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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: BLYTHE BRENDEN-MANN FOUNDATION

A Employer identification number: 41-6546887

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: 401 EAST EIGHTH STREET, SUITE 319

B Telephone number (see instructions): 605- 336-6832

City or town, state, and ZIP code: SIOUX FALLS, SD 57103

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: [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)* ▶ $ 24,461,369.

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)				
	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	542,343.	536,941.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,539,665.			
	b Gross sales price for all assets on line 6a 6,244,997.				
	7 Capital gain net income (from Part IV, line 2)		1,332,863.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	83,674.	453.		STMT 5
	12 **Total.** Add lines 1 through 11	2,165,682.	1,870,257.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	103,933.	7,628.		96,305.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 6	7,390.	1,848.	NONE	5,542.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 7	92,316.	89,693.		2,623.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 8	16,735.	9,160.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	9,268.	2,317.	NONE	6,951.
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 9	42,597.	14,309.		25,046.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	272,239.	124,955.	NONE	136,467.
	25 Contributions, gifts, grants paid	1,174,865.			1,174,865.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,447,104.	124,955.	NONE	1,311,332.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	718,578.			
	b **Net investment income** (if negative, enter -0-)		1,745,302.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	2,268,819.	3,836,938.	3,836,938.
	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 ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) STMT 10	274,814.	274,740.	281,746.
	b Investments - corporate stock (attach schedule) STMT 11	2,662,215.	3,840,244.	4,876,854.
	c Investments - corporate bonds (attach schedule) STMT 12	480,649.	4,116,116.	4,525,279.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	4,034,116.	10,720,520.	10,940,552.
	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)	9,720,613.	22,788,558.	24,461,369.
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)		NONE	
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	9,720,613.	22,788,558.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	9,720,613.	22,788,558.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	9,720,613.	22,788,558.	

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	9,720,613.
2	Enter amount from Part I, line 27a	2	718,578.
3	Other increases not included in line 2 (itemize) ▶ TRANSFER FROM THE TED AND DR ROBERTA MANN FOUNDATI	3	12,349,367.
4	Add lines 1, 2, and 3	4	22,788,558.
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	22,788,558.

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	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
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	6,353,786.		4,912,134.	1,441,652.
b	-108,789.			-108,789.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,441,652.
b				-108,789.
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	1,332,863.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	257,472.	4,538,526.	0.056730
2010	171,900.	3,994,238.	0.043037
2009	204,500.	3,930,416.	0.052030
2008	169,000.	3,620,898.	0.046674
2007	188,391.	1,786,327.	0.105463

2	**Total** of line 1, column (d)	2	0.303934
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.060787
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	23,761,049.
5	Multiply line 4 by line 3	5	1,444,363.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	17,453.
7	Add lines 5 and 6	7	1,461,816.
8	Enter qualifying distributions from Part XII, line 4	8	1,311,332.

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	34,906.
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	34,906.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	34,906.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,147.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 40,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	42,147.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	7,241.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 7,241. **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 the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	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 ▶ $ ______ (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	X	
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) ▶ SD			
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 2012 or the taxable year beginning in 2012 (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

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 ▶ www.blythebrendenmannfdn.org

14 The books are in care of ▶ SEE STATEMENT 14 Telephone no. ▶

Located at ▶ ZIP+4 ▶

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 2012, 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

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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012)*	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 2012?	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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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)? (see instructions) [X] 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 [X] 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** X

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? [X] 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 [X] 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 [X] 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
DORSEY AND WHITNEY TRUST CO LLC 401 EAST 8TH STREET SUITE 319, SIOUX FALLS, SD 57103	TRUSTEE 1	103,933	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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	19,967,305.
b	Average of monthly cash balances	1b	4,155,587.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	24,122,892.
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	NONE
3	Subtract line 2 from line 1d	3	24,122,892.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	361,843.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,761,049.
6	**Minimum investment return.** Enter 5% of line 5	6	1,188,052.

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	1,188,052.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	34,906.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	34,906.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,153,146.
4	Recoveries of amounts treated as qualifying distributions (Undistributed income for 2012			4	10,511.
5	Add lines 3 and 4 from Ted & Dr. Roberta Mann Foundation)			5	1,163,657.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,163,657.

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	1,311,332.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,311,332.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,311,332.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,163,657.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			571,807.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 ...... 136,565.				
b From 2008 ...... NONE				
c From 2009 ...... 7,979.				
d From 2010 ...... NONE				
e From 2011 ...... 31,033.				
f **Total** of lines 3a through e	175,577.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,311,332.				
a Applied to 2011, but not more than line 2a			571,807.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				739,525.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	175,577.			175,577.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				248,555.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008 ... NONE				
b Excess from 2009 ... NONE				
c Excess from 2010 ... NONE				
d Excess from 2011 ... NONE				
e Excess from 2012 ... NONE				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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).)

N/A

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

a The name, address, and telephone number or e-mail 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

41-6546887

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 21				1,174,865.
Total . . . . . . ▶ 3a				1,174,865.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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	542,343.	
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	900000	290,023.	14	453.	
8 Gain or (loss) from sales of assets other than inventory			18	1,332,863.	
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)		290,023.		1,875,659.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,165,682.

(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.)
	NOT APPLICABLE

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Carl A. Schmidt[illegible] | 11/14/13 | President

