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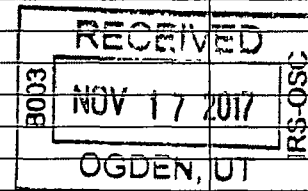
For calendar year 2016 or tax year beginning , 2016, and ending , 20

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) 401 E 8TH ST STE 319		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		
G Check all that apply:	Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change ☐	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 19,452,451.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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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	330,908.	330,700.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-3,036.			
	b	Gross sales price for all assets on line 6a 5,629,386				
	7	Capital gain net income (from Part IV, line 2) .				
	8	Net short-term capital gain.				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less Cost of goods sold .				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	946.	1,027.		STMT 6
	12	Total. Add lines 1 through 11	328,818.	331,727.		
	13	Compensation of officers, directors, trustees, etc . .	100,000.	25,000.		75,000
	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 7 .	312,890.	213,304.		99,586
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 8 .	18,891.	13,056.		5,738
	19	Depreciation (attach schedule) and depletion .				
	20	Occupancy				
	21	Travel, conferences, and meetings	25,274.	1,254.	NONE	24,020
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 9 .	23,636.	20,247.		50
	24	Total operating and administrative expenses. Add lines 13 through 23.	480,691.	272,861.	NONE	204,394
25	Contributions, gifts, grants paid	900,401.			900,401	
26	Total expenses and disbursements Add lines 24 and 25	1,381,092.	272,861.	NONE	1,104,795	
27	Subtract line 26 from line 12					
a	Excess of revenue over expenses and disbursements . .	-1,052,274.				
b	Net investment income (if negative, enter -0-)		58,866.			
c	Adjusted net income (if negative, enter -0-).					



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	7,734.	112.	112.
	2	Savings and temporary cash investments	2,567,141.	610,740.	610,740.
	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 10.	3,737,146.	3,817,832.	4,012,943.
	c	Investments - corporate bonds (attach schedule) . STMT 11.	2,994,570.	5,121,052.	5,134,428.
	11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 12.	9,665,148.	8,399,307.	9,694,228.	
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)	18,971,739.	17,949,043.	19,452,451.	
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. ▶ ☒				
	27	Capital stock, trust principal, or current funds	18,971,739.	17,949,043.	
	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)	18,971,739.	17,949,043.		
31	Total liabilities and net assets/fund balances (see instructions)	18,971,739.	17,949,043.		

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	18,971,739.
2	Enter amount from Part I, line 27a	2	-1,052,274.
3	Other increases not included in line 2 (itemize) ▶ TIMING DIFFERENCE	3	29,578.
4	Add lines 1, 2, and 3	4	17,949,043.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,949,043.

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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)
1 a 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 5,658,168.		5,632,422.	25,746.		
b -28,782.			-28,782.		
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			25,746.		
b			-28,782.		
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	-3,036.	
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))
2015	949,523.	22,303,896.	0.042572
2014	907,333.	21,173,479.	0.042852
2013	993,829.	20,942,282.	0.047456
2012	604,228.	19,086,605.	0.031657
2011	1,310,209.	19,380,210.	0.067606
2 Total of line 1, column (d)			2 0.232143
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 0.046429
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 19,476,138.
5 Multiply line 4 by line 3.			5 904,258.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 589.
7 Add lines 5 and 6.			7 904,847.
8 Enter qualifying distributions from Part XII, line 4. 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.			8 1,104,795.

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	589.
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	NONE
3 Add lines 1 and 2		3	589.
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	589.
6 Credits/Payments.			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	17,216.	
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	17,216.	
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	16,627.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☒ 16,627. Refunded ☐	11		

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?		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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	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	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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? Website address ► N/A	13	X
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	
16 At any time during calendar year 2016, 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes	☒ No
If "Yes," list the years ► , , ,		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► , , ,		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2016 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 2016.)	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 2016?	4b	X

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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? ☒ Yes ☐ No **STMT. 14**
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒ X
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **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
JOHNNY BRENDEN 4321 WEST FLAMINGO RD, LAS VEGAS, NV 89103	PRESIDENT 10	100,000.	-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**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (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 440 S LASALLE, CHICAGO, IL 60605	INVESTMENT SERVICES	123,829.
KATHRYN JENSEN 3565 GOLFVIEW DR, WHITE BEAR LAKE, MN 60605	GRANT ADMINISTRATOR	54,975.
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	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,670,308.
b	Average of monthly cash balances	1b	1,102,421.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	19,772,729.
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	19,772,729.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	296,591.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,476,138.
6	Minimum investment return. Enter 5% of line 5	6	973,807.

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	973,807.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	589.
2b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	589.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	973,218.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4.	5	973,218.
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	973,218.

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	1,104,795.
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	1,104,795.
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	589.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,104,206.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				973,218.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			936,651.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 1,104,795.				
a Applied to 2015, but not more than line 2a . . .			936,651.	
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 2016 distributable amount.				168,144.
e Remaining amount distributed out of corpus. . .	NONE			
5 Excess distributions carryover applied to 2016 . (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 2015 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				805,074.
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 2011 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2012 . . .	NONE			
b Excess from 2013 . . .	NONE			
c Excess from 2014 . . .	NONE			
d Excess from 2015 . . .	NONE			
e Excess from 2016 . . .	NONE			

NOT APPLICABLE

4942(j)(5)

13 -

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 33				900,401.
Total			▶ 3a	900,401.
b Approved for future payment				
Total			▶ 3b	

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

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?		Yes	No
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.			

[illegible]

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

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.

Sign Here  11-8-17 

Signature of officer or trustee _____ Date _____ Title _____

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

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

Paid Preparer Use Only	Print/Type preparer's name MATTHEW C MCMILLEN	Preparer's signature 	Date 11/6/2017	Check ☐ if self-employed	PTIN P01212096
	Firm's name ▶ DORSEY & WHITNEY TRUST COMPANY LLC			Firm's EIN ▶ 46-0454087	
	Firm's address ▶ 401 E 8TH ST STE 319 SIOUX FALLS, SD 57103-7031			Phone no. 605-336-6832	

Form 990-PF (2016)

