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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 12/01 **, 2012, and ending** 11/30, 20 13

Name of foundation: JAMES R. THORPE FOUNDATION

A Employer identification number: 41-6175293

Number and street (or P.O. box number if mail is not delivered to street address): 4500 CHICAGO AVENUE — Room/suite: 101

B Telephone number (see instructions): (763) 250-9304

City or town, state, and ZIP code: MINNEAPOLIS, MN 55407

C If exemption application is pending, check here ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] 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)* ▶ $ 7,315,134.

J Accounting method: [X] 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)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments	71.	71.		
	4 Dividends and interest from securities	126,052.	126,052.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	141,864.			
	b Gross sales price for all assets on line 6a 2,953,656.				
	7 Capital gain net income (from Part IV, line 2)		141,864.		
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	267,987.	267,987.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 1	2,450.	850.		1,600.
	c Other professional fees (attach schedule) *	73,584.	26,311.		47,273.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	3,890.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	453.			453.
	23 Other expenses (attach schedule) ATCH 4	17,888.			17,888.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	98,265.	27,161.		67,214.
	25 Contributions, gifts, grants paid	248,150.			248,150.
	26 Total expenses and disbursements. Add lines 24 and 25	346,415.	27,161.	0	315,364.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-78,428.			
	b Net investment income (if negative, enter -0-)		240,826.		
	c Adjusted net income (if negative, enter -0-)				

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*ATCH 2

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	22,195.	18,881.	18,881.
	2 Savings and temporary cash investments	66,390.	20,640.	20,640.
	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) **	571.	543.	581.
	b Investments - corporate stock (attach schedule) ATCH 6	4,241,713.	3,920,178.	4,068,694.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 7	2,602,276.	2,894,475.	3,206,338.
	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)	6,933,145.	6,854,717.	7,315,134.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	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. ▶ X			
	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	6,933,145.	6,854,717.	
	30 Total net assets or fund balances (see instructions)	6,933,145.	6,854,717.	
	31 Total liabilities and net assets/fund balances (see instructions)	6,933,145.	6,854,717.	

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	6,933,145.
2	Enter amount from Part I, line 27a	2	-78,428.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,854,717.
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	6,854,717.

**ATCH 5

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	141,864.
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	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	259,514.	6,289,299.	0.041263
2010	195,161.	6,515,808.	0.029952
2009	207,963.	6,125,373.	0.033951
2008	164,355.	5,211,670.	0.031536
2007	372,866.	7,393,860.	0.050429

2	**Total** of line 1, column (d)	2	0.187131
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	0.037426
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,850,634.
5	Multiply line 4 by line 3	5	256,392.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,408.
7	Add lines 5 and 6	7	258,800.
8	Enter qualifying distributions from Part XII, line 4	8	315,364.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	2,408.
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	
3	Add lines 1 and 2	3	2,408.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	2,408.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 3,840.		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	3,840.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,432.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,432. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.JAMESRTHORPEFOUNDATION.ORG

14 The books are in care of ▶ KERRIE BLEVINS Telephone no. ▶ 763-250-9304

Located at ▶ 4500 CHICAGO AVENUE, #101 MINNEAPOLIS, MN ZIP+4 ▶ 55407

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	3b		X
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 2012?	4b		X

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

		Yes	No
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)? **5b**		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		X

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
ATCH 8		0	0	0

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

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

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 THE FOUNDATION ENTERED INTO AN AGREEMENT WITH TEMPLE UNIV. TO PROVIDE GRANTEE TRAINING & TECH ASSISTANCE IN MARCH 2014. THEY ANTICIPATE 50 TRAINEES & 2-3 TO RECIEVE TECH ASSISTANCE	10,000.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . . . ▶	

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	6,883,817.
b	Average of monthly cash balances	1b	71,141.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,954,958.
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	6,954,958.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	104,324.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,850,634.
6	**Minimum investment return.** Enter 5% of line 5	6	342,532.

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	342,532.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,408.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,408.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	340,124.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	340,124.
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	340,124.

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	315,364.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	315,364.
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	2,408.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	312,956.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				340,124.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only				
b Total for prior years: 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 ...... 3,983.				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	3,983.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 315,364.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				315,364.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	3,983.			3,983.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				20,777.
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 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

ATCH 9

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

SEE ATTACHMENT 12

c Any submission deadlines:

SEE ATTACHMENT 12

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

SEE ATTACHMENT 12

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT 10				248,150.
Total . . . . ▶ **3a**				248,150.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	71.	
4 Dividends and interest from securities			14	126,052.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	141,864.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				267,987.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 267,987.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 2/27/14 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JULIE R. RICHARDSON	Julie R. Richardson	2/25/14		P01567137

Firm's name ▶ SHIDELL & MAIR PLLP — Firm's EIN ▶ 41-0941592

Firm's address ▶ 3570 LEXINGTON AVENUE N. #300, ST PAUL, MN 55126 — Phone no. 651-482-1698

Form **990-PF** (2012)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		BERNSTEIN						
2,943,649.		2,811,792.					131,857.	
		BERNSTEIN - CAP GAIN DISTRIBUTIONS						
8,235.							8,235.	
		SECURITIES LITIGATION SETTLEMENT						
1,772.							1,772.	
TOTAL GAIN(LOSS)							141,864.	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SHIDELL & MAIR	2,450.	850.		1,600.
TOTALS	2,450.	850.		1,600.

ATTACHMENT 2

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BERNSTEIN - INVESTMENT FEES	26,311.	26,311.	
PRIVATE PHILANTROPY SERVICES	47,273.		47,273.
TOTALS	73,584.	26,311.	47,273.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
EXCISE TAX - 2012 ESTIMATED	3,840.
EXCISE TAX PAID W/ 2011 RETURN	50.
TOTALS	3,890.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OFFICE EXPENSES	415.	415.
TECHNOLOGY	3,450.	3,450.
WEB SITE	2,160.	2,160.
FILING FEE	25.	25.
D & O INSURANCE	873.	873.
MEMBERSHIPS AND DUES	965.	965.
GRANTEE TRAINING & TECH ASSIST	10,000.	10,000.
TOTALS	17,888.	17,888.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIXED INCOME- SEE ATTACHMNT 11	543.	581.
US OBLIGATIONS TOTAL	543.	581.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EQUITIES - SEE ATTCHMENT 11	3,356,562.	3,491,246.
MUTUAL FUNDS-REAL ESTATE SEC SEE ATTACHMENT 11	563,616.	577,448.
TOTALS	3,920,178.	4,068,694.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS - FIXED INCOME SEE ATTACHMENT 11	1,018,816.	1,016,750.
MUTUAL FUNDS - SEE ATTMENT 11	1,875,659.	2,189,588.
TOTALS	2,894,475.	3,206,338.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
TIMOTHY THORPE 4500 CHICAGO AVENUE 101 MINNEAPOLIS, MN 55407	PRESIDENT 2.00	0	0	0
ROBERT C. COTE 4500 CHICAGO AVENUE 101 MINNEAPOLIS, MN 55407	TREASURER 1.00	0	0	0
S. RUGGLES COTE 4500 CHICAGO AVENUE 101 MINNEAPOLIS, MN 55407	BOARD MEMBER 1.00	0	0	0
SAMUEL A. COTE 4500 CHICAGO AVENUE 101 MINNEAPOLIS, MN 55407	BOARD MEMBER 1.00	0	0	0
MARGARET T. RICHARDS 4500 CHICAGO AVENUE 101 MINNEAPOLIS, MN 55407	BOARD MEMBER 1.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
RICHARD THORPE 4500 CHICAGO AVENUE 101 MINNEAPOLIS, MN 55407	BOARD MEMBER 1.00	0	0	0
CAROLYN JONES 4500 CHICAGO AVENUE 101 MINNEAPOLIS, MN 55407	BOARD MEMBER 1.00	0	0	0
	GRAND TOTALS			

ATTACHMENT 9

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

KERRIE BLEVINS
4500 CHICAGO AVENUE, #101
MINNEAPOLIS, MN 55407
763-250-9304

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: JAMES R. THORPE FOUNDATION

Employer identification number: 41-6175293

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	141,864.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	141,864.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			
14	**Net long-term gain or (loss):**				
a	Total for year	14a			141,864.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			141,864.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
JAMES R. THORPE FOUNDATION

Employer identification number
41-6175293

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a BERNSTEIN			2,943,649.	2,811,792.	131,857.
BERNSTEIN - CAP GAIN DISTRIBUTIONS			8,235.		8,235.
SECURITIES LITIGATION SETTLEMENT			1,772.		1,772.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . 141,864.

James R. Thorpe Foundation
Grants Paid
November 30, 2013

EIN: 41-6175293

Organization Name Address Purpose	Amount
Cantus 1221 Nicollet Ave., Ste. 231 Minneapolis, MN 55403 support for the High School Residency program 5/15/13	$5,000.00
CAPI USA 3702 E. Lake Street Minneapolis, MN 55406 support for the Hmong Elder & Caregiver Support Program 11/20/13	$4,000.00
Children's Law Center of Minnesota 450 N. Syndicate St., Ste. 315 St. Paul, MN 55104 general operating support 5/15/13	$10,000.00
Community Emergency Service 1900 11th Avenue Minneapolis, MN 55404 support for the CES Home Delivery Program 11/20/13	$6,000.00
Community Emergency Service 1900 11th Avenue Minneapolis, MN 55404 support for the food shelf 11/20/13	$7,500.00
COMPAS, Inc. 75 5th Street. W. Suite 304 St. Paul, MN 55102 support for Artful Aging Programming for Ebenezer 11/20/13	$7,150.00
Conflict Resolution Center 2101 Hennepin Ave. S. Minneapolis, MN 55405 support for the Restorative Support for At-Risk Youth Program 5/15/13	$5,000.00
Cookie Cart 1119 W. Broadway Ave. N. Minneapolis, MN 55412 general operating support 5/15/13	$8,000.00

Attachment 10

James R. Thorpe Foundation
Grants Paid
November 30, 2013

EIN: 41-6175293

Organization Name Address Purpose	Amount
The Copper Street Brass Quintet 511 Groveland Ave. Minneapolis, MN 55403 support for The Brass T.A.C.S. program at Anwatin School 5/15/13	$6,000.00
Highpoint Center for Printmaking 912 W. Lake St. Minneapolis, MN 55408 support for Education & Community Programs 5/15/13	$7,000.00
Hospitality House Youth Development 1220 Logan Avenue N. Minneapolis, MN 55411 general operating support 5/15/13	$10,000.00
Hospitality House Youth Development 1220 Logan Avenue N. Minneapolis, MN 55411 support for Christmas with Dignity & food support for families 5/15/13	$7,500.00
Illusion Theater & School, Inc. 528 Hennepin Ave. Ste. 704 Minneapolis, MN 55403 support for the Theater Access for Youth program 5/15/13	$7,500.00
International Messengers PO Box 618, Clear Lake, Iowa 50428 support for XCB 7/5/13	$4,000.00
The Journey Church P.O. Box 320 Nisswa, MN 56468 general operating support 7/5/13	$4,000.00
Kairos Alive! 4316 Upton Ave. S. Minneapolis, MN 55410 support for the Warrior's Community Dancing Heart program 11/20/13	$7,500.00

Attachment 10

James R. Thorpe Foundation
Grants Paid
November 30, 2013

EIN: 41-6175293

Organization Name Address Purpose	Amount
La Oportunidad 2700 E. Lake St., Ste. 3200 Minneapolis, MN 55406 support for the Latino Youth Programs 5/15/13	$7,000.00
Lamplighters International 3925 W. 50th Street Suite 200 Edina, MN 55424 general operating support 7/5/13	$8,000.00
Little Brothers - Friends of the Elderly 1845 East Lake Street Minneapolis, MN 55407 general operating support 11/20/13	$7,500.00
Longfellow/Seward Healthy Seniors 2800 East Lake St. Minneapolis, MN 55406 general operating support 11/20/13	$7,500.00
Minnesota Chorale 528 Hennepin Ave., Ste. 407 Minneapolis, MN 55403 support for the Minneapolis Youth Chorus 5/15/13	$6,000.00
Nawayee Center School 2421 Bloomington Ave. S. Minneapolis, MN 55404 general operating support 5/15/13	$10,000.00
Nokomis Healthy Seniors Program 4120 17th Ave S. Minneapolis, MN 55407 general operating support 11/20/13	$6,000.00
Phyllis Wheatley Community Center, Inc. 1301 10th Ave. N. Minneapolis, MN 55411 support for the Youth Development Program 5/15/13	$10,000.00

Attachment 10

James R. Thorpe Foundation
Grants Paid
November 30, 2013

EIN: 41-6175293

Organization Name Address Purpose	Amount
Project SUCCESS One Groveland Terrace Suite 300 Minneapolis, MN 55403 general operating support 5/15/13	$7,000.00
Rebuilding Together Twin Cities 1050 SE 33rd Ave. Minneapolis, MN 55414 support for Safe at Home 11/20/13	$7,500.00
Sabathani Community Center 310 E. 38th St. Minneapolis, MN 55409 support for Sabathani Senior Independent Living Program 11/20/13	$7,500.00
Sabathani Community Center 310 E. 38th St. Minneapolis, MN 55409 support for the food shelf and holiday support programs 11/20/13	$7,500.00
The Salvation Army 208 S. 5th Street P.O. Box 385 Brainerd, MN 56401 general operating support 7/5/13	$500.00
Somali American Parent Association (SAPA) 1421 Park Ave. S., Ste. 204 Minneapolis, MN 55404 support for the Out of School Time Program 5/15/13	$5,000.00
Southeast Seniors 66 Malcolm Ave., S.E. Minneapolis, MN 55414 general operating support 11/20/13	$7,500.00
Store To Door 1935 W. County Rd B2 Suite 250 Roseville, MN 55113 general operating support 11/20/13	$7,500.00

Attachment 10

James R. Thorpe Foundation
Grants Paid
November 30, 2013

EIN: 41-6175293

Organization Name Address Purpose	Amount
Union Gospel Mission 77 E. 9th Street St. Paul, MN 55101 a matching grant in general operating support 6/18/13	$2,500.00
University of Minnesota Foundation 200 Oak Street SE Suite 500 Minneapolis, MN 55455-2010 a gift to the William R. King Scholarship Fund 7/5/13	$1,000.00
Vietnamese Social Services of MN 200 Oak Street SE Suite 500 Minneapolis, MN 55455-2010 support for Elder Circle: Opening Minds to a Broader World 11/20/13	$5,000.00
Wayzata Evangelical Free Church 705 County Road 100 N. Plymouth, MN 55447 general operating support 7/5/13	$1,000.00
WellShare International 122 W. Franklin Ave. Suite 510 Minneapolis, MN 55404 general operating support 11/20/13	$6,000.00
West Suburban Teen Clinic, dba myHealth for Teens and Young Adults 15 Eighth Ave. S. Hopkins, MN 55343 support for the Mental Health and Youth Development Program 5/15/13	$7,500.00
YouthCARE 2701 University Ave., SE Suite 205 Minneapolis, MN 55414 support for the Multicultural Youth Employment Program 5/15/13	$7,000.00
Total Grants Paid	**$ 248,150.00**

Attachment 10

BERNSTEIN
Global Wealth Management

Portfolio Holdings and Valuation

Account: JAMES R. THORPE FOUNDATION
As of November 29, 2013 41-6175293

This report contains data for all accounts that were open as of the period ending date you selected account 888-36640 (comprised of accounts 038-57828, 038-57829, and 039-35229)

Managed Assets

Cash Balances

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Cash										
CASH										
20,640.48	CASH		$1 00	$1 00	$20,640	$20,640	$19	0 1%	0 3%	100.0%
TOTAL Cash					**$20,640**	**$20,640**	**$19**	**0.1%**	**0.3%**	**100.0%**
TOTAL Cash Balances					**$20,640**	**$20,640**	**$19**	**0.1%**	**0.3%**	**100.0%**

Fixed Income

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Mutual Funds										
MUTUAL FUNDS										
20,276 119	AB BOND INFLATION STRATEGY CLASS 1	ABNOX	$10 72	$10.70	$217,360	$216,954	$1,703	0.7%	3 0%	21 4%
35,001.812	ALLIANCEBERNSTEIN GLOBAL BOND ADVISORY CLASS	ANAYX	$8 28	$8.29	$289,815	$290,165 AI $160	$8,050	2.8%	4 0%	28 6%
Total					$507,175	$507,119	$9,754	1.9%	6.9%	49.9%
TAXABLE FUND										
37,721 412	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	SNIDX	$13 56	$13 49	$511,641	$508,862 AI $608	$14,272	2 6%	7.0%	50 1%
TOTAL Mutual Funds					**$1,018,816**	**$1,016,750**	**$24,025**	**2.2%**	**13.9%**	**100.0%**
TOTAL Fixed Income					**$1,018,816**	**$1,016,750**	**$24,025**	**2.2%**	**13.9%**	**100.0%**

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As of November 29, 2013 41-6175293

Real Asset Securities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Mutual Funds										
MUTUAL FUNDS										
53,221 03	AB REAL ASSET STRATEGY CLASS 1	AMTOX	$10.59	$10.85	$563,616	$577,448	$0	0.0%	7.9%	100.0%
TOTAL Mutual Funds					**$563,616**	**$577,448**	**$0**	**0.0%**	**7.9%**	**100.0%**
TOTAL Real Asset Securities					**$563,616**	**$577,448**	**$0**	**0.0%**	**7.9%**	**100.0%**

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Capital Equipment										
AEROSPACE-DEFENSE										
225	BOEING CO/THE	BA	$98 89	$134.25	$22,250	$30,206	$437	1 5%	0 4%	0.9%
95	PRECISION CASTPARTS CORP	PCP	$165.41	$258.45	$15,714	$24,553	$11	0.1%	0.3%	0.7%
Total					$37,963	$54,759	$448	0.8%	0 8%	1 6%
DEFENSE										
175	RAYTHEON COMPANY	RTN	$81.00	$88.68	$14,176	$15,519	$385	2 5%	0.2%	0 4%
ELECTRICAL EQUIPMENT										
100	WW GRAINGER INC	GWW	$229.24	$257.92	$22,924	$25,792	$372	1.4%	0 4%	0.7%
MACHINERY										
175	EATON CORP PLC	ETN	$45.69	$72 66	$7,996	$12,716	$0	0.0%	0 2%	0 4%
MISC. CAPITAL GOODS										
550	DANAHER CORP	DHR	$50.60	$74.80	$27,830	$41,140	$55	0 1%	0.6%	1.2%
325	ILLINOIS TOOL WORKS	ITW	$63 71	$79.58	$20,706	$25,864	$546	2 1%	0.4%	0 7%
200	PARKER HANNIFIN CORP	PH	$109 09	$117 84	$21,818	$23,568	$360	1 5%	0 3%	0 7%
75	POLARIS INDUSTRIES INC	PII	$128 10	$133 47	$9,607	$10,010	$126	1 3%	0 1%	0 3%

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Portfolio Holdings and Valuation

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Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
	Total				$79,960	$100,582	$1,087	1.1%	1.4%	2.9%
	TOTAL Capital Equipment				**$163,020**	**$209,367**	**$2,292**	**1.1%**	**2.9%**	**6.0%**
	Consumer Cyclicals									
	AUTOS & AUTO PARTS OEMS									
1,800	FORD MOTOR CO	F	$11.49	$17.08	$20,687	$30,744	$720	2.3%	0.4%	0.9%
	RETAILERS									
60	AMAZON.COM INC	AMZN	$232.11	$393 62	$13,927	$23,617	$0	0.0%	0.3%	0 7%
225	COSTCO WHOLESALE CORP	COST	$115.26	$125.43	$25,934	$28,222	$279	1.0%	0.4%	0.8%
125	CVS/CAREMARK CORP	CVS	$65.49	$66 96	$8,186	$8,370	$113	1.3%	0.1%	0 2%
375	EBAY INC	EBAY	$50 47	$50 52	$18,925	$18,945	$0	0 0%	0 3%	0.5%
400	HOME DEPOT INC	HD	$54.17	$80 67	$21,669	$32,268	$624	1.9%	0.4%	0 9%
800	KROGER CO	KR	$23.37	$41 75	$18,694	$33,400	$528	1.6%	0 5%	1.0%
350	MACY'S INC	M	$34 62	$53.26	$12,117	$18,641	$350	1 9%	0.3%	0 5%
550	TJX COMPANIES INC	TJX	$45.47	$62 88	$25,006	$34,584	$319	0 9%	0.5%	1.0%
325	WAL-MART STORES INC	WMT	$70 62	$81 01	$22,950	$26,328	$611	2 3%	0 4%	0.8%
	Total				$167,407	$224,375	$2,824	1.3%	3.1%	6 4%
	TEXTILES/SHOES - APPAREL MFG.									
300	NIKE INC -CL B	NKE	$74 28	$79 14	$22,283	$23,742	$288	1.2%	0.3%	0.7%
	TOYS									
850	ELECTRONIC ARTS INC	EA	$24.47	$22.18	$20,799	$18,853	$0	0.0%	0 3%	0.5%
200	HASBRO INC	HAS	$51.77	$53 82	$10,355	$10,764	$320	3.0%	0 1%	0 3%
	Total				$31,153	$29,617	$320	1 1%	0 4%	0 8%
	TOTAL Consumer Cyclicals				**$241,530**	**$308,478**	**$4,152**	**1.3%**	**4.2%**	**8.8%**
	Consumer Growth									
	DRUGS									
105	BIOGEN IDEC INC	BIIB	$143.87	$290.97	$15,106	$30,552	$0	0.0%	0.4%	0.9%

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Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
100	CELGENE CORP	CELG	$111 95	$161 77	$11,195	$16,177	$0	0 0%	0.2%	0.5%
325	GILEAD SCIENCES INC	GILD	$55.37	$74.81	$17,995	$24,313	$0	0.0%	0 3%	0.7%
200	MERCK & CO INC.	MRK	$45.03	$49 83	$9,006	$9,966	$352	3.5%	0.1%	0.3%
2,000	PFIZER INC	PFE	$18.16	$31.73	$36,326	$63,460	$1,920	3.0%	0.9%	1.8%
100	VERTEX PHARMACEUTICALS INC	VRTX	$46.07	$69 42	$4,607	$6,942	$0	0.0%	0 1%	0 2%
Total					$94,235	$151,410	$2,272	1.5%	2.1%	4.3%
ENTERTAINMENT										
475	CBS CORP-CLASS B NON VOTING	CBS	$51 52	$58 56	$24,470	$27,816	$228	0.8%	0.4%	0 8%
275	THE WALT DISNEY CO.	DIS	$37.25	$70.54	$10,244	$19,399	$206	1 1%	0.3%	0.6%
350	TIME WARNER INC	TWX	$41.17	$65 71	$14,408	$22,999	$403	1.8%	0 3%	0 7%
300	VIACOM INC-CLASS B	VIAB	$47 24	$80.17	$14,172	$24,051	$360	1.5%	0.3%	0.7%
Total					$63,294	$94,264	$1,197	1.3%	1.3%	2.7%
HOSPITAL SUPPLIES										
250	ALLERGAN INC	AGN	$99.99	$97 05	$24,997	$24,263	$50	0.2%	0.3%	0 7%
175	BECTON DICKINSON & CO	BDX	$80.51	$108 59	$14,088	$19,003	$382	2.0%	0 3%	0.5%
375	JOHNSON & JOHNSON	JNJ	$62 37	$94 66	$23,388	$35,498	$990	2.8%	0 5%	1 0%
450	MEDTRONIC INC	MDT	$46.15	$57 32	$20,766	$25,794	$504	2 0%	0.4%	0 7%
Total					$83,240	$104,557	$1,926	1 8%	1 4%	3.0%
LEISURE TIME										
475	REGAL ENTERTAINMENT GROUP-A	RGC	$18 99	$19.48	$9,019	$9,253	$399	4.3%	0 1%	0.3%
MEDICAL PRODUCTS										
70	INTUITIVE SURGICAL INC	ISRG	$474.26	$376.90	$33,198	$26,383	$0	0 0%	0 4%	0.8%
OTHER MEDICAL										
300	PATTERSON COS INC	PDCO	$38 05	$41.49	$11,414	$12,447	$192	1 5%	0.2%	0 4%
PUBLISHING										
40	GOOGLE INC-CL A	GOOG	$562.01	$1,059 59	$22,480	$42,384	$0	0.0%	0 6%	1.2%
PUBLISHING - NEWSPAPERS										

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Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
550	GANNETT CO	GCI	$26.95	$27.06	$14,824	$14,883	$440	3.0%	0 2%	0.4%
RADIO - TV BROADCASTING										
475	COMCAST CORP-CLASS A	CMCSA	$28 60	$49 87	$13,587	$23,688	$371	1.6%	0 3%	0 7%
TOTAL Consumer Growth					**$345,291**	**$479,269**	**$6,796**	**1.4%**	**6.6%**	**13.7%**
Consumer Staples										
BEVERAGES - SOFT, LITE & HARD										
75	PEPSICO INC	PEP	$81.45	$84 46	$6,109	$6,335	$170	2 7%	0 1%	0 2%
FOODS										
800	CONAGRA FOODS INC	CAG	$31 55	$32 99	$25,237	$26,392	$800	3 0%	0.4%	0.8%
175	JM SMUCKER CO/THE	SJM	$89 72	$104.24	$15,701	$18,242	$406	2.2%	0.2%	0.5%
Total					$40,938	$44,634	$1,206	2.7%	0.6%	1.3%
RESTAURANTS										
25	CHIPOTLE MEXICAN GRILL-CL A	CMG	$318 24	$523 86	$7,956	$13,097	$0	0.0%	0 2%	0.4%
100	MCDONALD'S CORP	MCD	$90.45	$97 37	$9,045	$9,737	$324	3.3%	0.1%	0.3%
275	STARBUCKS CORP	SBUX	$32 13	$81.46	$8,836	$22,402	$286	1.3%	0.3%	0.6%
Total					$25,837	$45,235	$610	1.4%	0.6%	1.3%
RETAIL STORES - FOOD										
300	MEAD JOHNSON NUTRITION CO	MJN	$83.84	$84 51	$25,152	$25,353	$408	1 6%	0.3%	0.7%
TOBACCO										
350	ALTRIA GROUP INC	MO	$35 49	$36 98	$12,422	$12,943	$672	5 2%	0 2%	0.4%
250	PHILIP MORRIS INTERNATIONAL	PM	$89 44	$85.54	$22,360	$21,385	$940	4.4%	0 3%	0 6%
225	REYNOLDS AMERICAN INC	RAI	$42 48	$50 45	$9,557	$11,351	$567	5.0%	0.2%	0 3%
Total					$44,339	$45,679	$2,179	4.8%	0.6%	1 3%
TOTAL Consumer Staples					**$142,374**	**$167,236**	**$4,573**	**2.7%**	**2.3%**	**4.8%**
Emerging Markets Mutual Funds										
EMERGING MARKETS FUND										

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Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
5,181 853	BERNSTEIN EMERGING MARKETS PORTFOLIO	SNEMX	$35 01	$27 84	$181,417	$144,263	$1,860	1 3%	2 0%	4.1%
TOTAL Emerging Markets Mutual Funds					**$181,417**	**$144,263**	**$1,860**	**1.3%**	**2.0%**	**4.1%**
Energy										
OIL - CRUDE PRODUCTS										
300	NOBLE ENERGY INC	NBL	$48.12	$70 24	$14,436	$21,072	$168	0.8%	0.3%	0.6%
OIL WELL EQUIPMENT & SERVICES										
275	HALLIBURTON CO	HAL	$49 23	$52.68	$13,537	$14,487	$165	1.1%	0 2%	0.4%
300	MARATHON PETROLEUM CORP	MPC	$85 06	$82 74	$25,517	$24,822	$504	2.0%	0 3%	0.7%
450	SCHLUMBERGER LTD	SLB	$77.57	$88.42	$34,906	$39,789	$563	1 4%	0.5%	1.1%
Total					$73,961	$79,098	$1,232	1 6%	1.1%	2 3%
OILS - INTEGRATED DOMESTIC										
375	HESS CORP	HES	$80.93	$81.13	$30,347	$30,424	$375	1.2%	0.4%	0 9%
325	OCCIDENTAL PETROLEUM CORP	OXY	$90 96	$94 96	$29,563	$30,862	$832	2.7%	0.4%	0 9%
500	VALERO ENERGY CORP	VLO	$36 47	$45.72	$18,233	$22,860	$450	2 0%	0.3%	0.7%
Total					$78,144	$84,146	$1,657	2 0%	1 2%	2 4%
OILS - INTEGRATED INTERNATIONAL										
100	CHEVRON CORP	CVX	$109 73	$122 44	$10,973	$12,244	$400	3 3%	0.2%	0.4%
TOTAL Energy					**$177,513**	**$196,560**	**$3,457**	**1.8%**	**2.7%**	**5.6%**
Financial										
BANKS - NYC										
425	CIT GROUP INC	CIT	$38.45	$50 48	$16,340	$21,454	$170	0.8%	0.3%	0.6%
800	CITIGROUP INC	C	$37 86	$52 92	$30,284	$42,336	$32	0.1%	0 6%	1.2%
275	JPMORGAN CHASE & CO	JPM	$48.09	$57.22	$13,224	$15,736	$418	2.7%	0 2%	0 5%
Total					$59,849	$79,526	$620	0.8%	1 1%	2.3%
FINANCE - PERSONAL LOANS										
325	AMERICAN EXPRESS CO	AXP	$72 04	$85.80	$23,415	$27,885	$299	1.1%	0.4%	0.8%

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Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
300	CAPITAL ONE FINANCIAL CORP	COF	$56 33	$71.63	$16,898	$21,489	$360	1 7%	0.3%	0 6%
Total					$40,312	$49,374	$659	1.3%	0.7%	1 4%
LIFE INSURANCE										
150	EVEREST RE GROUP LTD	RE	$127.25	$156 83	$19,087	$23,525	$288	1.2%	0 3%	0.7%
900	GENWORTH FINANCIAL INC-CL A	GNW	$10 80	$15 11	$9,716	$13,599	$0	0.0%	0.2%	0 4%
550	LINCOLN NATIONAL CORP	LNC	$45.68	$51 33	$25,125	$28,232	$352	1 3%	0 4%	0 8%
Total					$53,928	$65,355	$640	1 0%	0 9%	1 9%
MAJOR REGIONAL BANKS										
2,400	BANK OF AMERICA CORP	BAC	$11 31	$15.82	$27,144	$37,968	$96	0.3%	0 5%	1.1%
950	WELLS FARGO & COMPANY	WFC	$32 77	$44 02	$31,128	$41,819	$1,140	2.7%	0.6%	1 2%
Total					$58,273	$79,787	$1,236	1.5%	1.1%	2.3%
MISC FINANCIAL										
55	AFFILIATED MANAGERS GROUP INC	AMG	$137.32	$200 25	$7,553	$11,014	$0	0.0%	0 2%	0.3%
125	BERKSHIRE HATHAWAY INC-CL B	BRK/B	$84.99	$116 53	$10,624	$14,566	$0	0 0%	0.2%	0 4%
145	VISA INC - CLASS A SHRS	V	$131 68	$203 46	$19,093	$29,502	$232	0 8%	0 4%	0 8%
Total					$37,270	$55,082	$232	0 4%	0.8%	1.6%
MULTI-LINE INSURANCE										
750	AMERICAN INTERNATIONAL GROUP	AIG	$44.11	$49.75	$33,079	$37,313	$300	0 8%	0 5%	1 1%
200	HEALTH NET INC	HNT	$24.56	$30.55	$4,911	$6,110	$0	0.0%	0.1%	0.2%
275	WELLPOINT INC	WLP	$62.51	$92 88	$17,192	$25,542	$413	1.6%	0.3%	0 7%
Total					$55,182	$68,965	$713	1.0%	0.9%	2.0%
PROPERTY - CASUALTY INSURANCE										
275	AON PLC	AON	$75.48	$81 64	$20,757	$22,451	$0	0.0%	0 3%	0 6%
175	CHUBB CORP	CB	$86.13	$96.45	$15,073	$16,879	$308	1.8%	0 2%	0 5%
175	PARTNERRE LTD	PRE	$82 18	$102 90	$14,381	$18,008	$420	2.3%	0.2%	0.5%
Total					$50,211	$57,337	$728	1.3%	0.8%	1.6%

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Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
	TOTAL Financial				$355,026	$455,425	$4,828	1.1%	6.2%	13.0%
	Industrial Resources									
	CHEMICALS									
300	LYONDELLBASELL INDU-CL A	LYB	$40 35	$77 18	$12,105	$23,154	$30	0.1%	0 3%	0 7%
	FERTILIZERS									
150	MONSANTO CO	MON	$99.45	$113 33	$14,917	$17,000	$258	1 5%	0 2%	0 5%
	MISC INDUSTRIAL COMMODITIES									
155	INTERCONTINENTALEXCHANGE GROUP	ICE	$133.07	$213 29	$20,625	$33,060	$0	0 0%	0 5%	0 9%
	TOTAL Industrial Resources				$47,647	$73,213	$288	0.4%	1.0%	2.1%
	International Equity Mutual Funds									
	INTERNATIONAL EQUITY FUND									
53,706 36	BERNSTEIN INTERNATIONAL PORTFOLIO	SIMTX	$23 21	$16 38	$1,246,590	$879,710	$14,178	1.6%	12.1%	25.2%
	TOTAL International Equity Mutual Funds				$1,246,590	$879,710	$14,178	1.6%	12.1%	25.2%
	Miscellaneous									
	MISCELLANEOUS									
175	VERISK ANALYTICS INC-CL A	VRSK	$64.95	$65.11	$11,367	$11,394	$0	0 0%	0 2%	0 3%
	TOTAL Miscellaneous				$11,367	$11,394	$0	0.0%	0.2%	0.3%
	Mutual Funds									
	MUTUAL FUNDS									
6,098.289	AB DISCOVERY GROWTH FND CL ADV	CHCYX	$7 00	$10.09	$42,688	$61,532	$0	0 0%	0.8%	1.8%
2,665 283	AB DISCOVERY VALUE FUND CL ADV	ABYSX	$16.12	$23.27	$42,967	$62,021	$0	0.0%	0 8%	1 8%
	Total				$85,655	$123,553	$0	0.0%	1.7%	3 5%
	TOTAL Mutual Funds				$85,655	$123,553	$0	0.0%	1.7%	3.5%
	Non-Financial									
	HOME BUILDING									
900	PULTE GROUP INC	PHM	$15.85	$18.76	$14,263	$16,884	$180	1.1%	0.2%	0 5%

