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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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017 , and ending 12-31-2017

Name of foundation
BLYTHE BRENDEN-MANN FOUNDATION

A Employer identification number
41-6546887

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

Room/suite

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

City or town, state or province, country, and ZIP or foreign postal code
SIOUX FALLS, SD 571037031

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ 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)*▶$ 26,688,933

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)
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	396,939	395,665		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	999,175			
	b	Gross sales price for all assets on line 6a 3,772,691				
	7	Capital gain net income (from Part IV, line 2)		999,175		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	55,082	55,082		
	12	**Total.** Add lines 1 through 11	1,451,196	1,449,922		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	109,950	43,980		65,970
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	104,342	104,342		0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	12,023	6,023		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	54,595	49,828		2,767
	24	**Total operating and administrative expenses.** Add lines 13 through 23	280,910	204,173	0	68,737
	25	Contributions, gifts, grants paid	1,233,132			1,233,132
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,514,042	204,173	0	1,301,869
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-62,846			
	b	**Net investment income** (if negative, enter -0-)		1,245,749		
	c	**Adjusted net income**(if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2017)

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	0	19,078	19,078
	2	Savings and temporary cash investments	2,362,510	1,528,625	1,528,625
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	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 ▶ 0			
	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)	1,385,604	1,442,030	2,040,437
	c	Investments—corporate bonds (attach schedule)	3,903,066	3,903,066	4,748,302
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	12,478,965	13,445,117	18,314,017
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)		38,474	38,474
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	20,130,145	20,376,390	26,688,933
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)		0	
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	20,130,145	20,376,390	
	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)	20,130,145	20,376,390	
	31	**Total liabilities and net assets/fund balances** (see instructions)	20,130,145	20,376,390	

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	20,130,145
2	Enter amount from Part I, line 27a	2	-62,846
3	Other increases not included in line 2 (itemize) ▶	3	309,091
4	Add lines 1, 2, and 3	4	20,376,390
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,376,390

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
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	999,175
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 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))
2016	1,295,342	23,846,497	0 05432
2015	1,341,939	25,158,026	0 05334
2014	1,373,160	25,511,714	0 053825
2013	1,297,942	25,186,305	0 051534
2012	1,311,332	23,761,049	0 055188

2	**Total** of line 1, column (d)	2	0 268207
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 053641
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	25,311,526
5	Multiply line 4 by line 3	5	1,357,736
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,457
7	Add lines 5 and 6	7	1,370,193
8	Enter qualifying distributions from Part XII, line 4	8	1,301,869

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	24,915
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	24,915
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	24,915
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	27,378		
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	42,378
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
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	17,463
11	Enter the amount of line 10 to be **Credited to 2018 estimated tax** ▶ 17,463 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶SD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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**			**No**
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**			**No**
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	**13**		**Yes**	

Website address ▶www blythebrendenmannfdn org

14 The books are in care of ▶DORSEY & WHITNEY TRUST CO LLC Telephone no ▶(605) 336-6832

Located at ▶401 EAST EIGHTH STREET SUITE 319 SIOUX FALLS SD ZIP+4 ▶57103

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . . ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year . . . . ▶ **15**

			Yes	No
16	At any time during calendar year 2017, 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**		**No**
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | Yes | No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . ☐ **Yes** ☑ **No**

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ **Yes** ☐ **No**

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . ☐ **Yes** ☑ **No**

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . . . . ☐ **Yes** ☑ **No**

			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**		**No**
	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 2017?.	**1c**		**No**

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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?. . . . . ☐ **Yes** ☑ **No**
If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

			Yes	No
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**		**No**

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 20____ , 20____ , 20____ , 20____

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**

			Yes	No
b	If "Yes," did it have excess business holdings in 2017 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 2017).*	**3b**		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4a**		**No**
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 2017?	**4b**		**No**

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** **No**

Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. . . . . ☑ **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** **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? **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	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Dorsey Whitney Trust Company LLC 401 E 8TH ST STE 319 SIOUX FALLS, SD 57103	TRUSTEE 5	109,950		
Blythe Brenden 80 South Eighth St Suite 900 Minneapolis, MN 55402	TRUSTEE 5	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	Title, and average hours per week **(b)** 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

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 1585 BROADWAY NEW YORK, NY 10036	INVESTMENT MANAGEMEN	84,066

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	
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	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities.			**1a**	24,059,936
b	Average of monthly cash balances.			**1b**	1,637,045
c	Fair market value of all other assets (see instructions).			**1c**	0
d	**Total** (add lines 1a, b, and c).			**1d**	25,696,981
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**	25,696,981
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			**4**	385,455
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			**5**	25,311,526
6	**Minimum investment return.** Enter 5% of line 5.			**6**	1,265,576

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**	1,265,576
2a	Tax on investment income for 2017 from Part VI, line 5.	**2a**	24,915		
b	Income tax for 2017 (This does not include the tax from Part VI).	**2b**			
c	Add lines 2a and 2b.			**2c**	24,915
3	Distributable amount before adjustments Subtract line 2c from line 1.			**3**	1,240,661
4	Recoveries of amounts treated as qualifying distributions.			**4**	0
5	Add lines 3 and 4.			**5**	1,240,661
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**	1,240,661

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**	1,301,869
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**	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	**3a**	0
b	Cash distribution test (attach the required schedule).	**3b**	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	**4**	1,301,869
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**	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	**6**	1,301,869

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7					1,240,661
2 Undistributed income, if any, as of the end of 2017					
a Enter amount for 2016 only.				0	
b Total for prior years 20____ , 20____ , 20____			0		
3 Excess distributions carryover, if any, to 2017					
a From 2012.	0				
b From 2013.	0				
c From 2014.	0				
d From 2015.	27,488				
e From 2016.	107,165				
f **Total** of lines 3a through e.		134,653			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 1,301,869					
a Applied to 2016, but not more than line 2a				0	
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 2017 distributable amount.					1,240,661
e Remaining amount distributed out of corpus		61,208			
5 Excess distributions carryover applied to 2017		0			0
(If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		195,861			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018					0
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 2012 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a		195,861			
10 Analysis of line 9					
a Excess from 2013. . . .	0				
b Excess from 2014. . . .	0				
c Excess from 2015. . . .	27,488				
d Excess from 2016. . . .	107,165				
e Excess from 2017. . . .	61,208				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			**(e) Total**
	(a) 2017	**(b)** 2016	**(c)** 2015	**(d)** 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

Check here ▶ ☑ 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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,233,132
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	396,939	
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			14	55,082	
8 Gain or (loss) from sales of assets other than inventory			18	999,175	
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)				1,451,196	

13 Total. Add line 12, columns (b), (d), and (e) **13** 1,451,196

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2018-11-13	******
Signature of officer or trustee	Date	Title

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

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
325 AGNICO EAGLE MINES LTD			2017-01-03
220 CVS HEALTH CORP			2017-01-05
202 ALLIED WORLD ASSURANCE CO HOLDINGS		2012-12-07	2017-01-10
93 ALLIED WORLD ASSURANCE CO HOLDINGS		2012-12-07	2017-01-17
66 SHIRE PLC SPONS ADR		2014-10-28	2017-01-19
208 NEWELL BRANDS INC		2014-03-11	2017-01-23
149 ALLIED WORLD ASSURANCE CO HOLDINGS		2012-12-07	2017-01-23
198 NEWELL BRANDS INC			2017-01-25
165 ALLIED WORLD ASSURANCE CO HOLDINGS		2012-12-07	2017-01-25
62 AMGEN INC		2015-08-28	2017-01-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
13,866		17,167	-3,301
17,791		15,012	2,779
10,757		5,520	5,237
4,929		2,541	2,388
10,851		13,045	-2,194
9,657		9,195	462
7,861		4,072	3,789
9,314		8,229	1,085
8,749		4,509	4,240
9,522		9,625	-103

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-3,301
			2,779
			5,237
			2,388
			-2,194
			462
			3,789
			1,085
			4,240
			-103

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
91 NEWELL BRANDS INC		2016-09-22	2017-01-26
310 NEWELL BRANDS INC		2013-09-17	2017-01-26
265 NEWELL BRANDS INC			2017-01-30
369 BT GROUP PLC-SPON ADR		2012-12-07	2017-02-13
97 ALLIED WORLD ASSURANCE CO HOLDINGS		2012-12-07	2017-02-13
257 INVESCO LIMITED		2016-06-23	2017-02-27
101 ALLIED WORLD ASSURANCE CO HOLDINGS		2012-12-07	2017-02-27
90 SCHLUMBERGER LTD			2017-03-08
45 TOYOTA MTR CORP SPONSD ADR		2015-03-25	2017-03-08
425 BT GROUP PLC-SPON ADR		2012-12-07	2017-03-13

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,214		4,776	-562
14,354		11,598	2,756
12,197		13,484	-1,287
7,107		6,959	148
5,169		2,651	2,518
8,385		7,578	807
5,347		2,760	2,587
7,036		8,619	-1,583
5,034		6,486	-1,452
8,621		8,016	605

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-562
			2,756
			-1,287
			148
			2,518
			807
			2,587
			-1,583
			-1,452
			605

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
326 AMTRUST FINANCIAL SERVICES INC			2017-03-20
715 ISHARES RUSSELL 2000 ETF		2017-01-05	2017-03-21
1030 WISDOMTREE US MIDCAP DIVIDEND FUND		2017-01-05	2017-03-21
315 AMTRUST FINANCIAL SERVICES INC			2017-03-22
304 INVESCO LIMITED			2017-03-22
127576 8822 SJC OFFSHORE CAP FINANCE FD		2010-10-12	2017-03-27
385 INVESCO LIMITED			2017-03-27
134 AERCAP HOLDINGS NV			2017-03-27
117 AERCAP HOLDINGS NV		2014-02-20	2017-04-07
121 SCHLUMBERGER LTD		2014-10-20	2017-04-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,556		9,624	-4,068
96,280		97,660	-1,380
99,619		98,787	832
5,277		8,687	-3,410
9,145		8,020	1,125
19,353			19,353
11,505		9,691	1,814
5,934		5,507	427
5,086		4,565	521
9,436		11,415	-1,979

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-4,068
			-1,380
			832
			-3,410
			1,125
			19,353
			1,814
			427
			521
			-1,979

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
101 AERCAP HOLDINGS NV		2014-02-20	2017-04-18
338 VERIZON COMMUNICATIONS			2017-04-21
339 BT GROUP PLC-SPON ADR		2012-12-07	2017-04-25
161 SCHLUMBERGER LTD			2017-04-25
187 AGNICO EAGLE MINES LTD		2016-03-08	2017-04-26
97 AGNICO EAGLE MINES LTD		2016-11-02	2017-04-26
150 CVS HEALTH CORP			2017-04-26
103 SHIRE PLC SPONS ADR			2017-04-26
208 AGNICO EAGLE MINES LTD			2017-04-27
535 BT GROUP PLC-SPON ADR		2012-12-07	2017-04-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,400		3,941	459
16,045		18,000	-1,955
6,873		6,394	479
11,908		14,125	-2,217
8,108		6,400	1,708
4,206		5,011	-805
12,294		9,677	2,617
18,140		14,416	3,724
8,991		10,043	-1,052
10,733		10,090	643

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			459
			-1,955
			479
			-2,217
			1,708
			-805
			2,617
			3,724
			-1,052
			643

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
36 AMGEN INC			2017-05-01
78 AMGEN INC		2012-12-07	2017-05-08
27 AMGEN INC		2012-12-07	2017-05-15
55718 9499 SJC OFFSHORE CAP FINANCE FD			2017-05-15
30 AMGEN INC		2012-12-07	2017-05-16
19 ALLERGAN PLC		2013-10-01	2017-05-16
157 CVS HEALTH CORP		2013-07-16	2017-05-17
205 VERIZON COMMUNICATIONS		2016-03-14	2017-05-22
96 CAPITAL ONE FINANCIAL		2017-02-27	2017-05-23
455 BT GROUP PLC-SPON ADR		2012-12-07	2017-05-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,870		4,719	1,151
12,706		6,891	5,815
4,305		2,385	1,920
7,902			7,902
4,794		2,650	2,144
4,270		2,736	1,534
12,007		9,557	2,450
9,315		10,767	-1,452
7,719		8,975	-1,256
9,297		8,581	716

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			1,151
			5,815
			1,920
			7,902
			2,144
			1,534
			2,450
			-1,452
			-1,256
			716

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
86 SHIRE PLC SPONS ADR			2017-05-30
177 DANAHER CORP			2017-06-13
49 DANAHER CORP		2016-08-22	2017-06-13
23220 0514 SJC OFFSHORE CAP FINANCE FD		2012-03-26	2017-06-13
157 SCHLUMBERGER LTD			2017-06-13
92 ALLERGAN PLC		2013-10-01	2017-06-14
113 DANAHER CORP		2016-08-22	2017-06-20
1 PINEHURST INSTITUTIONAL LTD		2011-01-01	2017-06-28
2652 3651 SJC OFFSHORE CAP FINANCE FD		2012-03-26	2017-06-28
33 SHIRE PLC SPONS ADR		2012-12-07	2017-06-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
14,860		9,078	5,782
14,902		12,997	1,905
4,126		3,961	165
3,819			3,819
10,895		12,576	-1,681
21,389		13,249	8,140
9,682		9,135	547
462,270			462,270
436			436
5,465		3,009	2,456

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			5,782
			1,905
			165
			3,819
			-1,681
			8,140
			547
			462,270
			436
			2,456

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
138 SCHLUMBERGER LTD		2015-08-31	2017-07-05
36 SHIRE PLC SPONS ADR		2012-12-07	2017-07-11
7820 5245 SJC OFFSHORE CAP FINANCE FD		2012-03-26	2017-07-12
78 SHIRE PLC SPONS ADR		2012-12-07	2017-07-17
5562 6091 SJC OFFSHORE CAP FINANCE FD		2012-03-26	2017-08-09
473 SYNCHRONY FINANCIAL			2017-08-21
71 EMERSON ELECTRIC		2016-04-11	2017-08-28
477 SYNCHRONY FINANCIAL			2017-08-28
24 ALPHABET INC CL A			2017-09-06
26 ALLERGAN PLC		2013-10-01	2017-09-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,055		10,633	-1,578
5,802		3,282	2,520
1,286			1,286
12,753		7,112	5,641
915			915
14,274		17,341	-3,067
4,145		3,845	300
14,432		17,295	-2,863
22,589		17,232	5,357
5,804		3,744	2,060

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-1,578
			2,520
			1,286
			5,641
			915
			-3,067
			300
			-2,863
			5,357
			2,060

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
240 INVESCO LIMITED		2016-07-05	2017-09-06
530 UBS GROUP AG		2012-12-07	2017-09-06
5470 22 VANGUARD 500 INDEX FUND-ADM			2017-09-07
4700 WISDOMTREE US MIDCAP DIVIDEND FUND		2017-01-05	2017-09-07
2270 WISDOMTREE US SMALLCAP DIVIDEND FUND		2017-01-05	2017-09-07
49 ALLERGAN PLC		2013-10-01	2017-09-12
1134 UBS GROUP AG		2012-12-07	2017-09-12
23 ALLERGAN PLC		2013-10-01	2017-09-14
1 MORGAN STANLEY REAL ESTATE FUND VI		2011-01-01	2017-09-20
105 ALLERGAN PLC		2013-10-01	2017-09-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,720		5,927	1,793
8,649		8,581	68
1,250,000		954,030	295,970
454,673		450,777	3,896
178,816		189,658	-10,842
11,328		7,056	4,272
18,995		18,359	636
5,170		3,312	1,858
37,187			37,187
21,413		15,121	6,292

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			1,793
			68
			295,970
			3,896
			-10,842
			4,272
			636
			1,858
			37,187
			6,292

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 SELECTINVEST MULTISTRATEGY LTD		2004-06-30	2017-09-22
252 FRANKLIN RES INC		2016-05-25	2017-10-10
310 FRANKLIN RES INC			2017-10-27
8 PRICELINE GROUP INC		2016-10-26	2017-11-01
209 AGNICO EAGLE MINES LTD			2017-11-28
127 AGNICO EAGLE MINES LTD		2017-08-28	2017-11-28
67 CELGENE CORP		2017-09-06	2017-11-28
240 LOGITECH INTERNATIONAL S A			2017-11-30
152 COMCAST CORP-CL A		2012-12-07	2017-12-07
105 LOGITECH INTERNATIONAL S A			2017-12-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
261			261
11,319		9,439	1,880
13,325		11,425	1,900
15,337		11,769	3,568
9,617		9,561	56
5,844		6,285	-441
6,976		9,394	-2,418
8,329		8,545	-216
5,773		2,815	2,958
3,458		3,463	-5

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			261
			1,880
			1,900
			3,568
			56
			-441
			-2,418
			-216
			2,958
			-5

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1900 ISHARES RUSSELL 2000 ETF		2017-01-05	2017-12-08
1 SELECTINVEST RELATIVE VALUE FUND LTD		2013-07-31	2017-12-12
66 CELGENE CORP		2017-09-06	2017-12-14
787 GRUPO FIN SANTANDER SPONS ADR			2017-12-14
120 TOYOTA MTR CORP SPONSD ADR			2017-12-14
116 CELGENE CORP			2017-12-19
796 GRUPO FIN SANTANDER SPONS ADR			2017-12-21
830 GRUPO FIN SANTANDER SPONS ADR			2017-12-27
254 GRUPO FIN SANTANDER SPONS ADR		2017-09-14	2017-12-28
596 GRUPO FIN SANTANDER SPONS ADR			2017-12-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
288,214		259,517	28,697
671			671
7,161		9,254	-2,093
5,766		8,276	-2,510
15,025		15,140	-115
12,452		14,851	-2,399
5,885		8,244	-2,359
5,836		8,542	-2,706
1,783		2,612	-829
4,308		5,918	-1,610

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			28,697
			671
			-2,093
			-2,510
			-115
			-2,399
			-2,359
			-2,706
			-829
			-1,610

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			79,867

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	

Form 990PF Part XV Line 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*				
AMERICAN COMMITTEE FOR THE WEIZMANN INSTITUTE OF SCIENCE INC 633 THIRD AVENUE 20TH FL NEW YORK, NY 10017	N/A	PC	SCIENCE MOBILE & NEW	290,000
CROHNS & COLITIS FOUNDATION INC 733 THIRD AVE SUITE 510 NEW YORK, NY 10017	N/A	PC	GENERAL OPERATING	5,000
GILDAS CLUB TWIN CITIES INC 10560 WAYZATA BLVD MINNETONKA, MN 55305	N/A	PC	GENERAL OPERATING	10,000
Total . . . . ▶ **3a**				1,233,132

Form 990PF Part XV Line 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*				
KIDS IN NEED FOUNDATION 3055 KETTERING BLVD STE 119 DAYTON, OH 45439	N/A	PC	GENERAL OPERATING	15,000
GUTHRIE THEATRE FOUNDATION 818 SOUTH 2ND STREET MINNEAPOLIS, MN 55415	N/A	PC	GENERAL OPERATING	250,000
HUNGER RELATED EVENTS 5100 EDEN AVENUE EDINA, MN 55436	N/A	PC	GENERAL OPERATING	7,500
Total . . . . ▶ **3a**				1,233,132

Form 990PF Part XV Line 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*				
CHILDRENS CANCER RESEARCH FUND 7301 OHMS LANE SUITE 355 MINNEAPOLIS, MN 55439	N/A	PC	BONE MARROW TRANSPLANT	100,000
GREATER TWIN CITIES UNITED WAY 404 S EIGHTH STREET MINNEAPOLIS, MN 55404	N/A	PC	GENERAL OPERATING	125,000
ANGEL FOUNDATION 1155 CENTRE POINTE DRIVE STE 7 MENDOTA HEIGHTS, MN 55120	N/A	PC	GENERAL OPERATING	5,000
Total . . . . ▶ **3a**				1,233,132

Form 990PF Part XV Line 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*				
UNIVERSITY OF MINNESOTA FOUNDATION 200 OAK ST SE STE 500 MINNEAPOLIS, MN 55455	N/A	PC	VARIOUS FUNDS, SCHOLARSHIPS	268,132
JACK JABLNSKI BELIEVE IN MIRACLES FOUNDATION 1820 OLD HIGHWAY 8 NW SUITE 13 NEW BRIGHTON, MN 55112	N/A	PC	GENERAL OPERATING	25,000
MAINSPRING ARTS COOPERATIVE 127 LAMOREE RD RHINEBECK, NY 12572	N/A	PC	GENERAL OPERATING	20,000
Total . . . . ▶ **3a**				1,233,132

Form 990PF Part XV Line 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*				
VITAL VOICES GLOBAL PARTNERSHIP INC 1625 MASSACHUSETS AVE NW SUITE 300 WASHINGTON, DC 20036	N/A	PC	GENERAL OPERATING	100,000
RHONDA FLEMING FOUNDATION 10340 SANTA MONICA BLVD LOS ANGELES, CA 90025	N/A	PF	GENERAL OPERATING	12,500
Total . . . . ▶ **3a**				1,233,132

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Expenditure Responsibility Statement

Name: BLYTHE BRENDEN-MANN FOUNDATION

EIN: 41-6546887

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
RHONDA FLEMING FOUNDATION	10340 SANTA MONICA BLVD LOS ANGELES, CA 90025	2017-01-20	12,500	TO SUPPORT THE CHARITABLE GRANT-MAKING ACTIVITIES OF THE FOUNDATION		TO THE BEST OF THE GRANTOR'S KNOWLEDGE, NO FUNDS HAVE BEEN DIVERTED	11/21/2017	2017-11-21	N/A

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TY 2017 Investments Corporate Bonds Schedule

Name: BLYTHE BRENDEN-MANN FOUNDATION

EIN: 41-6546887

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
METROPOLITAN WEST TOTAL RETURN	1,030,236	1,134,379
WESTERN ASSET CORE PLUS BD-I	962,830	1,181,441
HSBC USA INC PFD	1,250,000	1,675,000
MORGAN STANLEY PFD	660,000	757,482

TY 2017 Investments Corporate Stock Schedule

Name: BLYTHE BRENDEN-MANN FOUNDATION

EIN: 41-6546887

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AGNICO EAGLE MINES LTD		
ALPHABET INC CL A	41,816	63,204
AMGEN INC		
AMTRUST FINANCIAL SERVICES INC		
APPLE INC	47,727	106,446
COMCAST CORP-CL A	48,018	86,628
CVS HEALTH CORP		
DANAHER CORP	14,836	17,636
EMERSON ELECTRIC	33,116	49,550
FRANKLIN RES INC	42,038	50,306
ILLINOIS TOOL WORKS	49,941	78,086
JP MORGAN CHASE & CO	78,405	112,394
MASTERCARD INC-A	35,622	72,653
NATIONAL-OILWELL INC	39,775	43,332
NEWELL BRANDS INC		
NORTHROP	20,394	64,144
PRICELINE GROUP INC	59,674	69,510
QUALCOMM INC	44,297	48,847
SHIRE PLC SPONS ADR		
VERIZON COMMUNICATIONS		
ABB LTD-SPON ADR	60,039	73,031
AERCAP HOLDINGS NV	20,401	27,883
ALLERGAN PLC		
ALLIED WORLD ASSURANCE CO HOLD		
BRITISH AMERN TOB PLC SPNS ADR	51,829	58,348
BROADCOM LTD	61,301	78,868
BT GROUP PLC-SPON ADR		
NIPPON TELEG & TEL CORP SPONS	74,399	87,111
RYANAIR HOLDINGS PLC SPONS ADR	32,974	78,976
SCHLUMBERGER LTD		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TAIWAN SEMICONDUCTOR SPONS ADR	42,397	83,939
TENCENT HLDGS LTD UNSPONS ADR	46,989	121,181
TOYOTA MTR CORP SPONSD ADR		
UBS GROUP AG	57,347	64,383
INVESCO LIMITED		
TAL EDUCATION GROUP SPONS ADR	12,270	21,748
TARGET CORP	8,437	9,592
VMWARE INC	49,811	66,796
MCDONALDS CORP	25,566	27,195
CIGNA CORP	67,809	77,783
AMERIPRISE FINANCIAL INC	55,787	78,804
BANCO BILBAO VIZCAYA SPONS ADR	71,568	71,383
BASF SE SPONS ADR	37,254	39,886
DIAGEO PLC ADR	20,899	21,466
GRUPO FIN SANTANDER SPONS ADR	8,531	6,214
LOGITECH INTERNATIONAL SA	16,709	18,603
NETEASE INC SPONS ADR	18,019	21,739
NINTENDO CO LTD UNSPONS ADR	46,035	42,772