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ACL ALTERNATIVE FUND	2,269.	2,269.
MORGAN STANLEY REAL ESTATE FUND VI	2.	2.
MS AIP PRIVATE MARKETS VI (CAYMAN)	3,092.	3,092.
GRAYSTONE VENTURE FUND LP	12.	12.
PORTAGE FOUNDERS LP	25.	25.
AIA GROUP LTD SPONS ADR	47.	47.
ABERDEEN ASSET MGMT PLC UNSPONS ADR	523.	523.
ACUTY BRANDS INC	48.	48.
ADVANCED AUTO PARTS	20.	20.
AGRIUM INC	264.	264.
ALLIANZ SE SPONS ADR	1,027.	1,027.
AMADEUS IT GROUP S.A. UNSPONS ADR	206.	206.
AMCOR LTD SPONS ADR	724.	724.
ANHEUSER-BUSCH INBEV SPONS ADR	460.	460.
APPLE INC	356.	356.
APPLIED MATERIALS INC	117.	117.
BIO-TECHNE CORP	259.	259.
BRAMBLES LTD SPONS ADR	154.	154.
BRF SA SPONS ADR	85.	85.
BRISTOL MYERS SQUIBB CO	86.	86.
BRITISH AMERN TOB PLC SPNS ADR	908.	908.
BUNZL PLC SPONS ADR	146.	146.
CK HUTCHISON HOLDING UNSPONS ADR	573.	573.
CVS HEALTH CORP	43.	43.
CANADIAN NATIONAL RAILWAY CO	338.	338.
CANADIAN PACIFIC RAILWAY LTD	96.	96.
CARLSBERG A/S SPONS ADR	222.	222.
CENOVUS ENERGY INC	85.	85.
CHEMED CORP	176.	176.
CIELO SA SPONS ADR	133.	133.
CISCO SYSTEMS INC	159.	159.
GUGGENHEIM ULTRA SHORT DUR ETF	738.	738.
FFV752 655A 11/03/2017 11:54:04	733-00980-00	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
COCA COLA AMATIL LTD SPONS ADR	178.	178.
COCA COLA CO	158.	158.
COGNEX CORP	96.	96.
CIE FINANCIERE RICH UNSPONS ADR	350.	350.
COMPASS GROUP PLC SPONS ADR	338.	338.
DAIWA HOUSE INDUSTRY CO UNSPONS ADR	227.	227.
DANAHER CORP	397.	397.
DENSO CORPORATION UNSPONS ADR	203.	203.
DEUTSCHE BOERSE AG UNSPON ADR	484.	484.
DEUTSCHE POST AG SPONS ADR	328.	328.
DOLLAR GENERAL CORP	865.	865.
EOG RES INC	18.	18.
ERICSSON SPONS ADR	753.	753.
FANUC CORP UNSPONS ADR	157.	157.
FASTENAL CO	919.	919.
FIDELITY NATL INFORMATION SVCS	87.	87.
FINANCIAL ENGINES INC	107.	107.
FOMENTO ECON MEXICANO SPONS ADR	167.	167.
GENTEX CORP	644.	644.
GETINGE AB UNSPONS ADR	197.	197.
GRUPO TELEVISA SA DE CV SPONS ADR	52.	52.
HEALTHCARE SVCS GROUP INC	571.	571.
HEICO CORP	44.	44.
HONEYWELL INTERNATIONAL INC	263.	263.
INDUST & COMM BANK CHINA UNSPONS ADR	44.	44.
INTERCONTINENTAL EXCHANGE INC	119.	119.
INTERNATIONAL FLAVORS & FRAGRANCES	296.	296.
ISHARES EDGE MSCI MIN VOL EMER	19,994.	19,994.
ISHARES BARCLAYS TIPS BOND ETF	1,496.	1,496.
ISHARES CORE U.S. AGGREGATE BO	16,645.	16,645.
ISHARES NORTH AMERICAN NATUR	6,598.	6,598.
ISHARES IBOXX USD HIGH YIELD	28,314.	28,314.
ISHARES EDGE MSCI MIN VOL USA ETF	78,636.	78,636.
FFV752 655A 11/03/2017 11:54:04	733-00980-00	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ISHARES CORE MSCI EMERGING	12,007.	12,007.
JAPAN TOBACCO INC UNSPONS ADR	409.	409.
JULIUS BAER GROUP LTD UNSPONS ADR	394.	394.
KASIKORNBANK PUBLIC COMPANY LTD ADR	303.	303.
KDDI CORP UNSPONS ADR	227.	227.
KELLOGG COMPANY	112.	112.
KINGFISHER PLC SPONS ADR	362.	362.
KOMATSU LTD SPONS ADR	281.	281.
LINEAR TECHNOLOGY CORP	469.	469.
LLOYDS BANKING GROUP PLC-SPONS ADR	433.	433.
MATTHEWS ASIA DIVIDEND FUND	22,606.	22,606.
MAXIMUS INC	54.	54.
MCKESSON CORP. COMMON STOCK	17.	17.
MEAD JOHNSON NUTRITION CO	39.	39.
MICROSOFT CORP	336.	336.
MOLSON COORS-B	144.	144.
MONSANTO CO NEW	57.	57.
NATIONAL INSTRS CORP	832.	832.
NEWELL BRANDS INC	758.	758.
NORTHERN TR CORP	525.	525.
NOVARTIS AG SPONSORED ADR	250.	250.
NOVO NORDISK AS SPONS ADR	293.	293.
PT BANK MANDIRI UNSPONS ADR	263.	263.
PATTERSON COS INC	351.	351.
PIMCO ENHANCED SHORT MATURITY ETF	8,072.	8,072.
POTASH CORP SASK INC	461.	461.
PRADA S.P.A. UNSPONS ADR	173.	173.
PROCTER & GAMBLE COMPANY	114.	114.
PROSIEBENSAT 1 MEDIA AG UNSPONS ADR	711.	711.
PRUDENTIAL PLC ADR	126.	126.
PUBLICIS GROUPE SPONS ADR	520.	520.
RELX PLC SPONS ADR	643.	643.
RELX NV SPONS ADR	155.	155.
FFV752 655A 11/03/2017 11:54:04	733-00980-00	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
REYNOLDS AMERICAN INC	168.	168.
RITCHIE BROS AUCTIONEERS INC	571.	571.
ROCHE HLDG LTD SPONS ADR	536.	536.
ROCKWELL AUTOMATION INC	216.	216.
ROLLINS, INC	329.	329.
ROPER TECHNOLOGIES INC	16.	16.
ROYAL DUTCH-ADRB	928.	928.
GUGGENHEIM S&P 500 EQUAL WEIGHT ETF	1,401.	1,401.
RYOHIN KEIKAKU CO LTD UNSPONS ADR	90.	90.
SEI SDIT GOVERNMENT II CL F 33	1,724.	1,724.
S&P GLOBAL INC	92.	92.
SABRE CORP	150.	150.
SAP SE SPONS ADR	335.	335.
SCHLUMBERGER LTD	1,669.	1,669.
SCHNEIDER ELECTRIC UNSPONS ADR	456.	456.
CHARLES SCHWAB CORP	54.	54.
SHIRE PLC SPONS ADR	19.	19.
SKY PLC SPONS ADR	919.	919.
SMITH & NEPHEW PLC SPONS ADR	291.	291.
SNAP ON INC	93.	93.
SUNCOR ENERGY INC	439.	439.
SYNGENTA AG ADR	246.	246.
TAIWAN SEMICONDUCTOR SPONS ADR	825.	825.
TEVA PHARMACEUTICAL INDS LTD ADR	761.	761.
THERMO FISHER SCIENTIFIC INC	12.	12.
TOYOTA MTR CORP SPONS ADR	227.	227.
UNILEVER PLC SPONS ADR	149.	149.
UNILEVER NV NY SHARES ADR	359.	359.
UNITED OVERSEAS BANK-SPONS ADR	435.	435.
UNITED PARCEL SVC INC CL B	2,460.	2,460.
UNITED TECHNOLOGIES CORP	284.	284.
VANGUARD TOTAL BOND MARKET	17,471.	17,471.
VANGUARD TOTAL INTERNATIONAL	11,961.	11,961.
FFV752 655A 11/03/2017 11:54:04	733-00980-00	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
VANGUARD FTSE EUROPE ETF	25,938.	25,938.
VANGUARD SHORT TERM CORP BOND ETF	22,192.	22,192.
VISA INC	196.	196.
WH GROUP LTD UNSPONS ADR	620.	620.
WPP PLC SPONS ADR	656.	656.
WOLTERS KLUWER NV SPONS ADR	115.	115.
WYNN RESORTS LTD	1,849.	1,849.
YAHOO JAPAN CORP UNSPONS ADR	355.	355.
ZOETIS INC	42.	42.
AON PLC	89.	89.
ACCENTURE PLC CL A	200.	200.
DELPHI AUTOMOTIVE PLC	1,395.	1,395.
EATON CORP PLC	208.	
JOHNSON CONTROLS INTERNATIONAL PLC	1,565.	1,565.
NIELSEN HOLDINGS PLC	1,893.	1,893.
TYCO INTERNATIONAL PLC	67.	67.
WILLIS TOWERS WATSON PLC	1,057.	1,057.
UBS GROUP AG	844.	844.
BROADCOM LTD	306.	306.
	-----	-----
TOTAL	330,908.	330,700.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ACL ALTERNATIVE FUND	1,031.	1,031.
BOSTON VENTURES L.P. VI	-81.	
PORTAGE FOUNDERS LP	-4.	-4.
	-----	-----
TOTALS	946.	1,027.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
CONSULTING FEES	77,475.	22,500.	54,975.
DWTC CUSTODIAN FEES	49,568.	4,957.	44,611.
INVESTMENT FEES	185,847.	185,847.	
	-----	-----	-----
TOTALS	312,890.	213,304.	99,586.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
FOREIGN TAXES	11,143.	11,143.	
PAYROLL TAXES	7,650.	1,913.	5,738.
PASSTHROUGH ENTITY STATE WITHH	98.		
TOTALS	18,891.	13,056.	5,738.
	=====	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
PASSTHROUGH ENTITY DEDUCTIONS	20,247.	20,247.	
NONDEDUCTIBLE MEAL EXPENSES	1,357.		
ANNUAL REPORT FEE	50.		50.
OTHER MISCELLANEOUS EXPENSES	1,982.		
TOTALS	23,636.	20,247.	50.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
DMSTIC CS - SEE ATTACHED	2,087,302.	2,365,187.
INTNL CS - SEE ATTACHED	1,730,530.	1,647,756.
	-----	-----
TOTALS	3,817,832.	4,012,943.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
DMSTIC FI - SEE ATTACHED	5,121,052. -----	5,134,428. -----
TOTALS	5,121,052. =====	5,134,428. =====

