EXTENDED TO AUGUST 17, 2015

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

2014

Open to Public Inspection

For calendar year 2014 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: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 21,253,268.

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

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

SCANNED AUG 25 2015

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 ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	367.	367.		STATEMENT 1
	4	Dividends and interest from securities	498,872.	498,872.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,041,656.			STATEMENT 3
	b	Gross sales price for all assets on line 6a 4,874,752.				
	7	Capital gain net income (from Part IV, line 2)		1,041,194.		
	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	<32,788.>	<41,093.>		STATEMENT 4
	12	**Total.** Add lines 1 through 11	1,508,107.	1,499,340.		
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	8,537.	0.		8,537.
	b	Accounting fees STMT 6	10,463.	1,785.		7,678.
	c	Other professional fees STMT 7	155,917.	18,107.		137,810.
	17	Interest				
	18	Taxes STMT 8	<47,996.>	11,452.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 9	111,995.	111,115.		880.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	238,916.	142,459.		154,905.
	25	Contributions, gifts, grants paid	752,428.			752,428.
	26	**Total expenses and disbursements.** Add lines 24 and 25	991,344.	142,459.		907,333.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	516,763.			
	b	**Net investment income** (if negative, enter -0-)		1,356,881.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	173,150.	360,425.	360,425.
	2 Savings and temporary cash investments	628,847.	568,901.	568,901.
	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	794,698.	651,190.	651,190.
	b Investments - corporate stock STMT 13	3,672,047.	4,064,454.	4,064,454.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	15,739,234.	15,608,298.	15,608,298.
	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)	21,007,976.	21,253,268.	21,253,268.
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	21,007,976.	21,253,268.	
	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**	21,007,976.	21,253,268.	
	31 **Total liabilities and net assets/fund balances**	21,007,976.	21,253,268.	

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	21,007,976.
2	Enter amount from Part I, line 27a	2	516,763.
3	Other increases not included in line 2 (itemize) ▶ SEE FOOTNOTE	3	6,052.
4	Add lines 1, 2, and 3	4	21,530,791.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	277,523.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,253,268.

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	MORGAN STANLEY	P		
b	MORGAN STANLEY	P		
c	FROM PARTNERSHIPS	P		
d	FROM PARTNERSHIPS	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	547,660.		521,553.	26,107.
b	4,015,007.		3,311,543.	703,464.
c	157,197.			157,197.
d	154,426.			154,426.
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				26,107.
b				703,464.
c				157,197.
d				154,426.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 1,041,194.

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))
2013	993,829.	20,942,282.	.047456
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

2	**Total** of line 1, column (d)	2	.286761
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	.057352
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	21,173,479.
5	Multiply line 4 by line 3	5	1,214,341.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,569.
7	Add lines 5 and 6	7	1,227,910.
8	Enter qualifying distributions from Part XII, line 4	8	907,333.

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	27,138.
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	27,138.
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	27,138.
6	Credits/Payments:				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	20,000.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	35,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	7,862.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 7,862. **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 2014 or the taxable year beginning in 2014 (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 ▶ 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

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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 2014 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 2014.)*	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 2014?		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 4945(d)(4)(A)? (see instructions)	☒ Yes ☐ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	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		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
MORGAN STANLEY 440 S. LASALLE, CHICAGO, IL 60605	INVESTMENT	110,515.
BRENDEN THEATRE CORPORATION 4321 WEST FLAMINGO ROAD, LAS VEGAS, NV 89103	ACCOUNTING & FOUNDATION ADMINISTA	78,000.
KATHRYN JENSEN - 3565 GOLFVIEW DRIVE, WHITE BEAR LAKE, MN 55110	GRANT-MAKING OVERSIGHT	59,811.
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.

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	16,672,355.
b	Average of monthly cash balances		1b	1,211,926.
c	Fair market value of all other assets		1c	3,611,637.
d	**Total** (add lines 1a, b, and c)		1d	21,495,918.
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	21,495,918.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	322,439.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	21,173,479.
6	**Minimum investment return.** Enter 5% of line 5		6	1,058,674.

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	1,058,674.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 27,138.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b 591.		
c	Add lines 2a and 2b		2c	27,729.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,030,945.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,030,945.
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	1,030,945.

