Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal 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) ▶$ 21,007,976.

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))

	Line	(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	431.	431.		STATEMENT 2
	4 Dividends and interest from securities	510,315.	510,315.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	297,963.			STATEMENT 1
	b Gross sales price for all assets on line 6a 1,895,143.				
	7 Capital gain net income (from Part IV, line 2)		315,122.		
	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	<14,546.>	<14,615.>		STATEMENT 4
	12 **Total.** Add lines 1 through 11	794,163.	811,253.		
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 STMT 5	606.	0.		606.
	b Accounting fees STMT 6	10,800.	0.		8,800.
	c Other professional fees STMT 7	163,808.	24,480.		139,328.
	17 Interest				
	18 Taxes STMT 8	199,238.	9,816.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 9	103,088.	101,938.		1,150.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	477,540.	136,234.		149,884.
	25 Contributions, gifts, grants paid	843,945.			843,945.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,321,485.	136,234.		993,829.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<527,322.>			
	b **Net investment income** (if negative, enter -0-)		675,019.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

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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	132,955.	173,150.	173,150.
	2 Savings and temporary cash investments	2,127,319.	628,847.	628,847.
	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 12	1,278,959.	794,698.	794,698.
	b Investments - corporate stock STMT 13	2,530,520.	3,672,047.	3,672,047.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	13,832,215.	15,739,234.	15,739,234.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	19,901,968.	21,007,976.	21,007,976.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	19,901,968.	21,007,976.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	19,901,968.	21,007,976.	
	31 **Total liabilities and net assets/fund balances**	19,901,968.	21,007,976.	

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	19,901,968.
2 Enter amount from Part I, line 27a	2	<527,322.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	1,633,330.
4 Add lines 1, 2, and 3	4	21,007,976.
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	21,007,976.

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	INCOME (LOSS) PASSTHROUGHS			
b	INCOME (LOSS) PASSTHROUGHS			
c	INCOME (LOSS) PASSTHROUGHS	P		
d	MORGAN STANLEY	P		
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				0.
b				0.
c	12,642.			12,642.
d	1,882,501.		1,580,021.	302,480.
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				0.
b				0.
c				12,642.
d				302,480.
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	315,122.
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	N/A

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))
2012	604,228.	19,086,605.	.031657
2011	1,310,209.	19,380,210.	.067606
2010	1,155,740.	18,964,702.	.060942
2009	1,426,249.	18,030,893.	.079100
2008	1,357,427.	21,170,202.	.064120

2	**Total** of line 1, column (d)	2	.303425
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	.060685
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	20,942,282.
5	Multiply line 4 by line 3	5	1,270,882.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,750.
7	Add lines 5 and 6	7	1,277,632.
8	Enter qualifying distributions from Part XII, line 4	8	993,829.

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	13,500.
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	13,500.
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	13,500.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 17,784.		
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	17,784.
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	4,284.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 4,284.	**Refunded** ▶	11	0.

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)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 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?	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) ▶ 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 2013 or the taxable year beginning in 2013 (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)*

		Line	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 ▶ BRENDEN MANN FOUNDATION Telephone no. ▶ 702-948-6018

Located at ▶ 4321 WEST FLAMINGO ROAD, LAS VEGAS, NV ZIP+4 ▶ 89103-3903

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

		Line	Yes	No
16	At any time during calendar year 2013, 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.

			Line	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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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 2013 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 2013.)*	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 2013?		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)? **5b** Yes: 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? SEE STATEMENT 15 ☒ 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
BRENDEN THEATRE CORPORATION 4321 WEST FLAMINGO ROAD, LAS VEGAS, NV 89103	ACCOUNTING & FOUNDATION ADMINISTA	78,000.
MORGAN STANLEY 440 S. LASALLE, CHICAGO, IL 60605	INVESTMENT	64,312.
KATHRYN JENSEN - 3565 GOLFVIEW DRIVE, WHITE BEAR LAKE, MN 55110	GRANT-MAKING OVERSIGHT	61,326.

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	0.
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	
2	
All other program-related investments. See instructions. 3 NONE	0.
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	15,716,267.
b	Average of monthly cash balances	1b	2,192,466.
c	Fair market value of all other assets	1c	3,352,467.
d	**Total** (add lines 1a, b, and c)	1d	21,261,200.
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	21,261,200.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	318,918.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,942,282.
6	**Minimum investment return.** Enter 5% of line 5	6	1,047,114.

