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 , 2013, 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): 401 EAST EIGHTH STREET, SUITE 319

Room/suite

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

City or town, state or province, country, and ZIP or foreign postal code: SIOUX FALLS, SD 57103

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 26,121,408.

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

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	457,947.	457,721.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	473,681.			
b	Gross sales price for all assets on line 6a 4,286,358.				
7	Capital gain net income (from Part IV, line 2)		500,185.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	9,097.	2,078.		STMT 1
12	**Total.** Add lines 1 through 11	940,725.	959,984.		
13	Compensation of officers, directors, trustees, etc.	109,424.	43,770.		65,654.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule) STMT 2	2,060.	515.	NONE	1,545.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) STMT 3	109,195.	109,195.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	125,826.	12,304.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	7,115.	1,779.	NONE	5,336.
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 5	44,993.	22,292.		15,651.
24	**Total operating and administrative expenses.** Add lines 13 through 23	398,613.	189,855.	NONE	88,186.
25	Contributions, gifts, grants paid	1,217,457.			1,217,457.
26	**Total expenses and disbursements** Add lines 24 and 25	1,616,070.	189,855.	NONE	1,305,643.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-675,345.			
b	**Net investment income** (if negative, enter -0-)		770,129.		
c	**Adjusted net income** (if negative, enter -0-)				

Revenue / Operating and Administrative Expenses

SCANNED NOV 20 2014

RECEIVED NOV 18 2014 OGDEN, UT

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	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	3,836,938.	919,608.	919,608.
	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)	274,740.		
	b	Investments - corporate stock (attach schedule) STMT 6	3,840,244.	3,304,192.	5,093,966.
	c	Investments - corporate bonds (attach schedule) STMT 7	4,116,116.	3,145,111.	3,347,772.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	10,720,520.	14,773,546.	16,760,062.
	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)	22,788,558.	22,142,457.	26,121,408.
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, ▶ [X] **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	22,788,558.	22,142,457.	
	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)	22,788,558.	22,142,457.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	22,788,558.	22,142,457.	

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	22,788,558.
2	Enter amount from Part I, line 27a	2	-675,345.
3	Other increases not included in line 2 (itemize) ▶ TIMING DIFFERENCES	3	29,244.
4	Add lines 1, 2, and 3	4	22,142,457.
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	22,142,457.

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	4,317,317.		3,812,677.	504,640.
b	-30,959.			-30,959.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				504,640.
b				-30,959.
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** 473,681.

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))
2012	1,311,332.	23,761,049.	0.055188
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

2	**Total** of line 1, column (d)	2	0.253659
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	0.050732
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	25,186,305.
5	Multiply line 4 by line 3	5	1,277,752.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,701.
7	Add lines 5 and 6	7	1,285,453.
8	Enter qualifying distributions from Part XII, line 4	8	1,305,643.

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 ▶ [X] and enter 1% of Part I, line 27b		1	7,701.
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	7,701.
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	7,701.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 37,241.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	37,241.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	29,540.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 29,406. **Refunded** ▶		11	134.

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 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)*

			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 10 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 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.

				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.)		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.)*		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 [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 (No)

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 (No)

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 & WHITNEY TRUST COMPANY LLC 401 EAST 8TH STREET SUITE 319, SIOUX FALLS, SD 57103	TRUSTEE 5	109,424.	-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
SEE STATEMENT 11		
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	23,208,118.
b	Average of monthly cash balances	1b	2,361,735.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	25,569,853.
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	25,569,853.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	383,548.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,186,305.
6	**Minimum investment return.** Enter 5% of line 5	6	1,259,315.

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	1,259,315.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,701.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,701.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,251,614.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,251,614.
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	1,251,614.

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	1,305,643.
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	1,305,643.
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	7,701.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,297,942.

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				1,251,614.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			248,555.	
b Total for prior years 20 11 ,20___,20___		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . NONE				
b From 2009 . . . NONE				
c From 2010 . . . NONE				
d From 2011 . . . NONE				
e From 2012 . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,305,643.				
a Applied to 2012, but not more than line 2a			248,555.	
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 2013 distributable amount				1,057,088.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				194,526.
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 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009 . . . NONE				
b Excess from 2010 . . . NONE				
c Excess from 2011 . . . NONE				
d Excess from 2012 . . . NONE				
e Excess from 2013 . . . 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 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
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 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*				
SEE STATEMENT 19				1,217,457.
Total ▶ **3a**				1,217,457.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	457,947.	
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	7,019.	14	2,078.	
8 Gain or (loss) from sales of assets other than inventory	900000	-26,504.	18	500,185.	
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)		-19,485.		960,210.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 940,725.