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
EQTY FNDS - SEE ATTACHED	C	4,264,148.	5,155,013.
INTNL FNDS - SEE ATTACHED	C	1,076,813.	1,157,998.
ALTERNATIVES - SEE ATTACHED	C	3,058,346.	3,381,217.
		-----	-----
TOTALS		8,399,307.	9,694,228.
		=====	=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

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

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-9,780.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-9,780.00

=====

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

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-19,002.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-19,002.00

=====

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

NAME:

RHONDA FLEMING FOUNDATION

ADDRESS:

10281 CENTURY WOODS DR

LOS ANGELES, CA 90067

GRANT DATE: 01/05/2016

GRANT AMOUNT 12,500.

GRANT PURPOSE:

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

AMOUNT EXPENDED BY GRANTEE 12,500.

ANY DIVERSION BY GRANTEE:

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

DATES OF REPORTS BY GRANTEE:

10/31/2016

DATE OF VERIFICATION: 10/31/2016

RESULTS OF VERIFICATION:

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

RECIPIENT NAME:
LANDMARK SCHOOL INC.
ADDRESS:
429 HALE ST.
PRIDES CROSSING, MA 01965
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SCIENCE LAB & IPADS FOR TEACHERS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 61,220.

RECIPIENT NAME:
ANTI-DEFAMATION LEAGUE
ADDRESS:
605 THIRD AVENUE
NEW YORK, NY 10158
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
2016 ENTERTAINMENT INDUSTRY AWARDS EVENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
THE LEUKEMIA & LYMPHOMA SOCIETY
ADDRESS:
3 INTERNATIONAL DRIVE, SUITE 200
RYE BROOK, NY 10573
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
ORANGE COUNTY INLAND EMPIRE CHAPTER
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
WILL ROGERS MOTION PICTURE PIONEERS
FOUNDATION
ADDRESS:
10045 RIVERSIDE DRIVE, THIRD FLOOR
TOLUCA LAKE, CA 91602
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
PIONEER OF THE YEAR EVENT AND GOLF EVENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 24,018.

RECIPIENT NAME:
MARTY HENNESSY INSPIRING CHILDREN
FOUNDATION
ADDRESS:
PO BOX 60953
BOULDER CITY, NV 89006
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
FOUNDATION FOR RECOVERY INC.
ADDRESS:
4800 ALPINE PLACE, SUITE 12
LAS VEGAS, NV 89107
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
9TH ANNUAL GOLF "FORE" RECOVERY EVENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
JEWISH RESOURCE CENTER CHABAD OF ASPEN
ADDRESS:
435 WEST MAIN SREET
ASPEN, CO 81611
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
TEEN PROGRAMMING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ONE DROP FOUNDATION INC.
ADDRESS:
980 KELLY JOHNSON DR STE 200
LAS VEGAS, NV 89119
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
ONE NIGHT FOR ONE DROP EVENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
CAMPING & EDUCATION FOUNDATION
ADDRESS:
3515 MICHIGAN AVE
CINCINNATI, OH 45208
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CAMP KOCHICHING ANNUAL FUND
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
WALDORF SCHOOL OF ORANGE COUNTY
ADDRESS:
2350 CANYON DR
COSTA MESA, CA 92627
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CLASS TRIPS, BABY GRAND PIANO, AND KEYBOARDS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 33,338.

