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## Return of Private Foundation

OMB No 1545-0052

or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

2010

Department of the Treasury  
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

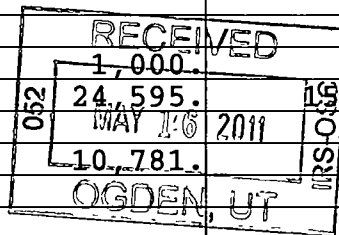
For calendar year 2010, or tax year beginning , and ending

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

Name of foundation <b>THOMSON FAMILY FOUNDATION 091412 J L GRUNNET, G L GRUNNET, M G EINHORN</b>		A Employer identification number <b>95-6189522</b>
Number and street (or P O box number if mail is not delivered to street address) <b>C/O WILM TRUST CO, 1100 N MARKET ST</b>		Room/suite <b>7TH FL</b>
City or town, state, and ZIP code <b>WILMINGTON, DE 19890-0900</b>		B Telephone number <b>(302) 636-8500</b>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,784,097.</b> (Part I, column (d) must be on cash basis.)		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		728.	728.		
4 Dividends and interest from securities		30,959.	30,959.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		45,206.			
b Gross sales price for all assets on line 6a <b>2,116,080.</b>					
7 Capital gain net income (from Part IV, line 2)			45,206.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		76,893.	76,893.		
13 Compensation of officers, directors, trustees, etc		750.	0.		750.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 1		1,000.	0.		1,000.
c Other professional fees STMT 2		24,595.	19,807.		8,788.
17 Interest					
18 Taxes STMT 3		10,781.	484.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		55.	0.		55.
24 Total operating and administrative expenses. Add lines 13 through 23		37,181.	16,291.		10,593.
25 Contributions, gifts, grants paid		75,000.			75,000.
26 Total expenses and disbursements. Add lines 24 and 25		112,181.	16,291.		85,593.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<35,288.>			
b Net investment income (if negative, enter -0-)			60,602.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 17 2011



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		300.		
	2	Savings and temporary cash investments		788,172.	550,136.	550,136.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other <b>STMT 6</b>	1,026,973.	1,230,248.	1,233,961.	
	14	Land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	<b>Total assets</b> (to be completed by all filers)	1,815,445.	1,780,384.	1,784,097.	
	17	Accounts payable and accrued expenses				
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	1,815,445.	1,780,384.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	<b>Total net assets or fund balances</b>	1,815,445.	1,780,384.			
31	<b>Total liabilities and net assets/fund balances</b>	1,815,445.	1,780,384.			

**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	1,815,445.
2	Enter amount from Part I, line 27a	2	<35,288.>
3	Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 5</b>	3	227.
4	Add lines 1, 2, and 3	4	1,780,384.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	1,780,384.

**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.)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENT			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 2,116,080.		2,070,874.	45,206.

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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			45,206.

**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** 45,206.

**3** Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 8, column (c).  
If (loss), enter -0- in Part I, line 8 3 N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year; see 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))
2009	84,285.	1,604,281.	.052538
2008	79,435.	1,430,887.	.055515
2007	65,030.	1,641,366.	.039619
2006	74,019.	1,206,004.	.061375
2005	70,698.	1,438,147.	.049159

<b>2</b> Total of line 1, column (d)	<b>2</b>	.258206
<b>3</b> 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	<b>3</b>	.051641
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	1,734,393.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	89,566.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	606.
<b>7</b> Add lines 5 and 6	<b>7</b>	90,172.
<b>8</b> 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.	<b>8</b>	85,593.

**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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,212.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	1,212.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,212.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	5,960.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments:		6c	
a 2010 estimated tax payments and 2009 overpayment credited to 2010		6d	
b Exempt foreign organizations - tax withheld at source		7	5,960.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	4,748.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		11	0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input checked="" type="checkbox"/> 4,748. Refunded <input type="checkbox"/>			

**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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) <input checked="" type="checkbox"/> MN		
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 2010 or the taxable year beginning in 2010 (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

N/A

**Part VII-A Statements Regarding Activities** (continued)

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ADVISORY TRUST CO OF DELAWARE</u> Telephone no. ► <u>(302) 636-8500</u> Located at ► <u>2710 CENTERVILLE RD. STE 101, WILMINGTON, DE</u> ZIP+4 ► <u>19808</u>			
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 ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 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 2010)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	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 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

5b

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?