Signature of officer or trustee | Date | Title

Dorsey & Whitney Trust Company LLC, Trustee

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

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AGRIUM INC	292.	292.
AMERICAN TOWER CORP REIT	61.	61.
ASSOCIATED BANC CORP	345.	345.
AXA ADR	200.	200.
BASF SE SPONS ADR	1,487.	1,487.
BP PLC SPONS ADR	1,485.	1,485.
BANK OF AMERICA MTN 5.650% 5/01/18	3,993.	3,993.
BAXTER INTERNATIONAL INC	1,074.	1,074.
BEMIS CO	1,125.	1,125.
BHP BILLITON LTD ADR	2,128.	2,128.
GRAYSTONE VENTURE FUND LP	4.	4.
PORTAGE FOUNDERS LP	146.	146.
BOSTON VENTURES LTD PARTNERSHIP V	26.	26.
BOSTON VENTURES LTD PARTNERSHIP VI	13.	13
BRITISH AMERN TOB PLC SPNS ADR	1,474.	1,474.
BROOKFIELD ASSET MANAGE-CL A	185.	185.
CH ROBINSON	123.	123.
CANADIAN NATIONAL RAILWAY CO	619.	619.
CANADIAN NATURAL RESOURCES	134.	134.
CANADIAN PACIFIC RAILWAY LTD	779.	779.
CENOVUS ENERGY INC	86.	86.
NEWGATE EMERGING MARKETS FD LLP	29,327.	29,327
ACL ALTERNATIVE FUND LIMITED	238.	238.
CONOCOPHILLIPS	1,716.	1,716.
CORNING INC	394.	394.
DANONE SPONS ADR	193.	193.
DIAGEO PLC ADR	657.	657.
DISNEY WALT CO NEW	1,463.	1,463.
ECOLAB INC COM	923.	923.
EMERSON ELECTRIC	1,811.	1,811.
EXPEDITORS INTL WASH INC COM	337.	337.
FASTENAL CO	1,833.	1,833.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION			REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FHLB	1.375%	9/12/14	1,375.	1,375.
FNMA	1.500%	12/03/15	1,500.	1,500.
FHLMC MTN	2.500%	1/07/14	1,800.	1,800.
FINNING INTERNATIONAL INC			48.	48.
GENERAL ELECTRIC CORP			2,125.	2,125
GE COMPANY	5.000%	2/01/13	3,053.	3,053
GENERAL MLS INC			1,890.	1,890.
GOLDMAN SACHS GP MTN	4.600%	8/15/16	3,450.	3,450.
GRACO INC			1,125.	1,125.
HOME DEPOT INC			1,160.	1,160.
HONEYWELL INTERNATIONAL INC			1,375.	1,375.
HORMEL FOODS CORP			750	750.
JPMORGAN CHASE	3.700%	1/20/15	3,700.	3,700.
JOHNSON & JOHNSON			1,440.	1,440.
KIMBERLY-CLARK CORP			1,810.	1,810.
ELI LILLY & CO.			1,654.	1,654
MANULIFE FINL CORP			118.	118.
MASTERCARD INC-A			168.	168.
MATTHEWS ASIA DIVIDEND FUND			34,018.	34,018.
MEDTRONIC INC			1,131.	1,131.
METROPOLITAN WEST TOTAL RETURN BD-I			85,414.	85,414.
NESTLE SA SPONS ADR			2,087.	2,087.
BRANDES INSTL INTL EQUITY FD			46,842.	46,842.
NOVARTIS AG SPONSORED ADR			807.	807.
PATTERSON COS INC			600.	600.
PENTAIR INC			660.	660.
PFIZER INC	4.500%	2/15/14	2,365.	2,365.
PHILLIPS 66			146.	146.
PIMCO COMMODITY RR STRAT INS			23,283.	23,283.
POTASH CORP SASK INC			931.	931.
PRINCIPAL FINANCIAL GROUP			780.	780.
PROCTER & GAMBLE CO	3.500%	2/15/15	2,502.	2,502.
QUALCOMM INC			1,782.	1,782.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RIO TINTO PLC SPNSD ADR	1,346.	1,346.
ROBERT HALF INTL INC	1,760.	1,760.
ROCKWELL COLLINS	1,107.	1,107
SJC OFFSHORE CAP FINANCE FD	2.	2.
SEI DAILY INC TR GOVT II-A	414.	414.
ST JUDE MED INC	555.	555.
SCHLUMBERGER LTD	993.	993.
SCRIPPS NETWORKS	732.	732.
STANLEY BLACK & DECKER INC	627.	627.
STARWOOD HOTELS & RESORTS	1,951.	1,951.
SUNCOR ENERGY INC	1,942.	1,942.
TCF FINANCIAL	375.	375.
TALISMAN ENERGY INC	108.	108.
TARGET CORP	956.	956.
TECHNE CORP	512.	512.
TECK RESOURCES LIMITED	143.	143.
TEMPLETON GLOBAL BOND FUND-AD	65,175.	65,175.
TENARIS SA-ADR	599.	599.
3M CO	944.	944.
US BANCORP	1,253.	1,253.
UNILEVER NV NY SHARES ADR	1,379	1,379.
UNITED PARCEL SVC INC CL B	1,482.	1,482.
VALE S A. ADR	2,775.	2,775.
VALSPAR CORP	1,230.	1,230.
VANGUARD 500 INDEX FUND-SIGN	82,349.	82,349.
WELLS FARGO & CO	1,250.	1,250.
WESTERN ASSET CORE PLUS BD-I	68,268.	68,268.
WYNN RESORTS LTD	6,771.	1,689.
XCEL ENERGY INC	1,980.	1,980.
YARA INTERNATIONAL SPNS ADR	132.	132.
ZIMMER HLDGS INC	270.	270.
ACCENTURE PLC CL A	1,985.	1,985.
BUNGE LIMITED	255.	255.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COOPER INDUSTRIES PLC	670.	670.
INGERSOLL-RAND PLC	320.	
PARTNERRE LTD BERMUDA	466	466.
ALLIED WORLD ASSURANCE CO HOLDINGS	160.	160.
NOBLE CORP	718.	718.
PENTAIR LTD	165.	165.
TRANSOCEAN LTD	480.	480.
UBS AG	35.	35.
CORE LABORATORIES N V	125.	125.
COPA HOLDINGS SA	1,024	1,024.
TOTAL	542,343.	536,941.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY REAL ESTATE FUND VI	99.	99.
BOSTON VENTURES LTD PARTNERSHIP V	-1,257.	
BOSTON VENTURES LTD PARTNERSHIP VI	81,834.	-2,616.
NEWGATE EMERGING MARKETS FD LLP	-67.	-95.
ACL ALTERNATIVE FUND LIMITED	-151.	-151.
BRANDES INSTL INTL EQUITY FD	3,216.	3,216.
TOTALS	83,674.	453.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		7,390.	1,848.		5,542.
	TOTALS	7,390.	1,848.	NONE	5,542.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
==

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	2,623.		2,623.
INVESTMENT MANAGEMENT FEES	89,647.	89,647	
INVESTMENT EXPENSES	46.	46.	
TOTALS	92,316.	89,693.	2,623.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	6,743.	6,743.
STATE TAXES	375.	
FEDERAL TAX PAYMENT	6,200.	
FEDERAL ESTIMATES	1,000.	
FOREIGN TAXES ON QUALIFIED FOR	595	595.
FOREIGN TAXES ON NONQUALIFIED	1,822	1,822.
TOTALS	16,735.	9,160.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MEMBERSHIP RENEWAL	745		745.
BRANDING, DESIGN, AND STRATEGY	24,301.		24,301.
MISCELLANEOUS	3,242.		
EXPENSES FROM SCHEDULE K-1	14,309	14,309.	
TOTALS	42,597	14,309.	25,046.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

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

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT		274,814.	274,740.	281,746.
	TOTALS	274,814.	274,740.	281,746.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT		2,662,215.	3,840,244.	4,876,854.
	TOTALS	2,662,215.	3,840,244	4,876,854.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT		480,649.	4,116,116.	4,525,279.
	TOTALS	480,649.	4,116,116.	4,525,279.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

GAINS AND LOSSES FROM PASS-THRU ENTITIES
==

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS	-17,433.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-17,433.00

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS	-91,356.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		-91,356.00

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
===

NAME: DORSEY & WHITNEY TRUST COMPANY

ADDRESS: 401 EAST EIGHTH STREET, SUITE 319
SIOUX FALLS, SD 57103

TELEPHONE NUMBER: (605)336-6832

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AMERICAN COMMITTEE FOR THE WEIZMANN INSTITUTE OF SCIENCE INC
ADDRESS:
633 THIRD AVENUE, 20TH FL
NEW YORK, NY 10017
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 200,000.

RECIPIENT NAME:
GILDAS CLUB TWIN CITIES INC
ADDRESS:
5115 EXCELSIOR BLVD 448
MINNEAPOLIS, MN 55416
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Minnesota Shubert Center for Dance and Music
ADDRESS:
250 3RD AVE N STE 500
Minneapolis, MN 55401
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 86,900.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
  Minnesota Orchestral Association
ADDRESS:
  1111 NICOLLETT MALL
  Minneapolis, MN 55403
RELATIONSHIP:
  N/A
PURPOSE OF GRANT:
  GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
  501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 225,000.