RECIPIENT NAME:
YELLOWSTONE WOMENS FIRST STEP HOUSE INC
ADDRESS:
154 E BAY ST
COSTA MESA, CA 92627
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
YOUNG PERSON'S PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CLEVELAND CLINIC FOUNDATION
ADDRESS:
PO BOX 931517
CLEVELAND, OH 44193
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
KEEP MEMORY ALIVE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MOUNT OLIVET ROLLING ACRES INC

ADDRESS:

18986 LAKE DRIVE EAST
CHANHASSEN, MN 55317

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERA OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

OPTIONS FOR LIFE FOUNDATION

ADDRESS:

23801 CALABASAS RD STE 1017
CALABASAS, CA 91302

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

5TH ANNUAL GOLF CLASSIC

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

HUNTINGTON BEACH POLICE & COMMUNITY
FOUNDATION

ADDRESS:

2000 MAIN ST
HUNTINGTON BEACH, CA 92648

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

DEFIBRILLATORS, SECURITY CAMERA, BIKE PATROL

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 22,300.

RECIPIENT NAME:
CONTRA COSTA FAMILY JUSTICE ALLIANCE
ADDRESS:
256 24TH ST
RICHMOND, CA 94804
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FIRST YEAR ANNIVERSARY CELEBRATION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
MODESTO IMPROVEMENT PARTNERSHIP INC
ADDRESS:
1014 16TH ST
MODESTO, CA 95354
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
COMPREHENSIVE PARKING AND MANAGEMENT PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
VARIETY - THE CHILDRENS CHARITY
INTERNATIONAL
ADDRESS:
4601 WILSHIRE BLVD STE 260
LOS ANGELES, CA 90010
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
DON HARRIS LEGACY FUND
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CONTRA COSTA MIDRASHA
ADDRESS:
25 HILLCROFT WAY
WALNUT CREEK, CA 94597
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
BRENDEN MANN SCHOLARSHIP PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CONTRA COSTA SHERIFFS SEARCH & RESCUE
ADDRESS:
50 GLACIER DR
MARTINEZ, CA 94553
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
YOUTH CADET PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CONTRA COSTA KOPS FOR KIDS
ADDRESS:
1430 WILLOW PASS RD STE 130
CONCORD, CA 94520
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
SHERIFFS CHARITIES INC
ADDRESS:
PO BOX 1088
DANVILLE, CA 94526
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
2016 SHERIFF'S CHARITY GOLF TOURNAMENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
ASPEN ART MUSEUM
ADDRESS:
637 EAST HYMAN AVE
ASPEN, CO 81611
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
2016 ARTCRUSH EVENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
ASPEN COMMUNITY FOUNDATION
ADDRESS:
110 E HALLAM ST STE 126
ASPEN, CO 81611
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GUS THE BUS/SUNSHINE BUS PRESCHOOL PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CITY OF RIFLE
ADDRESS:
202 RAILROAD AVE
RIFLE, CO 81650
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
YOUTH SPORTS TEAMS AND ANNUAL BIKE RODEO
FOUNDATION STATUS OF RECIPIENT:
GOV
AMOUNT OF GRANT PAID 5,525.

RECIPIENT NAME:
JEWISH FEDERATION OF LAS VEGAS
ADDRESS:
2317 RENAISSANCE DR
LAS VEGAS, NV 89119
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
50TH ANNIVERSARY CELEBRATION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
OPPORTUNITY VILLAGE FOUNDATION
ADDRESS:
6300 W. OAKLEY BLVD.
LAS VEGAS, NV 89146
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
2016 SANTA RUN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
CLARK COUNTY SCHOOL DISTRICT
ADDRESS:
2832 EAST FLAMINGO ROAD
LAS VEGAS, NV 89121
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MYRTLE TATE ELEMENTARY - BASKETBALL JERSEYS
FOUNDATION STATUS OF RECIPIENT:
GOV
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
ALASKA CONSERVATION FOUNDATION
ADDRESS:
911 W. 8TH AVENUE, SUITE 300
ANCHORAGE, AK 99501
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
TRUSTEES FOR ALASKA
ADDRESS:
1026 W FOURTH AVENUE, SUITE 201
ANCHORAGE, AK 99501
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
VARIETY - THE CHILDREN'S CHARITY OF
NORTHERN CALIFORNIA
ADDRESS:
582 MARKET ST, SUITE 101
SAN FRANCISCO, CA 94104
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
9TH ANNUAL GOLD HEART CLASSIC GOLF
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
SAFE NEST TEMPORARY ASSISTANCE FOR
DOMESTIC CRISIS, INC.
ADDRESS:
2915 W CHARLESTON BLVD STE 3A
LAS VEGAS, NV 89102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GOLF EVENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
NEVADA BALLET THEATRE
ADDRESS:
1651 INNER CIR
LAS VEGAS, NV 89134
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
STUDENT MATINEE PERFORMANCE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
STAND FOR FAMILIES FREE OF VIOLENCE
ADDRESS:
1410 DANZIG PLAZA
CONCORD, CA 94520
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:
CANDLELIGHTERS FOR CHILDHOOD CANCER
ADDRESS:
8990 SPANISH RIDGE AVENUE, SUITE 10
LAS VEGAS, NV 89148
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
COUNSELING SERVICES AND GIFTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 32,000.

RECIPIENT NAME:
CHILDRENS CRISIS CENTER OF STANISLAUS
COUNTY
ADDRESS:
1244 FIORI AVE
MODESTO, CA 95350
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

DR. MIRIAM & SHELDON G. ADELSON
EDUCATIONAL INSTITUTE

ADDRESS:

9700 HILLPOINTE RD
LAS VEGAS, NV 89134

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

CAMPERSHIPS FOR CAMP KOOCHICHING

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 18,000.

RECIPIENT NAME:

UNIVERSITY OF NEVADA LAS VEGAS
FOUNDATION

ADDRESS:

4505 S MARYLAND PKWY, BOX 451006
LAS VEGAS, NV 89154

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

ATTENDANCE TO SUNDANCE & VR PROJECT CLASS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 26,000.

