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 , 2014, 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 E 8TH ST STE 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 57103-7031

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)* ▶ $ 25,470,652.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	420,874.	415,682.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,178,111.			
	b Gross sales price for all assets on line 6a 7,793,621.				
	7 Capital gain net income (from Part IV, line 2)		1,177,636.		
	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)	14,892.	9,559.		STMT 4
	12 **Total.** Add lines 1 through 11	1,613,877.	1,602,877.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	112,150.	44,860.		67,290.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 5	144,513.	144,513.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	18,860.	7,723.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	11,136.	2,784.	NONE	8,352.
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 7	46,422.	37,274.		5,138.
	24 **Total operating and administrative expenses** Add lines 13 through 23	333,081.	237,154.	NONE	80,780.
	25 Contributions, gifts, grants paid	1,306,037.			1,306,037.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,639,118.	237,154.	NONE	1,386,817.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-25,241.			
	b **Net investment income** (if negative, enter -0-)		1,365,723.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II — Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	919,608.	2,066,377.	2,066,377.
	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			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 8	3,304,192.	2,629,687.	3,407,728.
	c	Investments - corporate bonds (attach schedule) STMT 9	3,145,111.	5,055,112.	5,241,654.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 10	14,773,546.	12,273,867.	14,754,893.
	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)	22,142,457.	22,025,043.	25,470,652.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	22,142,457.	22,025,043.	
	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)	22,142,457.	22,025,043.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	22,142,457.	22,025,043.	

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	22,142,457.
2	Enter amount from Part I, line 27a	2	-25,241.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT	3	6,052.
4	Add lines 1, 2, and 3	4	22,123,268.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	98,225.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,025,043.

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	7,793,730.		6,615,510.	1,178,220.
b	-109.			-109.
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				1,178,220.
b				-109.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 1,178,111.

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))
2013	1,297,942.	25,186,305.	0.051534
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

2	**Total** of line 1, column (d)	2	0.258519
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	0.051704
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	25,511,714.
5	Multiply line 4 by line 3	5	1,319,058.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,657.
7	Add lines 5 and 6	7	1,332,715.
8	Enter qualifying distributions from Part XII, line 4	8	1,386,817.

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	13,657.
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	13,657.
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	13,657.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 39,406.		
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	39,406.
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	25,749.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ NONE **Refunded** ▶	11	25,749.

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 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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ www.blythebrendenmannfdn.org			
14	The books are in care of ▶ SEE STATEMENT 13 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			
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.			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.)			2b		X
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.)*			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)*

			Yes	No
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? . . . . ☒ 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? . . . . *If "Yes" to 6b, file Form 8870*	6b		X
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?	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	112,150.	-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
MORGAN STANLEY NEW YORK, NY 10004	INVESTMENT MANAGEMEN	99,804.
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	24,615,161.
b	Average of monthly cash balances	1b	1,285,056.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	25,900,217.
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	25,900,217.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	388,503.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,511,714.
6	**Minimum investment return.** Enter 5% of line 5	6	1,275,586.

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	1,275,586.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	13,657.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	13,657.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,261,929.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,261,929.
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	1,261,929.

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	1,386,817.
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	1,386,817.
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	13,657.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,373,160.

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				1,261,929.
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only			194,526.	
b	Total for prior years 20 12 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2014				
a	From 2009 . . . . . . NONE				
b	From 2010 . . . . . . NONE				
c	From 2011 . . . . . . NONE				
d	From 2012 . . . . . . NONE				
e	From 2013 . . . . . . NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 1,386,817.				
a	Applied to 2013, but not more than line 2a			194,526.	
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 2014 distributable amount				1,192,291.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2014 *(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 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				69,638.
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)	NONE			
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2010 . . . NONE				
b	Excess from 2011 . . . NONE				
c	Excess from 2012 . . . NONE				
d	Excess from 2013 . . . NONE				
e	Excess from 2014 . . . 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 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			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 21				1,306,037.
Total . . . . . ▶ **3a**				1,306,037.
b *Approved for future payment*				
SEE STATEMENT 23			FOR THE ADVANCEMENT OF WOMEN AND GIRLS	900,000.
MINNEAPOLIS SOCIETY OF FINE ARTS 2400 3RD AVE. S MINNEAPOLIS, MN 55404		PC	GENERAL OPERATING	100,000.
GUTHRIE THEATER FOUNDATION 818 SOUTH 2ND STREET MINNEAPOLIS, MN 55415		PC	GENERAL OPERATING	250,000.
UNIVERSITY OF ARIZONA FOUNDATION 1111 N CHERRY AVE TUCSON, AZ 85721		PC	GENERAL OPERATING	137,500.
Total . . . . . ▶ **3b**				1,387,500.