(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. Schmidtman | 11/14/2014 | President For: Dorsey & Whitney Trust Company LLC Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BOSTON VENTURES LTD PARTNERSHIP V	-432.	
BOSTON VENTURES LTD PARTNERSHIP VI	7,449.	
NEWGATE EMERGING MARKETS FD LLP	7.	5.
ACL ALTERNATIVE FUND LIMITED	-963.	-963.
MS BLACKSTONE REAL ESTATE DEBT ST II	3,036.	3,036.
TOTALS	9,097.	2,078.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		2,060.	515.		1,545.
	TOTALS	2,060.	515.	NONE	1,545.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	109,026.	109,026.
INVESTMENT EXPENSES	169.	169.
TOTALS	109,195.	109,195.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	12,304.	12,304.
FEDERAL EXCISE TAXES PAID	61,317.	
FEDERAL ESTIMATED EXCISE TAX P	52,000.	
STATE TAXES PAID	205.	
TOTALS	125,826.	12,304.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MEMBERSHIP RENEWAL	595.		595.
BRANDING, DESIGN, AND STRATEGY	15,056.		15,056.
MISCELLANEOUS	7,050.		
EXPENSES FROM SCHEDULE K-1	22,292.	22,292.	
TOTALS	44,993.	22,292.	15,651.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE		3,304,192.	5,093,966.
	TOTALS	3,304,192.	5,093,966.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
METROPOLITAN WEST TOTAL RETURN	1,030,236.	1,122,674.
WESTERN ASSET CORE PLUS BD-I	962,829.	1,116,581.
TEMPLETON GLOBAL BOND FUND-AD	1,152,046.	1,108,517.
TOTALS	3,145,111.	3,347,772.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
PIMCO COMMODITY RR STRAT INS	C	1,164,431.	736,760.
VANGUARD 500 INDEX FUND-SIGN	C	3,171,857.	5,081,955.
HARDING LOEVNER INTL EQUITY PO	C	917,834.	1,004,801.
LAZARD EMERGING MARKETS EQUITY	C	943,286.	905,537.
MATTHEWS ASIA DIVIDEND-INS	C	849,668.	935,517.
THORNBURG INT GROWTH-I	C	1,130,307.	1,213,359.
ALTERNATIVE INVESTMENTS	C	6,596,163.	6,882,133.
TOTALS		14,773,546.	16,760,062.

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

PARTNERSHIPS, TRUSTS, S CORPORATIONS	9,564.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		9,564.00

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

PARTNERSHIPS, TRUSTS, S CORPORATIONS	-40,523.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		-40,523.00

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

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

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

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

NAME:
Morgan Stanley
ADDRESS:
1585 BROADWAY
NEW YORK, NY 10036
COMPENSATION .... 81,485.
COMPENSATION EXPLANATION:
INVESTMENT MANAGEMENT SERVICES

TOTAL COMPENSATION: 81,485.
==============

STATEMENT 11

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:
PC
AMOUNT OF GRANT PAID .... 203,882.

RECIPIENT NAME:
AMPERSAND FAMILIES
ADDRESS:
1700 SECOND STREET NE
MINNEAPOLIS, MN 55413
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

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:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
DESIGNWISE MEDICAL INCORPORATED
ADDRESS:
5310 SALEM LAND
LORETTO, MN 55357
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
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:
PC
AMOUNT OF GRANT PAID .... 94,400.

RECIPIENT NAME:
HEARTS & HANDS MINNESOTA
ADDRESS:
2608 BLAISDELL AVE SOUTH
MINNEAPOLIS, MN 55408
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
YWCA OF MINNEAPOLIS
ADDRESS:
1130 NICOLLET AVE
MINNEAPOLIS, MN 55403
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 26,000.

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:
PC
AMOUNT OF GRANT PAID .... 86,200.

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:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
TWIN CITIES PUBLIC TELEVISION INC
ADDRESS:
172 4TH ST E
SAINT PAUL, MN 55101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

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:
PC
AMOUNT OF GRANT PAID .... 252,750.

RECIPIENT NAME:
MINNESOTA COUNCIL ON FOUN
ADDRESS:
100 PORTLAND AVENUE STE 225
MINNEAPOLIS, MN 55401
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,725.

RECIPIENT NAME:
Artspace Projects, Inc.
ADDRESS:
205 3RD AVE. NORTH STE 500
Minneapolis, MN 55401
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
MOUNT OLIVET LUTHERAN CHURCH
ENDOWMENT FUND
ADDRESS:
5025 KNOX AVE S
MINNEAPOLIS, MN 55419
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
RESILIENCY PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

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:
PC
AMOUNT OF GRANT PAID .... 50,000.

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

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:
PC
AMOUNT OF GRANT PAID .... 20,000.

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:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UNIVERSITY OF MINNESOTA FOUNDATION
ADDRESS:
200 OAK ST SE STE 500
MINNEAPOLIS, MN 55455
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 12,500.

RECIPIENT NAME:
HENDRICKSON FOUNDATION
ADDRESS:
2015 FOREST DR W
RICHFIELD, MN 55423
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
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:
PC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
BRAVEWELL COLLABORATIVE
ADDRESS:
1818 OLIVER AVE S
MINNEAPOLIS, MN 55405
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PF
AMOUNT OF GRANT PAID .... 158,000.

RECIPIENT NAME:
SHERIDAN STORY
ADDRESS:
634 PIERCE ST NE STE B
MINNEAPOLIS, MN 55413
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UNIVERSITY OF ARIZONA FOUNDATION
ADDRESS:
1111 N CHERRY AVE
TUCSON, AZ 85721
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 125,000.

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:
PF
AMOUNT OF GRANT PAID .... 12,500.

TOTAL GRANTS PAID: 1,217,457.