RECIPIENT NAME:

CITY OF CONCORD POLICE DEPARTMENT

ADDRESS:

1350 GALINDO STREET
CONCORD, CA 94520

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

DOWNTOWN PATROL PROGRAM AND SECURITY CAMERAS

FOUNDATION STATUS OF RECIPIENT:

GOV

AMOUNT OF GRANT PAID 92,000.

RECIPIENT NAME:
CITY OF CONCORD
ADDRESS:
1950 PARKSIDE DR
CONCORD, CA 94519
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MAYORS CUP GOLF CLASSIC / MUSIC MARKET SERIES
FOUNDATION STATUS OF RECIPIENT:
GOV
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
CITY OF MODESTO POLICE DEPARTMENT
ADDRESS:
600 10TH STREET
MODESTO, CA 95354
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
DOWNTOWN BIKE PATROL
FOUNDATION STATUS OF RECIPIENT:
GOV
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
CITY OF VACAVILLE POLICE DEPARTMENT
ADDRESS:
660 MERCHANT STREET
VACAVILLE, CA 95688
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
BALLISTIC SHIELDS, BIKE/FOOT PATROL, CAMERAS
FOUNDATION STATUS OF RECIPIENT:
GOV
AMOUNT OF GRANT PAID 81,000.

RECIPIENT NAME:
VARIETY - THE CHILDREN'S CHARITY OF
SOUTHERN CALIFORNIA TENT 25
ADDRESS:
4601 WILSHIRE BLVD, SUITE 260
LOS ANGELES, CA 90010
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
KIDS 4 KIDS CARNIVAL/CASINO NIGHT/GOLF EVENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 42,500.

RECIPIENT NAME:
PEPPERDINE UNIVERSITY
ADDRESS:
24255 PACIFIC COAST HIGHWAY
MALIBU, CA 90263
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SCHOLARS PROGRAM & ISRAEL INTERNSHIP PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 214,000.

RECIPIENT NAME:
BIG BROTHERS BIG SISTERS OF GREATER
LOS ANGELES, INC.
ADDRESS:
800 S. FIGUEROA STREET, SUITE 620
LOS ANGELES, CA 90017
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
2016 BIG BASH GALA
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
VARIETY BOYS AND GIRLS CLUB
ADDRESS:
2530 CINCINNATI ST
LOS ANGELES, CA 90033
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GOLF TOURNAMENT AND SCHOLARSHIP GALA
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 16,000.

RECIPIENT NAME:
EPILEPSY FOUNDATION OF GREATER
LOS ANGELES
ADDRESS:
5777 WEST CENTURY BLVD, #820
LOS ANGELES, CA 90045
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
2016 ANNUAL CARE AND CURE BENEFIT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
UNIVERSITY OF CALIFORNIA IRVINE
FOUNDATION
ADDRESS:
100 THEORY, SUITE 250
IRVINE, CA 92617
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
BREAST CANCER PATIENT SUPPORT FUND
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
CHILDREN OF THE NIGHT
ADDRESS:
14530 SYLVAN STREET
VAN NUYS, CA 91411
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
2016 HEROES OF THE HEART CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
FULFILLMENT FUND
ADDRESS:
6100 WILSHIRE BLVD, SUITE 600
LOS ANGELES, CA 90048
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
STARS 2016 GALA
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

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

RECIPIENT NAME:
MUSICARES FOUNDATION INC.
ADDRESS:
3030 OLYMPIC BLVD.
SANTA MONICA, CA 90404
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
DJ AM MEMORIAL FUND
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
UNIVERSITY OF CALIFORNIA SANTA BARBARA
ADDRESS:
3201 SAASB BLDG PAYROLL OFFICE
SANTA BARBARA, CA 93106
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
INTERNSHIP & PUBLIC SERVICE PROGRAMS STIPENDS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
BOYS & GIRLS CLUBS OF HUNTINGTON VALLEY
ADDRESS:
16582 BROOKHURST STREET
FOUNTAIN VALLEY, CA 92708
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
DIGITAL ARTS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CHP 11-99 FOUNDATION

ADDRESS:

2244 N STATE COLLEGE BLVD.
FULLERTON, CA 92831

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID: 900,401.
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Statement of Account

January 1, 2016 - December 31, 2016

Asset Detail Schedule

Description	Market Value	Cost Basis
Cash		
Money Markets - Taxable		
SEI Daily Inc TR Govt II-A TICKER: 33	\$610,740.11	\$610,740.11
	\$610,740.11	\$610,740.11
Cash Equivalents		
Cash	\$111.50	\$111.50
	\$111.50	\$111.50
Total Cash	\$610,851.61	\$610,851.61
Domestic Fixed Income - Taxable		
Taxable Funds		
Vanguard Short Term Corp Bond ETF TICKER: VCSH	\$934,978.60	\$938,780.82
PIMCO Enhanced Short Maturity ETF TICKER: MINT	\$737,175.75	\$733,607.88
iShares Iboxx USD High Yield TICKER: HYG	\$714,037.50	\$689,198.96
Vanguard Total International TICKER: BNDX	\$674,553.25	\$662,496.13
Vanguard Total Bond Market TICKER: BND	\$597,846.00	\$606,891.85
iShares Core U.S. Aggregate Bo TICKER: AGG	\$594,870.30	\$603,737.99
Guggenheim Enhanced Short Dur ETF TICKER: GSY	\$400,960.00	\$400,955.20
iShares Barclays TIPS Bond ETF TICKER: TIP	\$243,315.50	\$243,508.83
SPDR Citi Intl Gov Infl-Prot TICKER: WIP	\$236,691.00	\$241,873.85
Total Domestic Fixed Income - Taxable	\$5,134,427.90	\$5,121,051.51

