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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf).**2013**  
Open to Public Inspection

For calendar year 2013 or tax year beginning

12/01, 2013, and ending

11/30, 2014

|                                                                                                                                                                                                                                                   |                          |                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>JAMES R. THORPE FOUNDATION</b>                                                                                                                                                                                           |                          | A Employer identification number<br><b>41-6175293</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>4500 CHICAGO AVENUE</b>                                                                                                                                   | Room/suite<br><b>101</b> | B Telephone number (see instructions)<br><b>(763) 250-9304</b>                                                                                                               |
| City or town, state or province, country, and ZIP or foreign postal code<br><b>MINNEAPOLIS, MN 55407</b>                                                                                                                                          |                          | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change                                                                                            |                          | D 1. Foreign organizations, check here <input type="checkbox"/><br>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<br><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) ▶ \$ <b>7,388,675.</b>                                                                                                                                         |                          | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |
| J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(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) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| <b>Revenue</b>                                                                                                                                                      |                                                                                  |                                    |                           |                         |                                                             |
| 1                                                                                                                                                                   | Contributions, gifts, grants, etc., received (attach schedule)                   |                                    |                           |                         |                                                             |
| 2                                                                                                                                                                   | Check <input type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |                                                             |
| 3                                                                                                                                                                   | Interest on savings and temporary cash investments                               | 52.                                | 52.                       |                         |                                                             |
| 4                                                                                                                                                                   | Dividends and interest from securities                                           | 110,573.                           | 110,573.                  |                         |                                                             |
| 5a                                                                                                                                                                  | Gross rents                                                                      |                                    |                           |                         |                                                             |
| b                                                                                                                                                                   | Net rental income or (loss)                                                      |                                    |                           |                         |                                                             |
| 6a                                                                                                                                                                  | Net gain or (loss) from sale of assets not on line 10                            | 248,663.                           |                           |                         |                                                             |
| b                                                                                                                                                                   | Gross sales price for all assets on line 6a                                      | 2,556,652.                         |                           |                         |                                                             |
| 7                                                                                                                                                                   | Capital gain net income (from Part IV, line 2)                                   |                                    | 248,663.                  |                         |                                                             |
| 8                                                                                                                                                                   | Net short-term capital gain                                                      |                                    |                           |                         |                                                             |
| 9                                                                                                                                                                   | Income modifications                                                             |                                    |                           |                         |                                                             |
| 10 a                                                                                                                                                                | Gross sales less returns and allowances                                          |                                    |                           |                         |                                                             |
| b                                                                                                                                                                   | Less Cost of goods sold                                                          |                                    |                           |                         |                                                             |
| c                                                                                                                                                                   | Gross profit or (loss) (attach schedule)                                         |                                    |                           |                         |                                                             |
| 11                                                                                                                                                                  | Other income (attach schedule)                                                   |                                    |                           |                         |                                                             |
| 12                                                                                                                                                                  | Total. Add lines 1 through 11                                                    | 359,288.                           | 359,288.                  |                         |                                                             |
| <b>Operating and Administrative Expenses</b>                                                                                                                        |                                                                                  |                                    |                           |                         |                                                             |
| 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                                        | 2,425.                             | 825.                      |                         | 1,600.                                                      |
| c                                                                                                                                                                   | Other professional fees (attach schedule) *                                      | 71,912.                            | 23,912.                   |                         | 48,000.                                                     |
| 17                                                                                                                                                                  | Interest                                                                         |                                    |                           |                         |                                                             |
| 18                                                                                                                                                                  | Taxes (attach schedule) (see instructions) ATCH. 3                               | 1,358.                             |                           |                         |                                                             |
| 19                                                                                                                                                                  | Depreciation (attach schedule) and depletion                                     |                                    |                           |                         |                                                             |
| 20                                                                                                                                                                  | Occupancy                                                                        |                                    |                           |                         |                                                             |
| 21                                                                                                                                                                  | Travel, conferences, and meetings                                                |                                    |                           |                         |                                                             |
| 22                                                                                                                                                                  | Printing and publications                                                        | 406.                               |                           |                         | 406.                                                        |
| 23                                                                                                                                                                  | Other expenses (attach schedule) ATCH. 4                                         | 9,842.                             |                           |                         | 9,842.                                                      |
| 24                                                                                                                                                                  | Total operating and administrative expenses. Add lines 13 through 23             | 85,943.                            | 24,737.                   |                         | 59,848.                                                     |
| 25                                                                                                                                                                  | Contributions, gifts, grants paid                                                | 292,000.                           |                           |                         | 292,000.                                                    |
| 26                                                                                                                                                                  | Total expenses and disbursements. Add lines 24 and 25                            | 377,943.                           | 24,737.                   | 0                       | 351,848.                                                    |
| 27                                                                                                                                                                  | Subtract line 26 from line 12:                                                   |                                    |                           |                         |                                                             |
| a                                                                                                                                                                   | Excess of revenue over expenses and disbursements                                | -18,655.                           |                           |                         |                                                             |
| b                                                                                                                                                                   | Net Investment Income (if negative, enter -0-)                                   |                                    | 334,551.                  |                         |                                                             |
| c                                                                                                                                                                   | Adjusted net income (if negative, enter -0-)                                     |                                    |                           |                         |                                                             |

