,835.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		198,835.			
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009	118.				
d Excess from 2010					
e Excess from 2011	198,717.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
2 a 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 of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient 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				
AMERICAN CANCER SOCIETY 6155 S RAINBOW BLVD LAS VEGAS, NV 89118	N/A	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
BOYS & GIRLS CLUB OF LAS VEGAS PO BOX 26689 LAS VEGAS, NV 89126	N/A	501(C)(3)	GENERAL OPERATING SUPPORT	16,000.
CANDLELIGHTERS CHILDHOOD CANCER FOUNDATION OF SOUTHERN NEVADA 601 S RANCHO DR, STE B-11 LAS VEGAS, NV 89106	N/A	501(C)(3)	GENERAL OPERATING SUPPORT	1,011.
CHILDREN OF THE NIGHT 14530 SYLVAN ST VAN NUYS, CA 91411	N/A	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
CHILDREN'S HOSPITAL OF LOS ANGELES 4650 SUNSET BLVD, STE 29 LOS ANGELES, CA 90027	N/A	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	228,211.
b Approved for future payment NONE				
Total			▶ 3b	0.

** SEE PURPOSE OF GRANT CONTINUATIONS

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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					
4 Dividends and interest from securities			14	133,914.	
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					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		133,914.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 133,914.

(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).

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12-02-11

Form **990-PF** (2011)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1)	Cash	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	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ 11-15-12 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KAREN GRIES		11/14/2012		P00078514

Firm's name ▶ CLIFTONLARSONALLEN LLP

Firm's EIN ▶ 41-0746749

Firm's address ▶ 220 SOUTH SIXTH STREET, SUITE 300
MINNEAPOLIS, MN 55402

Phone no. 612-376-4500

Form 990-PF (2011)