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.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No. 1545-0092

2013

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	741,574.	721,966.		19,608.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	9,564.
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	29,172.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	3,531,161.	3,090,711.		440,450.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	-40,523.
13 Capital gain distributions	13	44,582.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	444,509.

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
17	**Net short-term gain or (loss)**	17			29,172.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			444,509.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			473,681.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

20 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 19, column (3) **or** b $3,000 .... 20 ( )

Note: *If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22	
23	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)	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25	
26	Subtract line 25 from line 24. If zero or less, enter -0-	26	
27	Subtract line 26 from line 21. If zero or less, enter -0-	27	
28	Enter the **smaller** of the amount on line 21 or $2,450	28	
29	Enter the **smaller** of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30	
31	Enter the smaller of line 21 or line 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the **smaller** of line 21 or $11,950	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33. If zero or less, enter -0-	35	
36	Enter the **smaller** of line 32 or line 35	36	
37	Multiply line 36 by 15% ▶	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38. If zero or less, enter -0-	40	
41	Multiply line 40 by 20% ▶	41	
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45	

Form **8949** | **Sales and Other Dispositions of Capital Assets** | OMB No 1545-0074

▶Information about Form 8949 and its separate instructions is at www irs gov/form8949.

Department of the Treasury Internal Revenue Service | ▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D. | **2013** Attachment Sequence No **12A**

Name(s) shown on return: BLYTHE BRENDEN-MANN FOUNDATION

Social security number or taxpayer identification number: 41-6546887

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] (C) Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
349. IAC INTERACTIVECORP	12/07/2012	01/09/2013	15,864.00	15,674.00			190.00
334 NETEASE INC SPONS ADR	12/07/2012	01/09/2013	14,165.00	13,026.00			1,139.00
66. COPA HOLDINGS SA	12/07/2012	01/11/2013	6,745 00	6,335.00			410.00
13. APPLE INC	12/07/2012	01/14/2013	6,530.00	6,930.00			-400.00
390. CENOVUS ENERGY INC	12/07/2012	01/28/2013	12,989.00	13,147.00			-158.00
28. COPA HOLDINGS SA	12/07/2012	01/28/2013	2,996.00	2,688.00			308.00
437 UNITEDHEALTH GROUP IN	12/07/2012	02/04/2013	24,363 00	23,541.00			822.00
58. COPA HOLDINGS SA	12/07/2012	02/07/2013	5,742.00	5,567.00			175.00
562. IAC INTERACTIVECORP	12/07/2012	02/12/2013	23,934 00	25,239.00			-1,305.00
257. CAPITAL ONE FINANCIAL	12/07/2012	02/28/2013	13,166.00	14,667.00			-1,501.00
161. UNITEDHEALTH GROUP IN	12/07/2012	03/07/2013	8,687.00	8,673.00			14.00
489. TECHNIP SPONS ADR	12/07/2012	03/08/2013	12,813 00	14,054.00			-1,241.00
491. TECHNIP SPONS ADR	12/07/2012	03/19/2013	12,964.00	14,111.00			-1,147 00
493. TECHNIP SPONS ADR	12/07/2012	03/21/2013	12,818.00	14,169.00			-1,351.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line **1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949** Department of the Treasury Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at www irs gov/form8949

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074 **2013** Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
BLYTHE BRENDEN-MANN FOUNDATION	41-6546887

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] (C) Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
255. AMERICAN TOWER CORP R	12/07/2012	03/26/2013	19,392.00	19,240.00			152.00
19. BROOKFIELD PROPERTY PA	04/15/2013	04/16/2013	418 00	415.00			3.00
37. AMGEN INC	12/07/2012	04/17/2013	4,037 00	3,269.00			768.00
121. CAPITAL ONE FINANCIAL	12/07/2012	04/17/2013	6,374.00	6,905.00			-531.00
54 COPA HOLDINGS SA	12/07/2012	04/17/2013	6,228.00	5,183 00			1,045 00
64. AMGEN INC	12/07/2012	04/22/2013	7,219.00	5,654.00			1,565.00
352. CAPITAL ONE FINANCIAL	12/07/2012	04/23/2013	19,787.00	20,089.00			-302.00
.3438 BROOKFIELD PROPERTY L P.	04/15/2013	04/25/2013	7.00	8.00			-1.00
490. BANK OF NOVA SCOTIA H	01/09/2013	05/15/2013	27,944.00	28,556.00			-612 00
2999. PCCW LTD SPONS ADR	12/07/2012	05/21/2013	14,920.00	12,746.00			2,174.00
.4451 COMPANHIA ENERGETICA ADR	02/07/2013	05/24/2013	5 00	4.00			1.00
27. COPA HOLDINGS SA	12/07/2012	06/20/2013	3,654.00	2,592.00			1,062.00
150. CF INDUSTRIES HOLDING	12/07/2012	07/16/2013	27,323 00	31,847.00			-4,524.00
63. CF INDUSTRIES HOLDINGS	12/07/2012	08/01/2013	12,329 00	13,376.00			-1,047.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
BLYTHE BRENDEN-MANN FOUNDATION	41-6546887