**Part II Balance Sheets**

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

|                                                                                                                   |                                                                                                                                                      | Beginning of year | End of year    |                       |
|-------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                                                                                                   |                                                                                                                                                      | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                                                                                                     | 1 Cash - non-interest-bearing . . . . .                                                                                                              | 18,881.           | 55,523.        | 55,523.               |
|                                                                                                                   | 2 Savings and temporary cash investments . . . . .                                                                                                   | 20,640.           | 30,540.        | 30,540.               |
|                                                                                                                   | 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). **                                                                       | 543.              | 512.           | 548.                  |
|                                                                                                                   | b Investments - corporate stock (attach schedule) ATCH 6 . . . . .                                                                                   | 3,920,178.        | 3,192,205.     | 3,367,697.            |
|                                                                                                                   | 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                                                         | 2,894,475.                                                                                                                                           | 3,557,282.        | 3,934,367.     |                       |
| 14 Land, buildings, and equipment, basis . . . . .                                                                |                                                                                                                                                      |                   |                |                       |
| Less: accumulated depreciation (attach schedule) ▶ . . . . .                                                      |                                                                                                                                                      |                   |                |                       |
| 15 Other assets (describe ▶ . . . . .)                                                                            |                                                                                                                                                      |                   |                |                       |
| 16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . . | 6,854,717.                                                                                                                                           | 6,836,062.        | 7,388,675.     |                       |
| <b>Liabilities</b>                                                                                                | 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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                                      | 0                 | 0              |                       |
| <b>Net Assets or Fund Balances</b>                                                                                | <b>Foundations that follow SFAS 117, check here . ▶ <input type="checkbox"/></b><br><b>and complete lines 24 through 26 and lines 30 and 31.</b>     |                   |                |                       |
|                                                                                                                   | 24 Unrestricted . . . . .                                                                                                                            |                   |                |                       |
|                                                                                                                   | 25 Temporarily restricted . . . . .                                                                                                                  |                   |                |                       |
|                                                                                                                   | 26 Permanently restricted . . . . .                                                                                                                  |                   |                |                       |
|                                                                                                                   | <b>Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> X</b><br><b>check here and complete lines 27 through 31.</b> |                   |                |                       |
|                                                                                                                   | 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 . . . . .                                                                        | 6,854,717.        | 6,836,062.     |                       |
|                                                                                                                   | 30 <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                                             | 6,854,717.        | 6,836,062.     |                       |
|                                                                                                                   | 31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                                                | 6,854,717.        | 6,836,062.     |                       |

