



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THOMSON FAMILY FOUNDATION 091412 J L GRUNNET, G L GRUNNET, M G EINHORN		A Employer identification number 95-6189522
Number and street (or P O box number if mail is not delivered to street address) C/O WILM TRUST CO, 1100 N MARKET ST, DE	Room/suite	B Telephone number (302) 636-8500
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19890-0900		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,768,928.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue			N/A	
1 Contributions, gifts, grants, etc., received				
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	698.	698.		
4 Dividends and interest from securities	37,439.	37,439.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	36,412.			
b Gross sales price for all assets on line 6a	3,140,723.			
7 Capital gain net income (from Part IV, line 2)		36,412.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	74,549.	74,549.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	1,500.	0.		1,500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	1,000.	1,000.		0.
c Other professional fees	23,240.	19,281.		3,959.
17 Interest				
18 Taxes	476.	476.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	40.	40.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	26,256.	20,797.		5,459.
25 Contributions, gifts, grants paid	80,600.			80,600.
26 Total expenses and disbursements. Add lines 24 and 25	106,856.	20,797.		86,059.
27 Subtract line 26 from line 12	<32,307.>			
a Excess of revenue over expenses and disbursements		53,752.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	459,348.	491,251.	491,251.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6	1,156,902.	1,093,894.	1,277,677.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	1,616,250.	1,585,145.	1,768,928.	
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			
	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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,616,250.	1,585,145.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	1,616,250.	1,585,145.	
	31 Total liabilities and net assets/fund balances	1,616,250.	1,585,145.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,616,250.
2 Enter amount from Part I, line 27a	2	<32,307.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	1,259.
4 Add lines 1, 2, and 3	4	1,585,202.
5 Decreases not included in line 2 (itemize) ▶ NONDIVIDEND DISTRIBUTION	5	57.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,585,145.

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 ATTACHED LISTING	P	VARIOUS	12/31/13
b CAPITAL GAINS DIVIDENDS			
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 3,110,105.		3,104,311.	5,794.
b 30,618.			30,618.
c			
d			
e			

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a			5,794.
b			30,618.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	36,412.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2012	87,911.	1,640,039.	.053603
2011	85,591.	1,732,344.	.049408
2010	85,593.	1,734,393.	.049350
2009	84,285.	1,604,281.	.052538
2008	79,435.	1,430,887.	.055515

2 Total of line 1, column (d)	2	.260414
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	.052083
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,707,392.
5 Multiply line 4 by line 3	5	88,926.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	538.
7 Add lines 5 and 6	7	89,464.
8 Enter qualifying distributions from Part XII, line 4	8	86,059.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,075.
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	1,075.
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	1,075.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,946.
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	3,946.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	2,871.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 2,871. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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	
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) <input type="checkbox"/> MN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2013 or the taxable year beginning in 2013 (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

Form 990-PF (2013)

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? Website address ► N/A	13	X	
14	The books are in care of ► ADVISORY TRUST CO OF DELAWARE Telephone no ► (302) 636-8500 Located at ► 2710 CENTERVILLE RD. STE 101, WILMINGTON, DE ZIP+4 ► 19808			
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	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		X

Form 990-PF (2013)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

N/A

7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES L GRUNNET 8100 RUSSELL AVENUE SOUTH UNIT 213 BLOOMINGTON, MN 55431	TRUSTEE 2.00	500.	0.	0.
GAIL L GRUNNET 8100 RUSSELL AVENUE SOUTH UNIT 213 BLOOMINGTON, MN 55431	TRUSTEE 2.00	500.	0.	0.
MARGARET G EINHORN 1550 ASYLUM AVE WEST HARTFORD, CT 06117	TRUSTEE 2.00	500.	0.	0.

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

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

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

0

Form 990-PF (2013)

Part VIII .

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services	A	0

Part IX-A Summary of Direct Charitable Activities

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

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

1	N/A	
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		0.

Form **990-PF** (2013)

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	1,313,364.
b	Average of monthly cash balances	1b	420,029.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,733,393.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,733,393.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,001.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,707,392.
6	Minimum investment return. Enter 5% of line 5	6	85,370.

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	85,370.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,075.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,075.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	84,295.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	84,295.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	84,295.

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	86,059.
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	
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	86,059.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	86,059.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				84,295.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011	25,433.			
e From 2012	6,535.			
f Total of lines 3a through e	31,968.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 86,059.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				84,295.
e Remaining amount distributed out of corpus	1,764.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	33,732.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	33,732.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	25,433.			
d Excess from 2012	6,535.			
e Excess from 2013	1,764.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AFRICAN AMERICAN REGISTRY PO BOX 19441 MINNEAPOLIS, MN 55419	NONE	PUBLIC	GENERAL OPERATING	1,500.
CHRISTIAN LIFE MISSION 600 RHINEHART RD. LAKE MARY, FL 32746	NONE	PUBLIC	GENERAL OPERATING	3,000.
CHRISTS CHILDREN MINISTRIES 3509 PARK AVE. S MINNEAPOLIS, MN 55407	NONE	PUBLIC	GENERAL OPERATING	5,000.
FARIBAULT FOUNDATION/BASIC BLESSINGS 2300 NW 30TH ST. NEW HOPE, MN 55428	NONE	PUBLIC	GENERAL OPERATING	1,000.
LUTHERAN DISASTER RESPONSE (FOR COLORADO FLOODS)	NONE	PUBLIC	GENERAL OPERATING	1,000.
Total SEE CONTINUATION SHEET(S)				80,600.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
NORTH AMERICAN COUNCIL ON ADOPTABLE 970 RAYMON AVE., STE 106	NONE	PUBLIC	GENERAL OPERATING	5,000.
PARK AVE. UNITED METHODIST CHURCH 3400 PARK AVE. S MINNEAPOLIS, MN 55407	NONE	PUBLIC	GENERAL OPERATING	5,000.
PARK AVE. YOUTH & FAMILY SERVICES 3400 PARK AVE. S MINNEAPOLIS, MN 55407	NONE	PUBLIC	GENERAL OPERATING	5,000.
PORTSMOUTH COURTHOUSE ART GALLERIES 521 MIDDLE ST PORTSMOUTH, VA 23704	NONE	PUBLIC	GENERAL OPERATING	2,500.
PRAIRIE'S EDGE HUMAN SOCIETY 1201 CANNON CIRCLE FARIBAULT, MN 55021	NONE	PUBLIC	GENERAL OPERATING	1,000.
RAILROAD HERITAGE OF MIDWEST AMERICA, INC. 4322 LAKEPOINT COURT SHOREVIEW, MN 55126	NONE	PUBLIC	GENERAL OPERATING	2,000.
SANTA CRUZ HILLEL 222 CARDIFF PLACE SANTA CRUZ, CA 95060	NONE	PUBLIC	GRADUATE STUDENT FELLOWSHIP SUPPORT	3,600.
ST. JUDE CHILDRENS RESEARCH HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE	PUBLIC	GENERAL OPERATING	22,000.
THE BANYAN COMMUNITY 2647 BLOOMINGTON AVE. S MINNEAPOLIS, MN 55407	NONE	PUBLIC	GENERAL OPERATING	13,000.
UNIVERSITY OF MINNESOTA FOUNDATION 117 PLEASANT ST. SE MINNEAPOLIS, MN 55455	NONE	PUBLIC	GENERAL OPERATING	3,000.
Total from continuation sheets				69,100.