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

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You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- [ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- [ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- [X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
1125. COMPANHIA ENERGETICA ADR	VAR	08/01/2013	10,115.00	11,181 00			-1,066.00
148. TEXAS CAPITAL BANCSHA	12/07/2012	08/01/2013	6,711.00	6,593.00			118.00
1521. COMPANHIA ENERGETICA ADR	VAR	08/06/2013	13,492.00	15,002 00			-1,510.00
154. BASF SE SPONS ADR	12/07/2012	08/27/2013	13,986.00	13,945.00			41.00
198. SAP SE SPONS ADR	12/07/2012	08/27/2013	15,056.00	15,626.00			-570.00
126 TEXAS CAPITAL BANCSHA	12/07/2012	08/27/2013	5,675 00	5,613.00			62.00
25. DIAGEO PLC ADR	12/03/2012	09/04/2013	3,093.00	2,992.00			101 00
425. RIO TINTO PLC SPNSD A	VAR	09/04/2013	20,424.00	22,359.00			-1,935.00
505. EATON CORP PLC	VAR	09/04/2013	32,659.00	25,997 00			6,662.00
321. HSBC HOLDINGS PLC-SPO	VAR	09/11/2013	17,751.00	18,011 00			-260.00
146. INTL BUSINESS MACHIN	12/07/2012	09/17/2013	28,075.00	28,025.00			50.00
161. TEXAS CAPITAL BANCSHA	12/07/2012	09/17/2013	7,246.00	7,173.00			73.00
373. JARDINE MATHESON UNSP	VAR	09/23/2013	21,025 00	22,405.00			-1,380.00
452. EXPRESS SCRIPTS HLDG	VAR	09/24/2013	27,846 00	24,860.00			2,986.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*

▶ File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return: BLYTHE BRENDEN-MANN FOUNDATION

Social security number or taxpayer identification number: 41-6546887

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] (C) Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). **See the separate instructions** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
523. ACTAVIS INC	12/07/2012	10/01/2013	75,317 00	46,348 00			28,969 00
536. HSBC HOLDINGS PLC-SPO	12/07/2012	10/01/2013	29,243 00	27,700 00			1,543.00
183. CHEVRON CORPORATION	12/07/2012	11/05/2013	21,675.00	19,579.00			2,096.00
350. JARDINE MATHESON UNSP	12/07/2012	11/06/2013	18,734 00	20,818 00			-2,084 00
336 RYANAIR HLDGS PLC SPO	12/07/2012	11/13/2013	15,245 00	11,659.00			3,586 00
95. INTL BUSINESS MACHINE	12/07/2012	11/26/2013	16,912.00	18,235.00			-1,323.00
795. NEWMONT MNG CORP	VAR	12/23/2013	17,881.00	30,140.00			-12,259.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			741,574.	721,966.			19,608.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
BLYTHE BRENDEN-MANN FOUNDATION	41-6546887

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Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
X **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
75000 GE COMPANY 2/01/13	04/27/2009	02/01/2013	75,000.00	75,000 00			
206.644 NEWGATE EMERGING M LLP	11/01/2009	03/12/2013	610,088 00	608,966.00			1,122.00
28388 278 METROPOLITAN WES RETURN BD-I	VAR	03/19/2013	310,000.00	273,023.00			36,977.00
26586.621 WESTERN ASSET CO	VAR	03/19/2013	310,000 00	272,987.00			37,013.00
601. EXPEDITORS INTL WASH	07/01/2009	04/01/2013	21,268.00	20,471.00			797.00
75000. BANK OF AMERICA MTN 5/01/18	03/23/2010	05/02/2013	86,869.00	76,466 00			10,403.00
100000 FHLB 9/12/14	01/10/2011	05/02/2013	101,041 00	99,805 00			1,236.00
100000. FNMA 12/03/15	07/27/2011	05/02/2013	102,363.00	99,819.00			2,544.00
75000. FHLMC MTN 1/07/14	04/22/2009	05/02/2013	75,928 00	75,051 00			877.00
75000. GOLDMAN SACHS GP MT 8/15/16	08/04/2009	05/02/2013	81,338 00	75,000.00			6,338.00
100000. JPMORGAN CHASE 1/20/15	09/25/2009	05/02/2013	104,500.00	99,863.00			4,637 00
75000 PFIZER INC 2/15/14	04/28/2009	05/02/2013	76,950.00	75,816.00			1,134.00
75000. PROCTER & GAMBLE CO 2/15/15	04/23/2009	05/02/2013	78,525.00	75,232.00			3,293.00
175 AFFILIATED MANAGERS G	07/08/2008	05/28/2013	28,943.00	14,985 00			13,958 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
BLYTHE BRENDEN-MANN FOUNDATION	41-6546887

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

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[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

