EXTENDED TO NOVEMBER 15, 2016

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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation
BRENDEN MANN FOUNDATION
C/O DORSEY & WHITNEY TRUST COMPANY

A Employer identification number
11-3789260

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
401 E 8TH ST STE 319

B Telephone number
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 [X] 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) ▶$ 20,104,651.

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))

		(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				
	4 Dividends and interest from securities	336,236.	336,000.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<491,715.>			
	b Gross sales price for all assets on line 6a 8,432,392.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	9,784.	9,784.		STATEMENT 2
	12 Total. Add lines 1 through 11	<145,695.>	345,784.		
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				
	b Accounting fees STMT 3	8,481.	2,290.		6,191.
	c Other professional fees STMT 4	239,322.	135,292.		104,030.
	17 Interest				
	18 Taxes STMT 5	37,439.	9,931.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	9,272.	0.		9,272.
	22 Printing and publications				
	23 Other expenses STMT 6	48,795.	48,531.		245.
	24 Total operating and administrative expenses. Add lines 13 through 23	343,309.	196,044.		119,738.
	25 Contributions, gifts, grants paid	829,785.			829,785.
	26 Total expenses and disbursements. Add lines 24 and 25	1,173,094.	196,044.		949,523.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,318,789.>			
	b Net investment income (if negative enter -0-)		149,740.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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523501 11-24-15 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2015)

14241102 400715 733-00980-00 2015.04030 BRENDEN MANN FOUNDATION C/O 733-0091

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	360,425.	7,734.	7,734.
	2 Savings and temporary cash investments	568,901.	2,567,141.	2,567,141.
	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	651,190.		
	b Investments - corporate stock STMT 7	4,064,454.	3,737,146.	3,909,923.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	15,608,298.	12,659,718.	13,619,853.
	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)	21,253,268.	18,971,739.	20,104,651.
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	21,253,268.	18,971,739.	
	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**	21,253,268.	18,971,739.	
	31 **Total liabilities and net assets/fund balances**	21,253,268.	18,971,739.	

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	21,253,268.
2	Enter amount from Part I, line 27a	2	<1,318,789.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	19,934,479.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSSES FROM PRIOR YEARS	5	962,740.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,971,739.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	8,432,392.		8,924,107.	<491,715.>

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				
b				
c				
d				
e				<491,715.>

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	<491,715.>
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))
2014	907,333.	21,173,479.	.042852
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

2 **Total** of line 1, column (d)	2	.250513
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	.050103
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	22,303,896.
5 Multiply line 4 by line 3	5	1,117,492.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,497.
7 Add lines 5 and 6	7	1,118,989.
8 Enter qualifying distributions from Part XII, line 4	8	949,523.

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	2,995.
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	2,995.
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	2,995.
6	Credits/Payments:				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	20,211.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	20,211.
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	17,216.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶	17,216.	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)? *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. ▶ $ 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? N/A	4b		
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 2015 or the taxable year beginning in 2015 (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 ▶ DORSEY & WHITNEY TRUST COMPANY LLC Telephone no. ▶ 605-336-6832

Located at ▶ 401 E 8TH ST STE 319, SIOUX FALLS, SD ZIP+4 ▶ 57103-7031

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 2015, 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. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015.)* 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 2015?	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 9	☒ 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 (No)
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ 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 RD 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

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	106,300.
KATHRYN JENSEN 3565 GOLFVIEW DR, WHITE BEAR LAKE, MN 55110	GRANT ADMINISTRATOR	58,085.
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	
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 N/A	
2	
All other program-related investments. See instructions. 3	
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	21,089,865.
b	Average of monthly cash balances	1b	1,553,684.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	22,643,549.
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	22,643,549.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	339,653.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,303,896.
6	**Minimum investment return.** Enter 5% of line 5	6	1,115,195.

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	1,115,195.
2a	Tax on investment income for 2015 from Part VI, line 5 2a 2,995.		
b	Income tax for 2015. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	2,995.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,112,200.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,112,200.
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	1,112,200.