BRENDEN MANN FOUNDATION
FORM 990-PF, PART II - BALANCE SHEETS

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Statement of Account

January 1, 2016 - December 31, 2016

<i>Description</i>	<i>Market Value</i>	<i>Cost Basis</i>
<i>Domestic Equities</i>		
<i>Common Stocks</i>		
Acuity Brands Inc TICKER: AYI	\$21,469.98	\$15,401.46
Advanced Auto Parts TICKER: AAP	\$40,588.80	\$36,350.25
Advisory Board Company TICKER: ABCO	\$12,668.25	\$19,017.06
Alphabet Inc CL A TICKER: GOOGL	\$109,358.10	\$84,641.42
Alphabet Inc CL C TICKER: GOOG	\$19,295.50	\$18,618.90
Ansys Inc TICKER: ANSS	\$25,064.79	\$21,166.84
Apple Inc TICKER: AAPL	\$36,483.30	\$31,591.80
Applied Materials Inc TICKER: AMAT	\$22,427.65	\$18,873.68
Athenahealth Inc TICKER: ATHN	\$26,082.16	\$26,688.58
Autodesk Inc TICKER: ADSK	\$62,242.41	\$38,679.35
AutoZone Inc TICKER: AZO	\$17,375.38	\$17,275.61
Bank Amer Corp TICKER: BAC	\$19,448.00	\$18,559.38
Beacon Roofing Supply Inc TICKER: BECN	\$15,157.03	\$9,178.08
Bio-Techne Corp TICKER: TECH	\$20,668.83	\$14,212.40
Canadian National Railway CO TICKER: CNI	\$28,375.40	\$25,736.73
Celgene Corp TICKER: CELG	\$57,527.75	\$43,960.10
ChannelAdvisor Corp TICKER: ECOM	\$7,964.25	\$13,578.52
Charles Schwab Corp TICKER: SCHW	\$19,142.95	\$14,716.05
Chemed Corp TICKER: CHE	\$28,232.16	\$12,766.87
Cisco Systems Inc TICKER: CSCO	\$24,176.00	\$24,541.90
Coca Cola CO TICKER: KO	\$20,522.70	\$20,813.73
Cognex Corp TICKER: CGNX	\$20,676.50	\$15,567.51

BRENDEN MANN FOUNDATION
FORM 990-PF, PART II - BALANCE SHEETS

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January 1, 2016 - December 31, 2016

Description	Market Value	Cost Basis
Comenca Inc TICKER: CMA	\$15,324.75	\$14,778.96
Costar Group Inc TICKER: CSGP	\$34,870.65	\$21,675.01
CVS Health Corp TICKER: CVS	\$10,258.30	\$11,865.70
Danaher Corp TICKER: DHR	\$47,560.24	\$45,258.73
Diplomat Pharmacy Inc TICKER: DPLO	\$6,955.20	\$15,865.45
Dollar General Corp TICKER: DG	\$48,145.50	\$48,684.41
Dorman Products TICKER: DORM	\$18,630.30	\$14,643.21
eBay Inc TICKER: EBAY	\$6,680.25	\$6,472.39
Ellie Mae Inc TICKER: ELLI	\$15,480.80	\$14,799.87
EOG RES Inc TICKER: EOG	\$14,659.50	\$11,967.05
Exlservice Holdings Inc TICKER: EXLS	\$16,897.40	\$16,722.23
Facebook Inc-A TICKER: FB	\$64,888.20	\$43,752.30
Fastenal CO TICKER: FAST	\$35,845.74	\$32,406.21
Fidelity Natl Information Svcs TICKER: FIS	\$14,371.60	\$15,027.85
Financial Engines Inc TICKER: FNGN	\$13,928.25	\$14,997.54
Five Below TICKER: FIVE	\$23,176.80	\$21,047.89
Gentex Corp TICKER: GNTX	\$36,032.70	\$18,369.98
Grand Canyon Education Inc TICKER: LOPE	\$31,095.40	\$22,685.35
HealthCare Svcs Group Inc TICKER: HCSG	\$30,513.43	\$23,735.90
Healthstream Inc TICKER: HSTM	\$14,604.15	\$15,152.05
Heico Corp TICKER: HEI	\$28,159.75	\$21,986.56
Hologic Inc TICKER: HOLX	\$63,028.52	\$61,525.10

BRENDEN MANN FOUNDATION
FORM 990-PF, PART II - BALANCE SHEETS

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Statement of Account

January 1, 2016 - December 31, 2016

Description	Market Value	Cost Basis
Honeywell International Inc TICKER: HON	\$27,224.75	\$26,683.63
Innerworkings Inc TICKER INWK	\$14,469.65	\$17,532.27
Inovalon Holdings Inc TICKER. INOV	\$7,611.70	\$13,414.21
Intercontinental Exchange Inc TICKER: ICE	\$22,568.00	\$20,921.40
International Flavors & Fragrances TICKER: IFF	\$14,964.41	\$14,545.95
Kellogg Company TICKER. K	\$10,319.40	\$11,168.05
LKQ Corp TICKER. LKQ	\$23,018.15	\$14,578.22
Manitowoc Foodservice Inc TICKER MFS	\$12,177.90	\$9,939.48
Maximus Inc TICKER: MMS	\$16,681.21	\$7,909.87
Mead Johnson Nutrition CO TICKER MJN	\$8,491.20	\$10,709.80
Mednax Inc TICKER: MD	\$22,397.76	\$12,872.70
Microsoft Corp TICKER: MSFT	\$31,380.70	\$28,987.65
Middleby Corp TICKER. MIDD	\$22,928.18	\$14,361.50
Molson Coors-B TICKER: TAP	\$19,462.00	\$20,015.00
Monsanto CO New TICKER MON	\$14,203.35	\$14,142.60
National Instrs Corp TICKER NATI	\$37,415.48	\$33,072.41
Neogen Corp TICKER NEOG	\$21,186.00	\$9,478.78
Newell Brands Inc TICKER NWL	\$46,748.55	\$49,268.88
Northern TR Corp TICKER. NTRS	\$47,018.40	\$38,917.41
Patterson Cos Inc TICKER PDCO	\$15,222.13	\$13,868.17
PRA Group Inc TICKER PRAA	\$28,503.90	\$26,612.32
Procter & Gamble Company TICKER. PG	\$18,918.00	\$19,247.95

Statement of Account

January 1, 2016 - December 31, 2016

Description	Market Value	Cost Basis
Pros Holdings Inc TICKER: PRO	\$16,462.80	\$16,389.71
Proto Labs Inc TICKER: PRLB	\$19,564.35	\$20,975.10
Quintiles IMS Holdings TICKER: Q	\$76,126.05	\$74,490.47
Reynolds American Inc TICKER: RAI	\$13,169.40	\$11,761.75
Rockwell Automation Inc TICKER: ROK	\$22,176.00	\$19,719.40
Rollins, Inc TICKER: ROL	\$22,193.46	\$10,917.98
S&P Global Inc TICKER: SPGI	\$17,206.40	\$19,139.02
Sabre Corp TICKER: SABR	\$28,767.35	\$29,167.33
Schein Henry Inc TICKER: HSIC	\$13,957.32	\$14,093.23
Shire PLC SPONS ADR TICKER: SHPG	\$29,816.50	\$32,675.65
Snap on Inc TICKER: SNA	\$13,701.60	\$12,496.00
Stencyl Inc TICKER: SRCL	\$17,565.12	\$21,687.97
Thermo Fisher Scientific Inc TICKER: TMO	\$17,637.50	\$19,385.51
Ultimate Software Group Inc TICKER: ULTI	\$41,575.80	\$23,467.74
United Nat Foods Inc TICKER: UNFI	\$28,632.00	\$31,551.42
United Technologies Corp TICKER: UTX	\$26,856.90	\$25,962.60
Vantiv Inc CL A TICKER: VNTV	\$19,972.70	\$19,487.39
Veeva Systems Inc TICKER: VEEV	\$21,978.00	\$14,639.50
Verint Sys Inc TICKER: VRNT	\$16,038.75	\$21,726.20
Verisk Analytics Inc TICKER: VRSK	\$25,243.87	\$19,710.07
Visa Inc TICKER: V	\$77,395.84	\$80,219.92
Wabco Hldgs Inc TICKER: WBC	\$15,073.30	\$14,876.22
Zeltiq Aesthetic Inc TICKER: ZLTQ	\$15,232.00	\$10,115.52