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1 (a) Description of property (Example 100 sh. XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss** If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
426. STARWOOD HOTELS & RES	VAR	06/12/2013	28,270.00	24,218.00			4,052.00
328 SUNCOR ENERGY INC	04/17/2012	06/12/2013	9,938 00	10,490.00			-552.00
2323. SUNCOR ENERGY INC	VAR	06/27/2013	68,402 00	71,764.00			-3,362.00
1847. QUALCOMM INC	VAR	07/10/2013	111,558.00	69,077.00			42,481 00
587. ROBERT HALF INTL INC	06/16/2010	08/20/2013	22,018 00	14,307.00			7,711.00
403 AGRIUM INC	12/31/2008	09/04/2013	34,183.00	13,774.00			20,409 00
225. AXA ADR	04/06/2006	09/04/2013	5,024.00	7,996 00			-2,972 00
450. BASF SE SPONS ADR	04/06/2006	09/04/2013	40,373.00	17,783.00			22,590.00
950. BHP BILLITON LTD ADR	04/06/2006	09/04/2013	61,472.00	41,198.00			20,274 00
350. BRITISH AMERN TOB PLC	VAR	09/04/2013	35,813 00	24,515.00			11,298.00
337. BROOKFIELD ASSET MANA	04/06/2006	09/04/2013	11,859.00	9,083.00			2,776.00
413 CANADIAN NATIONAL RAI	04/06/2006	09/04/2013	39,502.00	19,192.00			20,310.00
425. CANADIAN NATURAL RESO	04/06/2006	09/04/2013	13,147 00	12,589.00			558.00
600 CANADIAN PACIFIC RAIL	VAR	09/04/2013	71,889.00	33,515.00			38,374.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side) BLYTHE BRENDEN-MANN FOUNDATION

Social security number or taxpayer identification number 41-6546887

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538. DANONE SPONS ADR	04/06/2006	09/04/2013	8,000 00	6,950.00			1,050.00
237. DIAGEO PLC ADR	12/28/2006	09/04/2013	29,319.00	18,984.00			10,335.00
110. FIBRIA CELULOSE SA SP	11/28/2009	09/04/2013	1,270.00	1,667.00			-397.00
87. FINNING INTERNATIONAL	12/20/2010	09/04/2013	1,690.00	2,249.00			-559.00
225. MANULIFE FINL CORP	04/06/2006	09/04/2013	3,780 00	7,191.00			-3,411.00
988 NESTLE SA SPONS ADR	04/06/2006	09/04/2013	64,416 00	28,869 00			35,547 00
325. NOVARTIS AG SPONSORED	VAR	09/04/2013	24,309.00	17,069.00			7,240.00
1662. POTASH CORP SASK INC	04/06/2006	09/04/2013	49,726 00	16,965 00			32,761.00
813. RIO TINTO PLC SPNSD A	04/06/2006	09/04/2013	39,069.00	44,961.00			-5,892 00
900. SCHLUMBERGER LTD	04/06/2006	09/04/2013	75,098 00	59,457.00			15,641.00
338. SUNCOR ENERGY INC	04/06/2006	09/04/2013	11,573.00	13,883 00			-2,310.00
400. TALISMAN ENERGY INC	VAR	09/04/2013	4,228.00	6,954 00			-2,726.00
362 TECK RESOURCES LIMITE	04/06/2006	09/04/2013	9,470 00	12,905.00			-3,435.00
788. TENARIS SA-ADR	04/06/2006	09/04/2013	35,055 00	32,420.00			2,635 00
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BLYTHE BRENDEN-MANN FOUNDATION	41-6546887

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1125. UNILEVER NV NY SHARE	VAR	09/04/2013	42,033 00	36,651 00			5,382.00
2488 VALE S.A. ADR	04/06/2006	09/04/2013	38,041 00	30,843.00			7,198.00
113 YARA INTERNATIONAL SP	04/06/2006	09/04/2013	4,548 00	1,814.00			2,734.00
245. BUNGE LIMITED	12/31/2008	09/04/2013	18,701.00	12,764.00			5,937.00
500. INGERSOLL-RAND PLC	04/06/2006	09/04/2013	30,705.00	21,092.00			9,613.00
1012 NABORS INDUSTRIES LT	04/06/2006	09/04/2013	15,716.00	36,822.00			-21,106.00
188. PARTNERRE LTD BERMUDA	04/06/2006	09/04/2013	16,438 00	11,628.00			4,810 00
2200. WEATHERFORD INTNTL L	04/06/2006	09/04/2013	33,157.00	51,640.00			-18,483 00
1325. NOBLE CORP	04/06/2006	09/04/2013	49,927.00	54,864.00			-4,937 00
608. TRANSOCEAN LTD	VAR	09/04/2013	27,636 00	78,415 00			-50,779.00
326. UBS AG	04/06/2006	09/04/2013	6,497.00	18,452.00			-11,955.00
112. CORE LABORATORIES N V	04/06/2006	09/04/2013	17,200.00	2,928.00			14,272.00
1014 EXPRESS SCRIPTS HLDG	11/24/2010	09/24/2013	62,469.00	53,645.00			8,824 00
252. WYNN RESORTS LTD	VAR	10/14/2013	42,117.00	26,226.00			15,891.00
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531. SCRIPPS NETWORKS	09/22/2008	10/24/2013	42,354.00	21,818.00			20,536.00
48. MASTERCARD INC-A	06/02/2009	11/22/2013	36,199.00	8,087.00			28,112 00
52 MASTERCARD INC-A	06/02/2009	12/02/2013	39,425.00	8,761.00			30,664 00
2688. PCCW LTD SPONS ADR	12/07/2012	12/10/2013	11,414.00	11,424 00			-10.00
190. CHEVRON CORPORATION	12/07/2012	12/20/2013	23,320.00	20,328 00			2,992.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			3,531,161.	3,090,711.			440,450.