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	907,333.
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	907,333.
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	907,333.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,030,945.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			650,362.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 907,333.				
a Applied to 2013, but not more than line 2a			650,362.	
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 2014 distributable amount				256,971.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				773,974.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(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. HILLPOINET RD. LAS VEGAS, NV 89134		PC	SUPPORT FOR SUMMER CAMPERSHIPS	13,000.
ALASKA CONSERVATION FOUNDATION 911 WEST 8TH AVE., STE 300 ANCHORAGE, AK 99501-2340		PC	OPERATING SUPPORT	2,500.
AMERICAN LEBANESE SYRIAN ASSOCIATED CHARITIES 7301 OHMS LANE, STE 310 EDINA, MN 55439		PC	OPERATING SUPPORT	1,500.
ANTI-DEFAMATION LEAGUE 10495 SANTA MONICA BLVD. LOS ANGELES, CA 90025-5031		PC	OPERATING SUPPORT	5,000.
BIG BROTHERS BIG SISTER OF LOS ANGELES 800 S. FIGUEROA AVE., STE 610 LOS ANGELES, CA 90017		PC	OPERATING SUPPORT	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	752,428.
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	367.	
4 Dividends and interest from securities			14	498,872.	
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	5,219.	14	<41,093.>	
8 Gain or (loss) from sales of assets other than inventory	525990	462.	18	1,041,194.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a STATE TAX REFUNDS	525990	3,086.			
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		8,767.		1,499,340.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,508,107.

(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).

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

Signature of officer or trustee: X [signature] Date: 8/17/15 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
MICHAEL BERRY	[signature]	8-12-15		P00179412
Firm's name ▶ MICHAEL BERRY, CPA			Firm's EIN ▶	
Firm's address ▶ PO BOX 5045 CULVER CITY, CA 90230			Phone no. 310-745-4027	

Form **990-PF** (2014)

423622
11-24-14

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
BOYS AND GIRLS CLUBS OF SOUTHERN NEVADA 2850 LINDELL RD. LAS VEGAS, NV 89146		PC	OPERATING SUPPORT	10,000.
BOYS & GIRLS OF HUNTINGTON VALLEY 16582 BROOKHURST ST. FOUNTAIN VALLEY, CA 92708		PC	SUPPORT FOR AFTERSCHOOL COMPUTER PROGRAM	5,000.
CAMPING & EDUCATION FOUNDATION 3515 MICHIGAN AVE. CINCINNATI, OH 45208		PC	SUPPORT FOR CAPTIAL FUND	1,000.
CANDLELIGHTERS CHILDHOOD CANCER FOUNDATION OF SOUTHERN NEVADA 8990 SPANISH RIDGE AVE., STE 100 LAS VEGAS, NV 89148-1324		PC	SUPPORT FOR CHILDREN'S MENTAL HEALTH PROGRAM	20,300.
CHILDREN OF THE NIGHT 14530 SYLVAN STREET VAN NUYS, CA 91411		PC	OPERATING SUPPORT	1,000.
CHP 11-99 FOUNDATION 2244 NORTH STATE COLLEGE BLVD. FULLERTON, CA 92831		PC	OPERATING SUPPORT	5,000.
CITY OF CONCORD 1950 PARKSIDE DR, MS/01 CONCORD, CA 94519-2598		PC	SUPPORT FOR MUSIC IN THE PARK SUMMER CONCERT SERIES	4,000.
CITY OF MODESTO POLICE DEPARTMENT 600 10TH STREET MODESTO, CA 95354		PC	SUPPORT FOR DOWNTOWN COMMUNITY BIKE PATROL	25,000.
CITY OF RIFLE 202 RAILROAD AVE. RIFLE, CO 81650		PC	SUPPORT FOR CITY RECREATION PROGRAMS	525.
CONCORD POLICE DEPARTMENT 1350 GALINDO ST. CONCORD, CA 94520		PC	SUPPORT FOR DOWNTOWN COMMUNITY BIKE PATROL	48,200.
Total from continuation sheets				725,428.