N/A

☐ 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

6b

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES L GRUNNET	TRUSTEE			
8100 RUSSELL AVENUE SOUTH UNIT 213				
BLOOMINGTON, MN 55431	2.00	250.	0.	0.
GAIL L GRUNNET	TRUSTEE			
8100 RUSSELL AVENUE SOUTH UNIT 213				
BLOOMINGTON, MN 55431	2.00	250.	0.	0.
MARGARET G EINHORN	TRUSTEE			
1550 ASYLUM AVE				
WEST HARTFORD, CT 06117	2.00	250.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.		Amount
1	N/A	
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,109,043.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	651,762.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,760,805.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,760,805.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	26,412.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,734,393.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	86,720.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	86,720.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	1,212.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,212.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	85,508.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	85,508.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	85,508.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	85,593.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	85,593.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	85,593.

**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.

Form **990-PF** (2010)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				85,508.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005				
<b>b</b> From 2006				
<b>c</b> From 2007				
<b>d</b> From 2008				
<b>e</b> From 2009	25,885.			
<b>f</b> Total of lines 3a through e	25,885.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ► \$ 85,593.				
<b>a</b> Applied to 2009, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) **	25,970.			
<b>d</b> Applied to 2010 distributable amount				59,623.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	25,885.			25,885.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	25,970.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	25,970.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006				
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009				
<b>e</b> Excess from 2010	25,970.			

\*\* SEE STATEMENT 7

Form 990-PF (2010)

N/A

**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
<b>SEE STATEMENT 8</b>				
<b>Total</b>			<b>▶ 3a</b>	<b>75,000.</b>
<b>b Approved for future payment</b>				
<b>NONE</b>				
<b>Total</b>			<b>▶ 3b</b>	<b>0.</b>



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

- |          |  | Yes          | No       |
|----------|--|--------------|----------|
| <b>1</b> | 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?  |              |          |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |          |
|          | (1) Cash   | <b>1a(1)</b> | <b>X</b> |
|          | (2) Other assets   | <b>1a(2)</b> | <b>X</b> |
| <b>b</b> | Other transactions:  |              |          |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | <b>X</b> |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | <b>X</b> |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | <b>X</b> |
| <b>d</b> | 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
N/A		

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

Title

Print/Type preparer's name

Preparer's signature

Date \_\_\_\_\_

Check <input type="checkbox"/> if self-employed	PTIN
--	------

MARJORIE J. STREIT	MARJORIE J. STREI	05/04/11
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05/04/11

Firm's name ► **WILMINGTON TRUST COMPANY**

1100 NORTH MARKET STREET

Firm's address ► WILMINGTON, DE 19890-0900

Firm's EIN ▶

Phone no.	(302) 651-1942
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Form **990-PF** (2010)

**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 2240.1430 TEMPLETON GLOBAL	P	07/12/04	03/08/10
b 29978.8650 RYDEX DYNAMIC	P	04/28/10	05/04/10
c 20652.4980 RYDEX DYNAMIC	P	05/26/10	06/14/10
d 20635.1020 RYDEX INVERSE	P	08/06/10	08/06/10
e 20635.1020 RYDEX INVERSE	P	08/05/10	08/26/10
f CAPITAL GAINS DIVIDENDS			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 18,302.		25,000.	<6,698.>
b 729,985.		744,675.	<14,690.>
c 435,561.		429,985.	5,576.
d 435,607.		435,607.	0.
e 495,449.		435,607.	59,842.
f 1,176.			1,176.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<6,698.>
b			<14,690.>
c			5,576.
d			0.
e			59,842.
f			1,176.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	45,206.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF	ACCOUNTING FEES			STATEMENT 1
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	1,000.	0.		1,000.
TO FORM 990-PF, PG 1, LN 16B	1,000.	0.		1,000.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT AGENCY FEES	15,807. 8,788.	15,807. 0.		0. 8,788.
TO FORM 990-PF, PG 1, LN 16C	24,595.	15,807.		8,788.