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Blythe Brenden -Mann Foundation
Expenditure Responsibility
Form 990-PF, Part VII-B, Question 5a-4
Year Ended 12/31/13

Name and Address of Grantee:	The Bravewell Collaborative 2300 8th Street Encinitas, California 92024
Primary Grantee:	The Bravewell Collaborative
Address:	2300 8th Street Encinitas, California 92024
Date and Amount of Grant:	May 2013: $50,000 May 2013: $100,000 (Restricted for tuition assistance for Leadership Program in Integrative Health at Duke University) May 2013: $10,000 (In support of the Bravewell Leadership Award Event)

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): $60,000 in 2013

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 2013 (w/budget information)
November 2013 (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 12/31/13

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

Date and Amount of Grant: January 2013: $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 2013

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: November 8, 2013

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

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART II - CORPORATE STOCK

Statement of Account

January 1, 2013 - December 31, 2013

Common Stock Detail		End of year Fair Market Value	End of year Book Value	
Affiliated Managers Group Inc	439 00	$95,210 32	$35,629 83	$0 00
TICKER AMG	216 88	0 36%	$59,580 49	0 00%
Agnico Eagle Mines LTD	702 00	$18,518 76	$17,870 11	$617 76
TICKER AEM	26 38	0 07%	$648 65	3 34%
Ametek Inc	2,350 00	$123,774 50	$102,123 93	$564 00
TICKER AME	52 67	0 47%	$21,650 57	0 46%
Amgen Inc	443 00	$50,537 44	$39,134 62	$1,080 92
TICKER AMGN	114 08	0 19%	$11,402 82	2 14%
Ansys Inc	904 00	$78,828 80	$41,912 78	$0 00
TICKER ANSS	87 20	0 30%	$36,916 02	0 00%
Apple Inc	154 00	$86,397 08	$82,094 26	$1,878 80
TICKER AAPL	561 02	0 33%	$4,302 82	2 17%
Associated Banc Corp	1,500 00	$26,100 00	$17,294 55	$540 00
TICKER ASBC	17 40	0 10%	$8,805 45	2 07%
B/E Aerospace Inc	411 00	$35,769 33	$19,444 41	$0 00
TICKER BEAV	87 03	0 14%	$16,324 92	0 00%
Baxter International Inc	600 00	$41,730 00	$33,433 80	$1,176 00
TICKER BAX	69 55	0 16%	$8,296 20	2 82%
Bemis Co	1,000 00	$40,960 00	$22,128 10	$1,040 00
TICKER BMS	40 96	0 16%	$18,831 90	2 54%
Biogen IDEC Inc	61 00	$17,053 89	$14,643 55	$0 00
TICKER BIIB	279 57	0 07%	$2,410 34	0 00%
BlackRock Inc Class A	77 00	$24,368 19	$19,926 96	$517 44
TICKER BLK	316 47	0 09%	$4,441 23	2 12%
CIGNA Corp	401 00	$35,079 48	$31,248 04	$16 04
TICKER CI	87 48	0 13%	$3,831 44	0 05%
Comcast Corp-CL A	1,270 00	$65,995 55	$47,146 44	$990 60
TICKER CMCSA	51 97	0 25%	$18,849 11	1 50%
ConocoPhillips	650 00	$45,922 50	$22,273 57	$1,794 00
TICKER. COP	70 65	0 18%	$23,648 93	3 91%
Corning Inc	1,250 00	$22,275 00	$19,519 95	$500 00
TICKER GLW	17 82	0 09%	$2,755 05	2 24%
CVS Caremark Corp	228 00	$16,317 96	$13,879 20	$250 80
TICKER CVS	71 57	0 06%	$2,438 76	1 54%
Disney Walt Co New	750 00	$57,300 00	$14,540 91	$645 00
TICKER DIS	76 40	0 22%	$42,759 09	1 13%
Dollar Tree Inc	572 00	$32,272 24	$28,661.26	$0 00
TICKER DLTR	56 42	0 12%	$3,610 98	0 00%
Ecolab Inc Com	750 00	$78,202 50	$28,946 87	$825 00
TICKER ECL	104 27	0 30%	$49,255 63	1 05%
Eli Lilly & Co	750 00	$38,250 00	$24,771 26	$1,470 00
TICKER LLY	51 00	0 15%	$13,478 74	3 84%
EMC Corp/Mass	3,110 00	$78,216.50	$48,054 79	$1,244.00
TICKER EMC	25 15	0 30%	$30,161 71	1 59%
Emerson Electric	1,125 00	$78,952 50	$36,955 35	$1,935 00
TICKER EMR	70 18	0 30%	$41,997 15	2 45%
EOG RES Inc	123 00	$20,644 32	$22,246 25	$92 25
TICKER EOG	167 84	0 08%	-$1,601 93	0 45%

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

ASSET DETAIL (CONTINUED)