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	949,523.
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	949,523.
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	949,523.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,112,200.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			773,974.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 949,523.				
a Applied to 2014, but not more than line 2a			773,974.	
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 2015 distributable amount				175,549.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				936,651.
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 2010 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, 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 (a) 2015	Prior 3 years (b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ADELSON EDUCATIONAL INSTITUTE 9700 W HILLPOINTE RD LAS VEGAS, NV 89134		PC	SUPPORT FOR SUMMER CAMPS	5,000.
ALASKA CONSERVATION FOUNDATION 911 WEST 8TH AVE, SUITE 300 ANCHORAGE, AK 99501-2340		PC	OPERATING SUPPORT	2,500.
ANIMAL FOUNDATION OF LAS VEGAS 655 N MOHAVE RD LAS VEGAS, NV 89101		PC	OPERATING SUPPORT	7,000.
ANTI-DEFAMATION LEAGUE 10495 SANTA MONICA BLVD LOS ANGELES, CA 90025-5031		PC	OPERATING SUPPORT	5,000.
ASPEN COMMUNITY FOUNDATION 110 E HALLAM ST, SUITE 126 ASPEN, CO 81611		PC	GUS THE BUS MATCHING GRANT	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	829,785.
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	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	336,236.	
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	<2,749.>	14	12,533.	
8 Gain or (loss) from sales of assets other than inventory			18	<491,715.>	
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)		<2,749.>		<142,946.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <145,695.>

(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 — Date: 11-11-16 — 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
MATT MCMILLEN		11/8/2016		P01212096
Firm's name ▶ DORSEY & WHITNEY TRUST COMPANY LLC			Firm's EIN ▶ 46-0454087	
Firm's address ▶ 401 EAST EIGHTH STREET, SUITE 319 SIOUX FALLS, SD 57103			Phone no. 605-336-6832	

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	DWTC - SEE ATTACHED 8949	P	VARIOUS	12/31/15
b	DWTC - SEE ATTACHED 8949	P	VARIOUS	12/31/15
c	MORGAN STANLEY - SEE ATTACHED 1099-B	P	VARIOUS	12/31/15
d	MORGAN STANLEY - SEE ATTACHED 1099-B	P	VARIOUS	12/31/15
e	ACL ALTERNATIVE FUND SAC LIMITED K-1	P	VARIOUS	12/31/15
f	PORTAGE FOUNDERS LP K-1	P	VARIOUS	12/31/15
g	ACL ALTERNATIVE FUND SAC LIMITED K-1	P	VARIOUS	12/31/15
h	BOSTON VENTURES LP VI	P	VARIOUS	12/31/15
i	GRAYSTONE VENTURE FUND LP	P	VARIOUS	12/31/15
j	PORTAGE FOUNDERS LP K-1	P	VARIOUS	12/31/15
k	MORGAN STANLEY - SEE ATTACHED 1099-B	P	VARIOUS	12/31/15
l	SELECTINVEST MULTISTRATEGY	P	VARIOUS	12/31/15
m	SELECTINVEST ARV	P	VARIOUS	12/31/15
n	CAPITAL GAINS DIVIDENDS			
o				

	(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	59,516.		64,095.	<4,579.>
b	599,872.		470,101.	129,771.
c	592,973.		640,241.	<47,268.>
d	2,964,968.		3,578,548.	<613,580.>
e	30,078.			30,078.
f			96.	<96.>
g	21,353.			21,353.
h	1,811.			1,811.
i	1,457.			1,457.
j	4,455.			4,455.
k	4,108,381.		4,171,026.	<62,645.>
l	6,651.			6,651.
m	8,894.			8,894.
n	31,983.			31,983.
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<4,579.>
b				129,771.
c				<47,268.>
d				<613,580.>
e				30,078.
f				<96.>
g				21,353.
h				1,811.
i				1,457.
j				4,455.
k				<62,645.>
l				6,651.
m				8,894.
n				31,983.
o				

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	<491,715.>
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