**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 | 6,854,717. |
| 2 Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | -18,655.   |
| 3 Other increases not included in line 2 (itemize) ▶ . . . . .                                                                                                         | 3 |            |
| 4 Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 6,836,062. |
| 5 Decreases not included in line 2 (itemize) ▶ . . . . .                                                                                                               | 5 |            |
| 6 <b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .</b>                                               | 6 | 6,836,062. |

\*\*ATCH 5

Form 990-PF (2013)

**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<br>P - Purchase<br>D - Donation                                                | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a</b> SEE PART IV SCHEDULE                                                                                                                                                                         |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>b</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| (e) Gross sales price                                                                                                                                                                                  | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                    |                                      |                                  |
| <b>a</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>b</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| 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<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                      |                                  |
| <b>a</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>b</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7 }</span>                         |                                            |                                                 | <b>2</b>                                                                                        | 248,663.                             |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 |                                            |                                                 | <b>3</b>                                                                                        | 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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                        | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2012                                                                                                                                                                                                                        | 312,956.                                 | 6,850,634.                                   | 0.045683                                                    |
| 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                                                    |
| <b>2</b> Total of line 1, column (d)                                                                                                                                                                                        |                                          |                                              | <b>2</b> 0.182385                                           |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years                                       |                                          |                                              | <b>3</b> 0.036477                                           |
| <b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5                                                                                                                                       |                                          |                                              | <b>4</b> 7,313,813.                                         |
| <b>5</b> Multiply line 4 by line 3                                                                                                                                                                                          |                                          |                                              | <b>5</b> 266,786.                                           |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                         |                                          |                                              | <b>6</b> 3,346.                                             |
| <b>7</b> Add lines 5 and 6                                                                                                                                                                                                  |                                          |                                              | <b>7</b> 270,132.                                           |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions. |                                          |                                              | <b>8</b> 351,848.                                           |

**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 . . . . .<br>Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) |    | 1      | 3,346. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                           |    |        |        |
| 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      | 3,346. |
| 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      | 3,346. |
| 6 Credits/Payments:                                                                                                                                                                                                                              |    |        |        |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .                                                                                                                                                                    | 6a | 2,790. |        |
| 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  | 2,790. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input 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  | 556.   |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .                                                                                                                                           | 10 |        |        |
| 11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> 11                                                                                                               | 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? . . . . .                                                                                                                                                                       |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. |     | X  |
| c Did the foundation file Form 1120-POL for this year? . . . . .                                                                                                                                                                                                                                                                                        |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____                                                                                                                            |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____                                                                                                                                                                               |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                               |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .                                                                                                                  |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                                |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .                                                                                                                                                                                                                                                                            |     | X  |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                         |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .          | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV                                                                                                                                                                                                                     | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MN, _____                                                                                                                                                                                                                |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . . .                                                                                                                                  | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .                                                                                         |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .                                                                                                                                                                                                         |     | X  |

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

|                                                                                                                                    |                                                                                                                                                                                           |    |     |    |
|------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 11                                                                                                                                 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).  | 11 |     | X  |
| 12                                                                                                                                 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions). | 12 |     | X  |
| 13                                                                                                                                 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                       | 13 | X   |    |
| Website address <b>WWW.JAMESRTHORPEFOUNDATION.ORG</b>                                                                              |                                                                                                                                                                                           |    |     |    |
| 14                                                                                                                                 | The books are in care of <b>KERRIE BLEVINS</b> Telephone no. <b>763-250-9304</b>                                                                                                          |    |     |    |
| Located at <b>4500 CHICAGO AVENUE, #101 MINNEAPOLIS, MN</b> ZIP+4 <b>55407</b>                                                     |                                                                                                                                                                                           |    |     |    |
| 15                                                                                                                                 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here                                                                                       | 15 |     |    |
| and enter the amount of tax-exempt interest received or accrued during the year                                                    |                                                                                                                                                                                           |    |     |    |
| 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? | 16 | Yes | No |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country |                                                                                                                                                                                           |    |     |    |