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	1,047,114.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 13,500.		
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	13,500.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,033,614.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,033,614.
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	1,033,614.

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	993,829.
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	993,829.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	993,829.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,033,614.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			610,577.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 993,829.				
a Applied to 2012, but not more than line 2a			610,577.	
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 2013 distributable amount				383,252.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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	0.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				650,362.
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 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 ▶ [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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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				
ADELSON EDUCATIONAL INSTITUTE 9700 W. HILLPOINTE RD. LAS VEGAS, NV 89134		PC	COLLABORATIVE MEDIA PROJECT AND CAMPERSHIPS	49,700.
ALZHEIMER'S ASSOCIATION P.O. BOX 96011 WASHINGTON, DC 20090		PC	GENERAL SUPPORT	5,000.
AMERICAN CANCER SOCIETY 6155 S. RAINBOW BLVD. LAS VEGAS, NV 89118		PC	GENERAL SUPPORT	1,000.
AMERICAN DIABETES ASSOCIATION P.O. BOX 11454 ALEXANDRIA, VA 22312		PC	GENERAL SUPPORT	2,000.
AMERICAN JEWISH COMMITTEE 9911 WEST PICO BLVD.SUITE PH-M LOS ANGELES, CA 90035		PC	GENERAL SUPPORT	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	843,945.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) 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			14	431.	
4 Dividends and interest from securities			14	510,315.	
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	525990	69.	14	<14,615.>	
8 Gain or (loss) from sales of assets other than inventory	525990	<17,159.>	18	315,122.	
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)		<17,090.>		811,253.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 794,163.

(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).
	N/A

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

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

Signature of officer or trustee	Date	Title
[signature]	11/11/14	PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
MICHAEL BERRY	[signature]	11-3-14		P00179412

Firm's name ▶ MICHAEL BERRY, CPA — Firm's EIN ▶

Firm's address ▶ PO BOX 5045 CULVER CITY, CA 90230 — Phone no. (424) 209-8821

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
ANTI-DEFAMATION LEAGUE 10495 SANTA MONICA BLVD. LOS ANGELES, CA 90025-5031		PC	GENERAL SUPPORT	5,000.
BIG BROTHERS BIG SISTER OF LOS ANGELES 800 S. FIGUEROA STSUITE 620 LOS ANGELES, CA 90017		PC	GENERAL SUPPORT	5,000.
CANDLELIGHTERS CHILDHOOD CANCER FOUNDATION OF SO NEVADA 8990 SPANISH RIDGE AV, STE 100 LAS VEGAS, NV 89148-1324		PC	GENERAL SUPPORT	2,500.
CHILDREN OF THE NIGHT 14530 SYLVAN STREET VAN NUYS, CA 91411		PC	GENERAL SUPPORT	1,000.
CITY OF CONCORD 1950 PARKSIDE DRIVEMS/01 CONCORD, CA 94519-2598		PC	GENERAL SUPPORT	3,000.
CITY OF MODESTO 1010 10TH STREET MODESTO, CA 95354		PC	GENERAL SUPPORT	2,500.
CITY OF MODESTO POLICE DEPT 600 10TH STREET MODESTO, CA 95354		PC	COMMUNITY DEVELOPMENT-DOWNTOWN BIKE PATROL	25,000.
CITY OF RIFLE 202 RAILROAD AVENUE RIFLE, CO 81650		PC	CHILDREN'S PROGRAMMING-REC DEPT.	525.
CONCORD POLICE DEPARTMENT 1350 GALINDO STREET CONCORD, CA 94520		PC	COMMUNITY DEVELOPMENT-DOWNTOWN BIKE PATROL	68,695.
CONTRA COSTA MIDRASHA 74 ECKLEY LANE WALNUT CREEK, CA 94596		PC	SCHOLARSHIP AND SPECIAL PROGRAM FUND	14,875.
Total from continuation sheets				781,245.

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
EAST BAY GOLF FOUNDATION 4050 PORT CHICAGO HIGHWAY CONCORD, CA 94520		PC	GENERAL SUPPORT	1,000.
EQUITY FOUNDATION 526 SOUTH 7TH STREET LAS VEGAS, NV 89101		PC	SUPPORT FOR YOU'VE GOT THE POWER PROGRAN	10,000.
FREEDOM HOUSE 3852 PALOS VERDES ST. LAS VEGAS, NV 89119		PC	GENERAL OPERATIONS AND FACILITY SUPPORT	20,000.
FULFILLMENT FUND 9701 WILSHIRE BLVD, STE 1000 LOS ANGELES, CA 90212		PC	GENERAL SUPPORT	5,000.
GREATER TWIN CITIES UNITED WAY 404 SOUTH EIGHTH STREET MINNEAPOLIS, MN 55404-1084		PC	GENERAL SUPPORT	10,000.
GUIDE DOGS OF AMERICA 12365 ST. CHARLES ROCK RD. BRIDGETON, MO 63044		PC	GENERAL SUPPORT	1,000.
HUMAN RIGHTS FIRST 919 THIRD STREET NEW YORK, NY 10022		PC	GENERAL SUPPORT	5,000.
JEWISH FEDERATION OF LAS VEGAS 2317 RENAISSANCE DRIVE LAS VEGAS, NV 89119		PC	SUPPORT FOR WOMEN'S UNITED PHILANTHROPY	20,000.
L.A. GAY AND LESBIAN CENTER 1625 N.SCHRADER BLVD. LOS ANGELES, CA 90028		PC	GENERAL SUPPORT	5,000.
LANDMARK SCHOOL P.O. BOX 227 PRIDES CROSSING, MA 01965		PC	SUPPORT FOR TEACHER DEVELOPMENT PROGRAM AND TECHNICAL ASSISTANCE	62,000.
Total from continuation sheets				

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
MINNESOTA ORCHESTRA 1111 NICOLLET MALL MINNEAPOLIS, MN 55403		PC	CAPITAL SUPPORT FOR RENOVATION OF THE ORCHESTRA LOBBY	75,000.
MOUNT OLIVET ROLLING ACRES 18986 LAKE DRIVE EAST CHANHASSEN, MN 55317-9348		PC	GENERAL SUPPORT	2,000.
MT. DIABLO UNIFIED SCHOOL DISTRICT 4200 CONCORD BLVD. CONCORD, CA 94521		PC	GENERAL SUPPORT	1,000.
MT. OLIVET LUTHERN CHURCH 5025 KNOX AVENUE, SOUTH MINNEAPOLIS, MN 55419		PC	GENERAL SUPPORT	2,000.
MY ANGEL FOUNDATION BOX 1223 WAUKEE, IA 50263-1223		PC	GENERAL SUPPORT	1,500.
NEVADA BALLET THEATRE 1651 INNER CIRCLE LAS VEGAS, NV 89134		PC	GENERAL SUPPORT	5,000.
OPPORTUNITY VILLAGE 6300 W. OAKLEY BLVD. LAS VEGAS, NV 89146		PC	SUPPORT FOR SANTA RUN FUNDRAISER	10,000.
OPTIONS FOR LIFE FOUNDATION P.O. BOX 8476 CALABASAS, CA 91372		PC	GENERAL SUPPORT	3,000.
ORANGE COUNTY FOUNDATION FOR ONOCOLOGY P.O. BOX 6023 ORANGE, CA 92863-6023		PC	GENERAL SUPPORT	3,000.
PACHECO MARTINEZ HOMELESS OUTREACH 225 VALLEY GLEN LANE MARTINEZ, CA 94553		PC	GENERAL SUPPORT	4,000.
Total from continuation sheets				

323631
05-01-13

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
PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HIGHWAY MALIBU, CA 90263-4819		PC	SUPPORT FOR ISRAEL INTERNSHIP PROGRAM	129,000.
RHONDA FLEMING FOUNDATION 10281 CENTURY WOODS DRIVE LOS ANGELES, CA 90067		PF	GENERAL SUPPORT	12,500.
RIFLE COMMUNITY FOUNDATION P.O. BOX 1234 RIFLE, CO 81650		PC	EARLY CHILDHOOD LEARNING PROGRAM-GUS THE BUS	22,000.
RIFLE HIGH SCHOOL 1350 PREFONTAINE AVE. RIFLE, CO 81650		PC	GENERAL SUPPORT	1,500.
RUDY RUETTIGER FOUNDATION 293 GOLDSTAR ST. HENDERSON, NV 89012		PC	GENERAL SUPPORT	1,000.
SHERIFF'S CHARITIES, INC P.O. BOX 1088 DANVILLE, CA 94526		PC	GENERAL SUPPORT	1,000.
THE VARIETY INTERNATIONAL CHILDREN FUND 4601 WILSHIRE BL., STE 260 LOS ANGELES, CA 90010		PC	SUPPORT FOR THE UKRAINE ORPHANS PROJECT	25,000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD.SUITE 1955 LOS ANGELES, CA 90017		PC	GENERAL SUPPORT	5,000.
UNIVERSITY OF NEVADA LAS VEGAS 4505 S. MARYLAND PARKWAY LAS VEGAS, NV 89154-5015		PC	SUPPORT FOR THE YOUNG FILMMAKER AWARD PROGRAM	25,000.
VACAVILLE POLICE DEPT 650 MERCHANT STREET VACAVILLE, CA 95688		PC	COMMUNITY DEVELOPMENT-DOWNTOWN BIKE PATROL	23,150.
Total from continuation sheets				

323631
05-01-13

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 BOYS AND GIRLS CLUB 2530 CINCINNATI STREET LOS ANGELES, CA 90033		PC	GENERAL SUPPORT	5,000.
VARIETY- CHILDREN'S CHARITY OF SO CALIF 4601 WILSHIRE BLVD.SUITE 260 LOS ANGELES, CA 90010		PC	GENERAL SUPPORT	34,000.
VARIETY OF SOUTHERN NEVADA P.O. BOX 26701 LAS VEGAS, NV 89126-0701		PC	GENERAL SUPPORT	2,500.
VARIETY THE CHILDREN'S CHARITY 505 EIGHTH AVE.SUITE 1800 NEW YORK, NY 10018		PC	GENERAL SUPPORT	5,000.
WALDORF SCHOOL OF ORANGE COUNTY 2350 CANYON DRIVE COSTA MESA, CA 92627		PC	SUPPORT FOR THE SCIENCE BUILDING PROJECT AND CLASS TRIPS	99,000.
WILL ROGERS MOTION PICTURES 10045 RIVERSIDE DRIVE, 3RD FL TOLUCA LAKE, CA 91602		PC	GENERAL SUPPORT	15,000.
ZOO WORLD MINISTRIES 2709 VIA MONTECITO SAN CLEMENTE, CA 92672		PC	GENERAL SUPPORT	2,000.
Total from continuation sheets				

BRENDEN MANN FOUNDATION 11-3789260

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INCOME (LOSS) PASSTHROUGHS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	95.	0.	0.	<95.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INCOME (LOSS) PASSTHROUGHS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	17,064.	0.	0.	<17,064.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INCOME (LOSS) PASSTHROUGHS	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,642.	0.	0.	0.	12,642.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN STANLEY			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,882,501.	1,580,021.	0.	0.	302,480.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	297,963.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	431.	431.	
TOTAL TO PART I, LINE 3	431.	431.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	510,315.	0.	510,315.	510,315.	
TO PART I, LINE 4	510,315.	0.	510,315.	510,315.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
STATE TAX REFUNDS	2,407.	0.	
INCOME (LOSS) FROM PASSTHROUGHS	<2,338.>	0.	
INCOME (LOSS) FROM PASSTHROUGHS	<14,615.>	<14,615.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<14,546.>	<14,615.>	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	606.	0.		606.
TO FM 990-PF, PG 1, LN 16A	606.	0.		606.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,800.	0.		8,800.
TO FORM 990-PF, PG 1, LN 16B	10,800.	0.		8,800.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT-MAKING OVERSIGHT	61,328.	0.		61,328.
INVESTMENT ADVISORY SERVICES	24,480.	24,480.		0.
ACCOUNTING AND FOUNDATION ADMINSTRATION	78,000.	0.		78,000.
	0.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	163,808.	24,480.		139,328.