BRENDEN MANN FOUNDATION 11-3789260

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CITY OF CONCORD 1950 PARKSIDE DR, MS/01 CONCORD, CA 94519	N/A	N/A	TO SUPPORT THE BEAUTIFICATION AND CLEANUP OF DOWNTOWN CONCORD	62,000.
CITY OF RIFLE 202 RAILROAD AVE RIFLE, CO 91650	N/A	N/A	SUPPORT FOR JULY 4TH CELEBRATION, MONTHLY CENTENNIAL PARK PROGRAMS, AND YOUTH SPORTS TEAM UNIFORMS	10,500.
CITY OF RIFLE POLICE DEPARTMENT 201 E 18TH ST RIFLE, CO 81650	N/A	N/A	TO PROMOTE THE PEACE, SAFETY, AND WELL BEING OF THE COMMUNITY THROUGH INTERACTION, EDUCATION, AND	2,000.
EAST BAY GOLF FOUNDATION DBA FIRST TEE OF CONTRA COSTA 4050 PORT CHICAGO HWY CONCORD, CA 94520	N/A	501(C)(3)	TO IMPACT THE LIVES OF YOUNG PEOPLE BY PROVIDING LEARNING FACILITIES AND EDUCATIONAL PROGRAMS	4,000.
FULFILLMENT FUND 9911 W PICO BLVD, STE 510 LOS ANGELES, CA 90035	N/A	501(C)(3)	TO GIVE UNDER PRIVILEDGED STUDENTS SUPPORT SERVICES TO HELP THEM GRADUATE HIGH SCHOOL AND	2,500.
GALLO CENTER FOR THE ARTS 1030 11TH ST MODESTO, CA 95354	N/A	501(C)(3)	TO ENRICH THE QUALITY OF LIFE IN THE CENTRAL VALLEY BY PROVIDING A GATHERING PLACE WHERE CULTURAL ACTIVITIES	15,000.
GARFIELD COUNTY PUBLIC LIBRARY PO BOX 832 RIFLE, CO 81650	N/A	N/A	SUPPORT MONTHLY EDUCATION PROGRAMS OF THE RIFLE BRANCH	3,000.
GARFIELD COUNTY SEARCH & RESCUE PO BOX 1116 GLENWOOD SPRINGS, CO 81602	N/A	N/A	TO PROVIDE SUPPORT FOR THE PURCHASE OF EQUIPMENT TO ASSIST WITH RESCUE ACTIVITIES	4,000.
GRAND RIVER HOSPITAL DISTRICT 501 AIRPORT RD RIFLE, CO 91650	N/A	501(C)(3)	TO SUPPORT CANCER PROGRAMS FOR THE RIFLE COMMUNITY	12,000.
HOAG HOSPITAL FOUNDATION 500 SUPERIOR AVE, STE 350 NEWPORT BEACH, CA 92663	N/A	501(C)(3)	TO PROVIDE ASSISTANCE FOR ONCOLOGY NURSES ATTENDING 2011 ONCOLOGY CONFERENCE	6,000.
Total from continuation sheets				208,200.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HUMAN RIGHTS FIRST C/O SCHULTE, RUGHT & ZABEL LLP; 919 THIRD ST NEW YORK, NY 10022	N/A	501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
JEWISH FEDERATION OF LAS VEGAS 2317 RENAISSANCE DR LAS VEGAS, NV 89119	N/A	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
LANDMARK SCHOOL PO BOX 227 PRIDES CROSSING, MA 01965	N/A	501(C)(3)	TO PROVIDE GENERAL EDUCATION AND SCHOLARSHIPS TO PRIMARY AND SECONDARY STUDENTS	22,000.
MAKE-A-WISH FOUNDATION OF SOUTHERN NEVADA 3885 S DECATUR BLVD, STE 1000 LAS VEGAS, NV 89103	N/A	501(C)(3)	TO GRANT WISHES TO CHILDREN WITH LIFE THREATENING MEDICAL CONDITIONS	2,500.
RIFLE COMMUNITY FOUNDATION PO BOX 1234 RIFLE, CO 81650	N/A	501(C)(3)	SUPPORT PROGRAMS AND AGENCIES THAT HELP ADVANCE THE LATINO CULTURE AND LATINO RESIDENTS OF THE	5,000.
RIFLE CREEK MUSEUM 120 W THIRD ST RIFLE, CO 81650	N/A	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
RIFLE HIGH SCHOOL 1350 PREFONTAINE AVE RIFLE, CO 81650	N/A	N/A	TO PURCHASE LIGHTING FOR THE HIGH SCHOOL THEATRE AND FUNDING FOR THE INTERNATIONAL BACCALAUREATE PROGRAM	5,000.
THE VACAVILLE NEIGHBORHOOD BOYS & GIRLS CLUBS 100 HOLLY LN VACAVILLE, CA 95688	N/A	501(C)(3)	GENERAL OPERATING SUPPORT	2,500.
UNIVERSITY OF NEVADA LAS VEGAS DEPARTMENT OF FILM; 4505 S MARYLAND PKWY LAS VEGAS, NV 89154-5015	N/A	501(C)(3)	TO SUPPORT THE EDUCATIONAL COMPONENTS OF THE VEGAS FILM FESTIVAL	15,000.
VARIETY CHILDREN'S CHARITY OF SOUTHERN CALIFORNIA 4601 WILSHIRE BLVD, STE 260 LOS ANGELES, CA 90010	N/A	501(C)(3)	ASSISTANCE FOR UNDER PRIVILEDGED CHILDREN	4,500.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VARIETY OF SOUTHERN NEVADA 3401 SIRIUS AVE, STE 1 LAS VEGAS, NV 89102	N/A	501(C)(3)	ASSISTANCE FOR UNDER PRIVILEDGED CHILDREN	7,500.
WILL ROGERS MOTION PICTURES PIONEERS FOUNDATION; 10045 RIVERSIDE DR, 3RD FL TOLUCA LAKE, CA 91602	N/A	501(C)(3)	FINANCIAL ASSISTANCE TO PROVIDE HEALTHCARE NEEDS TO INDUSTRY MEMBERS	2,200.
YOUTHZONE 803 SCHOOL ST GLENWOOD SPRINGS, CO 81601	N/A	501(C)(3)	PROVIDE A PERPETUAL FUNDING SOURCE FOR YOUTHZONE	5,000.
Total from continuation sheets				