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	420,874.	
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	5,333.	14	9,559.	
8 Gain or (loss) from sales of assets other than inventory	900000	475.	18	1,177,636.	
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)		5,808.		1,608,069.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,613,877.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

Carl A. Schmidt [signature] | 11/04/2015 | 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 - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADIDAS AG SPONS ADR	608.	608.
AMETEK INC	776.	776.
AMGEN INC	1,081.	1,081.
APPLE INC	1,693.	1,693.
BASF SE SPONS ADR	1,207.	1,207.
BCE INC	213.	213.
BT GROUP PLC-SPON ADR	2,075.	2,075.
BAXTER INTERNATIONAL INC	294.	294.
BLACKROCK INC CLASS A	795.	795.
BLACKSTONE GROUP LP	719.	719.
GRAYSTONE VENTURE FUND LP	1.	1.
PORTAGE FOUNDERS LP	5.	5.
BOSTON VENTURES LTD PARTNERSHIP V	1.	1.
BOSTON VENTURES LTD PARTNERSHIP VI	1.	1.
BRISTOW GROUP INC	275.	275.
BRITISH AMERN TOB PLC SPNS ADR	1,031.	1,031.
CIGNA CORP	16.	16.
CVS HEALTH CORP	969.	969.
COMCAST CORP-CL A	1,105.	1,105.
MORGAN STANLEY REAL ESTATE FUND VI	4,091.	4,091.
MORGAN STANLEY PRIVATE MKTS FD V LP	1.	1.
ACL ALTERNATIVE FUND LIMITED	7.	7.
DANAHER CORP	209.	209.
DISNEY WALT CO NEW	645.	645.
EMC CORP/MASS	311.	311.
EOG RES INC	140.	140.
ECOLAB INC COM	206.	206.
GENERAL ELECTRIC CORP	550.	550.
GRIFOLS S.A. SPONS ADR	282.	282.
HARDING LOEVNER INTL EQUITY PORT	11,710.	11,710.
JP MORGAN CHASE & CO	1,261.	1,261.
JONES LANG LASALLE INC	247.	247.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KIMBERLY-CLARK CORP	405.	405.
MS OPPORTUNISTIC MTGE INC FD-CAYMAN	3.	3.
MARATHON OIL CORP	174.	174.
MASTERCARD INC-A	353.	353.
MATTHEWS ASIA DIVIDEND-INS	26,167.	20,975.
MEDTRONIC INC	210.	210.
METROPOLITAN WEST TOTAL RETURN BD-I	28,484.	28,484.
NORTHROP	1,011.	1,011.
PHILIP MORRIS INTERNATIONAL	266.	266.
PHILLIPS 66	743.	743.
PIMCO COMMODITY RR STRAT INS	2,964.	2,964.
PRICE T ROWE GROUP INC	1,126.	1,126.
ROBERT HALF INTL INC	1,431.	1,431.
SEI DAILY INC TR GOVT II-A	110.	110.
ST JUDE MED INC	125.	125.
SCRIPPS NETWORKS	976.	976.
SEVEN & I HOLDINGS UNSPONS ADR	503.	503.
SHIRE PLC SPONS ADR	294.	294.
STANLEY BLACK & DECKER INC	2,656.	2,656.
STARWOOD HOTELS & RESORTS	1,270.	1,270.
STATOIL ASA SPONS ADR	609.	609.
SUMITOMO MITSUI FINL SPONS ADR	2,274.	2,274.
TAIWAN SEMICONDUCTOR SPONS ADR	1,408.	1,408.
TEMPLETON GLOBAL BOND FUND-AD	78,282.	78,282.
THORNBURG INT GROWTH-I	5,029.	5,029.
TOWERS WATSON & COMPANY	438.	438.
TOYOTA MTR CORP SPONSD ADR	1,250.	1,250.
TWENTY-FIRST CENTURY FOX INC CL A	612.	612.
US BANCORP	345.	345.
VANGUARD 500 INDEX FUND-SIGN	82,912.	82,912.
VANGUARD 500 INDEX FUND-ADM	30,259.	30,259.
WABTEC CORP	256.	256.
WESTAR ENERGY INC	606.	606.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WESTERN ASSET CORE PLUS BD-I	39,920.	39,920.
MS BLACKSTONE REAL ESTATE DEBT ST II	63,681.	63,681.
WYNN RESORTS LTD	4,129.	4,129.
XCEL ENERGY INC	420.	420.
ZIMMER BIOMET HOLDINGS INC	100.	100.
AON PLC	881.	881.
ACCENTURE PLC CL A	1,983.	1,983.
ALLIED WORLD ASSURANCE CO HOLDINGS	1,126.	1,126.
UBS AG	1,009.	1,009.
NIELSEN N.V.	910.	910.
COPA HOLDINGS SA	639.	639.
TOTAL	420,874.	415,682.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BOSTON VENTURES LTD PARTNERSHIP V	17.	
BLACKSTONE GROUP LP	223.	143.
BOSTON VENTURES LTD PARTNERSHIP VI	5,236.	
MORGAN STANLEY REAL ESTATE FUND VI	58.	58.
ACL ALTERNATIVE FUND LIMITED	-1.	-1.
MS BLACKSTONE REAL ESTATE DEBT ST II	9,359.	9,359.
TOTALS	14,892.	9,559.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	144,401.	144,401.
INVESTMENT EXPENSES	112.	112.
TOTALS	144,513.	144,513.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,778.	1,778.
STATE TAXES	1,137.	
FEDERAL ESTIMATES	10,000.	
FOREIGN TAXES ON QUALIFIED FOR	4,975.	4,975.
FOREIGN TAXES ON NONQUALIFIED	970.	970.
TOTALS	18,860.	7,723.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MEMBERSHIP RENEWAL	1,345.		1,345.
BRANDING, DESIGN, AND STRATEGY	3,793.		3,793.
MISCELLANEOUS	4,010.		
EXPENSES FROM SCHEDULE K-1	37,274.	37,274.	
TOTALS	46,422.	37,274.	5,138.