BRENDEN MANN FOUNDATION
FORM 990-PF, PART II - BALANCE SHEETS

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January 1, 2016 - December 31, 2016

Description	Market Value	Cost Basis
Zoetis Inc TICKER: ZTS	\$31,315.05	\$28,817.31
2u Inc TICKER: TWOU	\$8,562.60	\$10,224.94
	\$2,365,186.80	\$2,087,302.16
 <i>Equity Funds</i>		
Guggenheim S&P 500 Equal Weight ETF TICKER: RSP	\$823,080.00	\$839,989.05
iShares Core MSCI Emerging TICKER: IEMG	\$485,628.00	\$452,954.40
iShares Edge MSCI Min Vol Emer TICKER: EEMV	\$625,363.26	\$735,047.70
iShares Edge MSCI Min Vol USA ETF TICKER: USMV	\$2,534,535.78	\$1,612,580.17
iShares North American Natur TICKER: IGE	\$385,204.25	\$320,770.37
Powershares DB Commodity Ind TICKER: DBC	\$110,880.00	\$110,319.30
Vanguard FTSE Europe ETF TICKER: VGK	\$190,321.80	\$192,487.20
	\$5,155,013.09	\$4,264,148.19
 Total Domestic Equities	 \$7,520,199.89	 \$6,351,450.35
 <i>Foreign Equities</i>		
<i>International Stocks</i>		
Aberdeen Asset Mgmt PLC Unspns ADR TICKER: ABDNY	\$6,321.95	\$13,773.80
Accenture PLC CL A TICKER: ACN	\$25,768.60	\$25,297.99
Actelion LTD SPONS ADR TICKER: ALIOY	\$13,612.50	\$9,870.30
AIA Group LTD SPONS ADR TICKER: AAGIY	\$12,246.15	\$13,931.50
Allergan PLC TICKER: AGN	\$45,152.15	\$49,653.26

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January 1, 2016 - December 31, 2016

Description	Market Value	Cost Basis
Allianz SE SPONS ADR TICKER: AZSEY	\$23,533.44	\$23,628.51
Amadeus It Group S.A. Unspns ADR TICKER: AMADY	\$11,706.88	\$10,820.20
AMCOR LTD SPONS ADR TICKER: AMCRY	\$20,081.00	\$18,157.70
Anheuser-Busch InBev SPONS ADR TICKER: BUD	\$28,468.80	\$33,515.73
Aon PLC TICKER: AON	\$20,075.40	\$19,842.75
Ashtead Group PLC Unspns ADR TICKER: ASHTY	\$16,277.00	\$14,857.46
Assa Abloy Unspns ADR TICKER: ASAZY	\$23,818.75	\$26,661.20
Baidu Inc SPONS ADR TICKER: BIDU	\$8,878.14	\$9,544.72
Brambles LTD SPONS ADR TICKER: BXBLY	\$8,380.10	\$8,112.32
British Amern Tob PLC Spns ADR TICKER: BTI	\$43,152.61	\$44,765.12
Broadcom LTD TICKER: AVGO	\$21,919.48	\$10,744.57
Bunzl PLC SPONS ADR TICKER: BZLFY	\$7,533.60	\$7,887.65
Canadian Pacific Railway LTD TICKER: CP	\$28,839.54	\$29,359.04
Carlsberg A/S SPONS ADR TICKER: CABGY	\$30,412.12	\$33,223.36
Cenovus Energy Inc TICKER: CVE	\$9,622.68	\$10,632.33
Cgi Group Inc TICKER: GIB	\$23,486.67	\$17,135.84
Cie Financiere Rich Unspns ADR TICKER: CFRUY	\$13,133.12	\$14,174.10
Cielo SA SPONS ADR TICKER: CIOXY	\$7,843.67	\$8,746.28
CK Hutchison Holding Unspns ADR TICKER: CKHUY	\$24,186.85	\$34,552.06

Statement of Account

January 1, 2016 - December 31, 2016

Description	Market Value	Cost Basis
Coca Cola Amatil LTD SPONS ADR TICKER: CCLAY	\$4,097.84	\$5,283.17
Compass Group PLC SPONS ADR TICKER: CMPGY	\$35,772.20	\$34,691.58
Continental AG SPONS ADR TICKER: CTTAY	\$18,672.50	\$19,267.66
CSL LTD SPONS ADR TICKER: CSLLY	\$5,621.85	\$5,667.56
Daiwa House Industry CO Unspns ADR TICKER: DWAHY	\$22,941.75	\$23,562.50
Delphi Automotive PLC TICKER: DLPH	\$26,468.55	\$26,991.58
Deutsche Post AG SPONS ADR TICKER: DPSGY	\$11,295.30	\$11,191.66
Diageo PLC ADR TICKER: DEO	\$18,709.20	\$19,345.68
Eaton Corp PLC TICKER: ETN	\$15,095.25	\$14,384.78
Ericsson SPONS ADR TICKER: ERIC	\$5,031.29	\$9,602.81
Fanuc Corp Unspns ADR TICKER: FANUY	\$7,126.20	\$7,309.09
Fomento Econ Mexicano SPONS ADR TICKER: FMX	\$17,223.46	\$19,406.61
Getinge AB Unspns ADR TICKER: GNGBY	\$10,432.80	\$15,050.57
Grupo Televisa SA DE Cv SPONS ADR TICKER: TV	\$9,755.63	\$13,556.01
IHS Markit LTD TICKER: INFO	\$21,883.38	\$20,373.53
Informa PLC SPONS ADR TICKER: IFJPY	\$6,938.40	\$6,774.11
Japan Tobacco Inc Unspns ADR TICKER: JAPAY	\$19,830.69	\$21,043.50
Johnson Controls International PLC TICKER: JCI	\$18,370.74	\$20,314.23
Julius Baer Group LTD Unspns ADR TICKER: JBAXY	\$15,266.25	\$15,613.14