423631
05-01-14

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
CONTRA COSTA KOPS FOR KIDS 1430 WILLOW PASS RD., STE. 130 CONCORD, CA 94520		PC	OPERATING SUPPORT	1,500.
CONTRA COSTA MIDRASHA 74 ECKLEY LANE WALNUT CREEK, CA 94596		PC	OPERATING SUPPORT	15,000.
CONTRA COSTA SHERIFF'S SEARCH AND RESCUE 50 GLACIER DR. MARTINEZ, CA 94553		PC	SUPPORT FOR RESCUE EQUIPMENT	5,000.
EAST BAY GOLF FOUNDATION DBA: FIRST TEE CONTRA COSTA 4050 PORT CHICAGO HIGHWAY CONCORD, CA 84520		PC	OPERATING SUPPORT	1,000.
FOUNDATION FOR RECOVERY, INC. 2625 SO. RAINBOW AVE., STE. B LAS VEGAS, NV 89146		PC	OPERATING SUPPORT	3,000.
FREE THE CHILDREN 233 CARLTON ST TORONTO, ONTARIO, CANADA M5A 2L2		PC	OPERATING SUPPORT	500.
FREEDOM HOUSE 3852 PALOS VERDES ST. LAS VEGAS, NV 89119		PC	SUPPORT FOR GENERAL OPERATIONS AND X-TREME HOUSE MAKEOVER PROJECT	15,000.
FRIENDS OF THE SAN JUANS P.O. BOX 1344 FRIDAY HARBOR, WA 98250		PC	OPERATING SUPPORT	2,000.
FULFILLMENT FUND 9701 WILSHIRE BLVD., STE. 1000 LOS ANGELES, CA 90212		PC	OPERATING SUPPORT	5,000.
GAY & LESBIAN COMMUNITY CENTER OF SOUTHERN NEVADA 401 S. MARYLAND PARKWAY LAS VEGAS, NV 89101-7206		PC	OPERATING SUPPORT	500.
Total from continuation sheets				

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05-01-14

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
GROVES ACADEMY ANNUAL FUND 3200 HIGHWAY 100 SOUTH ST. LOUIS PARK, MN 55416		PC	OPERATING SUPPORT	1,000.
JEWISH FEDERATION OF LAS VEGAS 2317 RENAISSANCE DRIVE LAS VEGAS, NV 89119		PC	SUPPORT FOR MOISHE HOUSE	20,000.
KEEP MEMORY ALIVE 888 W. BONNEVILLE AVE. LAS VEGAS, NV 89106		PC	OPERATING SUPPORT	5,000.
LANDMARK SCHOOL P.O. BOX 227 PRIDES CROSSING, MA 01965		PC	SUPPORT FOR FACULTY DEVELOPMENT PROGRAM	30,000.
LA'S PROMISE 1035 S. GRAND AVE., 2ND FL. LOS ANGELES, CA 90015		PC	OPERATING SUPPORT	5,000.
LAS VEGAS METROPOLITAN POLICE DEPARTMENT 400 S. MARTIN L. KING BLVD. LAS VEGAS, NV 89106-4372		PC	SUPPORT FOR DOWNTOWN COMMUNITY BIKE PATROL	11,300.
LOAVES AND FISHES 1121 JACKSON ST., NE, #143 MINNEAPOLIS, MN 55413		PC	OPERATING SUPPORT	2,000.
MARCH OF DIMES NEVADA DIVISION 5564 S. FT. APACHE RD., STE. 100 LAS VEGAS, NV 89148		PC	OPERATING SUPPORT	1,000.
MAYO CLINIC 13400 EAST SHEA BLVD. SCOTTSDALE, AZ 85259		PC	SUPPORT FOR THE BREAST CANCER GENOME GUIDED THERAPY PROJECT	5,000.
MINNESOTA ORCHESTRA 1111 NICOLLETT MALL MINNEAPOLIS, MN 55403		PC	SUPPORT FOR THE BUILDING FOR THE FUTURE CAMPAIGN	75,000.
Total from continuation sheets				