RECIPIENT NAME:
  YWCA OF MINNEAPOLIS
ADDRESS:
  1130 NICOLLET AVE
  MINNEAPOLIS, MN 55403
RELATIONSHIP:
  N/A
PURPOSE OF GRANT:
  GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
  501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
  Minneapolis Society of Fine Arts
  (Minneapolis Institute of Art)
ADDRESS:
  2400 3RD AVE. S
  Minneapolis, MN 55404
RELATIONSHIP:
  N/A
PURPOSE OF GRANT:
  GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
  501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 144,000.

RECIPIENT NAME:
Children's Hospital Association Inc
ADDRESS:
345 N SMITH AVE, SUITE 501
Saint Paul, MN 55102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
INTEGRATED MEDICINE
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Minnesota Historical Society
ADDRESS:
345 KELLOGG BOULEVARD WEST
St. Paul, MN 55102-1906
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
Guthrie Theater Foundation
ADDRESS:
818 SOUTH 2ND STREET
Minneapolis, MN 55415
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 268,500.

RECIPIENT NAME:
CHILDRENS THEATER COMPANY
ADDRESS:
2400 THIRD AVENUE SOUTH
MINNEAPOLIS, MN 55404
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MINNESOTA COUNCIL OF FOUNDATIONS
ADDRESS:
100 PORTLAND AVENUE STE 225
MINNEAPOLIS, MN 55401
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 465.

RECIPIENT NAME:
PACER CENTER INC
ADDRESS:
8161 NORMANDALE BLVD
MINNEAPOLIS, MN 55437
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
PUBLIC RADIO INTERNATIONAL INC
ADDRESS:
401 SECOND AVE NORTH, SUITE 500
MINNEAPOLIS, MN 55401
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ATHLETES COMMITTED TO EDUCATING
STUDENTS
ADDRESS:
1115 E HENNEPIN AVE
MINNEAPOLIS, MN 55414
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Children's Cancer Research
ADDRESS:
7301 OHMS LANE SUITE 460
Minneapolis, MN 55439
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
Greater Twin Cities United Way
ADDRESS:
404 S. EIGHTH STREET
Minneapolis, MN 55404
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
VITAL VOICES GLOBAL PARTNERSHIP INC
ADDRESS:
1625 MASSACHUSETS AVE NW, SUITE 850
WASHINGTON, DC 20036
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)3 PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BRAVEWELL COLLABORATIVE
ADDRESS:
1818 OLIVER AVE S
MINNEAPOLIS, MN 55405
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)(3) PRIVATE FDN
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
RHONDA FLEMING FOUNDATION
ADDRESS:
1900 AVENUE OF THE STARS, #475
LOS ANGELES, CA 90067
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
501(C)(3) PRIVATE FDN
AMOUNT OF GRANT PAID .... 12,500.

TOTAL GRANTS PAID: 1,174,865.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No. 1545-0092

2012

Name of estate or trust: BLYTHE BRENDEN-MANN FOUNDATION

Employer identification number: 41-6546887

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					26,716.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	117,066.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-17,433.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	126,349.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					49,041.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,248,829.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-91,356.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	1,206,514.

Part III Summary of Parts I and II **Caution:** *Read the instructions* ***before*** *completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			126,349.
14 **Net long-term gain or (loss):**				
a Total for year	14a			1,206,514.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,332,863.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of.
a The loss on line 15, column (3) **or** b $3,000 .... 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17		
18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18				
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19				
20 Add lines 18 and 19	20				
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21				
22 Subtract line 21 from line 20. If zero or less, enter -0-			22		
23 Subtract line 22 from line 17. If zero or less, enter -0-			23		
24 Enter the **smaller** of the amount on line 17 or $2,400			24		
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25		
26 Subtract line 25 from line 24			26		
27 Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)			28		
29 Subtract line 28 from line 27			29		
30 Multiply line 29 by 15% (.15)				30	
31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31	
32 Add lines 30 and 31				32	
33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33	
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: BLYTHE BRENDEN-MANN FOUNDATION

Employer identification number: 41-6546887

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a . BREVAN HOWARD	12/30/2011	01/31/2012	842,780.00	750,000.00	92,780.00
111. APPLE INC	04/25/2011	02/15/2012	55,611.00	39,208.00	16,403.00
59. APPLE INC	04/25/2011	03/26/2012	35,294.00	20,840.00	14,454.00
215. CME GROUP INC.	03/28/2012	05/16/2012	55,885.00	62,416.00	-6,531.00
262. UBS AG	12/07/2012	12/10/2012	4,202.00	4,242.00	-40.00
.5765 EATON CORP PLC	12/03/2012	12/13/2012	30.00	30.00	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 117,066.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.
BLYTHE BRENDEN-MANN FOUNDATION

Employer identification number
41-6546887

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 750. ASSOCIATED BANC CORP	04/21/2009	02/03/2012	9,705.00	11,243.00	-1,538.00
375. BP PLC SPONS ADR	VAR	02/03/2012	17,137.00	20,868.00	-3,731.00
300. BAXTER INTERNATIONAL	VAR	02/03/2012	17,001.00	17,328.00	-327.00
500. BEMIS CO	03/16/2010	02/03/2012	15,906.00	14,949.00	957.00
325. CONOCOPHILLIPS	VAR	02/03/2012	22,821.00	16,819.00	6,002.00
625. CORNING INC	07/28/2009	02/03/2012	8,295.00	10,368.00	-2,073.00
375. DISNEY WALT CO NEW	VAR	02/03/2012	14,899.00	9,865.00	5,034.00
375. ECOLAB INC COM	03/16/2010	02/03/2012	23,021.00	16,360.00	6,661.00
375. EMERSON ELECTRIC	VAR	02/03/2012	19,706.00	13,475.00	6,231.00
650. FASTENAL CO	VAR	02/03/2012	30,966.00	12,543.00	18,423.00
325. FISERV INC	VAR	02/03/2012	21,276.00	16,447.00	4,829.00
1250. GENERAL ELECTRIC COR	VAR	02/03/2012	23,737.00	21,910.00	1,827.00
600. GENERAL MLS INC	09/24/2009	02/03/2012	24,132.00	19,166.00	4,966.00
500. GRACO INC	03/16/2010	02/03/2012	24,241.00	15,285.00	8,956.00
500. HOME DEPOT INC	09/24/2009	02/03/2012	22,446.00	13,600.00	8,846.00
450. HONEYWELL INTERNATION	VAR	02/03/2012	27,133.00	19,147.00	7,986.00
500. HORMEL FOODS CORP	VAR	02/03/2012	14,645.00	10,080.00	4,565.00
300. JOHNSON & JOHNSON	03/16/2010	02/03/2012	19,671.00	19,361.00	310.00
250. KIMBERLY-CLARK CORP	03/16/2010	02/03/2012	18,157.00	15,000.00	3,157.00
375. ELI LILLY & CO.	07/28/2009	02/03/2012	14,786.00	13,170.00	1,616.00
56. MASTERCARD INC-A	06/02/2009	02/03/2012	21,803.00	9,435.00	12,368.00
375. MEDTRONIC INC	07/28/2009	02/03/2012	14,974.00	13,105.00	1,869.00
375. PATTERSON COS INC	09/24/2009	02/03/2012	12,278.00	10,162.00	2,116.00
375. PENTAIR INC	04/21/2009	02/03/2012	14,441.00	8,336.00	6,105.00
500. PRINCIPAL FINANCIAL G	03/16/2010	02/03/2012	14,015.00	13,208.00	807.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.	Employer identification number
BLYTHE BRENDEN-MANN FOUNDATION	41-6546887