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04-01-15

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
BIG BROTHERS BIG SISTERS OF LOS ANGELES 3150 N SAN FERNANDO RD, SUITE C LOS ANGELES, CA 90065		PC	OPERATING SUPPORT	5,000.
BOYS AND GIRLS CLUB OF HUNTINGTON VALLEY 16582 BROOKHURST ST FOUNTAIN VALLEY, CA 92708		PC	OPERATING SUPPORT	5,000.
CAMPING AND EDUCATION FOUNDATION 3515 MICHIGAN AVE CINCINNATI, OH 45208		PC	OPERATING SUPPORT	1,000.
CANDLELIGHTERS FOR CHILDHOOD CANCER 8990 SPANISH RIDGE AVE, SUITE 100 LAS VEGAS, NV 89148-1324		PC	CHRISTMAS AND NEW YEARS GIFTS FOR CHILDREN	21,600.
CARVER-HENNEPIN OPTIONS FOR EMPLOYMENT 7654 EXECUTIVE DRIVE EDEN PRAIRIE, MN 55344		PC	OPERATING SUPPORT	1,500.
CHILDREN OF THE NIGHT 14530 SYLVAN STREET VAN NUYS, CA 91411		PC	OPERATING SUPPORT	1,000.
CHILDRENS CRISIS CENTER OF STANISLAUS CO 1244 FIORI AVE MODESTO, CA 95350		PC	OPERATING SUPPORT	5,000.
CHP 11-99 FOUNDATION 2244 NORTH STATE COLLEGE BLVD FULLERTON, CA 92831		PC	OPERATING SUPPORT	5,000.
CITY OF CONCORD 1950 PARKSIDE DRIVE, MS/01 CONCORD, CA 94519-2598		PC	OPERATING SUPPORT	4,000.
CITY OF MODESTO POLICE DEPARTMENT 600 10TH STREET MODESTO, CA 95354		PC	SUPPORT FOR DOWNTOWN COMMUNITY BIKE PATROL	50,000.
Total from continuation sheets				800,285.

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
CITY OF RIFLE POLICE DEPARTMENT 201 E 18TH STREET RIFLE, CO 81650		PC	OPERATING SUPPORT	5,000.
CITY OF RIFLE 202 RAILROAD AVE RIFLE, CO 81650		PC	SUPPORT FOR RECREATION PROGRAMS	525.
CITY OF VACAVILLE POLICE DEPARTMENT 660 MERCHANT STREE VACAVILLE, CA 95688		PC	SUPPORT FOR POLICE CADETS	5,000.
CONCORD POLICE DEPARTMENT 1350 GALINDO STREET CONCORD, CA 94520		PC	SUPPORT FOR DOWNTOWN COMMUNITY BIKE PATROL	67,800.
CONTRA COSTA KOPS FOR KIDS 1430 WILLOW PASS RD, SUITE 130 CONCORD, CA 94520		PC	OPERATING SUPPORT	2,000.
CONTRA COSTA MIDRASHA 25 HILLCROFT WAY WALNUT CREEK, CA 94597-3907		PC	OPERATING SUPPORT	12,000.
CONTRA COSTA SHERIFF'S SEARCH AND RESCUE 50 GLACIER DRIVE MARTINEZ, CA 94553		PC	OPERATING SUPPORT	5,000.
CREATIVE VISIONS FOUNDATION 18820 PACIFIC COAST HWY #201 MALIBU, CA 90265		PC	OPERATING SUPPORT	5,000.
DEVELOPMENTS IN LITERACY 17320 RED HILL AVE, SUITE 120 IRVINE, CA 92614		PC	OPERATING SUPPORT	2,500.
FOUNDATION FOR RECOVERY 4800 ALPINE PLACE, SUITE 12 LAS VEGAS, NV 89103		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
FRIENDS OF METRO MOUNTED UNIT 928 PRIMROSE CT HENDERSON, NV 89011		PC	OPERATING SUPPORT	10,000.
FULFILLMENT FUND 9701 WILSHIRE BLVD, SUITE 1000 LOS ANGELES, CA 90212		PC	OPERATING SUPPORT	5,000.
GAY AND LESBIAN CENTER OF SOUTHERN NV 401 S MARYLAND PARKWAY LAS VEGAS, NV 89101-7206		PC	OPERATING SUPPORT	1,000.
JEWISH FEDERATION OF LAS VEGAS 2317 RENAISSANCE DRIVE LAS VEGAS, NV 89119		PC	OPERATING SUPPORT	15,000.
LANDMARK SCHOOL 429 HALE ST, PO BOX 227 PRIDES CROSSING, MA 01965		PC	SCIENCE LAB EQUIPMENT, IPADS FOR TEACHERS, OPERATING SUPPORT	55,000.
LAS VEGAS METROPOLITAN POLICE 400 S MARTIN L KING BLVD LAS VEGAS, NV 89106-4372		PC	SUPPORT FOR DOWNTOWN COMMUNITY BIKE PATROL	13,500.
MT OLIVET LUTHERAN CHURCH 5025 KNOX AVE SOUTH MINNEAPOLIS, MN 55419		PC	OPERATING SUPPORT FOR ROLLING ACRES	2,000.
NATIONAL MULTIPLE SCLEROSIS 5150 W GOLDLEAF CIRCLE, SUITE 400 LOS ANGELES, CA 90056		PC	OPERATING SUPPORT	5,000.
NEVADA BALLET THEATER 1651 INNER CIRCLE LAS VEGAS, NV 89134		PC	OPERATING SUPPORT	5,000.
OPPORTUNITY VILLAGE 6300 W OAKLEY BLVD LAS VEGAS, NV 89146		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
OPTIONS FOR LIFE FOUNDATION PO BOX 8476 CALABASAS, CA 91372		PC	OPERATING SUPPORT	5,000.
ORION ACADEMY 350 RHEEM BLVD MORAGA, CA 94556		PC	OPERATING SUPPORT	2,000.
PACHECO MARTINEZ HOMELESS OUTREACH 225 VALLEY GLEN LANE MARTINEZ, CA 94553		PC	OPERATING SUPPORT	6,000.
PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HIGHWAY MALIBU, CA 90263-4819		PC	ISRAEL INTERNSHIP PROGRAM	129,000.
RHONDA FLEMING FOUNDATION 10281 CENTURY WOODS DRIVE LOS ANGELES, CA 90067		PF	OPERATING SUPPORT	12,500.
RIVERWOOD COVENANT CHURCH 7189 69TH AVE NORTH GREENFIELD, MN 55373		PC	SEWARD MEMORIAL	1,000.
SHERIFF'S CHARITIES PO BOX 1088 DANVILLE, CA 94526		PC	GOLF TOURNAMENT	2,500.
STAND AGAINST DOMESTIC VIOLENCE 1410 DANZIG PLAZA, SUITE 200 CONCORD, CA 94520		PC	OPERATING SUPPORT	2,500.
STANISLAUS COMMUNITY FOUNDATION 1029 16TH STREET MODESTO, CA 95354		PC	OPERATING SUPPORT	5,000.
TODOS SANTOS BUSINESS DISTRICT PO BOX 921 CONCORD, CA 94521		PC	FIREWORKS SUPPORT	1,000.
Total from continuation sheets				

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04-01-15

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
TRUSTEES FOR ALASKA 1026 WEST 4TH AVE, #201 ANCHORAGE, AK 99501		PC	OPERATING SUPPORT	2,500.
UNIVERSITY OF CALIFORNIA IRVINE FOUNDATION 333 CITY BOULEVARD WEST, SUITE 605 ORANGE, CA 92868		PC	BREAST CANCER PATIENT SUPPORT	5,000.
UNIVERSITY OF CALIFORNIA SANTA BARBARA 3001F HUMANITIES & SOCIAL SCIENCE SANTA BARBARA, CA 93106-3130		PC	OPERATING SUPPORT	12,000.
UNIVERSITY OF NEVADA LAS VEGAS 4505 S MARYLAND PARKWAY LAS VEGAS, NV 89154-5015		PC	JB FILMMAKER AWARD, SUNDANCE FILM FESTIVAL, VIRTUAL REALITY PROJECT	48,000.
VACAVILLE POLICE DEPARTMENT 650 MERCHANT STREE VACAVILLE, CA 95688		PC	SUPPORT FOR DOWNTOWN COMMUNITY BIKE PATROL	31,000.
VANDERMERWE MINISTRIES 19820 OLDE STURBRIDGE RD CORCORAN, MN 55340-9644		PC	OPERATING SUPPORT	1,000.
VARIETY-BOYS AND GIRLS CLUB-BOYLE HEIGHTS 2530 CINCINNATI STREET LOS ANGELES, CA 90033		PC	OPERATING SUPPORT	6,000.
VARIETY-CHILDREN'S CHARITY OF SOUTHERN CALIFORNIA 4601 WILSHIRE BLVD, SUITE 260 LOS ANGELES, CA 90010		PC	OPERATING SUPPORT	42,500.
VT MARTY HENNESSY JR TENNIS FOUNDATION PO BOX 60953 BOULDER CITY, NV 89006		PC	OPERATING SUPPORT	1,000.
WALDORF SCHOOL OF ORANGE COUNTY 2350 CANYON DRIVE COSTA MESA, CA 92627		PC	COMPUTERS, CLASS TRIP 2020, SCIENCE LAB EQUIPMENT, JAPANESE PROGRAM AND OPERATING SUPPORT	145,860.
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
WILL ROGERS MOTION PICTURES 10045 RIVERSIDE DRIVE, 3RD FLOOR TOLUCA LAKE, CA 91602		PC	PIONEER EVENT AND GOLF CLASSIC	13,500.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ACL ALTERNATIVE FUND SAC LIMITED K-1	164.	0.	164.	164.	
DWTC	87,000.	1,063.	85,937.	85,701.	
GRAYSTONE VENTURE FUND LP	1.	0.	1.	1.	
MORGAN STANLEY	281,036.	30,920.	250,116.	250,116.	
PORTAGE FOUNDERS LP K-1	18.	0.	18.	18.	
TO PART I, LINE 4	368,219.	31,983.	336,236.	336,000.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BOSTON VENTURES LP VI	<2,749.>	<2,749.>	
ACL ALTERNATIVE FUND SAC LIMITED K-1	12,359.	12,359.	
BOSTON VENTURES LP V	174.	174.	
TOTAL TO FORM 990-PF, PART I, LINE 11	9,784.	9,784.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,481.	2,290.		6,191.
TO FORM 990-PF, PG 1, LN 16B	8,481.	2,290.		6,191.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	80,605.	22,520.		58,085.
DWTC CUSTODIAN FEES	33,467.	3,347.		30,120.
INVESMENT MANAGEMENT FEES	37,913.	37,913.		0.
PROFESSIONAL FEES	18,950.	3,125.		15,825.
MORGAN STANLEY INVESTMENT FEES	68,387.	68,387.		0.
TO FORM 990-PF, PG 1, LN 16C	239,322.	135,292.		104,030.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2014 FORM 990-PF EXTENSION	15,000.	0.		0.
FOREIGN TAXES - DWTC	368.	368.		0.
FOREIGN TAXES - MORGAN STANLEY	9,563.	9,563.		0.
2015 FORM 990-PF ESTIMATED TAX PAYMENT	12,508.	0.		0.
TO FORM 990-PF, PG 1, LN 18	37,439.	9,931.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	435.	190.		245.
OTHER	19.	0.		0.
ACL ALTERNATIVE FUND SAC LIMITED K-1	47,575.	47,575.		0.
GRAYSTONE VENTURE FUND LP	504.	504.		0.
PORTAGE FOUNDERS LP K-1	209.	209.		0.
MS REAL ESTATE FUND VI K-1	53.	53.		0.
TO FORM 990-PF, PG 1, LN 23	48,795.	48,531.		245.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE ATTACHED	3,737,146.	3,909,923.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,737,146.	3,909,923.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS - SEE ATTACHED	COST	5,903,959.	7,132,391.
FIXED INCOME MUTUAL FUNDS - SEE ATTACHED	COST	2,994,571.	2,960,561.
ALTERNATIVES - SEE ATTACHED	COST	3,761,188.	3,526,901.
TOTAL TO FORM 990-PF, PART II, LINE 13		12,659,718.	13,619,853.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 9
PART VII-B, LINE 5C

GRANTEE'S NAME

RHONDA FLEMING FOUNDATION

GRANTEE'S ADDRESS

10281 CENTURY WOODS DR
LOS ANGELES, CA 90067

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
12,500.	01/04/15	12,500.

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

DECEMBER 2015

ANY DIVERSION BY GRANTEE

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

RESULTS OF VERIFICATION

GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OF THE REPORT AND DID NOT MAKE AN INDEPENDENT VERIFICATION.