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05-01-14

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
MT. DIABLO UNIFIED SCHOOL DISTRICT-CONCORD HIGH SCHOOL 4200 CONCORD BLVD. CONCORD, CA 94521		PC	SUPPORT FOR EQUIPMENT PURCHASE	21,650.
MT. OLIVET LUTHERAN CHURCH 5025 KNOX AVENUE, SOUTH MINNEAPOLIS, MN 55419		PC	OPERATING SUPPORT FOR ROLLING ACRES	2,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 5150 W. GOLDLEAF CIRCLE, STE 400 LOS ANGELES, CA 90056		PC	OPERATING SUPPORT	5,000.
OPPORTUNITY VILLAGE 6300 W. OAKLEY BLVD. LAS VEGAS, NV 89146		PC	OPERATING SUPPORT	5,000.
OPTIONS FOR LIFE FOUNDATION P.O. BOX 8476 CALABASAS, CA 91372		PC	OPERATING SUPPORT	5,000.
ORONO BASEBALL/SOFTBALL ASSOCIATION 6803 RACHEL RIDGE CT. INDEPENDENCE, MN 55359		PC	OPERATING SUPPORT	1,000.
PACHECO MARTINEZ HOMELESS OUTREACH DBA CENTRAL COUNTY HOMELESS 225 VALLEY GLEN LANE MARTINEZ, CA 94553		PC	OPERATING SUPPORT	4,300.
PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HIGHWAY MALIBU, CA 90263-4819		PC	SUPPORT FOR THE ISRAEL INSTERNSHIP PROGRAM	100,000.
RHONDA FLEMING FOUNDATION 10281 CENTURY WOODS DR. LOS ANGELES, CA 90067		PF	GENERAL SUPPORT	12,500.
SHERIFF'S CHARITIES, INC. P.O. BOX 1088 DANVILLE, CA 94526		PC	OPERATING SUPPORT	1,000.
Total from continuation sheets				

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05-01-14

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
SPECIAL OLYMPICS, NEVADA 5670 WYNN ROAD, STE. H LAS VEGAS, CA 89118		PC	OPERATING SUPPORT	1,000.
STAND AGAINST DOMESTIC VIOLENCE (S.T.A.N.D) 1410 DANZIG PLAZA, STE. 200 CONCORD, CA 94520		PC	OPERATING SUPPORT	1,500.
SUCCESS THROUGH EDUCATION INC. (STEP) 9538 LUBEC ST. DOWNEY, CA 90240		PC	OPERATING SUPPORT	2,500.
TEEN LINE P.O. BOX 48750 LOS ANGELES, CA 90048-0750		PC	OPERATING SUPPORT	5,000.
THE VARIETY INTERNATIONAL CHILDREN FUND 4601 WILSHIRE BLVD., STE 260 LOS ANGELES, CA 90010		PC	SUPPORT FOR THE UKRAINE ORPHANS PROJECT	10,000.
TRUSTEES FOR ALASKA 1026 WEST 4TH AVE., #201 ANCHORAGE, AK 99501		PC	OPERATING SUPPORT	2,500.
UNIVERSITY OF CA-IRVINE FOUNDATION 333 CITY BOULEVARD, WEST - STE 605 ORANGE, CA 92868		PC	SUPPORT FOR THE BREAST CANCER PATIENT SUPPORT FUND AND EQUIPMENT PURCHASES	10,000.
UNIVERSITY OF NEVADA LAS VEGAS- DEPARTMENT OF FILM 4505 S. MARYLAND PARKWAY LAS VEGAS, NV 89154-5015		PC	SUPPORT FOR EQUIPMENT PURCHASES	8,500.
VACAVILLE POLICE DEPT 650 MERCHANT STREET VACAVILLE, CA 95688		PC	SUPPORT FOR DOWNTOWN COMMUNITY BIKE PATROL	43,150.
VARIETY BOYS AND GIRLS CLUB 2530 CINCINNATI ST. LOS ANGELES, CA 90033		PC	OPERATING SUPPORT	5,000.
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
VARIETY-CHILDRENS CHARITY OF SOUTHERN CALIF 4601 WILSHIRE BLVD., STE. 260 LOS ANGELES, CA 90010		PC	OPERATING SUPPORT	24,500.
VARIETY OF SOUTHERN NEVADA P.O. BOX 26701 LAS VEGAS, NV 89126-0701		PC	SUPPORT FOR THE COMPASSION FUND AND VARIETY SCHOOLS SENIOR CLASS	3,403.
WALDORF SCHOOL OF ORANGE COUNTY 2350 CANYON DRIVE COSTA MESA, CA 92627		PC	SUPPORT FOR CAPITAL CAMPAIGN, EQUIPMENT PURCHASES AND PROGRAMS	111,100.
WILL C. WOOD HIGH SCHOOL 998 MARSHALL RD. VACAVILLE, CA 95688		PC	SCHOLARHIP SUPPORT	1,500.
WILL ROGERS MOTION PICTURES PIONEERS FOUNDATION 10045 RIVERSIDE DR., 3RD FL TOLUCA LAKE, CA 91602		PC	OPERATING SUPPORT	12,500.
ZOO WORLD MINITRIES 2709 VIA MONTECITO SAN CLEMENTE, CA 92672		PC	OPERATING SUPPORT	2,000.
Total from continuation sheets				

423631
05-01-14

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	367.	367.	
TOTAL TO PART I, LINE 3	367.	367.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	498,872.	0.	498,872.	498,872.	
TO PART I, LINE 4	498,872.	0.	498,872.	498,872.	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 3

(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	
	547,660.	521,553.	0.	0.	26,107.	