**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 type="checkbox"/> Yes | <input checked="" 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)?                                                                                                                                                                                                                                                                           | 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 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?                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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?                                                                                                                                                                                                                                                                                                                                                                     | <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) | 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 2013?                                                                                                                                                                                                                                                              | 4b                           | X                                      |

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ No**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**6b**

X

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**7b**

X

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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** ☐

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)****3 Five highest-paid independent contractors for professional services (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 N/A                                                                                                                                                                                                                                                 |          |
| 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 . . . . . ▶                                                                         |        |

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**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 | 7,377,805. |
| b | Average of monthly cash balances                                                                            | 1b | 47,386.    |
| c | Fair market value of all other assets (see instructions)                                                    | 1c |            |
| d | Total (add lines 1a, b, and c)                                                                              | 1d | 7,425,191. |
| 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  | 7,425,191. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)  | 4  | 111,378.   |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 7,313,813. |
| 6 | Minimum investment return. Enter 5% of line 5                                                               | 6  | 365,691.   |

**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  | 365,691. |
| 2a | Tax on investment income for 2013 from Part VI, line 5                                              | 2a | 3,346.   |
| b  | Income tax for 2013. (This does not include the tax from Part VI.)                                  | 2b |          |
| c  | Add lines 2a and 2b                                                                                 | 2c | 3,346.   |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                               | 3  | 362,345. |
| 4  | Recoveries of amounts treated as qualifying distributions                                           | 4  |          |
| 5  | Add lines 3 and 4                                                                                   | 5  | 362,345. |
| 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  | 362,345. |

**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 | 351,848. |
| 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  | 351,848. |
| 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  | 3,346.   |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                                       | 6  | 348,502. |

**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)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 362,345.    |
| <b>2</b> Undistributed income, if any, as of the end of 2013                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2012 only . . . . .                                                                                                                                               |               |                            | 20,777.     |             |
| <b>b</b> Total for prior years 20 11, 20 10, 20 09 . . . . .                                                                                                                                |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2013:                                                                                                                                   |               |                            |             |             |
| <b>a</b> From 2008 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2009 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2010 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2011 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2012 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              |               |                            |             |             |
| <b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ 351,848.                                                                                                             |               |                            |             |             |
| <b>a</b> Applied to 2012, but not more than line 2a . . . . .                                                                                                                               |               |                            | 20,777.     |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            |               |                            |             |             |
| <b>d</b> Applied to 2013 distributable amount . . . . .                                                                                                                                     |               |                            |             | 331,071.    |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               |               |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) ) . . . . .                                        |               |                            |             |             |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .                                                                                                                        |               |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .                                                                                                          |               |                            |             |             |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .                                                                                                         |               |                            |             |             |
| <b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount - see instructions . . . . .                                                                           |               |                            |             |             |
| <b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .                                                               |               |                            |             | 31,274.     |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                  |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              |               |                            |             |             |
| <b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 0             |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2009 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2010 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2011 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2012 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2013 . . . . .                                                                                                                                                         |               |                            |             |             |

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

| Tax year                                                                                                                                                   | Prior 3 years |          |          |          | (e) Total |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|----------|-----------|
|                                                                                                                                                            | (a) 2013      | (b) 2012 | (c) 2011 | (d) 2010 |           |
| 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 address 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<br>Name and address (home or business)          | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount   |
|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------|
| <b>a</b> <i>Paid during the year</i><br>SEE ATTACHMENT 10 |                                                                                                                    |                                      |                                     | 292,000. |
| <b>Total</b> . . . . .                                    |                                                                                                                    |                                      | <b>3a</b>                           | 292,000. |
| <b>b</b> <i>Approved for future payment</i>               |                                                                                                                    |                                      |                                     |          |
| <b>Total</b> . . . . .                                    |                                                                                                                    |                                      | <b>3b</b>                           |          |