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 250. ST JUDE MED INC	03/16/2010	02/03/2012	10,645.00	10,105.00	540.00
500. SCHLUMBERGER LTD	VAR	02/03/2012	38,969.00	26,614.00	12,355.00
750. TCF FINANCIAL	03/16/2010	02/03/2012	7,965.00	12,044.00	-4,079.00
325. TARGET CORP	VAR	02/03/2012	17,017.00	17,198.00	-181.00
200. TECHNE CORP	03/16/2010	02/03/2012	13,344.00	13,161.00	183.00
200. 3M CO	VAR	02/03/2012	17,586.00	15,108.00	2,478.00
750. US BANCORP	VAR	02/03/2012	21,870.00	18,046.00	3,824.00
325. UNITED PARCEL SVC INC	VAR	02/03/2012	25,109.00	20,341.00	4,768.00
500. VALSPAR CORP	03/16/2010	02/03/2012	22,060.00	14,689.00	7,371.00
625. WELLS FARGO & CO	03/16/2010	02/03/2012	19,138.00	18,819.00	319.00
750. XCEL ENERGY INC	03/16/2010	02/03/2012	19,741.00	15,952.00	3,789.00
250. ZIMMER HLDGS INC	07/28/2009	02/03/2012	15,517.00	11,477.00	4,040.00
750. ASSOCIATED BANC CORP	04/21/2009	02/13/2012	9,668.00	11,243.00	-1,575.00
375. BP PLC SPONS ADR	VAR	02/13/2012	17,748.00	16,146.00	1,602.00
300. BAXTER INTERNATIONAL	09/24/2009	02/13/2012	17,082.00	17,087.00	-5.00
500. BEMIS CO	09/24/2009	02/13/2012	15,795.00	13,002.00	2,793.00
325. CONOCOPHILLIPS	09/24/2009	02/13/2012	23,673.00	14,648.00	9,025.00
625. CORNING INC	07/28/2009	02/13/2012	8,494.00	10,368.00	-1,874.00
375. DISNEY WALT CO NEW	04/21/2009	02/13/2012	15,682.00	7,270.00	8,412.00
375. ECOLAB INC COM	03/16/2010	02/13/2012	23,111.00	16,360.00	6,751.00
650. FASTENAL CO	07/28/2009	02/13/2012	32,678.00	11,566.00	21,112.00
325. FISERV INC	07/28/2009	02/13/2012	21,121.00	16,053.00	5,068.00
1250. GENERAL ELECTRIC COR	VAR	02/13/2012	23,763.00	18,491.00	5,272.00
600. GENERAL MLS INC	07/28/2009	02/13/2012	23,679.00	17,610.00	6,069.00
500. GRACO INC	04/21/2009	02/13/2012	24,960.00	9,505.00	15,455.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
BLYTHE BRENDEN-MANN FOUNDATION

Employer identification number
41-6546887

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 500. HOME DEPOT INC	VAR	02/13/2012	22,987.00	13,219.00	9,768.00
450. HONEYWELL INTERNATION	VAR	02/13/2012	27,063.00	16,637.00	10,426.00
500. HORMEL FOODS CORP	07/28/2009	02/13/2012	14,455.00	8,960.00	5,495.00
300. JOHNSON & JOHNSON	VAR	02/13/2012	19,380.00	18,613.00	767.00
250. KIMBERLY-CLARK CORP	03/16/2010	02/13/2012	17,940.00	15,000.00	2,940.00
375. ELI LILLY & CO.	VAR	02/13/2012	14,576.00	12,592.00	1,984.00
375. MEDTRONIC INC	VAR	02/13/2012	15,153.00	12,040.00	3,113.00
375. PATTERSON COS INC	VAR	02/13/2012	12,022.00	8,517.00	3,505.00
375. PENTAIR INC	04/21/2009	02/13/2012	14,415.00	8,336.00	6,079.00
500. PRINCIPAL FINANCIAL G	03/16/2010	02/13/2012	13,275.00	13,208.00	67.00
250. ST JUDE MED INC	03/16/2010	02/13/2012	10,697.00	10,105.00	592.00
500. SCHLUMBERGER LTD	04/21/2009	02/13/2012	38,965.00	22,698.00	16,267.00
750. TCF FINANCIAL	03/16/2010	02/13/2012	8,183.00	12,044.00	-3,861.00
325. TARGET CORP	VAR	02/13/2012	17,013.00	14,042.00	2,971.00
200. TECHNE CORP	03/16/2010	02/13/2012	13,700.00	13,161.00	539.00
474. TERADATA CORP	01/06/2010	02/13/2012	29,259.00	14,570.00	14,689.00
200. 3M CO	04/21/2009	02/13/2012	17,580.00	10,548.00	7,032.00
750. US BANCORP	VAR	02/13/2012	21,858.00	14,002.00	7,856.00
325. UNITED PARCEL SVC INC	VAR	02/13/2012	25,038.00	18,587.00	6,451.00
500. VALSPAR CORP	07/28/2009	02/13/2012	21,970.00	12,193.00	9,777.00
625. WELLS FARGO & CO	VAR	02/13/2012	19,070.00	18,443.00	627.00
750. XCEL ENERGY INC	03/16/2010	02/13/2012	19,852.00	15,952.00	3,900.00
250. ZIMMER HLDGS INC	VAR	02/13/2012	15,292.00	10,751.00	4,541.00
554305.5 U.S. TREASURY TIP 7/15/13	01/01/1950	02/17/2012	584,945.00	554,306.00	30,639.00
60010.5 U.S. TREASURY TIPS 7/15/14	01/01/1950	02/17/2012	65,516.00	60,011.00	5,505.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: BLYTHE BRENDEN-MANN FOUNDATION

Employer identification number: 41-6546887

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 373. CH ROBINSON	03/10/2010	05/03/2012	23,032.00	20,077.00	2,955.00
473. TERADATA CORP	01/06/2010	05/09/2012	34,124.00	14,540.00	19,584.00
763. EXPRESS SCRIPTS HLDG	11/24/2010	08/14/2012	46,460.00	40,366.00	6,094.00
1318. ROCKWELL COLLINS	VAR	08/22/2012	65,897.00	77,264.00	-11,367.00
1411. SUNCOR ENERGY INC	01/01/1950	10/11/2012	46,773.00	43,318.00	3,455.00
433. ACCENTURE PLC CL A	01/01/1950	10/19/2012	29,630.00	16,354.00	13,276.00
77477.477 METROPOLITAN WES RETURN BD-I	VAR	11/19/2012	860,000.00	757,462.00	102,538.00
73567.151 WESTERN ASSET CO	VAR	11/19/2012	860,000.00	770,841.00	89,159.00
. BRANDES INSTL INTL EQUIT	VAR	12/03/2012	1,237,947.00	607,212.00	630,735.00
588. COOPER INDUSTRIES PLC	04/06/2006	12/03/2012	46,553.00	25,296.00	21,257.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 1,248,829.00