(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	
	4,015,007.	3,311,543.	0.	0.	703,464.	

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM PARTNERSHIPS				PURCHASED		

	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	157,197.	0.	0.	0.	157,197.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM PARTNERSHIPS				PURCHASED		

	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	154,426.	0.	0.	0.	154,426.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FROM PARTNERSHIPS				PURCHASED		

	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	462.	0.	0.	0.	462.

NET GAIN OR LOSS FROM SALE OF ASSETS	1,041,656.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,041,656.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INCOME (LOSS) FROM PASSTHROUGHS	5,219.	0.	
INCOME (LOSS) FROM PASSTHROUGHS	<41,093.>	<41,093.>	
STATE TAX REFUNDS	3,086.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<32,788.>	<41,093.>	

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	8,537.	0.		8,537.
TO FM 990-PF, PG 1, LN 16A	8,537.	0.		8,537.

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	10,463.	1,785.		7,678.
TO FORM 990-PF, PG 1, LN 16B	10,463.	1,785.		7,678.

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	59,810.	0.		59,810.
INVESTMENT ADVISORY SERVICES	18,107.	18,107.		0.
ACCOUNTING AND FOUNDATION ADMINSTRATION	78,000.	0.		78,000.
TO FORM 990-PF, PG 1, LN 16C	155,917.	18,107.		137,810.

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	15,716.	0.		0.
UNRELATED INCOME TAX -FEDERAL	<75,164.>	0.		0.
FOREIGN TAXES	11,452.	11,452.		0.
TO FORM 990-PF, PG 1, LN 18	<47,996.>	11,452.		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	110,514.	110,514.		0.
INVESTMENT CUSTODY FEES	595.	595.		0.
BANK FEES	216.	6.		210.
FILING FEE	25.	0.		25.
TRAVEL	460.	0.		460.
MISCELLANEOUS	185.	0.		185.
TO FORM 990-PF, PG 1, LN 23	111,995.	111,115.		880.

	FOOTNOTES	STATEMENT 10

PART III, LINE 3

50% OF ADDTIONAL ASSETS RECEIVED BY TED AND DR. ROBERTA MANN FOUNDATION, A FOUNDATION THAT TERMINATED IN 2012 AND WHICH BRENDEN MANN FOUNDATION HAD A 50% SUCCESSOR INTEREST. 6,052.

PART V- 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 DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 11

DESCRIPTION	AMOUNT
NET CHANGE IN UNREALIZED GAINS AND LOSSES	277,523.
TOTAL TO FORM 990-PF, PART III, LINE 5	277,523.

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		651,190.	651,190.
TOTAL U.S. GOVERNMENT OBLIGATIONS			651,190.	651,190.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			651,190.	651,190.

FORM 990-PF CORPORATE STOCK STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	4,064,454.	4,064,454.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,064,454.	4,064,454.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS	FMV	8,828,513.	8,828,513.
FIXED INCOME MUTUAL FUNDS	FMV	2,898,223.	2,898,223.
ALTERNATIVES	FMV	3,881,562.	3,881,562.
TOTAL TO FORM 990-PF, PART II, LINE 13		15,608,298.	15,608,298.

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

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.	01/16/14	12,500.

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

'OCTOBER 29, 2014

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

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at www irs gov/form8868 .

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box .. ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)* . You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits.*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	BRENDEN MANN FOUNDATION	11-3789260
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O. box, see instructions. 4321 WEST FLAMINGO ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LAS VEGAS, NV 89103	

Enter the Return code for the return that this application is for (file a separate application for each return) [0 4]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ BRENDEN MANN FOUNDATION 4321 WEST FLAMINGO ROAD - LAS VEGAS, NV 89103-3903
  Telephone No. ▶ 702-948-6018 Fax No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2015 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2014 or
▶ [ ] tax year beginning ______ , and ending ______ .

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 35,000.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 20,000.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 15,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions