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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2011**For calendar year 2011 or tax year beginning , and ending**

Name of foundation The Thom Family Foundation, Inc		A Employer identification number 20-0374684
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
Foundation Source 501 Silverside Rd	123	
City or town, state, and ZIP code Wilmington DE 19809-1377		C If exemption application is pending, check here ☐
G Check all that apply		D 1. Foreign organizations, check here ☐
☐ Initial return	☐ Initial return of a former public charity	2. Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Final return	☐ Amended return	
☐ Address change	☐ Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,812,778		
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		
(Part I, column (d) must be on cash basis)		

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)	200,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7	7		
	4 Dividends and interest from securities	40,522	40,522		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	92,439			
	b Gross sales price for all assets on line 6a 1,139,911				
	7 Capital gain net income (from Part IV, line 2)		103,860		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-2,031	-3,135			
12 Total. Add lines 1 through 11	330,937	141,254			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	29,364	29,364		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,686	7		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	17,276	4		17,251
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	48,326	29,375		17,251
25 Contributions, gifts, grants paid	101,100			101,100	
26 Total expenses and disbursements Add lines 24 and 25	149,426	29,375		118,351	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	181,511				
b Net investment income (if negative, enter -0-)		111,879			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	36,005	176,932	176,932
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	2,094,338	2,152,131	2,312,792
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	205,543	324,406	323,054
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,335,886	2,653,469	2,812,778
	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	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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	2,335,886	2,653,469	
	30 Total net assets or fund balances (see instructions)	2,335,886	2,653,469	
	31 Total liabilities and net assets/fund balances (see instructions)	2,335,886	2,653,469	

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	2,335,886
2 Enter amount from Part I, line 27a	2	181,511
3 Other increases not included in line 2 (itemize) ▶ To Adjust Book Value to Actual	3	136,072
4 Add lines 1, 2, and 3	4	2,653,469
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,653,469

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded Securities				
b Passthrough K1 Capital Gain				
c Section 751 Gain on Sale of Partnership - Reclass				
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 1,139,911		1,028,705	111,206	
b			-5,784	
c			-1,562	
d				
e				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			111,206	
b			-5,784	
c			-1,562	
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	103,860	
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.

(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))
2010	106,749	2,395,443	0.044563
2009	97,599	1,837,716	0.053109
2008	71,794	1,590,023	0.045153
2007	60,137	1,410,565	0.042633
2006	32,800	533,384	0.061494
2 Total of line 1, column (d)			2 0.246952
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 0.049390
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,821,248
5 Multiply line 4 by line 3			5 139,341
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,119
7 Add lines 5 and 6			7 140,460
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 118,351

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,238	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	2,238	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,238	
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,500		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	1,174		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	2,674		
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	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	436		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 436 Refunded ☐	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a 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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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? <i>If "No," attach explanation</i>	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ _____				
14	The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754			
	Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, 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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	N/A
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No		
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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	N/A
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		
b	If "Yes," did it have excess business holdings in 2011 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 2011)	3b	N/A
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 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? Organizations relying on a current notice regarding disaster assistance check here		☐	5b	N/A
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)		☐ Yes ☐ No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHMENT				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
	00			
	00			
	00			
	00			
	00			
	00			
Total number of other employees paid over \$50,000				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

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	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,467,088
b	Average of monthly cash balances	1b	77,124
c	Fair market value of all other assets (see instructions)	1c	319,999
d	Total (add lines 1a, b, and c)	1d	2,864,211
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,864,211
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	42,963
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,821,248
6	Minimum investment return. Enter 5% of line 5	6	141,062

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	141,062
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,238
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	12
c	Add lines 2a and 2b	2c	2,250
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	138,812
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	138,812
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	138,812

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	118,351
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	
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	118,351
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	118,351

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				138,812
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	250			
e From 2010	0			
f Total of lines 3a through e	250			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 118,351				
a Applied to 2010, 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)				
d Applied to 2011 distributable amount				118,351
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	250			250
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				20,211
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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 <i>Paid during the year</i>				
ALZHEIMERS DISEASE & RLTD DISORDERS ASSO 7900 W 78TH ST STE 100 MINNEAPOLIS MN 55439	N/A	509(a)(1)	General & Unrestricted	5,000
AMERICAN HEART ASSOCIATION INC 4701 W 77TH ST MINNEAPOLIS MN 55435	N/A	509(a)(1)	General & Unrestricted	5,000
AMERICAN LUNG ASSC OF THE UPPER MIDWEST 3000 KELLY LN SPRINGFIELD IL 62711	N/A	509(a)(1)	General & Unrestricted	5,000
AMERICAN NATIONAL RED CROSS 17TH D STS NW WASHINGTON DC 20006	N/A	509(a)(1)	Japan Tsunami and Earthquake Support	10,000
AMERICAN RED CROSS - S CENTRAL MN 105 HOMESTEAD DR MANKATO MN 56001	N/A	509(a)(1)	General & Unrestricted	4,000
ARTHRITIS FOUNDATION INC 1330 W PTREE ST NW STE 100 ATLANTA GA 30309	N/A	509(a)(1)	General & Unrestricted	5,000
EMERGENCY COMMUNITY HELP ORG ECHO PO BOX 3212 MANKATO MN 56002	N/A	509(a)(1)	General & Unrestricted	5,000
FEED MY STARVING CHILDREN 401 93RD AVE NW COON RAPIDS MN 55433	N/A	509(a)(1)	General & Unrestricted	5,000
FISHER HOUSE FOUNDATION INC 111 ROCKVILLE PIKE STE 420 ROCKVILLE MD 20850	N/A	509(a)(1)	Scholarships for Military Children	5,000
GOODWILL INDUSTRIES INC 553 FAIRVIEW AVE N SAINT PAUL MN 55104	N/A	509(a)(1)	General & Unrestricted	4,000
HABITAT FOR HUMANITY INTERNATIONAL INC 1751 BASSETT DR MANKATO MN 56001	N/A	509(a)(1)	General & Unrestricted	5,000
Total See Attached Statement			▶ 3a	101,100
b <i>Approved for future payment</i>				
Total			▶ 3b	0

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

- | | | | |
|---|--------------|-----|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

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

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.		
		11/12/12	President
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Pnnt/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Jeffrey D. Haskell	Jeffrey D. Haskell	11/8/2012		P01345770
	Firm's name ▶ Foundation Source			Firm's EIN ▶	51-0398347
	Firm's address ▶ 55 Walls Drve, Fairfield, CT 06824			Phone no	(800) 839-1754

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

Employer identification number

The Thom Family Foundation, Inc

20-0374684

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization The Thom Family Foundation, Inc	Employer identification number 20-0374684
--	---

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Thom, Jeff A 43023 520th Street North Mankato MN 56003-4018 Foreign State or Province Foreign Country	\$ 200,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
5	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
6	 Foreign State or Province Foreign Country	\$ 0	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization The Thom Family Foundation, Inc	Employer identification number 20-0374684
--	---

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- ----- -----	\$ ----- 0	-----

Name of organization The Thom Family Foundation, Inc	Employer identification number 20-0374684
--	---

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$ 0
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
			
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
			
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
			
	For Prov	Country	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
			
	For Prov	Country	

Form 990-PF, Part I, Line 11 - Other Income

TOTAL:				-2,031	-3,135	0
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income		
1	ATLAS ENERGY LP K-1 Pass-Through Share of Income/(Loss)	-38	-19			0
2	ATLAS ENERGY LP Section 751 Gain on Sale of Partnership	145				0
3	ATLAS PIPELINE PARTNERS LP K-1 Pass-Through Share of Income/(Loss)	-133	86			0
4	ATLAS PIPELINE PARTNERS LP Section 751 Gain on Sale of Partnership	1,119				0
5	ENTERPRISE PRODUCTS PARTNERS LP K-1 Pass-Through Share of Income/(Loss)	-219	1			0
6	ENTERPRISE PRODUCTS PARTNERS LP Section 751 Gain on Sale of Partnership	298				0
7	LAZARD LTD K-1 Pass-Through Share of Income/(Loss)	71	71			0
8	SUPERFUND GREEN, LP K-1 Pass-Through Share of Income/(Loss)	-3,274	-3,274			0
9						
10						

Form 990-PF, Part I, Line 16c - Other Professional Fees

		TOTAL:		29,364	29,364	29,364	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Investment Management Services	29,364	29,364	0	0			
2								
3								
4								
5								
6								
7								
8								
9								
10								

Form 990-PF, Part I, Line 18 - Taxes

TOTAL:					1,686	7	0	0
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	Estimated Tax for 2011	1,500	0	0	0			
2	Excise Tax for 2010	160	0	0	0			
3	Foreign Tax Paid	7	7	0	0			
4	IRS Excise Tax Payment with 1st ext 2010 990-PF	16	0	0	0			
5	IRS Excise Tax Payment with 2nd ext 2010 990-PF	3	0	0	0			
6								
7								
8								
9								
10								

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:		17,276	4	0	17,251
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Administrative Fees	17,226	0	0	17,226
2	ATLAS ENERGY LP K-1 UBI Pass-Through	21	0	0	0
3	Bank Charges	4	4	0	0
4	Filing Fees	25	0	0	25
5					
6					
7					
8					
9					
10					

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:					2,152,131	2,312,792
	Description	Shares	Book Value End of Year	FMV End of Year		
1	AGRIUM INC. (AGU)	58	5,438	3,892		
2	AMC NETWORKS INC CLASS A COM W.I (AMCXV)	73	2,718	2,743		
3	AMERICAN BALANCED FUND CL A (ABALX)	5,091	83,625	92,707		
4	AMERICAN EXPRESS CO (AXP)	133	6,799	6,274		
5	AMERICAN FDS NEW WORLD FUND A (NEWFX)	1,439	71,665	66,350		
6	AMERICAN FUNDS CAP INCOME BUILDER A (CAIBX)	1,808	86,934	88,995		
7	AMERICAN FUNDS INCOME FD OF AMERICA A (AMECX)	5,621	87,412	94,214		
8	AMERICAN FUNDS NEW PERSPECTIVE (ANWPX)	5,117	120,123	133,861		
9	AMERICAN WATER WORKS COMPANY INC COMMON STOCK (AWK)	238	7,534	7,583		
10	AMGEN INC (AMGN)	100	5,426	6,421		
11	ARRIS GROUP INC - COMMON STOCK (ARRS)	326	3,162	3,527		
12	ATMEL CORPORATION (ATML)	1,066	4,060	8,635		
13	AVNET INC (AVT)	236	6,299	7,337		
14	BAKER HUGHES INTL (BHI)	71	1,747	3,453		
15	BE AEROSPACE, INC. (BEAV)	207	4,748	8,013		
16	BEAM INC (BEAM)	121	6,113	6,199		
17	BELO CORP (BLC)	358	1,909	2,255		
18	BILL BARRETT CORP (BBG)	80	2,614	2,726		
19	BLACKROCK GLOBAL ALLOC A (MDLOX)	3,449	69,329	62,642		
20	BRINKS CO (BCO)	109	2,173	2,930		
21	BRISTOL-MYERS SQUIBB CO (BMY)	228	7,585	8,035		
22	BROOKS AUTOMATION, INC (BRKS)	277	1,461	2,845		
23	CABLEVISION SYSTEMS CORP CL A (CVC)	238	2,387	3,384		
24	CAE INC (CAE)	497	4,176	4,821		
25	CAMECO CORPORATION (CCJ)	288	4,935	5,198		
26	CAPITAL WORLD GROWTH & INCOME (CWGIX)	4,115	126,949	132,174		
27	CARDINAL HEALTH INC (CAH)	173	7,781	7,026		
28	CBS CORP CL B (CBS)	359	5,167	9,743		
29	CHURCH & DWIGHT COMMON (CHD)	169	7,541	7,733		
30	CINCINNATI BELL INC (CBB)	1,742	4,633	5,278		
31	COACH INC (COH)	141	5,324	8,607		
32	COGNEX CORPORATION (CGNX)	109	1,479	3,901		
33	COVENTRY HEALTH CARE INC (CVH)	170	5,401	5,163		
34	CUMMINS INC (CMI)	131	3,676	11,531		
35	CVS CAREMARK CORP (CVS)	149	5,430	6,076		
36	DAVIS NEW YORK VENTURE INSTL CL Y (DNVYX)	1,632	59,898	53,577		
37	DIEBOLD INC. (DBD)	42	1,103	1,263		
38	DISCOVERY COMMUNICATIONS, INC - SERIES C COMMON ST (DISCK)	229	2,896	8,633		
39	DODGE & COX FUNDS INTERNATIONAL STOCK FUND (DODFX)	1,041	40,418	30,429		
40	EXELON CORPORATION (EXC)	172	7,541	7,460		
41	EXXON MOBIL CORP (XOM)	76	6,213	6,442		

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:					2,152,131	2,312,792
	Description	Shares	Book Value End of Year	FMV End of Year		
42	FIDELITY ADVISOR STRATEGIC INC I (FSRIX)	1,691	21,586	20,647		
43	FIRST EAGLE SOGEN GLOBAL FUND CLASS A (SGENX)	1,414	64,739	63,796		
44	FLOWERS FOODS INC (FLO)	404	7,972	7,668		
45	FLUSHING FINANCIAL CORPORATION (FFIC)	204	2,752	2,577		
46	FOSTER WHEELER AG (FWLT)	213	5,150	4,077		
47	FROST DIVIDEND VALUE EQ-INS (FIDVX)	6,978	66,794	61,480		
48	GANNETT CO INC (GCI)	378	4,786	5,054		
49	GILEAD SCIENCES INC (GILD)	148	5,538	6,058		
50	GOLDMAN SACHS SM CAP VALUE FUND INSTITUTIONAL SH (GSSIX)	756	31,532	30,874		
51	GOODRICH CORPORATION (GR)	114	4,552	14,102		
52	GOODRICH PETROLEUM CORP NEW (GDP)	161	3,799	2,211		
53	HAEMONETICS CP (HAE)	97	5,591	5,938		
54	HARBOR CAPITAL APPRECIATION FUND #1012 (HACAX)	729	25,098	26,902		
55	HARBOR FDS INTL FD (HAINX)	452	24,513	23,717		
56	HARMONIC INC (HLIT)	716	5,560	3,609		
57	HARRIS TEETER SUPERMARKETS INC (HTSI)	145	5,528	6,183		
58	HEIDRICK&STRUGGLES INTL (HSII)	99	2,677	2,132		
59	HELMERICH PAYNE (HP)	142	3,099	8,287		
60	HEXCEL CP DELAWARE (HXL)	248	3,037	6,004		
61	HILSHIRE BRANDS CO (HSH)	322	5,664	6,092		
62	HOLLYFRONTIER CORP (HFC)	278	3,969	6,505		
63	IAC/INTERACTIVE CORP (IACI)	98	1,621	4,175		
64	IMMUNOGEN, INC (IMGN)	187	1,577	2,165		
65	INPUT/OUTPUT INC. (IO)	321	956	1,968		
66	INTERMEC INCCOM (IN)	209	3,143	1,434		
67	ISIS PHARMACEUTICALS, INC. (ISIS)	299	4,315	2,156		
68	KANSAS CITY SOUTHERN (KSU)	260	7,168	17,683		
69	LAM RESEARCH CORP (LRCX)	132	3,414	4,887		
70	LAS VEGAS SANDS CORP (LVS)	286	2,240	12,221		
71	LIBERTY MEDIA HLDG CAP SER A (LCAPA)	52	528	4,059		
72	LIN TV CORP (TVL)	364	360	1,540		
73	LSI CORPORATION (LSI)	566	1,990	3,368		
74	MADISON SQUARE GARDEN CO (MSG)	59	647	1,690		
75	MARSHALL MID-CAP GROWTH FD CL I (MRMIX)	1,557	22,476	28,750		
76	MARSHALL MID-CAP VALUE FD CL I (MRVIX)	2,214	32,196	26,099		
77	MARSHALL SMALL-CAP GROWTH FD CL I (MSGIX)	1,758	28,095	30,513		
78	MEADWESTVACO CORP (MWV)	166	2,041	4,972		
79	MFS GLOBAL TOTAL RETURN FUND CLASS A (MFWTX)	7,599	99,999	100,380		
80	MICROMET, INC (MITI)	564	3,695	4,055		
81	MONSANTO CO (MON)	93	6,734	6,517		
82	MOODY'S CORP (MCO)	255	7,980	8,588		

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:					2,152,131	2,312,792
	Description	Shares	Book Value End of Year	FMV End of Year		
83	MYRIAD GENETICS, INC (MYGN)	240	7,114	5,026		
84	NASDAQ OMX GROUP (THE) (NDAQ)	291	7,774	7,132		
85	NATIONAL GRID TRANSOCO PLC (NGG)	120	5,662	5,818		
86	NCR CP (NCR)	452	7,960	7,440		
87	NORFOLK SOUTHERN CORP (NSC)	92	6,796	6,703		
88	NORTH AMERICAN ENERGY PARTNERS (NOA)	159	1,192	1,024		
89	NORTHEAST UTIL (NU)	164	5,423	5,915		
90	NOVELLUS SYS INC (NVLS)	224	3,318	9,249		
91	OAKMARK INTERNATIONAL FUND CL I (OAKIX)	948	23,841	15,692		
92	OGE ENERGY CORP (OGE)	160	5,901	9,074		
93	ONEOK INC (OKE)	88	6,792	7,629		
94	ONYX PHARMACEUTICALS, INC (ONXX)	152	3,828	6,680		
95	ORIENT-EXPRESS HOTEL (OEH)	570	5,645	4,258		
96	PALL CP (PLL)	154	4,958	8,801		
97	PIMCO LOW DURATION INSTL (PTLDX)	3,220	33,835	33,133		
98	PIMCO TOTAL RETURN FUND (PTTRX)	8,413	87,365	91,451		
99	PRECISION CASTPARTS (PCP)	86	5,881	14,172		
100	R F MICRO DEVICES INC (RFMD)	458	1,204	2,473		
101	RAYMOND JAMES FINANCIAL INC (RJF)	149	2,601	4,613		
102	ROBERT HALF INTL INC. (RHI)	90	1,931	2,561		
103	ROWAN CO PLC (RDC)	184	4,200	5,581		
104	ROYAL CARIBBEAN CRUISE (RCL)	162	2,239	4,013		
105	RTI INTL METALS INC (RTI)	177	3,195	4,108		
106	SAKS INC (SKS)	340	1,346	3,315		
107	SEACHANGE INTERNATIONAL, INC (SEAC)	487	3,409	3,424		
108	SEATTLE GENETICS, INC. (SGEN)	282	4,046	4,715		
109	SHAW GROUP INC (SHAW)	127	4,864	3,416		
110	SINCLARI BROADCAST GROUP INC (SBGI)	507	2,367	5,744		
111	SOLERA HOLDINGS INC (SLH)	146	5,334	6,503		
112	SOTHEBYS (BID)	140	4,930	3,994		
113	STARBUCKS CORP COM (SBUX)	209	5,182	9,616		
114	STERICYCLE INC (SRCL)	65	5,474	5,065		
115	STILLWATER MNG CO (SWC)	484	2,974	5,063		
116	SUNOCO INC (SUN)	119	6,006	4,881		
117	T ROWE PRICE GROWTH STOCK FD (PRGFX)	2,119	62,745	67,438		
118	TELUS CORP (TU)	167	7,884	8,943		
119	THE MOSAIC CO (MOS)	135	5,961	6,808		
120	TIME WARNER TELECOM INC (TWTC)	255	2,979	4,942		
121	TRIMBLE NAV LTD (TRMB)	258	7,295	11,197		
122	TRIQUINT SEMICONDUCTOR, INC (TQNT)	722	2,685	3,516		
123	UMB SCOUT INTERNATIONAL (UMBWX)	1,736	44,510	48,554		

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		TOTAL:		2,152,131	2,312,792
	Description	Shares	Book Value End of Year	FMV End of Year	
124	UNIFI INC. (UFI)	197	2,235	1,497	
125	UNILEVER N Y N Y (UN)	199	6,777	6,840	
126	UNITED STATES CELLULAR CORP (USM)	111	5,844	4,843	
127	UNITED STATES STEEL CORP (X)	81	3,956	2,143	
128	VALSPAR CORP (VAL)	173	3,602	6,742	
129	VANGUARD INDEX TR MID-CAP INDEX FD INSTL SHS (VMCIX)	1,621	29,758	31,909	
130	VANGUARD INSTITUTIONAL INDEX (VINIX)	1,276	156,224	146,771	
131	VANGUARD MID CAP INDEX FUND SIGNAL SHARES (VMISX)	1,021	19,639	28,723	
132	VANGUARD TOTAL BOND MARKET INDEX FUND SIGNAL SHARE (VBTSX)	3,044	31,433	33,484	
133	VISHAY INTERTECH (VSH)	313	1,051	2,814	
134	WADDELL&REED FIN INC (WDR)	152	1,870	3,765	
135	WESTPORT SELECT CAP FUND CLASS I (WPSCX)	1,221	29,258	28,481	
136	WHIRLPOOL CORP (WHR)	48	2,774	2,278	
137	WHOLE FOODS MARKET, INC. (WFM)	133	4,758	9,254	
138	WILLIAMS SONOMA INC (WSM)	321	7,373	12,359	

Form 990-PF, Part II, Line 13 - Investments - Other

TOTAL:			324,406	323,054
	Asset Description	Book Value End of Year	FMV End of Year	
1	LAZARD LTD (LAZ)	3,928	3,055	
2	NW MUTUAL LIFE INS POL#12-368-451 \$4 MIL	285,739	285,739	
3	SUPERFUND GREEN, LP (QUADRIGA-B)	34,739	34,260	
4				
5				
6				
7				
8				
9				
10				

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

							TOTAL:					
	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct		
1	Kevin J Olson	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Director	1	0	0	0		
2	Paul Tanis	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Director	1	0	0	0		
3	Andrew J Thom	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Director	1	0	0	0		
4	Cynthia L Thom	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Director	1	0	0	0		
5	Jeff A Thom	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	President / Director	1	0	0	0		
6	Joseph A Thom	Foundation Source 501 Silverside Rd	Wilmington	DE	19809	Director	1	0	0	0		
7												
8												
9												
10												

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

JUNIOR ACHIEVEMENT OF THE UPPER MIDWEST

Street

1800 WHITE BEAR AVE N

City

MAPLEWOOD

State

MN

Zip Code

55109

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Mankato Area High School Personal Finance Program

Amount

17,600

Name

MAKE-A-WISH FOUNDATION OF MINNESOTA

Street

615 1ST AVE NE STE 415

City

MINNEAPOLIS

State

MN

Zip Code

55413

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

4,000

Name

MARCH OF DIMES - SOUTHWEST DIVISION

Street

107 N 2ND ST

City

MANKATO

State

MN

Zip Code

56001

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

4,000

Name

MINNESOTA HISTORICAL SOCIETY

Street

345 KELLOGG BLVD W

City

SAINT PAUL

State

MN

Zip Code

55102

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

2,500

Name

SALVATION ARMY

Street

700 S RIVERFRONT DR

City

MANKATO

State

MN

Zip Code

56001

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

SHARING AND CARING HANDS INC

Street

525 N 7TH ST

City

MINNEAPOLIS

State

MN

Zip Code

55405

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SUSAN G KOMEN BREAST CANCER FOUNDATION

Street

5005 LBJ FWY STE 250

City

DALLAS

State

TX

Zip Code

75244

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General & Unrestricted

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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Foundation Status

Purpose of grant/contribution

Amount

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Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0