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Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
	MISC BUILDING									
110	SHERWIN-WILLIAMS CO/THE	SHW	$171 85	$183.03	$18,904	$20,133	$220	1 1%	0 3%	0 6%
	TOTAL Non-Financial				**$33,167**	**$37,017**	**$400**	**1.1%**	**0.5%**	**1.1%**
	Services									
	AIR FREIGHT									
100	FEDEX CORP	FDX	$136.45	$138.70	$13,645	$13,870	$60	0.4%	0 2%	0 4%
	RAILROADS									
190	UNION PACIFIC CORP	UNP	$118.68	$162 04	$22,549	$30,788	$600	2.0%	0 4%	0 9%
	TOTAL Services				**$36,193**	**$44,658**	**$660**	**1.5%**	**0.6%**	**1.3%**
	Technology									
	COMMUNICATION - EQUIP. MFRS.									
500	CISCO SYSTEMS INC	CSCO	$19.44	$21.25	$9,722	$10,625	$340	3 2%	0.1%	0.3%
	COMPUTER SERVICES/SOFTWARE									
300	ANSYS INC	ANSS	$64 26	$85 67	$19,277	$25,701	$0	0.0%	0.4%	0.7%
375	COGNIZANT TECH SOLUTIONS-A	CTSH	$72.68	$93 89	$27,255	$35,209	$0	0.0%	0 5%	1.0%
450	FIDELITY NATIONAL INFORMATION	FIS	$32 79	$50 68	$14,756	$22,806	$396	1 7%	0.3%	0 7%
50	LINKEDIN CORP - A	LNKD	$98 39	$224 03	$4,919	$11,202	$0	0 0%	0.2%	0 3%
425	MICROSOFT CORP	MSFT	$29.67	$38.13	$12,609	$16,205	$476	2 9%	0 2%	0 5%
25	PRICELINE COM INC	PCLN	$732 27	$1,192 33	$18,307	$29,808	$0	0.0%	0.4%	0 9%
	Total				$97,123	$140,931	$872	0.6%	1.9%	4.0%
	COMPUTER/INSTRUMENTATION									
175	AMPHENOL CORP-CL A	APH	$83.61	$85 00	$14,632	$14,875	$140	0.9%	0 2%	0.4%
	COMPUTERS									
90	APPLE INC	AAPL	$319 94	$556.07	$28,795	$50,046	$1,098	2 2%	0.7%	1.4%
1,400	HEWLETT-PACKARD CO	HPQ	$27 50	$27 35	$38,505	$38,290	$813	2.1%	0.5%	1 1%
155	INTL BUSINESS MACHINES CORP	IBM	$204 29	$179 68	$31,665	$27,850	$589	2 1%	0 4%	0 8%
	Total				$98,964	$116,187	$2,500	2 1%	1 6%	3.3%

Attachment 11

BERNSTEIN
Global Wealth Management

Portfolio Holdings and Valuation

Account: JAMES R THORPE FOUNDATION
As of November 29, 2013 41-6175293

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
	TELECOMMUNICATION									
650	AMDOCS LTD	DOX	$36 40	$40 46	$23,660	$26,299	$0	0.0%	0.4%	0.8%
TOTAL Technology					**$244,100**	**$308,916**	**$3,852**	**1.2%**	**4.2%**	**8.8%**
Utilities										
	GAS DISTRIBUTORS									
325	KINDER MORGAN INC	KMI	$37.12	$35.54	$12,063	$11,551	$533	4.6%	0 2%	0 3%
	TELEPHONE									
225	AT&T INC	T	$35 01	$35 21	$7,877	$7,922	$405	5.1%	0.1%	0 2%
350	VERIZON COMMUNICATIONS INC	VZ	$45 33	$49 62	$15,865	$17,367	$742	4 3%	0.2%	0 5%
	Total				$23,742	$25,289	$1,147	4.5%	0 3%	0 7%
	UTILITY									
100	LIBERTY MEDIA CORP	LMCA	$98 65	$153 46	$9,865	$15,346	$0	0.0%	0 2%	0.4%
TOTAL Utilities					**$45,671**	**$52,186**	**$1,680**	**3.2%**	**0.7%**	**1.5%**
						$3,319 AI				
TOTAL Equities					**$3,356,562**	**$3,491,246**	**$49,016**	**1.4%**	**47.9%**	**100.0%**

Dynamic Asset Allocation Overlay

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Mutual Funds										
	MUTUAL FUNDS									
175,307.304	OVERLAY A PORTFOLIO CLASS 2	SAOTX	$10 70	$12 49	$1,875,659	$2,189,588	$17,005	0 8%	30 0%	100.0%
TOTAL Mutual Funds					**$1,875,659**	**$2,189,588**	**$17,005**	**0.8%**	**30.0%**	**100.0%**
TOTAL Dynamic Asset Allocation Overlay					**$1,875,659**	**$2,189,588**	**$17,005**	**0.8%**	**30.0%**	**100.0%**

Attachment -11

BERNSTEIN
Global Wealth Management

Portfolio Holdings and Valuation

Account: JAMES R. THORPE FOUNDATION
As of November 29, 2013 41-6175293

Unmanaged Assets

Fixed Income

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
	Cash Equivalents									
	AGENCY DISCOUNT NOTE									
105 082	FGLMC 30 YR#C12267		$100 17	$111 05	$105	$117 AI $1	$7	N/A	0.0%	20.2%
	TOTAL Cash Equivalents				**$105**	**$117**	**$7**	**N/A**	**0.0%**	**20.2%**
	Unclassified									
	UNKNOWN									
440 712	GNMA 30 YR#447277		$99 34	$104 63	$438	$461 AI $3	$33	N/A	0 0%	79 8%
	TOTAL Unclassified				**$438**	**$464**	**$33**	**N/A**	**0.0%**	**79.8%**
	TOTAL Fixed Income				**$543**	**$581**	**$40**	**N/A**	**0.0%**	**100.0%**

NET PORTFOLIO VALUE

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
	NET PORTFOLIO VALUE				**$6,835,837**	**$7,299,573**	**$90,104**	**N/A**		

Attachment 11

James R Thorpe Foundation
11/30/13
EIN: 41-6175293

Giving Priorities

The Foundation makes general operating and program support grant to organizations or programs which respond to needs of youth and the elderly in the following ways:

YOUTH

The Thorpe Foundation seeks to create opportunities for youth ages 8-18 to achieve more productive lives. Special consideration will be given to those organizations that serve economically disadvantaged youth.

The Foundation supports organizations and programs that:

- **Engage Youth In The Arts** including organizations and programs which expose youth to the arts and enhance the creative process;
- **Encourage Character Development** including organizations and programs committed to teaching the values of trustworthiness, respect, responsibility, fairness, caring and citizenship;
- **Support Academic And Social Development** including academic support programs for middle school students that provide core academic services, scholarships and school based academic and social support services and out-of-school time enrichment opportunities that provide a variety of academic and non-academic learning opportunities for youth outside of the regular school day;
- **Provide Safety And Support To Youth** including short term community based counseling services and child abuse prevention and intervention programs.

ELDERLY

The Thorpe Foundation fosters the vital aging of seniors through support of services which help them to live independently. The Foundation will give special consideration to services which address the needs of economically disadvantaged seniors, immigrant seniors and the frail elderly.

The Foundation supports organizations and programs that:

- **Provide Transportation Services** including door to door services,
- **Assist seniors in remaining in their own homes** including nutrition programs that deliver meals or groceries to the home, chore assistance, home visiting to reduce social isolation, and in-home health care options;
- **Educate seniors about housing options** including affordable housing and assisted living options,
- **Provide social and recreational opportunities for seniors** including programs offered by senior centers and other community organizations and arts organizations that help seniors connect with others and continue lifelong learning.

Additional Funding Requirements for All Applicants

In addition to their alignment with the Foundation's youth and elder priorities, all applicants to the Foundation must:

- The request is from an organization with an annual operating budget of $2 million or less
- The request is from an organization that has at least one paid employee
- The request is for programs or services in Minneapolis or the west metro suburbs

Restriction on Funding:

- Make multi-year grants
- Make grants in the east metro area, greater Minnesota, or outside the State of Minnesota;
- Make grants through fiscal agents
- Support individuals or scholarships
- Support endowment drives, conferences, seminars, tours, or fundraising events
- Support political campaigns or lobbying efforts

How to Apply

2014 APPLICATION PROCEDURES & DEADLINES

Please note: The Thorpe Foundation has changed its application procedures. Please see updated application procedures below.

APPLICATION REQUIREMENTS

1. Applications for Youth funding are accepted from organizations that fall within the current grant guidelines and meet all other requirements
2. Applications for Elderly funding are accepted from organizations that fall within the current grant guidelines and meet all other requirements
3. The Thorpe Foundation will only accept one proposal annually from any organization
4. Applications will only be considered from organizations that have annual operating budgets of $2 million or less and have at least one paid employee

APPLICATION DEADLINES

In 2014, the applications deadlines will be:

Youth funding proposals: February 15, 2014
Elderly funding proposals: August 15, 2014

In 2014, the Youth deadline of February 15 falls on a Saturday **This will not change the Foundation's procedures.** Applications will need to be submitted via the Foundation's online application system by February 15, 2014 to receive consideration.

APPLICATION PROCEDURES

The Thorpe Foundation requires all applicants to submit their request for funding via the Foundation's online application system. Applicants will need to both enter information into forms and upload documents. The online application portal will be available to applicants through 11:59 PM on the day of the application deadline.

Tips for Navigating the Thorpe Foundation's Online Application System

Getting Started: Creating an Organizational Profile

- Log in and create a user name and password. Please do not create more than one user name per organization.
- Enter your organizational and contact information

Entering Your Request for Funding

- Review all of the questions before beginning the application. Use "the print questions option" to preview all the application questions
- Remember all questions with an asterisk are required.
- Save often! The system will "time you out" after 40 minutes of inactivity and your data will not automatically be saved.
- The proposal does not need to be completed in one session and can be edited until you formally submit your request for funding.
- Once you've submitted your application for funding, you may view it but you can not edit
- If you don't remember your password, please do not create a new account. Click forgot password and the system will email your password to the email address on file.

If you have problems with the application system, contact Kerrie Blevins at kerrieblevins@jamesrthorpefoundation.org. Please allow 24 hours for a response to your inquiry.

DECISION-MAKING TIMELINES

The Thorpe Foundation Board of Directors will meet in May to consider Youth proposals and November to consider Elderly proposals. *Applicants will be notified within four weeks of the Board meeting of the Foundation's decision.*