Blythe Brenden -Mann Foundation
Expenditure Responsibility
Form 990-PF, Part VII-B, Question 5a-4
Year Ended 12/31/12

Name and Address of Grantee:	The Bravewell Collaborative 1818 Oliver Avenue South Minneapolis, MN 55405
Primary Grantee:	The Bravewell Collaborative
Address:	1818 Oliver Avenue South Minneapolis, MN 55405
Date and Amount of Grant:	September 2012: $50,000

Grant Purpose: In support of the mission of the The Bravewell Collaborative to bring about optimal health and healing for individuals and society by:

- Organizing and sustaining a community of philanthropists dedicated to advancing integrative medicine;
- Offering strategic and informed program initiatives which create optimal healing environments for both patients and healers;
- Creating an atmosphere of collaboration that stimulates and supports innovation in integrative medicine; and
- Providing educational opportunities for health professionals, consumers, philanthropists and others in position to move American healthcare to integrative medicine.

Amounts expended by Grantee (Based upon the reports received from the grantee): $50,000 in 2012

Has grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the foundation): Yes___ No X

Reports received from grantee on:	Monthly updates May 2012 (w/budget information) October 2012 (w/budget information)

Date and results of any verification of grantee's reports: N/A

Blythe Brenden-Mann Foundation
Expenditure Responsibility
Form 990-PF, Part VII-B, Question 5a-4
Year Ended 12/31/12

Name and Address of Grantee: Rhonda Fleming Foundation
1900 Avenue of the Stars, #475
Los Angeles, CA 90067

Date and Amount of Grant: January 2012: $12,500

Grant Purpose: To support the charitable grant-making activities of the Foundation

Amounts expended by Grantee (Based upon the reports received from the grantee): $12,500 in 2012

Has grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the foundation): Yes___ No X

Reports received from grantee on: June 26, 2012

Date and results of any verification of grantee's reports: N/A

Asset Detail

Statement of Account

January 1, 2012 - December 31, 2012

Domestic Fixed Income - Taxable

Govt & Other Agency Bonds

FHLMC MTN 2 500%	75,000 00	$76,791 00	$75,115.39	$1,875 00
1/07/14	102 39	0 31%	$1,675 61	2 44%
FHLB 1 375%	100,000 00	$101,860 00	$99,805 00	$1,375 00
9/12/14	101 86	0 42%	$2,055 00	1 35%
FNMA 1 500%	100,000 00	$103,095 00	$99,819 13	$1,500 00
12/03/15	103 10	0 42%	$3,275 87	1.45%
		$281,746.00	$274,739 52	$4,750 00
		1.15%	$7,006 48	

Corporate Bonds

GE Company 5 000%	75,000 00	$75,285 75	$75,359 26	$3,750 00
2/01/13	100 38	0 31%	-$73 51	4.98%
Pfizer Inc 4 500%	75,000 00	$78,387 00	$76,574 65	$3,375 00
2/15/14	104 52	0 32%	$1,812 35	4.31%
JPMorgan Chase 3 700%	100,000 00	$105,288 00	$99,716 00	$3,700 00
1/20/15	105 29	0 43%	$5,572 00	3 51%
Procter & Gamble Co 3 500%	75,000 00	$79,631 25	$75,326 16	$2,625 00
2/15/15	106 18	0 33%	$4,305.09	3 30%
Goldman Sachs GP MTN	75,000 00	$80,315 25	$75,000 00	$3,450 00
4 600% 8/15/16	107 09	0 33%	$5,315 25	4 30%
Bank of America MTN 5 650%	75,000 00	$87,258 00	$76,597 99	$4,237.50
5/01/18	116 34	0 36%	$10,660 01	4 86%
		$506,165 25	$478,574 06	$21,137 50
		2.08%	$27,591.19	

Asset Detail (continued)

Statement of Account

January 1, 2012 - December 31, 2012

Description	Shares/Par Value Current Price	Market Value % of Market Value	Cost Basis Unrealized G/L	Est. Ann. Inc. Current Yield
Taxable Funds				
Western Asset Core Plus Bd-I TICKER WACPX	124,943 26 11.67	$1,458,087.83 5.96%	$1,219,168 36 $238,919 47	$46,104.06 3.16%
Metropolitan West Total Return Bd-I TICKER MWTIX	133,065 46 10 89	$1,449,082 80 5 92%	$1,284,279 25 $164,803 55	$58,681 87 4 05%
		$2,907,170 63 11 88%	$2,503,447 61 $403,723 02	$104,785 93
Total Domestic Fixed Income - Taxable		$3,695,081 88 15 11%	$3,256,761.19 $438,320.69	$130,673 43
Foreign Fixed Income				
Foreign Funds				
Templeton Global Bond Fund-Ad TICKER TGBAX	83,354 08 13 34	$1,111,943 41 4 55%	$1,134,093 79 -$22,150 38	$49,428 97 4 45%
Total Foreign Fixed Income		$1,111,943 41 4 55%	$1,134,093 79 -$22,150 38	$49,428 97
Domestic Equities				
Common Stocks				
Affiliated Managers Group Inc TICKER AMG	614 00 130.15	$79,912.10 0.33%	$50,615 08 $29,297 02	$0 00 0.00%
Amgen Inc TICKER. AMGN	544 00 86 20	$46,892 80 0 19%	$48,056 96 -$1,164 16	$1,022 72 2.18%
Ansys Inc TICKER ANSS	904.00 67 34	$60,875 36 0 25%	$41,912 78 $18,962 58	$0.00 0 00%
Apple Inc TICKER AAPL	120 00 532 17	$63,860 76 0.26%	$63,969 60 -$108 84	$1,272 00 1 99%
Associated Banc Corp TICKER. ASBC	1,500 00 13 12	$19,680 00 0 08%	$17,294 55 $2,385 45	$480 00 2.44%
B/E Aerospace Inc TICKER· BEAV	411 00 49 40	$20,303 40 0 08%	$19,444 41 $858 99	$0.00 0 00%
Baxter International Inc TICKER BAX	600.00 66 66	$39,996 00 0 16%	$33,433 80 $6,562 20	$1,080 00 2 70%
Bemis Co TICKER BMS	1,000 00 33 46	$33,460.00 0 14%	$22,128 10 $11,331 90	$1,000 00 2 99%
Canadian National Railway Co TICKER CNI	413 00 91 01	$37,587 13 0 15%	$19,192 11 $18,395 02	$623.63 1 66%
Capital One Financial TICKER COF	730 00 57 93	$42,288 90 0.17%	$41,661 10 $627 80	$146 00 0 35%
CF Industries Holdings Inc TICKER CF	213 00 203.16	$43,273 08 0 18%	$45,222 03 -$1,948.95	$340 80 0 79%

Asset Detail (continued)

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Description	Shares/Par Value Current Price	Market Value % of Market Value	Cost Basis Unrealized G/L	Est. Ann. Inc. Current Yield
Chevron Corporation TICKER CVX	373.00 108 14	$40,336 22 0 16%	$39,907 27 $428 95	$1,342 80 3.33%
Comcast Corp-CL A TICKER. CMCSA	1,212 00 37 36	$45,280 32 0.19%	$44,918.42 $361 90	$787 80 1 74%
ConocoPhillips TICKER COP	650 00 57 99	$37,693 50 0 15%	$22,273.57 $15,419.93	$1,716 00 4 55%
Corning Inc TICKER GLW	1,250 00 12 62	$15,775 00 0 06%	$19,519 95 -$3,744 95	$450 00 2 85%
Disney Walt Co New TICKER DIS	750 00 49.79	$37,342 50 0.15%	$14,540 91 $22,801 59	$562 50 1.51%
Ecolab Inc Com TICKER ECL	750 00 71 90	$53,925 00 0.22%	$28,946 87 $24,978 13	$690 00 1 28%
Eli Lilly & Co TICKER: LLY	750 00 49 32	$36,990 00 0 15%	$24,771.26 $12,218 74	$1,470 00 3 97%
EMC Corp/Mass TICKER EMC	3,110.00 25 30	$78,683 00 0 32%	$48,054 79 $30,628 21	$0.00 0 00%
Emerson Electric TICKER EMR	1,125 00 52 96	$59,580.00 0 24%	$36,955 35 $22,624 65	$1,845 00 3 10%
Expeditors Intl Wash Inc Com TICKER EXPD	601 00 39 55	$23,769 55 0 10%	$20,471 27 $3,298 28	$336 56 1 42%
Express Scripts Hldg TICKER ESRX	1,148 00 54 00	$61,992.00 0 25%	$61,016 84 $975.16	$0.00 0 00%
Fastenal Co TICKER FAST	1,300 00 46 65	$60,645 00 0 25%	$22,842 44 $37,802 56	$1,092.00 1 80%
Fiserv Inc TICKER· FISV	650 00 79 03	$51,369 50 0 21%	$31,890 67 $19,478 83	$0.00 0 00%
General Electric Corp TICKER GE	2,500 00 20.99	$52,475 00 0 21%	$29,575.00 $22,900 00	$1,900.00 3 62%
General MLS Inc TICKER GIS	1,200 00 40 42	$48,504 00 0 20%	$30,329 05 $18,174 95	$1,584.00 3 27%
Graco Inc TICKER GGG	1,000 00 51 49	$51,490 00 0 21%	$19,009.67 $32,480.33	$1,000 00 1 94%
Home Depot Inc TICKER HD	1,000.00 61 85	$61,850 00 0 25%	$25,298 10 $36,551 90	$1,160 00 1 88%
Honeywell International Inc TICKER HON	900 00 63 47	$57,123 00 0.23%	$27,831 15 $29,291 85	$1,476 00 2 58%
Hormel Foods Corp TICKER HRL	1,000 00 31 21	$31,210 00 0 13%	$17,919.05 $13,290.95	$680 00 2 18%
Hospira Inc TICKER HSP	2,117 00 31 24	$66,135 08 0 27%	$68,261 91 -$2,126 83	$0 00 0 00%
Iac Interactivecorp TICKER IACI	911 00 47 24	$43,037 46 0 18%	$40,913 01 $2,124 45	$874.56 2 03%
Intl Business Machines Corp TICKER IBM	241 00 191 55	$46,163 55 0.19%	$46,259 95 -$96.40	$819 40 1 77%
Johnson & Johnson TICKER JNJ	600.00 70 10	$42,060 00 0.17%	$32,394 73 $9,665 27	$1,464 00 3 48%

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JP Morgan Chase & Co	396 00	$17,411 76	$16,853 76	$475.20
TICKER JPM	43 97	0.07%	$558.00	2 73%
Kimberly-Clark Corp	500 00	$42,215 00	$29,999 95	$1,480.00
TICKER KMB	84 43	0.17%	$12,215 05	3 51%
Mastercard Inc-A	240 00	$117,907 20	$67,505 49	$288.00
TICKER. MA	491 28	0 48%	$50,401 71	0 24%
Medtronic Inc	750 00	$30,765 00	$23,016 15	$780.00
TICKER MDT	41 02	0 13%	$7,748 85	2 54%
Patterson Cos Inc	750 00	$25,672 50	$15,389 25	$420 00
TICKER PDCO	34 23	0 10%	$10,283 25	1 64%
Philip Morris International	283.00	$23,670 12	$25,320 01	$962.20
TICKER PM	83 64	0.10%	-$1,649 89	4 07%
Phillips 66	325 00	$17,257 50	$7,023 23	$325.00
TICKER PSX	53.10	0 07%	$10,234 27	1 88%
Principal Financial Group	1,000 00	$28,520.00	$23,140 00	$840 00
TICKER PFG	28 52	0 12%	$5,380 00	2 95%
Qualcomm Inc	1,847 00	$114,254 68	$69,077 41	$1,847 00
TICKER QCOM	61 86	0 47%	$45,177 27	1 62%
Robert Half Intl Inc	2,934 00	$93,359 88	$71,510 68	$1,760 40
TICKER RHI	31 82	0 38%	$21,849 20	1 89%
Scripps Networks	1,526 00	$88,385 92	$62,699 83	$732 48
TICKER SNI	57 92	0 36%	$25,686 09	0 83%
Shire PLC Spons ADR	157 00	$14,472 26	$14,315 26	$72 16
TICKER. SHPG	92 18	0 06%	$157 00	0 50%
St Jude Med Inc	500.00	$18,070 00	$20,209 36	$460 00
TICKER STJ	36.14	0 07%	-$2,139 36	2 55%
Stanley Black & Decker Inc	1,279 00	$94,607 63	$96,073 46	$2,506 84
TICKER· SWK	73 97	0 39%	-$1,465 83	2 65%
Starwood Hotels & Resorts	1,561 00	$89,538 96	$79,575.63	$1,951.25
TICKER: HOT	57 36	0.37%	$9,963 33	2 18%
Target Corp	650.00	$38,460 50	$24,920.67	$936 00
TICKER TGT	59 17	0 16%	$13,539 83	2 43%
TCF Financial	1,500 00	$18,225 00	$24,088 61	$300 00
TICKER TCB	12 15	0 07%	-$5,863 61	1 65%
Techne Corp	400.00	$27,336 00	$26,322 33	$480 00
TICKER TECH	68 34	0.11%	$1,013 67	1 76%
Texas Capital Bancshares	885 00	$39,665 70	$39,426 75	$0 00
TICKER· TCBI	44 82	0 16%	$238 95	0 00%
United Parcel Svc Inc CL B	650 00	$47,924.50	$35,433 27	$1,482 00
TICKER. UPS	73 73	0 20%	$12,491 23	3 09%
UnitedHealth Group Inc Com	598 00	$32,435 52	$32,214 26	$508.30
TICKER UNH	54 24	0 13%	$221 26	1.57%
US Bancorp	1,500 00	$47,910.00	$26,908 65	$1,170 00
TICKER USB	31 94	0 20%	$21,001 35	2 44%
Valspar Corp	1,000 00	$62,400.00	$24,386 70	$920 00
TICKER VAL	62 40	0 26%	$38,013 30	1 47%