FORM 990-PF	TAXES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	484.	484.		0.
2009 FEDERAL EXCISE TAX PAID	4,337.	0.		0.
2010 FEDERAL ESTIMATED TAX PAID	5,960.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,781.	484.		0.



FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WIRE CHARGES	30.	0.		30.	
MN REGISTRATION FEE	25.	0.		25.	
TO FORM 990-PF, PG 1, LN 23	55.	0.		55.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	5
DESCRIPTION	AMOUNT				
NONDIVIDEND DISTRIBUTION	225.				
ROUNDING	2.				
TOTAL TO FORM 990-PF, PART III, LINE 3	227.				

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
MUTUAL FUNDS	COST	1,230,248.	1,233,961.	
TOTAL TO FORM 990-PF, PART II, LINE 13		1,230,248.	1,233,961.	

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FORM 990-PF	ELECTION UNDER REGULATIONS SECTION	STATEMENT	7
	53.4942(A)-3(D)(2) TO TREAT		
	EXCESS QUALIFYING DISTRIBUTIONS		
	AS DISTRIBUTIONS OUT OF CORPUS		

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PURSUANT TO CODE SEC 4942(H) AND REG 53.4942(A)-3(D)(2). THE FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS BEING MADE OUT OF UNDISTRIBUTED INCOME FROM THE TAX YEAR 2009 AND IN THE AMOUNT OF \$25,885.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT 8
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AFRICAN AMERICAN REGISTRY PO BOX 19441 MINNEAPOLIS, MN 55419	NONE GENERAL OPERATING	PUBLIC	1,000.
UNIVERSITY OF MINNESOTA FOUNDATION 117 PLEASANT ST. SE MINNEAPOLIS, MN 55455	NONE GRADUATE STUDENT FELLOWSHIP SUPPORT	PUBLIC	2,000.
PORTSMOUTH COURTHOUSE ART GALLERIES 521 MIDDLE ST PORTSMOUTH, VA 23704	NONE GENERAL OPERATING	PUBLIC	2,000.
MINNESOTA TRANSPORTATION MUSEUM 193 PENNSYLVANIA AVE. E ST. PAUL, MN 55130-4319	NONE RR DIV - POWER HOUSE FUND	PUBLIC	2,000.
OPERATION GLASS SLIPPER 2048 TIMMY ST. MENDOTA HEIGHTS, MN 55120	NONE GENERAL OPERATING	PUBLIC	2,000.
YOUTH WITH A MISSION PO BOX 3000 GARDEN VALLEY, TX 75771-3000	NONE GENERAL OPERATING	PUBLIC	2,000.
CHRIST'S CHILDREN MINISTRIES 3509 PARK AVE. S MINNEAPOLIS, MN 55407	NONE GENERAL OPERATING	PUBLIC	3,000.
WM CAREY HERITAGE FOUNDATION 4730 BRADY RD. COLORADO SPRINGS, CO 80915	NONE GENERAL OPERATING	PUBLIC	3,000.

CHRISTIAN LIFE MISSION 600 RHINEHART RD. LAKE MARY, FL 32746	NONE GENERAL OPERATING	PUBLIC	4,000.
PARK AVE. YOUTH & FAMILY SERVICES 3400 PARK AVE. S MINNEAPOLIS, MN 55407	NONE GENERAL OPERATING	PUBLIC	4,000.
PARK AVE. UNITED METHODIST CHURCH 3400 PARK AVE. S MINNEAPOLIS, MN 55407	NONE GENERAL OPERATING	PUBLIC	4,000.
THE BANYAN COMMUNITY 2647 BLOOMINGTON AVE. S MINNEAPOLIS, MN 55407	NONE GENERAL OPERATING	PUBLIC	6,000.
GLACIER HILLS ELEMENTARY SCHOOL 3825 GLACIER DRIVE EAGAN, MN 55123	NONE GENERAL OPERATING	PUBLIC	10,000.
FEED MY STARVING CHILDREN 401 93RD AVE. NW COON RAPIDS, MN 55433	NONE GENERAL OPERATING	PUBLIC	10,000.
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE. DALLAS, TX 75231-4596	NONE GENERAL OPERATING	PUBLIC	20,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

75,000.



## Investment Detail

091412-000 THOMSON FAMILY FOUNDATION  
Account level detail combined Principal and Income  
As of December 31, 2010

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Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM Market
Short-Term Investments										
GOLDMAN SACHS FINANCIAL SQ PRIME OBLIG	12,645.2200	12,645.22	100.00	1 0000	12,645.22	1 0000	.00	1.14		.01
TOTAL	12,645.2200	12,645.22	100.00		12,645.22		.00	1.14		
TOTAL Short-Term Investments	12,645.2200	12,645.22	100.00		12,645.22		.00	1.14		
Cash										
US DOLLAR CURRENCY		.00			.00		.00	.00		
TOTAL		.00			.00		.00	.00		
TOTAL Cash		.00			.00		.00	.00		
TOTAL 091412-000	12,645.2200	12,645.22	100.00		12,645.22		.00	1.14		



## Investment Detail

091412-001 THOMSON FAMILY FOUNDATION  
Account level detail combined Principal and Income  
As of December 31, 2010

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Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM Market
<b>Mutual Funds</b>										
ALLIANZ NFJ DIVIDEND VALUE FUND CLASS A	2,022.6540	22,957.12	1.30	11.3500	25,000.00	12.3600	(2,042.88)	726.13	3.16	
AMERICAN CAPITAL INCOME BUILDER CLASS F	2,517.1560	125,656.43	7.09	49.9200	135,172.41	53.7005	(9,515.98)	4,435.23	3.53	
AMERICAN FUNDS NEW WORLD FUND	405.1040	21,964.74	1.24	54.2200	20,000.00	49.3700	1,964.74	322.87	1.47	
BLACKROCK STRATEGIC INC OPPURTUNITIES PORTFOLIO INVA	17,769.0030	176,979.27	9.99	9.9600	180,000.00	10.1300	(3,020.73)	8,422.51	4.76	
CAPITAL WORLD GROWTH & INCOME FUND-F	1,642.0360	58,555.00	3.31	35.6600	50,000.00	30.4500	8,555.00	1,310.34	2.24	
DWS STRATEGIC VALUE FUND CL A	650.1950	21,254.87	1.20	32.6900	25,000.00	38.4500	(3,745.13)	208.06	98	
EATON VANCE GLOBAL MARCO ABSOLUTE RTN FD A	2,895.7530	29,768.34	1.68	10.2800	30,000.00	10.3600	(231.66)	1,526.06	5.13	
FORWARD STRATEGIC REALTY FUND CL A	977.2590	22,310.82	1.26	22.8300	50,963.66	52.1496	(28,652.84)	768.13	3.44	
FPA FUNDS TRUST FPA CRESCENT PORTF INSTITUTIONAL CLASS SHS	1,107.6650	29,674.35	1.68	26.7900	25,000.00	22.5700	4,674.35	354.45	1.19	
FRANKLIN CUSTODIAN FUNDS UTIL SER A \$0.01 PAR	1,685.2640	19,549.06	1.10	11.6000	18,301.97	10.8600	1,247.09	707.81	3.62	
FRANKLIN MUTUAL GLOBAL DISCOVERY A	2,338.6340	68,264.73	3.85	29.1900	50,000.00	21.3800	18,264.73	1,136.58	1.66	
HARTFORD MUTUAL FUNDS INC CAPITAL APPRECIATION FUND CLASS A	1,586.5420	54,941.95	3.10	34.6300	51,950.87	32.7447	2,991.08	00		
HUSSMAN INVT TRUST STRATEGIC GROWTH FUND	1,582.2780	19,446.20	1.10	12.2900	25,000.00	15.8000	(5,553.80)	26.90	14	
INVESTMENT CO OF AMERICA CLASS F	1,737.3180	48,853.38	2.76	28.1200	50,000.00	28.7800	(1,146.62)	886.03	1.81	
IVY ASSET STRATEGY FUND A	971.8170	23,722.05	1.34	24.4100	20,000.00	20.5800	3,722.05	44.70	19	
LEUTHOLD CORE INVESTMENT FUND	1,643.6550	27,744.90	1.57	16.8800	24,998.44	15.2091	2,746.46	87.11	31	
PIMCO ALL ASSET ALL AUTHORITY FUND A	4,693.3660	49,327.28	2.78	10.5100	51,646.25	11.0041	(2,318.97)	1,586.36	3.22	
PIMCO DEVELOPING LOCAL MARKETS FUND A	2,717.3910	28,804.34	1.63	10.6000	30,000.00	11.0400	(1,195.66)	434.78	1.51	
PIMCO FLOATING INCOME FUND A	2,271.9880	20,629.65	1.16	9.0800	24,060.35	10.5900	(3,430.70)	745.21	3.61	
ROYCE FUND PREMIER SER.	1,739.7360	35,403.63	2.00	20.3500	25,000.00	14.3700	10,403.63	00		
ROYCE FUND TOTAL RETURN FUND	2,240.1430	29,502.68	1.67	13.1700	25,000.00	11.1600	4,502.68	347.22	1.18	
RYDEX SGI MANAGED FUTURES STRAT FND CL H	2,643.6380	68,152.99	3.85	25.7800	75,000.00	28.3700	(6,847.01)	00		
TEMPLETON GROWTH FUND INC CLASS A SHARES	2,331.0020	41,468.53	2.34	17.7900	50,000.00	21.4500	(8,531.47)	659.67	1.59	
TEMPLETON INCOME TRUST GLOBAL BOND CLASS A	13,909.4240	189,029.07	10.67	13.5900	168,153.60	12.0892	20,875.47	8,067.47	4.27	
TOTAL	74,079.0210	1,233,961.38	69.66		1,230,247.55		3,713.83	32,803.62		
TOTAL Mutual Funds	74,079.0210	1,233,961.38	69.66		1,230,247.55		3,713.83	32,803.62		



## Investment Detail

091412-001 THOMSON FAMILY FOUNDATION  
Account level detail combined Principal and Income  
As of December 31, 2010

Page 308

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM Market
<b>Short-Term Investments</b>										
BANK DEPOSIT SWEEP PROGRAM FDIC ELIGIBLE	42,502.8200	42,502.82	2.40	1.0000	42,502.82	1.0000	00	00		
NOT COVERED BY SIPC										
FIDELITY CASH RESERVES SH BEN INT	495,506.6900	495,506.69	27.97	1.0000	495,506.69	1.0000	00	00		
MONEY MARKET										
<b>TOTAL</b>										
	538,009.5100	538,009.51	30.37		538,009.51		.00	.00		
<b>TOTAL Short-Term Investments</b>	538,009.5100	538,009.51	30.37		538,009.51		.00	.00		
<b>Cash</b>										
US DOLLAR CURRENCY	(519.0700)	(519.07)	(.03)	1.0000	(519.07)	1.0000	00	00		
<b>TOTAL</b>	(519.0700)	(519.07)	(.03)		(519.07)		.00	.00		
<b>TOTAL Cash</b>	(519.0700)	(519.07)	(.03)		(519.07)		.00	.00		
<b>TOTAL 091412-001</b>	611,569.4610	1,771,451.82	100.00		1,767,737.99		3,713.83	32,803.62		