3 Grants and Contributions Paid During the Year (Continuation)

323631
05-01-13

ACCT 975M 091412-000
FROM 01/01/2013
TO 12/31/2013

THE ADVISORY TRUST COMPANY OF DELAWARE
STATEMENT OF CAPITAL GAINS AND LOSSES
THOMSON FAMILY FOUNDATION

PAGE 66

RUN 05/02/2014
11 16 46 AM

TRUST YEAR ENDING 12/31/2013

TAX PREPARER 137
TRUST ADMINISTRATOR 684
INVESTMENT OFFICER 1

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
382684 5400 FIDELITY CASH RESERVES - 316067107 - MINOR = 1								
SOLD		01/02/2013	382684 54					
ACQ	382684 5400	12/26/2012	382684 54	382684 54				
SUB TRUST 091412-001					0 00	ST	Y	C
CHANGED 05/01/13 SM								
2895 7530 EATON VANCE GLOBAL MACRO - 277923736 - MINOR = 66								
SOLD		01/15/2013	28652 95					
ACQ	2895.7530	10/01/2010	28652 95	29830 12	-1177.17	LT	Y	F
SUB TRUST 091412-001								
13025.3420 RYDEX S&P 500 FUND-H - 78356A632 - MINOR = 59								
SOLD		01/28/2013	392453 55					
ACQ	13025 3420	01/03/2013	392453 55	382684 54	9769 01	ST		C
SUB TRUST 091412-001								
1586 5420 HARTFORD CAPITAL APPRCIATION FD CL-A - 416645406 - MINOR = 59								
SOLD		02/21/2013	58067 44					
ACQ	826.7200	07/12/2004	30257 95	25000.00	5257.95	LT	Y	F
SUB TRUST 091412-001								
977 2590 FORWARD REAL ESTATE LONG/SHORT A - 34987A285 - MINOR = 59								
SOLD		03/22/2013	28247 33					
ACQ	528 2620	03/21/2007	15269 23	30000.00	-14730 77	LT	Y	F
SUB TRUST 091412-001								
1944 8600 FRANKLIN GOLD & PRECIOUS MET A #132 - 353535107 - MINOR = 59								
SOLD		03/26/2013	49457 79					
ACQ	1944.8600	10/09/2012	49457 79	70170 54	-20712.75	ST		C
SUB TRUST 091412-001								
1155 8270 MATTHEWS PACIFIC TIGER FUND CL-INV - 577130107 - MINOR = 97								
SOLD		04/17/2013	28895.68					
ACQ	1155 8270	01/17/2013	28895.68	28652.95	242 73	ST		C
SUB TRUST 091412-001								
392453 5500 FIDELITY CASH RESERVES - 316067107 - MINOR = 1								
SOLD		06/07/2013	392453 55					
ACQ	392453 5500	01/31/2013	392453 55	392453 55	0 00	ST	Y	C
SUB TRUST 091412-001								
1643 6550 LEUTHOLD CORE INVESTMENT FUND - 527289102 - MINOR = 59								
SOLD		06/11/2013	29289 93					
ACQ	1643 6550	07/12/2004	29289 93	24911.98	4377 95	LT	Y	F
SUB TRUST 091412-001								
13909 4240 TEMPLETON GLOBAL BOND FUND-A - 880208103 - MINOR = 64								
SOLD		06/24/2013	176634 68					
ACQ	2631 5790	07/08/2008	33418 21	30000 00	3418 21	LT	Y	F
SUB TRUST 091412-001								
11277 8450		09/04/2009	143216 47	138153 60	5062 87	LT	Y	F
SUB TRUST 091412-001								
2271 9880 PIMCO FLOATING INCOME FD-A - 722005162 - MINOR = 66								
SOLD		07/11/2013	19834 46					
ACQ	4700	12/08/2006	4 10	4 98	-0 88	LT	Y	F
SUB TRUST 091412-001								
2271 5180		12/12/2006	19830 36	24055 37	-4225.01	LT	Y	F
SUB TRUST 091412-001								
2717 3910 PIMCO EMERGING MKTS CURRENCY A - 72201F102 - MINOR = 64								
SOLD		07/11/2013	27608 69					
ACQ	2717 3910	07/08/2008	27608 69	29960 08	-2351.39	LT	Y	F
SUB TRUST 091412-001								
11863 7710 RYDEX S&P 500 FUND-H - 78356A632 - MINOR = 59								
SOLD		07/19/2013	404080.04					
ACQ	11863 7710	06/10/2013	404080.04	392453 55	11626.49	ST		C
SUB TRUST 091412-001								
404080 0400 FIDELITY CASH RESERVES - 316067107 - MINOR = 1								
SOLD		08/29/2013	404080 04					
ACQ	404080 0400	07/23/2013	404080.04	404080 04	0 00	ST	Y	C
SUB TRUST 091412-001								
12237 4330 RYDEX S&P 500 FUND-H - 78356A632 - MINOR = 59								
SOLD		09/16/2013	418764.96					
ACQ	12237.4330	09/04/2013	418764.96	404080.04	14684.92	ST		C
SUB TRUST 091412-001								
1173 9840 RUSSELL GLOBAL OPP CREDIT S - 782494199 - MINOR = 66								
SOLD		11/13/2013	11751 58					
ACQ	365.9030	08/23/2012	3662 69	3831 00	-168 31	LT		F
SUB TRUST 091412-001								
808 0810		06/25/2013	8088 89	8000 00	88 89	ST		C
SUB TRUST 091412-001								
2018 0070 RUSSELL COMMODITY STRATEGIES FUND-S - 782494363 - MINOR = 66								
SOLD		11/13/2013	16668.74					
ACQ	589.4360	08/23/2012	4868.74	5747.00	-878.26	LT		F
SUB TRUST 091412-001								
1428.5710		06/25/2013	11800 00	12000 00	-200 00	ST		C
SUB TRUST 091412-001								
4020 8120 RUSSELL STRATEGIC BOND FUND CLASS S - 782494454 - MINOR = 66								
SOLD		11/13/2013	44148 52					
ACQ	1265.9910	08/23/2012	13900.58	14369 00	-468.42	LT		F
SUB TRUST 091412-001								
2754 8210		06/25/2013	30247 94	30000.00	247.94	ST		C
SUB TRUST 091412-001								
1174 3960 RUSSELL MULTI-STRATEGY ALT CL S - 78249R875 - MINOR = 59								
SOLD		11/13/2013	11990 58					
ACQ	383.1000	08/23/2012	3911 45	3831 00	80 45	LT		F
SUB TRUST 091412-001								
791 2960		06/25/2013	8079.13	8000.00	79 13	ST		C
SUB TRUST 091412-001								
10789 9400 BLACKROCK STRATEGIC INC INVA - 09256H310 - MINOR = 66								
SOLD		11/14/2013	108978 39					
ACQ	10789.9400	10/01/2010	108978.39	108999.72	-21.33	LT	Y	F
SUB TRUST 091412-001								
4239.7820 PIMCO REAL RETURN FUND A - 693391120 - MINOR = 64								
SOLD		11/15/2013	47824.74					
ACQ	1772 5170	07/12/2013	19993 99	19834 46	159 53	ST		C
SUB TRUST 091412-001								
2467 2650		07/12/2013	27830.75	27608 69	222.06	ST		C
SUB TRUST 091412-001								
589 5930 DWS DREMAN S/C VALUE FND-A - 23338F820 - MINOR = 59								
SOLD		12/04/2013	27536 68					
ACQ	589 5930	02/01/2011	27536.68	25000 00	2536.68	LT	Y	F
SUB TRUST 091412-001								
TOTALS			3110104 86	3104311.28				

ADVISORY TRUST

Investment Detail

THOMSON FAMILY FOUNDATION

As of December 31, 2013

Page 6 of 23

QUANTITY DESCRIPTION	MARKET VALUE (M/V) MARKET UNIT PRICE	%M/V	FEDERAL TAX COST AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) YTM (%)
2,022.6540 ALLIANZ NFJ DIVIDEND VALUE FUND CL A CUSIP 018918243 TKR PNEAX	\$32,160.20 15.9000	1.82	\$25,000.00 12.36	\$7,160.20	\$0.00	\$659.38	2.05
1,642.0360 AMERICAN CAPITAL WORLD GROWTH & INCOME FUND CLASS F-1 CUSIP 140543406 TKR CWGFX	74,285.71 45.2400	4.20	50,000.00 30.45	24,285.71	0.00	1,431.85	1.93
1,737.3180 AMERICAN INVESTMENT COMPANY OF AMERICA-F CUSIP 461308405 TKR AJCFX	63,637.96 36.6300	3.60	50,000.00 28.78	13,637.96	0.00	913.82	1.44
2,749.1820 FRANKLIN INTERNATIONAL SMALL CAP GROWTH FUND CUSIP 353533763 TKR FINAX	61,939.07 22.5300	3.50	49,457.79 17.99	12,481.28	0.00	266.67	0.43
2,338.6340 FRANKLIN MUTUAL GLOBAL DISCOVERY FUND A CUSIP 628380859 TKR TEDIX	77,736.19 33.2400	4.39	50,000.00 21.38	27,736.19	0.00	1,129.56	1.45
3,727.0500 HARTFORD EQUITY INCOME FUND CUSIP 416648889 TKR HQJAX	67,347.79 18.0700	3.81	58,067.44 15.58	9,280.35	311.09	1,151.65	1.71
2,633.9870 LEUTHOLD GLOBAL FUND CUSIP 527289888 TKR GLBLX	29,210.92 11.0900	1.65	29,289.93 11.12	(79.01)	0.00	215.98	0.74
1,857.0490 MATTHEW ASIA DIVIDEND FUND INVESTOR CLASS CUSIP 577125107 TKR MAPDX	28,969.96 15.6000	1.64	28,895.68 15.56	74.28	0.00	1,121.65	3.87

continued

FORM 990-PF.	ACCOUNTING FEES	STATEMENT	1
--------------	-----------------	-----------	---

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

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	2
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGMT AGENCY FEES	15,322. 7,918.	15,322. 3,959.		0. 3,959.
TO FORM 990-PF, PG 1, LN 16C	23,240.	19,281.		3,959.

FORM 990-PF	TAXES	STATEMENT	3
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	476.	476.		0.
TO FORM 990-PF, PG 1, LN 18	476.	476.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WIRE CHARGES	15.	15.		0.
MN REGISTRATION FEE	25.	25.		0.
TO FORM 990-PF, PG 1, LN 23	40.	40.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
-------------	--	-----------	---

DESCRIPTION

AMOUNT

TIMING DIFFERENCE PIMCO, EATON, BLACKROCK (3 MUTUALS)	1,259.
---	--------

TOTAL TO FORM 990-PF, PART III, LINE 3	1,259.
--	--------

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
-------------	-------------------	-----------	---

DESCRIPTION

VALUATION
METHOD

BOOK VALUE

FAIR MARKET
VALUE

MUTUAL FUNDS	COST	1,093,894.	1,277,677.
--------------	------	------------	------------

TOTAL TO FORM 990-PF, PART II, LINE 13		1,093,894.	1,277,677.
--	--	------------	------------