Fastenal Co	1,300 00	$61,763 00	$22,842 44	$1,300 00
TICKER FAST	47 51	0 24%	$38,920 56	2 10%
Fiserv Inc	1,300 00	$76,765 00	$31,890 67	$0 00
TICKER FISV	59 05	0 29%	$44,874 33	0 00%
General Electric Corp	2,500 00	$70,075 00	$29,575 00	$2,200 00
TICKER GE	28 03	0 27%	$40,500 00	3 14%
General MLS Inc	1,200 00	$59,892 00	$30,329 05	$1,824 00
TICKER GIS	49 91	0 23%	$29,562 95	3 05%
Graco Inc	1,000 00	$78,120 00	$19,009 67	$1,100 00
TICKER GGG	78 12	0 30%	$59,110 33	1 41%
Home Depot Inc	1,000 00	$82,340 00	$25,298 10	$1,560 00
TICKER HD	82 34	0 32%	$57,041 90	1 89%
Honeywell International Inc	900 00	$82,233 00	$27,831 15	$1,620 00
TICKER HON	91 37	0 31%	$54,401 85	1 97%
Hormel Foods Corp	1,000 00	$45,170 00	$17,919 05	$800 00
TICKER HRL	45 17	0 17%	$27,250 95	1 77%
Hospira Inc	2,326 00	$96,017 28	$75,690 33	$0 00
TICKER HSP	41 28	0 37%	$20,326 95	0 00%
Jarden Corp	299 00	$18,343 65	$14,479 88	$0 00
TICKER JAH	61 35	0 07%	$3,863 77	0 00%
Johnson & Johnson	600 00	$54,954 00	$32,394 73	$1,584 00
TICKER JNJ	91 59	0 21%	$22,559 27	2 88%
JP Morgan Chase & Co	1,138 00	$66,550 24	$52,248 23	$1,729 76
TICKER JPM	58 48	0 25%	$14,302 01	2 60%
Kimberly-Clark Corp	500 00	$52,230 00	$29,999 95	$1,620 00
TICKER KMB	104 46	0 20%	$22,230 05	3 10%
MasterCard Inc-A	140 00	$116,964 40	$50,657 09	$616 00
TICKER MA	835 46	0 45%	$66,307 31	0 53%
Medtronic Inc	750 00	$43,042 50	$23,016 15	$840 00
TICKER MDT	57 39	0 16%	$20,026 35	1 95%
Northrop	373 00	$42,749 53	$36,571 08	$910 12
TICKER NOC	114 61	0 16%	$6,178 45	2 13%
Patterson Cos Inc	750 00	$30,900 00	$15,389 25	$480 00
TICKER PDCO	41 20	0 12%	$15,510 75	1 55%
Philip Morris International	283 00	$24,657 79	$25,320 01	$1,064 08
TICKER PM	87 13	0 09%	-$662 22	4 32%
Phillips 66	718 00	$55,379 34	$33,032 32	$1,120 08
TICKER PSX	77 13	0 21%	$22,347 02	2 02%
Price T Rowe Group Inc	640 00	$53,612 80	$47,569 02	$972 80
TICKER TROW	83 77	0 21%	$6,043 78	1 81%
Principal Financial Group	1,000 00	$49,310 00	$23,140 00	$1,040 00
TICKER PFG	49 31	0 19%	$26,170 00	2 11%
Robert Half Intl Inc	2,347 00	$98,550 53	$57,203 67	$1,502 08
TICKER RHI	41 99	0 38%	$41,346 86	1 52%
Scripps Networks	995 00	$85,977 95	$40,882 26	$597 00
TICKER SNI	86 41	0 33%	$45,095 69	0 69%
Shire PLC Spons ADR	504 00	$71,210 16	$53,591 97	$266 11
TICKER SHPG	141 29	0 27%	$17,618 19	0 37%
St Jude Med Inc	500 00	$30,975 00	$20,209 36	$500 00
TICKER STJ	61 95	0 12%	$10,765 64	1 61%
Stanley Black & Decker Inc	1,624 00	$131,040 56	$122,857 71	$3,248.00
TICKER SWK	80 69	0 50%	$8,182 85	2 48%
Starwood Hotels & Resorts	1,270 00	$100,901 50	$63,481 96	$1,714 50
TICKER HOT	79 45	0 39%	$37,419.54	1 70%
Target Corp	650.00	$41,125 50	$24,920 67	$1,118 00
TICKER TGT	63 27	0 16%	$16,204 83	2 72%
TCF Financial	1,500 00	$24,375 00	$24,088 61	$300 00
TICKER TCB	16 25	0 09%	$286 39	1 23%

ASSET DETAIL (CONTINUED)