TY 2017 Investments - Other Schedule

Name: BLYTHE BRENDEN-MANN FOUNDATION

EIN: 41-6546887

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VANGUARD 500 INDEX FUND-ADM	AT COST	4,080,317	7,763,496
HARDING LOEVNER INTL EQUITY PO	AT COST	931,750	1,263,798
MATTHEWS ASIA DIVIDEND-INST	AT COST	852,544	1,192,961
THORNBURG INT GROWTH-I	AT COST	1,195,388	1,411,366
PIMCO ABSOLUTE RETURN STRATEGY	AT COST	1,500,000	1,687,771
PINEHURST INSTITUTIONAL LTD			
RIVERVIEW STRATEGIC OPP FD I L	AT COST	333,455	646,880
MS BLACKSTONE REAL ESTATE DEBT	AT COST	876,906	506,529
MORGAN STANLEY PRIVATE MKTS FD	AT COST	178,069	329,416
MORGAN STANLEY PRIVATE MKTS FD	AT COST	13,206	145,816
SJC OFFSHORE CAP FINANCE FD	AT COST		17,333
MORGAN STANLEY REAL ESTATE FUN	AT COST	4,910	15,961
GRAYSTONE VENTURE FUND LP	AT COST	203,828	18,772
PORTAGE FOUNDERS LP	AT COST	118,876	17,792
ISHARES RUSSELL 2000 ETF	AT COST	191,223	213,444
VANGUARD S&P MID CAP 400 ETF	AT COST	197,315	221,250
VANGUARD S&P SMALL-CAP 600 ETF	AT COST	189,828	209,737
WISDOMTREE US MIDCAP DIVIDEND	AT COST	143,439	144,648
WISDOMTREE US SMALLCAP DIVIDEN	AT COST	144,575	145,250
RENAISSANCE INSTITUTIONAL EQS	AT COST	1,300,000	1,362,382
BLACKSTONE REAL ESTATE INCOME	AT COST	800,000	808,438
PIMCO BRAVO FD III SPEC ONSHOR	AT COST	189,488	190,977

TY 2017 Other Assets Schedule

Name: BLYTHE BRENDEN-MANN FOUNDATION

EIN: 41-6546887

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MANN RES PROP 1/4 INT $2M 5% 4		38,474	38,474

TY 2017 Other Expenses Schedule

Name: BLYTHE BRENDEN-MANN FOUNDATION

EIN: 41-6546887

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES FROM SCHEDULE K-1	49,828	49,828		0
MISCELLANEOUS	2,121	0		121
BRANDING, DESIGN, AND STRATEGY	2,646	0		2,646

TY 2017 Other Income Schedule

Name: BLYTHE BRENDEN-MANN FOUNDATION

EIN: 41-6546887

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PIMCO BRAVO FD III SPEC ONSHORE FDR	5,132	5,132	
PORTAGE FOUNDERS LP	646	646	
MS BLACKSTONE REAL ESTATE DEBT ST II	49,304	49,304	

TY 2017 Other Increases Schedule

Name: BLYTHE BRENDEN-MANN FOUNDATION

EIN: 41-6546887

Description	Amount
BOOK/TAX TIMING DIFFERENCES	303,591
NON-DEDUCTIBLE PORTION OF CONTRIBUTIONS	5,500

TY 2017 Other Professional Fees Schedule

Name: BLYTHE BRENDEN-MANN FOUNDATION

EIN: 41-6546887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	104,078	104,078		
INVESTMENT EXPENSES	264	264		

TY 2017 Taxes Schedule

Name: BLYTHE BRENDEN-MANN FOUNDATION

EIN: 41-6546887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,499	1,499		0
FEDERAL ESTIMATES	6,000	0		0
FOREIGN TAXES ON QUALIFIED FOR	4,100	4,100		0
FOREIGN TAXES ON NONQUALIFIED	424	424		0