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE		3,304,192.	2,629,687.	3,407,728.
	TOTALS	3,304,192.	2,629,687.	3,407,728.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
METROPOLITAN WEST TOTAL RETURN		1,030,236.	1,030,236.	1,159,919.
WESTERN ASSET CORE PLUS BD-I		962,829.	962,830.	1,161,484.
TEMPLETON GLOBAL BOND FUND-AD		1,152,046.	1,152,046.	1,050,931.
HSBC USA INC PFD			1,250,000.	1,257,500.
MORGAN STANLEY PFD			660,000.	611,820.
	TOTALS	3,145,111.	5,055,112.	5,241,654.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PIMCO COMMODITY RR STRAT INS	C	1,164,431.		
VANGUARD 500 INDEX FUND-SIGN	C	3,171,857.	3,490,576.	5,587,993.
HARDING LOEVNER INTL EQUITY PO	C	917,834.	912,672.	954,798.
LAZARD EMERGING MARKETS EQUITY	C	943,286.		
MATTHEWS ASIA DIVIDEND-INS	C	849,668.	1,099,668.	1,165,061.
THORNBURG INT GROWTH-I	C	1,130,307.	1,188,193.	1,065,948.
ALTERNATIVE INVESTMENTS	C	6,596,163.	5,582,758.	5,981,093.
TOTALS		14,773,546.	12,273,867.	14,754,893.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
TIMING DIFFERENCES		5,413.
TAX BASIS ADJUSTMENT		92,812.
	TOTAL	98,225.

STATEMENT 11

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

PARTNERSHIPS, TRUSTS, S CORPORATIONS	-1,926.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-1,926.00

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

PARTNERSHIPS, TRUSTS, S CORPORATIONS	1,817.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		1,817.00

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

NAME: DORSEY & WHITNEY TRUST COMPANY

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

TELEPHONE NUMBER: (605)336-6832

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 .... 212,722.

RECIPIENT NAME:
MINNESOTA SHUBERT CENTER FOR
DANCE AND MUSIC
ADDRESS:
528 HENNEPIN AVE SUITE 200
MINNEAPOLIS, MN 55403
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 82,900.

RECIPIENT NAME:
JEWISH FAMILY AND CHILDRENS SERVICE
OF MINNEAPOLIS
ADDRESS:
13100 WAYZATA BLVD STE 400
MINNETONKA, MN 55305
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

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 .... 60,000.

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 .... 100,000.

RECIPIENT NAME:
MINNESOTA HISTORICAL SOCIETY
ADDRESS:
345 KELLOGG BOULEVARD WEST
ST. PAUL, MN 55102-1906
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
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 .... 10,000.

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 .... 280,000.

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 .... 3,925.

RECIPIENT NAME:
ARTSPACE PROJECTS, INC.
ADDRESS:
250 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 .... 100,000.

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 .... 7,000.

RECIPIENT NAME:
ACHIEVE MINNEAPOLIS
ADDRESS:
111 THIRD AVE SOUTH STE 5
MINNEAPOLIS, MN 55401
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MPS ARTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

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.

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

RECIPIENT NAME:
CHILDREN'S CANCER RESEARCH FUND
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 .... 47,840.

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 .... 133,150.

RECIPIENT NAME:
WOMEN MOVING MILLIONS INC.
ADDRESS:
79 5TH AVE
NEW YORK, NY 10003
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

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 .... 2,500.

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 .... 6,000.

RECIPIENT NAME:
THE SANNEH FOUNDATION INC
ADDRESS:
8400 22ND AVE S
BLOOMINGTON, MN 55425
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 .... 137,500.

RECIPIENT NAME:
RHONDA FLEMING FOUNDATION
ADDRESS:
10340 SANTA MONICA BLVD
LOS ANGELES, CA 90025
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PF
AMOUNT OF GRANT PAID .... 12,500.

TOTAL GRANTS PAID: 1,306,037.

STATEMENT 21

FEDERAL FOOTNOTES

FORM 990-PF, PART III, LINE 3 - OTHER INCREASE IN FUND BALANCE:
50% OF ADDITIONAL ASSETS RECEIVED BY THE TED & ROBERTA MANN FOUNDATION WHICH TERMINATED IN 2012. THE BLYTHE BRENDEN MANN FOUNDATION HAD A 50% SUCCESSOR INTEREST.

FEDERAL FOOTNOTES

FORM 990-PF, PART XV - GRANTS, ALLOCATIONS AND CONTRIBUTIONS FOR FUTURE PAYMENT:
THE FOUNDATION HAS COMMITTED TO WOMEN MOVING MILLIONS (79 5TH AVE, NEW YORK, NY 10003) TO CONTRIBUTE $100,000 PER YEAR FOR THE NEXT NINE YEARS (2015-2024) TO ORGANIZATIONS AND/OR INITIATIVES WORKING FOR THE ADVANCEMENT OF WOMEN AND GIRLS. THE FOUNDATION HAS NOT YET IDENTIFIED THE RECIPIENTS OF THE REMAINING BALANCE OF THE PLEDGE. THE FOUNDATION WILL PROVIDE WOMEN MOVING MILLIONS WITH AN ANNUAL PLEDGE/GIFT UPDATE EACH YEAR UNTIL THE PLEDGE IS SATISFIED IN FULL.

Blythe Brenden-Mann Foundation
Expenditure Responsibility
Form 990-PF, Part VII-B, Question 5a-4
Year Ended 12/31/14

Name and Address of Grantee: Rhonda Fleming Foundation
10340 Santa Monica Blvd
Los Angeles, CA 90025

Date and Amount of Grant: January 2014: $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 2014

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: October 8, 2014

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

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990-PF, PART II – CORPORATE STOCK

Statement of Account

January 1, 2014 - December 31, 2014

Common Stock Detail		End of year Fair Market Value	End of year Book Value	
Affiliated Managers Group Inc	439 00	$93,173 36	$35,629 83	$0 00
TICKER AMG	212 2400	0 37%	$57,543 53	0 00%
Ametek Inc	2,350 00	$123,680 50	$102,123 93	$846 00
TICKER AME	52 6300	0 49%	$21,556 57	0 68%
Amgen Inc	443 00	$70,565 47	$39,134 62	$1,399 88
TICKER AMGN	159 2900	0 28%	$31,430 85	1 98%
Apple Inc	917 00	$101,218 46	$69,877 52	$1,723 96
TICKER AAPL	110 3800	0 40%	$31,340 94	1 70%
B/E Aerospace Inc	247 00	$14,330 94	$8,384 10	$0 00
TICKER BEAV	58 0200	0 06%	$5,946 84	0 00%
Biogen IDEC Inc	217 00	$73,660 65	$65,750 72	$0 00
TICKER BIIB	339 4500	0 29%	$7,909 93	0 00%
BlackRock Inc Class A	90 00	$32,180 40	$25,266 79	$694 80
TICKER BLK	357 5600	0 13%	$6,913 61	2 16%
Bristow Group Inc	248 00	$16,315 92	$18,885 52	$317 44
TICKER BRS	65 7900	0 06%	-$2,569 60	1 95%
Celgene Corp	793 00	$88,704 98	$70,141 56	$0 00
TICKER CELG	111 8600	0 35%	$18,563 42	0 00%
Comcast Corp-CL A	1,423 00	$82,548 23	$54,871 95	$1,280 70
TICKER CMCSA	58 0100	0 32%	$27,676 28	1 55%
CVS Health Corp	1,173 00	$112,971 63	$80,935 35	$1,642 20
TICKER CVS	96 3100	0 44%	$32,036 28	1 45%
Danaher Corp	1,044 00	$89,481 24	$82,249 97	$417 60
TICKER DHR	85 7100	0 35%	$7,231 27	0 47%
EOG RES Inc	468 00	$43,088 76	$44,273 40	$313 56
TICKER EOG	92 0700	0 17%	-$1,184 64	0 73%
Hospira Inc	2,028 00	$124,215 00	$65,353 97	$0 00
TICKER HSP	61 2500	0 49%	$58,861 03	0 00%
Jarden Corp	831 00	$39,788 28	$30,202 95	$0 00
TICKER JAH	47 8800	0 16%	$9,585 33	0 00%
Jones Lang LaSalle Inc	514 00	$77,064 02	$58,793 78	$257 00
TICKER JLL	149 9300	0 30%	$18,270 24	0 33%
JP Morgan Chase & Co	495 00	$30,977 10	$21,478 73	$792 00
TICKER JPM	62 5800	0 12%	$9,498 37	2 56%
Klx Inc	123 00	$5,073 75	$3,288 10	$0 00
TICKER KLXI	41 2500	0 02%	$1,785 65	0 00%
MasterCard Inc-A	570 00	$49,111 20	$27,137 13	$364 80
TICKER MA	86 1600	0 19%	$21,974 07	0 74%
Northrop	373 00	$54,976 47	$36,571 08	$1,044 40
TICKER NOC	147 3900	0 22%	$18,405 39	1 90%
Phillips 66	393 00	$28,178 10	$26,009 09	$786 00
TICKER PSX	71 7000	0 11%	$2,169 01	2 79%

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990-PF, PART II – CORPORATE STOCK

Price T Rowe Group Inc	640 00	$54,950 40	$47,569 02	$1,126 40
TICKER TROW	85 8600	0 22%	$7,381 38	2 05%
Robert Half Intl Inc	1,629 00	$95,101 02	$39,703 78	$1,172 88
TICKER RHI	58 3800	0 37%	$55,397 24	1 23%
Scripps Networks	1,220 00	$91,829 40	$57,572 09	$976 00
TICKER SNI	75 2700	0 36%	$34,257 31	1 06%
Shire PLC SPONS ADR	442 00	$93,942 68	$57,948 98	$275 28
TICKER SHPG	212 5400	0 37%	$35,993 70	0 29%
Stanley Black & Decker Inc	992 00	$95,311 36	$73,890 58	$2,063 36
TICKER SWK	96 0800	0 37%	$21,420 78	2 16%
Towers Watson & Company	939 00	$106,266 63	$103,301 71	$563 40
TICKER TW	113 1700	0 42%	$2,964 92	0 53%
Trimble Navigation LTD	3,632 00	$96,393 28	$107,412 51	$0 00
TICKER TRMB	26 5400	0 38%	-$11,019 23	0 00%
Twenty-First Century Fox Inc	2,578 00	$99,008 09	$81,709 01	$644 50
CL A	38 4050	0 39%	$17,299 08	0 65%
TICKER FOXA				
Wabtec Corp	1,279 00	$111,132 31	$72,635 64	$306 96
TICKER WAB	86 8900	0 44%	$38,496 67	0 28%
Wynn Resorts LTD	750 00	$111,570 00	$89,344 98	$4,500 00
TICKER WYNN	148 7600	0 44%	$22,225 02	4 03%
YAHOO Inc	1,059 00	$53,490 09	$34,840 02	$0 00
TICKER YHOO	50 5100	0 21%	$18,650 07	0 00%
Accenture PLC CL A	1,017 00	$90,828 27	$42,691 16	$2,074 68
TICKER ACN	89 3100	0 36%	$48,137 11	2 28%
Actavis PLC	466 00	$119,953 06	$67,108 66	$0 00
TICKER ACT	257 4100	0 47%	$52,844 40	0 00%
Aercap Holdings NV	1,748 00	$67,857 36	$73,076 72	$0 00
TICKER AER	38 8200	0 27%	-$5,219 36	0 00%
Allied World Assurance Co	1,294 00	$49,068 48	$37,501 11	$1,164 60
Holdings	37 9200	0 19%	$11,567 37	2 37%
TICKER AWH				
Aon PLC	952 00	$90,278 16	$76,495 10	$952 00
TICKER AON	94 8300	0 35%	$13,783 06	1 05%
British Amern Tob PLC Spns	214 00	$23,073 48	$22,472 14	$1,031 48
ADR	107 8200	0 09%	$601 34	4 47%
TICKER BTI				
BT Group Plc-Spon ADR	1,221 00	$75,689 79	$47,359 98	$2,180 04
TICKER BT	61 9900	0 30%	$28,329 81	2 88%
Grifols S A SPONS ADR	422 00	$14,343 78	$16,741 31	$186 52
TICKER GRFS	33 9900	0 06%	-$2,397 53	1 30%
Lloyds Banking Group	7,221 00	$33,505 44	$37,767 70	$0 00
PLC-Spons ADR	4 6400	0 13%	-$4,262 26	0 00%
TICKER LYG				
Nielsen N V	1,921 00	$85,926 33	$92,756 31	$1,921 00
TICKER NLSN	44 7300	0 34%	-$6,829 98	2 24%
Ryanair Hldgs PLC SPONS	880 00	$62,717 60	$30,536 00	$0 00
ADR	71 2700	0 25%	$32,181 60	0 00%
TICKER RYAAY				
Schlumberger LTD	769 00	$65,680 29	$74,744 45	$1,230 40
TICKER SLB	85 4100	0 26%	-$9,064 16	1 87%
Seven & I Holdings Unspons	751 00	$13,540 53	$11,039 70	$201 27
ADR	18 0300	0 05%	$2,500 83	1 49%
TICKER SVNDY				

BLYTHE BRENDEN-MANN FOUNDATION 41-6546887

FORM 990-PF, PART II – CORPORATE STOCK

Sumitomo Mitsui Finl SPONS ADR TICKER SMFG	9,973 00 7 2800	$72,603 44 0 29%	$93,565 15 -$20,961 71	$1,954 71 2 69%
Taiwan Semiconductor SPONS ADR TICKER TSM	3,809 00 22 3800	$85,245 42 0 33%	$77,619 09 $7,626 33	$1,523 60 1 79%
Toyota Mtr Corp Sponsd ADR TICKER TM	445 00 125 4800	$55,838 60 0 22%	$56,727 94 -$889 34	$1,284 72 2 30%
UBS Group AG TICKER UBS	2,421 00 17 0500	$41,278 05 0 16%	$39,195 99 $2,082 06	$0 00 0 00%
		$3,407,727 80	$2,629,686 92	