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| Part III                                        |                                                          | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)                                                         |
|-------------------------------------------------|----------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|-------------------------------------------------------------|
| Enter gross amounts unless otherwise indicated. |                                                          | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount | Related or exempt<br>function income<br>(See instructions ) |
| 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                                   | 52.           |                                                             |
| 4                                               | Dividends and interest from securities . . . . .         |                           |               | 14                                   | 110,573.      |                                                             |
| 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                                   | 248,663.      |                                                             |
| 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) . . . . .        |                           |               |                                      | 359,288.      |                                                             |
| 13                                              | Total. Add line 12, columns (b), (d), and (e) . . . . .  |                           |               |                                      | 13            | 359,288.                                                    |

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

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

[illegible]

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

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

[illegible]

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

**b If "Yes," complete the following schedule**

| b. If Yes, complete the following schedule: |                          |                                 |
|---------------------------------------------|--------------------------|---------------------------------|
| (a) Name of organization                    | (b) Type of organization | (c) Description of relationship |
|                                             |                          |                                 |
|                                             |                          |                                 |
|                                             |                          |                                 |
|                                             |                          |                                 |
|                                             |                          |                                 |

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.

**Sign Here**  3/3/15   
Signature of officer or trustee Date Title

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

|                                       |                                                                             |                                                    |                        |                                                 |                          |
|---------------------------------------|-----------------------------------------------------------------------------|----------------------------------------------------|------------------------|-------------------------------------------------|--------------------------|
| <b>Paid<br/>Preparer<br/>Use Only</b> | Print/Type preparer's name<br><b>JULIE R RICHARDSON</b>                     | Preparer's signature<br><i>Julie R. Richardson</i> | Date<br><b>2/23/15</b> | Check <input type="checkbox"/> if self-employed | PTIN<br><b>P01567137</b> |
|                                       | Firm's name ▶ <b>SHIDELL MAIR &amp; RICHARDSON PLLP</b>                     |                                                    |                        | Firm's EIN ▶ <b>41-0941592</b>                  |                          |
|                                       | Firm's address ▶ <b>3570 LEXINGTON AVENUE N. #300<br/>ST PAUL, MN 55126</b> |                                                    |                        | Phone no <b>651-482-1698</b>                    |                          |

Form **990-PF** (2013)

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

| Kind of Property                             |                                       | Description                      |                          |                                 |                                    | P<br>or<br>D | Date<br>acquired     | Date sold |
|----------------------------------------------|---------------------------------------|----------------------------------|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis        | FMV<br>as of<br>12/31/69 | Adj. basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |           |
| 2,555,991.                                   |                                       | BERNSTEIN<br>2,307,989.          |                          |                                 |                                    |              | 248,002.             |           |
| 661.                                         |                                       | SECURITIES LITIGATION SETTLEMENT |                          |                                 |                                    |              | 661.                 |           |
| TOTAL GAIN (LOSS) .....                      |                                       |                                  |                          |                                 |                                    |              | <u>248,663.</u>      |           |

ATTACHMENT 1

FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u>        | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|---------------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| SHIDELL MAIR & RICHARDSON | 2,425.                                            | 825.                                 |                                    | 1,600.                         |
| TOTALS                    | <u>2,425.</u>                                     | <u>825.</u>                          |                                    | <u>1,600.</u>                  |

ATTACHMENT 2FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u>          | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|-----------------------------|---------------------------------------------------|--------------------------------------|--------------------------------|
| BERNSTEIN - INVESTMENT FEES | 23,912.                                           | 23,912.                              |                                |
| KERRIE BLEVINS CONSULTING   | 48,000.                                           |                                      | 48,000.                        |
| TOTALS                      | <u>71,912.</u>                                    | <u>23,912.</u>                       | <u>48,000.</u>                 |

ATTACHMENT 3FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u>          | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> |
|-----------------------------|---------------------------------------------------|
| EXCISE TAX - 2013 ESTIMATED | 1,358.                                            |
| TOTALS                      | <u>1,358.</u>                                     |