Asset Detail (continued)

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Description	Shares/Par Value Current Price	Market Value % of Market Value	Cost Basis Unrealized G/L	Est. Ann. Inc. Current Yield
Waters Corp TICKER WAT	762.00 87 12	$66,385 44 0 27%	$63,666 58 $2,718 86	$0.00 0 00%
Watson Pharm TICKER WPI	523 00 86 00	$44,978 00 0.18%	$46,348.26 -$1,370 26	$0 00 0.00%
Wells Fargo & Co TICKER WFC	1,250 00 34.18	$42,725.00 0.17%	$30,612 08 $12,112 92	$1,100 00 2 57%
Wynn Resorts LTD TICKER WYNN	809 00 112 49	$91,004 41 0 37%	$83,464.90 $7,539 51	$1,618 00 1.78%
Xcel Energy Inc TICKER. XEL	1,500 00 26 71	$40,065.00 0 16%	$31,904.74 $8,160.26	$1,620 00 4 04%
Zimmer Hldgs Inc TICKER: ZMH	500 00 66.66	$33,330 00 0.14%	$21,138 63 $12,191 37	$360 00 1 08%
3M Co TICKER MMM	400 00 92.85	$37,140 00 0.15%	$21,095 33 $16,044 67	$944 00 2 54%
		$3,077,652 69 12 55%	$2,310,472 98 $767,179 71	$53,554 60
Equity Funds				
PIMCO Commodity RR Strat Ins $273,340 49	134,200 45 2.65% TICKER PCRIX	$891,090 99 6 64	$1,164,431 48 3 64%	$23,619 28 -
Vanguard 500 Index Fund-Sign TICKER VIFSX	35,389 79 108 52	$3,840,500.34 15 75%	$3,079,571 64 $760,928 70	$83,484 52 2 17%
		$4,731,591 33 19 39%	$4,244,003 12 $487,588 21	$107,103.80
Other Equity Interests				
American Tower Corp REIT TICKER. AMT	255 00 77 27	$19,703 85 0 08%	$19,239 75 $464 10	$244 80 1 24%
		$19,703 85 0 08%	$19,239 75 $464 10	$244 80
Total Domestic Equities		$7,828,947 87 32 02%	$6,573,715.85 $1,255,232.02	$160,903 20
Foreign Equities *International Stocks*				
Accenture PLC CL A TICKER: ACN	904.00 66 50	$60,116 00 0 25%	$34,149 93 $25,966 07	$1,464.48 2 44%
Adidas AG Spons ADR TICKER ADDYY	905 00 44 80	$40,544.00 0 17%	$39,530.40 $1,013 60	$412 68 1 02%
Agrium Inc TICKER AGU	403 00 99 87	$40,248 17 0 16%	$13,774 05 $26,474 12	$806 00 2 00%
Allied World Assurance Co Holdings TICKER AWH	427 00 78 80	$33,647 60 0 14%	$35,005.46 -$1,357 86	$640 50 1 90%

Asset Detail (continued)

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Description	Shares/Par Value Current Price	Market Value % of Market Value	Cost Basis Unrealized G/L	Est. Ann. Inc. Current Yield
AXA ADR TICKER. AXAHY	225 00 18.22	$4,099 50 0 02%	$7,996 12 -$3,896 62	$164 70 4.02%
BASF SE Spons ADR TICKER BASFY	926 00 95.00	$87,970 00 0 36%	$60,885 06 $27,084.94	$2,122.87 2 41%
BCE Inc TICKER BCE	400 00 42 94	$17,176 00 0 07%	$17,220 00 -$44.00	$908.00 5 29%
BHP Billiton LTD ADR TICKER. BHP	950 00 78 42	$74,499 00 0 30%	$41,197 70 $33,301 30	$2,128 00 2 86%
BP PLC Spons ADR TICKER BP	750 00 41 64	$31,230 00 0.13%	$29,744 11 $1,485 89	$1,620 00 5.19%
British Amern Tob PLC Spns ADR TICKER BTI	683 00 101 25	$69,153 75 0 28%	$59,483 48 $9,670.27	$2,876 80 4.16%
Brookfield Asset Manage-Cl A TICKER BAM	337 00 36 65	$12,351.05 0 05%	$9,083 27 $3,267 78	$188 72 1 53%
BT Group Plc-Spon ADR TICKER BT	1,171 00 38.03	$44,533 13 0.18%	$44,170.12 $363 01	$1,579 75 3 55%
Bunge Limited TICKER BG	245 00 72 69	$17,809 05 0 07%	$12,764 13 $5,044 92	$264 60 1 49%
Canadian Natural Resources TICKER CNQ	425 00 28 87	$12,269 75 0 05%	$12,588 50 -$318.75	$179 35 1 46%
Canadian Pacific Railway LTD TICKER CP	600 00 101 62	$60,972.00 0 25%	$33,515.39 $27,456 61	$846.00 1 39%
Cenovus Energy Inc TICKER: CVE	390 00 33 54	$13,080 60 0 05%	$13,146 90 -$66 30	$345 54 2 64%
Copa Holdings SA TICKER CPA	455 00 99 45	$45,249.75 0 18%	$43,675 45 $1,574 30	$1,979.25 4 37%
Core Laboratories N V TICKER CLB	112 00 109 31	$12,242 72 0 05%	$2,928 24 $9,314 48	$125 44 1 02%
Danone Spons ADR TICKER DANOY	538 00 13 39	$7,203 82 0 03%	$6,950 07 $253 75	$124 28 1 73%
Diageo PLC ADR TICKER DEO	262 00 116.58	$30,543 96 0 12%	$21,976 09 $8,567 87	$726 73 2 38%
Eaton Corp PLC TICKER ETN	505 00 54 18	$27,360 90 0 11%	$26,223 39 $1,137 51	$767 60 2 81%
Fibria Celulose SA Spons ADR TICKER FBR	110.00 11 37	$1,250 70 0 01%	$1,667 05 -$416 35	$0.00 0 00%
Finning International Inc TICKER FINGF	87 00 24 56	$2,136 72 0 01%	$2,249 36 -$112.64	$49.16 2.30%
HSBC Holdings PLC-Spons ADR TICKER: HBC	550 00 53 07	$29,188 50 0 12%	$28,424.00 $764 50	$1,485.00 5 09%
Ingersoll-Rand PLC TICKER IR	500 00 47 96	$23,980 00 0 10%	$21,411 90 $2,568 10	$420 00 1 75%

Asset Detail (continued)

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Jardine Matheson Unspons ADR TICKER JMHLY	657 00 62 23	$40,883 47 0.17%	$39,078 36 $1,805 11	$778 55 1 90%
Manulife Finl Corp TICKER MFC	225 00 13 59	$3,057 75 0 01%	$7,191.00 -$4,133 25	$118.58 3 88%
Marubeni Corporation Unspons ADR TICKER MARUY	314 00 71 69	$22,510 66 0.09%	$21,059 98 $1,450.68	$765 53 3 40%
Nabors Industries LTD ADR TICKER: NBR	1,012 00 14 45	$14,623 40 0 06%	$36,821.62 -$22,198 22	$0 00 0 00%
Nestle SA Spons ADR TICKER· NSRGY	988 00 65 17	$64,387.96 0 26%	$28,869.36 $35,518 60	$1,750 74 2.72%
Netease Inc Spons ADR TICKER. NTES	334 00 42 53	$14,205 02 0 06%	$13,026 00 $1,179 02	$0 00 0.00%
Noble Corp TICKER NE	1,325.00 34 82	$46,136 50 0 19%	$54,864 14 -$8,727.64	$718 15 1 56%
Novartis AG Sponsored ADR TICKER: NVS	325 00 63 30	$20,572 50 0 08%	$17,068.50 $3,504 00	$684.55 3 33%
Partnerre LTD Bermuda TICKER PRE	188 00 80 49	$15,132 12 0 06%	$11,627.80 $3,504 32	$466 24 3 08%
Pccw LTD Spons ADR TICKER PCCWY	5,687 00 4 40	$25,022.80 0 10%	$24,169 75 $853 05	$983 85 3 93%
Pentair LTD TICKER PNR	750.00 49 15	$36,862.50 0 15%	$16,671 00 $20,191 50	$660 00 1 79%
Potash Corp Sask Inc TICKER POT	1,662 00 40 69	$67,626 78 0 28%	$16,965 33 $50,661 45	$1,396 08 2 06%
Rio Tinto PLC Spnsd ADR TICKER RIO	1,013 00 58 09	$58,845 17 0 24%	$55,705 38 $3,139 79	$1,677 01 2 85%
Ryanair Hldgs PLC Spons ADR TICKER RYAAY	1,216 00 34 28	$41,684.48 0 17%	$42,195 20 -$510 72	$0 00 0 00%
Sap Aktiengesellschaft Spns ADR TICKER. SAP	616 00 80 38	$49,514.08 0 20%	$48,614.72 $899 36	$415 80 0 84%
Schlumberger LTD TICKER. SLB	900 00 69 30	$62,368 74 0 25%	$59,457 38 $2,911 36	$990 00 1 59%
Seven & I Holdings Unspons ADR TICKER SVNDY	383 00 56 35	$21,582 05 0 09%	$22,520 40 -$938 35	$548 46 2 54%
Suncor Energy Inc TICKER· SU	2,989 00 32 98	$98,577.22 0.40%	$35,535.98 $63,041.24	$1,566 23 1 59%
Talisman Energy Inc TICKER· TLM	400 00 11 33	$4,532 00 0 02%	$6,954.00 -$2,422.00	$108.00 2 38%
Technip Spons ADR TICKER TKPPY	1,473 00 29.47	$43,409.31 0.18%	$42,334 02 $1,075.29	$628.97 1.45%

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Teck Resources Limited	362 00	$13,158 70	$12,905 30	$325 08
TICKER TCK	36 35	0 05%	$253 40	2 47%
Tenaris SA-ADR	788 00	$33,032 96	$32,419 90	$598 88
TICKER TS	41 92	0 14%	$613 06	1.81%
Transocean LTD	608.00	$27,153 28	$78,415.10	$0 00
TICKER· RIG	44 66	0 11%	-$51,261 82	0 00%
UBS AG	3,176 00	$49,990 24	$64,593 10	$343 01
TICKER UBS	15 74	0 20%	-$14,602.86	0 69%
Unilever NV NY Shares ADR	1,125.00	$43,087 50	$36,650 50	$1,172 25
TICKER UN	38 30	0 18%	$6,437 00	2 72%
Vale S A ADR	2,488 00	$52,148 48	$30,842 68	$771 28
TICKER VALE	20 96	0.21%	$21,305 80	1.48%
Weatherford Intntl LTD	2,200 00	$24,618 00	$51,640 27	$0 00
TICKER WFT	11.19	0.10%	-$27,022 27	0 00%
Yara International Spns ADR	113 00	$5,620 62	$1,813 65	$109 16
TICKER YARIY	49 74	0 02%	$3,806 97	1 94%
		$1,799,200 96	$1,529,770.59	$39,801 85
		7 33%	$269,430.37	
International Funds				
Matthews Asia Dividend Fund	59,967 97	$874,332 96	$849,668 02	$33,462 13
TICKER MAPIX	14 58	3.57%	$24,664 94	3.83%
		$874,332 96	$849,668 02	$33,462 13
		3 57%	$24,664 94	
Total Foreign Equities		$2,673,533 92	$2,379,438 61	$73,263 98
		10 90%	$294,095 31	
Alternative Investments				
Derivatives				
Acl Alternative Fund Limited	3,053 09	$708,099 74	$800,000 00	$0 00
	231 93	2 89%	-$91,900 26	0 00%
		$708,099.74	$800,000.00	$0 00
		2 89%	-$91,900 26	
Limited Partnership				
MS Opportunistic Mtge Inc	1,250,000 00	$1,263,487 50	$1,250,000 00	$0 00
Fd-Cayman	1 01	5.17%	$13,487 50	0 00%
Pinehurst Institutional LTD	1,025,000.00	$1,187,907 35	$1,025,000.00	$0 00
	1.16	4 86%	$162,907 35	0 00%
Newgate Emerging Markets Fd	206.64	$593,785 00	$609,628 06	$0 00
LLP	2,873 47	2 43%	-$15,843 06	0 00%
Boston Ventures LTD	396,194.50	$396,194 50	$396,194 50	$0 00
Partnership VI	1 00	1 62%	$0.00	0 00%
Morgan Stanley Private Mkts	142,257 65	$231,907 86	$142,257 65	$0 00
Fd IV LP	1 63	0.95%	$89,650 21	0 00%

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Sic Offshore Cap Finance Fd	284.960.90 0 70	$200.087.58 0 82%	$284 960 90 -$84,873.32	$0.00 0.00%
Morgan Stanley Private Mkts Fd V LP	129,178 31 1 13	$146,359 03 0 60%	$129,178 31 $17,180 72	$0 00 0 00%
Morgan Stanley Real Estate Fund VI	561,886 00 0 23	$127,622 29 0.52%	$561,886 00 -$434,263 71	$0 00 0 00%
Selectinvest Multistrategy LTD	96,362 96 1 26	$121,653 61 0 50%	$85,071 67 $36,581 94	$0 00 0 00%
Boston Ventures LTD Partnership V	118,596 50 1 00	$118,596 50 0 48%	$118,596 50 $0 00	$0 00 0 00%
Selectinvest Relative Value Fund LTD	976 94 96 59	$94,357 66 0.39%	$78,719 47 $15,638 19	$0 00 0 00%
Graystone Venture Fund LP	64,541 50 1 00	$64,541 50 0 26%	$64,541 50 $0.00	$0 00 0 00%
Portage Founders LP	61,574 50 0 98	$60,323 98 0 25%	$61,574 50 -$1,250 52	$0 00 0 00%
		$4,606,824 36 18 85%	$4,807,609.06 -$200,784.70	$0 00
Total Alternative Investments		$5,314,924.10 21.74%	$5,607,609 06 -$292,684 96	$0.00

Account holdings are reflected on a settlement date basis.