FORM 990-PF — TAXES — STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	18,156.	0.		0.
UNRELATED INCOME TAX -FEDERAL	171,266.	0.		0.
FOREIGN TAXES	9,816.	9,816.		0.
TO FORM 990-PF, PG 1, LN 18	199,238.	9,816.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	101,625.	101,625.		0.
INVESTMENT CUSTODY FEES	141.	141.		0.
BANK FEES	172.	172.		0.
FILING FEE	25.	0.		25.
TRAVEL	1,125.	0.		1,125.
TO FORM 990-PF, PG 1, LN 23	103,088.	101,938.		1,150.

FOOTNOTES	STATEMENT 10

PART III, LINE 3- OTHER CHANGES IN NET ASSETS

AT THE BEGINNING OF THE YEAR, THE ORGANIZATION CHANGED ITS ACCOUNTING METHOD FROM VALUING ITS INVESTMENTS FROM COST TO MARKET. THE AMOUNT REPRESENTS THE CUMULTIVE CHANGE AS OF JANUARY 1, 2013.	527,246.

PART XIII, LINE 2 (C) - UNDISTRIBUTED INCOME- DEC 31, 2012

PER 2012 FORM 990-PF	600,066.
2012 UNDISTIBUTED INCOME FROM THE TED AND DR. ROBERTA MANN FOUNDATION, WHICH TERMINATED IN 2012 AND BRENDEN MANN FOUNDATION HAD A 50% TRANSFEREE INTEREST PURSUANT TO REG 1,507-3(C)(2). THE AMOUNT REPRESENTS 50% OF SUCH UNDISTRIBUTED INCOME	10,511.
UNDISTRIBUTED INCOME AS OF DECEMBER 31, 2012 AS ADJUSTED	610,577.

PART IV- REDUCTION OF SECTION 4940 TAX

THE BRENDEN MANN FOUNDATION WAS A 50% SUCCESSOR TRANSFEREE OF THE ASSETS FROM THE TED AND ROBERTA MANN FOUNDATION (41-2019561) (THE PREDECESSOR FOUNDATION) PURUSANT TO REG 1.507-3(C)(2). FOR PURPOSES OF IRC 4940(E), 50% OF THE PREDECESSOR NET INVESTED ASSETS AND QUALIFYING DISTRIBUTIONS FOR THE PREVIOUS FIVE YEARS WILL BE TAKEN INTO ACCOUNT PURSUANT TO IRC 4940(E)(6).

SECTION VII-B, LINE 1(A)(3)

A DISQUALIED PARTY PROVIDES THE USE OF FACILITIES TO THE BRENDEN MANN FOUNDATION FREE OF CHARGE.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
SEE FOOTNOTE	527,246.
NET CHANGE IN UNREALIZED GAINS AND LOSSES	1,106,084.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,633,330.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 12

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
PIMCO CM RR ST A COMMODITY FUND	X		794,698.	794,698.
TOTAL U.S. GOVERNMENT OBLIGATIONS			794,698.	794,698.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			794,698.	794,698.

FORM 990-PF CORPORATE STOCK STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	3,672,047.	3,672,047.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,672,047.	3,672,047.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS	FMV	8,027,627.	8,027,627.
FIXED INCOME MUTUAL FUNDS	FMV	4,123,825.	4,123,825.
ALTERNATIVES	FMV	3,587,782.	3,587,782.
TOTAL TO FORM 990-PF, PART II, LINE 13		15,739,234.	15,739,234.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT PART VII-B, LINE 5C STATEMENT 15

GRANTEE'S NAME

RHONDA FLEMING FOUNDATION

GRANTEE'S ADDRESS

10340 SANTA MONICA BLVD.
LOS ANGELES, CA 90025

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
12,500.	01/10/13	12,500.

PURPOSE OF GRANT

TO MAKE GRANTS TO 501 (C) (3) PUBLIC CHARITIES

DATES OF REPORTS BY GRANTEE

NOVEMBER 8, 2013

ANY DIVERSION BY GRANTEE

TO THE BEST OF THE KNOWLEDGE OF GRANTOR, NO FUNDS HAVE BEEN DIVERTED

RESULTS OF VERIFICATION

THE GRANTOR HAS NO REASON TO DOUBT ACCURACY OF REPORT AND HAS NOT MADE AN INDEPENDENT VERIFICATION