Techne Corp	400 00	$37.868 00	$26.322 33	$496 00
TICKER TECH	94 67	0 14%	$11,545 67	1 31%
Texas Capital Bancshares	450 00	$27,990 00	$20,047 50	$0 00
TICKER TCBI	62 20	0 11%	$7,942 50	0 00%
Towers Watson & Company	417 00	$53,213 37	$46,908 64	$233 52
TICKER TW	127 61	0 20%	$6,304 73	0 44%
Tnmble Navigation LTD	2,478 00	$85,986 60	$74,000 47	$0 00
TICKER TRMB	34 70	0 33%	$11,986 13	0 00%
Twenty-First Century Fox Inc	2,316 00	$81,453 72	$73,333 13	$579 00
CL A	35 17	0 31%	$8,120 59	0 71%
TICKER FOXA				
United Parcel Svc Inc CL B	650 00	$68,302.00	$35,433 27	$1,612 00
TICKER UPS	105 08	0 26%	$32,868 73	2 36%
US Bancorp	1,500 00	$60,600 00	$26,908 65	$1,380 00
TICKER USB	40 40	0 23%	$33,691 35	2 28%
Valspar Corp	1,000 00	$71,290.00	$24,386 70	$1,040 00
TICKER VAL	71 29	0 27%	$46,903 30	1 46%
Wabtec Corp	1,279 00	$94,991 33	$72,635 64	$204 64
TICKER WAB	74 27	0 36%	$22,355 69	0 22%
Waters Corp	762 00	$76,200 00	$63,666 58	$0 00
TICKER WAT	100 00	0 29%	$12,533 42	0 00%
Wells Fargo & Co	1,250 00	$56,750 00	$30,612 08	$1,500 00
TICKER WFC	45 40	0 22%	$26,137 92	2 64%
Wynn Resorts LTD	557 00	$108,174 97	$52,157 15	$2,228 00
TICKER WYNN	194 21	0 41%	$56,017 82	2 06%
Xcel Energy Inc	1,500 00	$41,910 00	$31,904 74	$1,680 00
TICKER XEL	27 94	0 16%	$10,005 26	4 01%
YAHOO Inc	1,142 00	$46,182 48	$31,029 04	$0 00
TICKER YHOO	40 44	0 18%	$15,153 44	0 00%
Zimmer Hldgs Inc	500 00	$46,595 00	$21,138 63	$400 00
TICKER ZMH	93 19	0 18%	$25,456 37	0 86%
3M Co	400 00	$56,100 00	$21,095 33	$1,368 00
TICKER MMM	140 25	0 21%	$35,004 67	2 44%

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ASSET DETAIL (CONTINUED)

Accenture PLC CL A	1,017 00	$83,617 74	$42,691 16	$1,891 62
TICKER ACN	82 22	0 32%	$40,926 58	2 26%
Actavis PLC	523 00	$87,864 00	$75,317 23	$0 00
TICKER ACT	168 00	0 34%	$12,546 77	0 00%
Adidas AG Spons ADR	905 00	$58,128 15	$39,530 40	$571 96
TICKER ADDYY	64 23	0 22%	$18,597 75	0 98%
Allied World Assurance Co	427 00	$48,169 87	$35,005 46	$854 00
Holdings	112 81	0 18%	$13,164 41	1 77%
TICKER AWH				
Aon PLC	952 00	$79,863 28	$76,495 10	$666 40
TICKER AON	83 89	0 31%	$3,368 18	0 83%
BASF SE Spons ADR	322 00	$34,708 38	$29,157 10	$738 19
TICKER BASFY	107 79	0 13%	$5,551 28	2 13%
BCE Inc	400 00	$17,316 00	$17,220 00	$894 80
TICKER BCE	43 29	0 07%	$96 00	5 17%
BP PLC Spons ADR	750 00	$36,457 50	$29,744 11	$1,710 00
TICKER BP	48 61	0 14%	$6,713 39	4 69%
British Amern Tob PLC Spns	333 00	$35,770 86	$34,968 33	$1,440 56
ADR	107 42	0 14%	$802 53	4 03%
TICKER BTI				
BT Group Plc-Spon ADR	1,171 00	$73,925 23	$44,170 12	$1,774 48
TICKER BT	63 13	0 28%	$29,755 11	2 40%
Copa Holdings SA	222 00	$35,544 42	$21,309 78	$648 24
TICKER CPA	160 11	0 14%	$14,234 64	1 82%
Lloyds Banking Group	3,918 00	$20,843 76	$19,352 81	$0 00
PLC-Spons ADR	5 32	0 08%	$1,490 95	0 00%
TICKER LYG				
Marubeni Corporation Unspons	314 00	$22,859 20	$21,059 98	$669 13
ADR	72 80	0 09%	$1,799 22	2 93%
TICKER MARUY				
Pentair LTD	750 00	$58,252 50	$16,671 00	$750 00
TICKER PNR	77 67	0 22%	$41,581 50	1 29%
Ryanair Hldgs PLC Spons ADR	880 00	$41,298 40	$30,536 00	$0 00
TICKER RYAAY	46 93	0 16%	$10,762 40	0 00%
Sap Aktiengesellschaft Spns	418 00	$36,424 52	$32,988 56	$333 56
ADR	87 14	0 14%	$3,435 96	0 92%
TICKER SAP				
Seven & I Holdings Unspons	383 00	$30,648 23	$22,520 40	$425 51
ADR	80 02	0 12%	$8,127 83	1 39%
TICKER SVNDY				
Sumitomo Mitsui Finl Spons	9,973 00	$104,616 77	$93,565 15	$2,273 84
ADR	10 49	0 40%	$11,051 62	2 17%
TICKER SMFG				
Toyota Mtr Corp Sponsd ADR	421 00	$51,328 32	$53,755 49	$987 67
TICKER TM	121 92	0 20%	-$2,427 17	1 92%
UBS AG	3,575 00	$68,818 75	$61,234 12	$572 00
TICKER UBS	19 25	0 26%	$7,584 63	0 83%
TOTALS		$5,093,966 00	$3,304,192.00	