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization

BRENDEN MANN FOUNDATION

Employer identification number

11-3789260

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. . . . . ▶ $ ____________

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

Name of organization

BRENDEN MANN FOUNDATION

Employer identification number

11-3789260

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	TED & ROBERTA MANN FOUNDATION 19550 CEDARHURST WAYZATA, MN 55391	$ 200,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
BRENDEN MANN FOUNDATION	11-3789260

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

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

(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	**Employer identification number**
BRENDEN MANN FOUNDATION	11-3789260

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** 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.) ▶ $

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

DURING 2011, THE TED AND DR. ROBERTA MANN FOUNDATION OF MINNESOTA (EIN#41-2019561) TRANSFERRED APPROXIMATELY 74.1% OF ITS NET ASSETS TO THE BRENDEN MANN FOUNDATION (EIN#11-3789260) AND THE BLYTHE BRENDEN-MANN FOUNDATION (EIN# 41-6546887), COMMONLY CONTROLLED PRIVATE FOUNDATIONS. SUCH A TRANSFER IS DESCRIBED IN TREASURY REGULATION 1.507-3(C)(2), PROVIDES THAT A SIGNIFICANT DISPOSITION OF ASSETS TO ONE OR MORE PRIVATE FOUNDATIONS INCLUDES ANY DISPOSITION (OR SERIES OF RELATED DISPOSITIONS) BY A PRIVATE FOUNDATION TO ONE OR MORE PRIVATE FOUNDATIONS OF 25% OR MORE OF THE FAIR MARKET VALUE OF THE NET ASSETS OF THE TRANSFERROR FOUNDATION AT THE BEGINNING OF THE TAXABLE YEAR IN WHICH THE TRANSFER OCCURS. ACCORDINGLY, THE TRANSFERS TO THE TRANSFEREE FOUNDATIONS ARE NOT TREATED AS QUALIFYING DISTRIBUTIONS OF THE TRANSFEROR FOUNDATION. IN ADDITION, THE BRENDEN MANN FOUNDATION AND BLYTHE BRENDEN-MANN FOUNDATION ASSUMES ALL OBLIGATIONS WITH RESPONSECT TO THE TED AND DR. ROBERTA MANN FOUNDATION OF MINNESOTA'S UNDISTRIBUTED INOCME WITHIN THE MEANING OF IRC SECTION 4942(C).

2011 TOTAL UNDISTRIBUTABLE INCOME OF THE TED AND DR. ROBERTA MANN FOUNDATION	$1,143,614
BRENDEN MANN FOUNDATION OBLIGATION – TO BE DISTRIBUTED BY DECEMBER 31, 2012	$ 571,807
BLYTHE BRENDEN-MANN FOUNDATION – OBLIGATION TO BE DISTRIBUTED BY DECEMBER 31, 2012	$ 571,807

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - CITY OF RIFLE POLICE DEPARTMENT

TO PROMOTE THE PEACE, SAFETY, AND WELL BEING OF THE COMMUNITY THROUGH INTERACTION, EDUCATION, AND ENFORCEMENT OF THE LAW

NAME OF RECIPIENT - EAST BAY GOLF FOUNDATION DBA FIRST TEE OF CONTRA COSTA

TO IMPACT THE LIVES OF YOUNG PEOPLE BY PROVIDING LEARNING FACILITIES AND EDUCATIONAL PROGRAMS THAT PROMOTE CHARACTER DEVELOPMENT

NAME OF RECIPIENT - FULFILLMENT FUND

TO GIVE UNDER PRIVILEDGED STUDENTS SUPPORT SERVICES TO HELP THEM GRADUATE HIGH SCHOOL AND COLLEGE

NAME OF RECIPIENT - GALLO CENTER FOR THE ARTS

TO ENRICH THE QUALITY OF LIFE IN THE CENTRAL VALLEY BY PROVIDING A GATHERING PLACE WHERE CULTURAL ACTIVITIES ILLUMINATE

NAME OF RECIPIENT - RIFLE COMMUNITY FOUNDATION

SUPPORT PROGRAMS AND AGENCIES THAT HELP ADVANCE THE LATINO CULTURE AND LATINO RESIDENTS OF THE COMMUNITY

NAME OF RECIPIENT - RIFLE HIGH SCHOOL

TO PURCHASE LIGHTING FOR THE HIGH SCHOOL THEATRE AND FUNDING FOR THE INTERNATIONAL BACCALAUREATE PROGRAM FOR LOW INCOME STUDENTS

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
METROPOLITAN WEST	12,775.	0.	12,775.
PIMCO COMMODITY	101,488.	0.	101,488.
VANGUARD 500 INDEX FUND	19,651.	0.	19,651.
TOTAL TO FM 990-PF, PART I, LN 4	133,914.	0.	133,914.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,350.	675.		675.
TO FORM 990-PF, PG 1, LN 16B	1,350.	675.		675.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	8,400.	4,200.		4,200.
TO FORM 990-PF, PG 1, LN 16C	8,400.	4,200.		4,200.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	46.	23.		23.
TO FORM 990-PF, PG 1, LN 23	46.	23.		23.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

DESCRIPTION	AMOUNT
TRANSFER FROM THE TED AND DR. ROBERTA MANN FOUNDATION OF MINNESOTA	13,611,722.
TOTAL TO FORM 990-PF, PART III, LINE 3	13,611,722.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTES	X		596,123.	644,868.
PIMCO CM RR ST A COMMODITY FUND	X		1,245,255.	886,198.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,841,378.	1,531,066.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,841,378.	1,531,066.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	1,761,948.	1,960,637.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,761,948.	1,960,637.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS	COST	3,814,262.	4,030,338.
FIXED INCOME MUTUAL FUNDS	COST	4,978,942.	5,187,057.
ALTERNATIVES	COST	0.	640,907.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,793,204.	9,858,302.

Portfolio Valuation By Position
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Security Type

Shares or Face Value	*Security Description*	*Div or YTM@purch*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Income*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
				CASH AND CASH ALTERNATIVES							
BANK DEPOSITS*											
67,091 430	BANK DEPOSITS - MS BANK NA	0.01		67,091.43		67,091.43		0 07	67,091.50	0.46	
9,729 980	BANK DEPOSITS - MS BANK NA	0.02		9,729.98		9,729.98		0 02	9,730.00	0.07	
76,821.410	*Total Position*			76,821.41		76,821.41	0.00	0.09	76,821.50	0.52	
1,027,174.490	MORGAN STANLEY BANK N.A.	0.05		1,027,174 49		1,027,174.49		4.22	1,027,178.71	6.99	
245,000.000	MORGAN STANLEY PRIVATE BANK N.A	0 05		245,000.00		245,000 00		1.34	245,001.34	1.67	
	BANK DEPOSITS			1,348,995.90		1,348,995.90	0.00	5.65	1,349,001.55	9.17	
CURRENCIES											
60.000	US DOLLAR			60.00		60.00			60 00	0.00	C
49 870	US DOLLAR			49.87		49.87			49.87	0.00	C
109.870	*Total Position*			109.87		109.87	0 00	0.00	109.87	0.00	
	CURRENCIES			109.87		109 87	0 00	0.00	109 87	0 00	
	CASH AND CASH ALTERNATIVES			1,349,105.77		1,349,105.77	0.00	5.65	1,349,111.42	9.17	
				ALTERNATIVE INVESTMENTS							
ALTERNATIVE INVESTMENTS											
118,596.500	BOSTON VENTURES - V VENTURE CAPITAL LP				1 00	118,596.50	118,596.50		118,596.50	0.81	C
396,194.500	BOSTON VENTURES - VI VENTURE CAPITAL LP				1.00	396,194.50	396,194.50		396,194.50	2.69	C
64,541 500	GRAYSTONE VENTURE - FUND LP VENTURE CAPITAL LP				1 00	64,541.50	64,541.50		64,541.50	0.44	C

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61,574.500	PORTAGE -FOUNDERS LP VENTURE CAPITAL LP				1 00	61,574 50	61,574.50		61,574.50	0 42	C
	ALTERNATIVE INVESTMENTS			0.00		640,907.00	640,907.00	0.00	640,907.00	4.36	
COMMODITY FUNDS											
138,252.407	PIMCO CM RR ST A	1.50	9.01	1,245,255.19	6 41	886,197.93	(359,057.26)		886,197.93	6.03	C
	ALTERNATIVE INVESTMENTS			1,245,255.19		1,527,104.93	281,849 74	0.00	1,527,104.93	10.39	
				FIXED INCOME							
FIXED INCOME MUTUAL FUNDS											
201,168.852	METROPOLITAN WEST TOT RET BD FD	0.49	9 74	1,958,457.42	10.37	2,086,121.00	127,663.58		2,086,121.00	14.19	C
77,390 488	TEMPLETON GLOBAL BD FD	0.63	13.65	1,056,092.13	12 37	957,320.34	(98,771.79)		957,320.34	6 51	C
192,944 682	WA CORE PLUS BOND PORT I	0 50	10 18	1,964,391.96	11 11	2,143,615.42	179,223.46		2,143,615 42	14 58	C
	FIXED INCOME MUTUAL FUNDS			4,978,941.51		5,187,056.76	208,115 25	0.00	5,187,056.76	35.27	
TREASURY NOTES											
450,000 000	US TREASURY TIPS NOTE 1 875% 1.875% DUE 07/15/2013 @ 100.00 INDEX FACTOR: 1.232879	1 90	119 46	538,261 55	104 57	580,149 61	41,888 06	4,777.20	584,926.81	3.98	C
50,000 000	US TREASURY TIPS NOTE 2 0% 2.000% DUE 07/15/2014 @ 100.00 INDEX FACTOR. 1.201350	1.74	114.25	57,861.13	107.74	64,717.93	6,856.80	551.71	65,269.64	0.44	C
	TREASURY NOTES			596,122.68		644,867 54	48,744.86	5,328 91	650,196.45	4.42	
	FIXED INCOME			5,575,064.19		5,831,924.30	256,860.11	5,328.91	5,837,253.21	39.70	
				EQUITIES							
COMMON STOCKS											
1,337 000	ACCENTURE PLC	1 35	39 71	53,091.54	53 23	71,168.51	18,076.97		71,168 51	0 48	C
614.000	AFFILIATED MANAGERS GROUP INC		58 38	35,847.55	95 95	58,913.30	23,065.75		58,913 30	0 40	C

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402.000	AGRIUM INC CAD NPV C OM (USD)	0 45	42.47	17,074.68	67.11	26,978 22	9,903.54	90 45	27,068.67	0.18	C
903.000	ANSYS INC COM		56.77	51,265.62	57.28	51,723.84	458 22		51,723.84	0.35	C
170.000	APPLE INC		349.11	59,348.35	405.00	68,850.00	9,501.65		68,850.00	0.47	C
225.000	AXA ADR REPR 1/2 SHS	0 84	29.40	6,615.08	13 04	2,934 00	(3,681.08)		2,934.00	0.02	C
450.000	BASF SE ADR	2.29	46.09	20,742.17	69.96	31,480.65	10,738.48		31,480.65	0.21	C
950.000	BHP BILLITON LTD ADR	2.20	53.78	51,089 85	70.63	67,098.50	16,008.65		67,098.50	0.46	C
350.000	BRITISH AMERN TOB PLC ADR	3.84	70 04	24,515.15	94.88	33,208 00	8,692.85		33,208.00	0.23	C
338 000	BROOKFIELD ASSET MGMT INC CL A LTD VT	0.56	23.30	7,875.81	27.48	9,288 24	1,412.43		9,288.24	0.06	C
245.000	BUNGE LTD	0 84	56 28	13,788 57	57.20	14,014 00	225 43		14,014.00	0 10	C
373.000	C H ROBINSON WORLDWIDE INC	1.32	53.83	20,077.10	69.78	26,027.94	5,950.84		26,027.94	0.18	C
412.000	CANADIAN NATIONAL RAILWAY CO CAD NPV COM (USD)	1.49	53.85	22,186.42	78.56	32,366.72	10,180.30		32,366.72	0.22	C
425.000	CANADIAN NATURAL RES OURCES CAD COM NPV	0.42	30.65	13,024.45	37.37	15,882.25	2,857.80		15,882.25	0.11	C
600.000	CDN PAC RLWAY	1.20	62.73	37,637.80	67.67	40,602.00	2,964.20	177.18	40,779.18	0.28	C
587.000	COOPER INDUSTRIES LTD	1.24	45 33	26,610.78	54.15	31,786.05	5,175.27		31,786.05	0.22	C
113.000	CORE LABORATORIES NLG0.03 ORDS	1.12	37.96	4,289.89	113 95	12,876.35	8,586.46		12,876.35	0.09	C
537.000	DANONE-SPONS ADR	0.23	12.92	6,937.16	12.61	6,771.57	(165.59)		6,771.57	0.05	C
238.000	DIAGEO PLC SPONS ADR NEW	2.60	69.54	16,551 11	87.42	20,805.96	4,254.85		20,805.96	0.14	C
3,109.000	EMC CORP MASS COM STK		15 45	48,039.33	21 54	66,967.86	18,928 53		66,967.86	0.46	C
602.000	EXPEDITORS INTL WASH INC COM STK	0.50	32.95	19,834.80	40.96	24,657.92	4,823.12		24,657.92	0.17	C
1,778.000	EXPRESS SCRIPTS INC COM STK		41.23	73,313.63	44.69	79,458.82	6,145.19		79,458.82	0.54	C
109.000	FIBRIA CULULOSE ADR	0 34	15.16	1,651.90	7 77	846.93	(804.97)		846.93	0.01	C
88.000	FINNING INTL LTD	0.64	25.85	2,275.21	21 65	1,905.20	(370 01)		1,905 20	0.01	C
500.000	INGERSOLL-RAND COMPANY LTD BE	0 64	36.24	18,119.74	30.47	15,235.00	(2,884.74)		15,235.00	0.10	C
225.000	MANULIFE FINANCIAL CORP CAD NPV COM	0.53	25.00	5,624.50	10.62	2,389 50	(3,235 00)		2,389 50	0.02	C
209.000	MASTERCARD INC	1.20	267.29	55,863.15	372.82	77,919.38	22,056.23		77,919.38	0.53	C
1,013.000	NABORS INDUSTRIES LTD COM STK		26.85	27,202.37	17 34	17,565 42	(9,636.95)		17,565 42	0.12	C

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987.000	NESTLE SA CHF10 SPONS ADR 20 ADRS - 1 REG'D)	1.79	37.50	37,010.14	57.75	56,997.28	19,987 14		56,997 28	0.39	C
1,325.000	NOBLE CORPORATION COM STK	0 60	39 33	52,105.99	30 22	40,041 50	(12,064 49)		40,041 50	0.27	C
325.000	NOVARTIS AG USD SPON ADR RBP 1/20 REGD SHS	1.65	52.52	17,068.50	57.17	18,580.25	1,511.75		18,580.25	0 13	C
187.000	PARTNERRE LIMITED BERMUDA	2 20	71.34	13,341.20	64 21	12,007.27	(1,333.93)		12,007 27	0 08	C
1,663.000	POTASH CORP OF SASKATCHEWAN INC CAD NPV	0 84	19.06	31,690.45	41.28	68,648.64	36,958.19		68,648 64	0.47	C
1,846.000	QUALCOMM INC	0.86	35.06	64,727.41	54.70	100,976 20	36,248.79		100,976.20	0.69	C
812 000	RIO TINTO PLC SPONS ADR	1.17	47.24	38,356 04	48 92	39,723.04	1,367.00		39,723.04	0 27	C
2,934.000	ROBERT HALF INTL INC COM	0.56	28.57	83,816.34	28 46	83,501.64	(314.70)		83,501.64	0.57	C
1,318.000	ROCKWELL COLL	0.96	58.62	77,263.70	55.37	72,977.66	(4,286.04)		72,977 66	0.50	C
900.000	SCHLUMBERGER LTD 0.01 (CURACAO)	1.10	62.17	55,951.50	68.31	61,479.00	5,527.50		61,479.00	0.42	C
1,526.000	SCRIPPS NETWORKS INTER WI	0.48	42.02	64,122.98	42.42	64,732.92	609.94		64,732.92	0.44	C
1,561.000	STARWOOD HOTELS & RESORTS	0.50	50.98	79,575.63	47.97	74,881.17	(4,694.46)		74,881 17	0.51	C
3,723 000	SUNCOR ENERGY INC	0.44	33.41	124,390.29	28.83	107,334.09	(17,056.20)		107,334.09	0.73	C
400.000	TALISMAN ENERGY	0.27	17.39	6,954.00	12.75	5,100.00	(1,854.00)		5,100.00	0.03	C
363.000	TECK RESOURCES LTD	0.79	35.65	12,940.95	35.19	12,773.97	(166.98)		12,773.97	0.09	C
787.000	TENARIS SA ADR	0.68	37 16	29,245.60	37 18	29,260.66	15.06		29,260.66	0 20	C
947 000	TERADATA CORP		30.74	29,109.83	48 51	45,938.97	16,829.14		45,938.97	0.31	C
609.000	TRANSOCEAN LTD	3 16	103.72	63,167.48	38.39	23,379.51	(39,787.97)		23,379.51	0.16	C
326 000	UBS AG-REG	0.10	27.49	8,962.40	11 83	3,856 58	(5,105 82)		3,856.58	0 03	C
1,125.000	UNILEVER N V COM SHR	1.06	32.58	36,650.50	34.37	38,666.25	2,015.75		38,666.25	0.26	C
2,487.000	VALE S.A ADR	1.15	18.60	46,260.18	21.45	53,346.15	7,085.97		53,346 15	0.36	C
2,200 000	WEATHERFORD INTL LTD		20.85	45,871.61	14.64	32,208.00	(13,663.61)		32,208.00	0 22	C
112.000	YARA INTL - ADR	0.83	25 64	2,871.85	40.22	4,504 08	1,632.23		4,504.08	0 03	C
	COMMON STOCKS			1,761,948.28		1,960,636.96	198,688.68	267.63	1,960,904.59	13.34	

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EQUITY MUTUAL FUNDS											
57,598.638	MATTHEWS ASIA DIVIDEND INV	0 41	14.19	817,040.20	12.48	718,831 00	(98,209.20)		718,831.00	4.89	C
34,621.088	VANGUARD 500 INDEX FUND	1.84	86.57	2,997,221.47	95.65	3,311,507.07	314,285.60		3,311,507.07	22.52	C
	EQUITY MUTUAL FUNDS			3,814,261.67		4,030,338.07	216,076.40	0.00	4,030,338.07	27.41	
	EQUITIES			5,576,209.95		5,990,975.03	414,765.08	267.63	5,991,242.66	40.74	
	TOTAL PORTFOLIO			13,745,635.10		14,699,110.03	953,474.93	5,602.19	14,704,712.22	100.00	

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