BRENDEN MANN FOUNDATION
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Description	Market Value	Cost Basis
KAO Corp SPONS ADR TICKER: KCRPY	\$6,112.02	\$5,951.71
Kasikornbank Public Company LTD ADR TICKER: KPCPY	\$13,021.70	\$16,307.32
KDDI Corp Unspons ADR TICKER: KDDIY	\$21,315.25	\$26,028.40
Kingfisher PLC SPONS ADR TICKER: KGFHY	\$8,626.95	\$10,717.39
Komatsu LTD SPONS ADR TICKER: KMTUY	\$12,088.44	\$11,250.37
Lloyds Banking Group PLC-Spons ADR TICKER: LYG	\$8,366.90	\$12,810.38
Nielsen Holdings PLC TICKER: NLSN	\$41,656.35	\$48,432.69
Novadaq Technologies Inc TICKER: NVDQ	\$6,976.56	\$10,649.76
Novartis AG Sponsored ADR TICKER: NVS	\$7,575.36	\$8,886.94
Novo Nordisk AS Spons ADR TICKER: NVO	\$14,702.60	\$20,538.49
NXP Semiconductors TICKER: NXPI	\$12,741.30	\$11,623.80
Pernod Ricard SA Un-sponsored ADR TICKER: PDRDY	\$2,502.70	\$2,434.56
Prada S.P.A. Unspons ADR TICKER: PRDSY	\$4,920.46	\$9,266.52
Prosiebensat 1 Media AG Unspons ADR TICKER: PBSFY	\$21,261.03	\$25,199.89
Prudential PLC ADR TICKER: PUK	\$19,497.10	\$16,924.24
PT Bank Mandiri Unspons ADR TICKER: PPERY	\$11,251.80	\$10,527.11
Publicis Groupe SPONS ADR TICKER: PUBGY	\$24,898.36	\$29,230.54
Relx NV SPONS ADR TICKER: RENX	\$24,804.80	\$25,642.27
Relx PLC SPONS ADR TICKER: RELX	\$26,757.33	\$24,275.47
Ritchie Bros Auctioneers Inc TICKER: RBA	\$24,616.00	\$14,700.26

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Description	Market Value	Cost Basis
Roche Hldg LTD SPONS ADR TICKER RHHBY	\$21,597.21	\$26,284.03
Royal Dutch-Adrb TICKER. RDS/B	\$11,767.91	\$13,028.99
Ryohin Keikaku CO LTD Unspns ADR TICKER: RYKKY	\$17,717.63	\$19,330.05
Sampo OYJ A Shares Unspns ADR TICKER SAXPY	\$26,308.25	\$24,805.00
Sandvik AB SPONS ADR TICKER SDVKY	\$4,928.52	\$4,290.26
Sanlam LTD SPONS ADR TICKER SLLDY	\$12,901.50	\$13,177.90
Sap SE SPONS ADR TICKER: SAP	\$23,076.81	\$20,519.39
Schlumberger LTD TICKER. SLB	\$89,658.60	\$84,429.65
Schneider Electric Unspns ADR TICKER. SBGSY	\$13,837.62	\$14,546.58
Sky PLC SPONS ADR TICKER: SKYAY	\$27,892.38	\$33,244.51
Smith & Nephew PLC SPONS ADR TICKER. SNN	\$12,152.32	\$13,179.13
Stratasys LTD TICKER. SSYS	\$4,895.84	\$9,982.73
Suncor Energy Inc TICKER. SU	\$16,868.04	\$16,668.95
Symrise AG Unspns ADR TICKER. SYIEY	\$18,595.50	\$21,371.35
Syngenta AG ADR TICKER. SYT	\$2,371.50	\$2,149.92
Taiwan Semiconductor SPONS ADR TICKER. TSM	\$38,208.75	\$31,802.41
Tencent Hldgs LTD Unspns ADR TICKER TCEHY	\$17,559.50	\$18,645.91
Teva Pharmaceutical Inds LTD ADR TICKER TEVA	\$20,807.50	\$30,183.03
Toyota Mtr Corp Sponsd ADR TICKER. TM	\$7,032.00	\$7,058.03
UBS Group AG TICKER. UBS	\$15,121.55	\$18,265.83

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Description	Market Value	Cost Basis
Unilever NV NY Shares ADR TICKER: UN	\$10,798.78	\$10,597.91
Unilever PLC SPONS ADR TICKER: UL	\$11,192.50	\$12,542.06
United Overseas Bank-Spons ADR TICKER: UOVEY	\$7,428.96	\$9,006.34
Wh Group LTD Unspons ADR TICKER: WGHPY	\$22,034.38	\$18,597.21
Willis Towers Watson PLC TICKER: WLTW	\$50,623.92	\$51,451.92
Wolters Kluwer NV SPONS ADR TICKER: WTKWY	\$28,858.50	\$32,131.70
WPP PLC SPONS ADR TICKER: WPPGY	\$20,914.74	\$19,789.39
YAHOO Japan Corp Unspons ADR TICKER: YAHOO	\$13,927.72	\$13,734.32
	\$1,647,755.92	\$1,730,530.17
 <i>International Funds</i>		
Matthews Asia Dividend Fund TICKER: MAPIX	\$1,157,998.38	\$1,076,812.77
	\$1,157,998.38	\$1,076,812.77
 Total Foreign Equities	 \$2,805,754.30	 \$2,807,342.94
 <i>Alternative Investments</i>		
<i>Hedge Funds</i>		
Pinehurst Institutional Ltd.	\$1,671,095.77	\$1,182,000.00
Acl Alternative Fund	\$874,594.98	\$1,132,277.00
	\$2,545,690.75	\$2,314,277.00
 <i>Private Equities</i>		
Morgan Stanley Private Mkts Fd V LP	\$313,742.91	\$170,996.00
MS Aip Private Markets VI (Cayman)	\$204,862.94	\$202,413.00

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<i>Description</i>	<i>Market Value</i>	<i>Cost Basis</i>
Morgan Stanley Private Mkts Fd IV LP	\$166,519.06	\$42,646.00
Sjc Offshore Cap Finance Fd	\$57,675.00	\$1,734.00
Morgan Stanley Real Estate Fund VI	\$51,509.98	\$5,194.00
Graystone Venture Fund LP	\$23,049.99	\$203,860.00
Portage Founders LP	\$18,166.06	\$117,226.00
	\$835,525.94	\$744,069.00
Total Alternative Investments	\$3,381,216.69	\$3,058,346.00
Total All Assets	\$19,452,450.39	\$17,949,042.41