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | CHARITABLE<br>PURPOSES |
|----------------------------|-----------------------------------------|------------------------|
| OFFICE EXPENSES            | 656.                                    | 656.                   |
| GRANTS MANAGEMENT SERVICES | 6,000.                                  | 6,000.                 |
| PROGRAM EXPENSE            | 650.                                    | 650.                   |
| FILING FEE                 | 25.                                     | 25.                    |
| D & O INSURANCE            | 946.                                    | 946.                   |
| MEMBERSHIPS AND DUES       | 1,565.                                  | 1,565.                 |
| TOTALS                     | <u>9,842.</u>                           | <u>9,842.</u>          |

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

ATTACHMENT 5

| <u>DESCRIPTION</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------|------------------------------|-----------------------|
|--------------------|------------------------------|-----------------------|

|                                |      |      |
|--------------------------------|------|------|
| FIXED INCOME- SEE ATTACHMNT 11 | 512. | 548. |
|--------------------------------|------|------|

|                      |             |             |
|----------------------|-------------|-------------|
| US OBLIGATIONS TOTAL | <u>512.</u> | <u>548.</u> |
|----------------------|-------------|-------------|

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

| <u>DESCRIPTION</u>           | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|------------------------------|------------------------------|-----------------------|
| EQUITIES - SEE ATTACHMENT 11 | 2,731,247.                   | 2,933,955.            |
| MUTUAL FUNDS-REAL ESTATE SEC | 460,958.                     | 433,742.              |
| SEE ATTACHMENT 11            |                              |                       |
| TOTALS                       | <u>3,192,205.</u>            | <u>3,367,697.</u>     |

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 7

| <u>DESCRIPTION</u>                               | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------------------------------------|------------------------------|-----------------------|
| MUTUAL FUNDS - FIXED INCOME<br>SEE ATTACHMENT 11 | 879,568.                     | 894,919.              |
| MUTUAL FUNDS - SEE ATTMENT 11                    | 1,577,714.                   | 1,933,628.            |
| ALTERNATIVE INVESTMENTS - SEE<br>ATTACHMENT 11   | 1,100,000.                   | 1,105,820.            |
| TOTALS                                           | <u>3,557,282.</u>            | <u>3,934,367.</u>     |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

TIMOTHY THORPE  
4500 CHICAGO AVENUE  
101  
MINNEAPOLIS, MN 55407

PRESIDENT

2.00

ROBERT C. COTE  
4500 CHICAGO AVENUE  
101  
MINNEAPOLIS, MN 55407

TREASURER

1.00

S. RUGGLES COTE  
4500 CHICAGO AVENUE  
101  
MINNEAPOLIS, MN 55407

BOARD MEMBER

1.00

SAMUEL A. COTE  
4500 CHICAGO AVENUE  
101  
MINNEAPOLIS, MN 55407

BOARD MEMBER

1.00

MARGARET T. RICHARDS  
4500 CHICAGO AVENUE  
101  
MINNEAPOLIS, MN 55407

BOARD MEMBER

1.00

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

ATTACHMENT 8 (CONT'D)

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER<br/>WEEK DEVOTED TO POSITION</u> |
|-------------------------|-----------------------------------------------------------------|
|-------------------------|-----------------------------------------------------------------|

|                                                                       |  |
|-----------------------------------------------------------------------|--|
| RICHARD THORPE<br>4500 CHICAGO AVENUE<br>101<br>MINNEAPOLIS, MN 55407 |  |
|-----------------------------------------------------------------------|--|

|              |      |
|--------------|------|
| BOARD MEMBER | 1.00 |
|--------------|------|

|                                                                      |  |
|----------------------------------------------------------------------|--|
| CAROLYN JONES<br>4500 CHICAGO AVENUE<br>101<br>MINNEAPOLIS, MN 55407 |  |
|----------------------------------------------------------------------|--|

|              |      |
|--------------|------|
| BOARD MEMBER | 1.00 |
|--------------|------|

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.  
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.  
▶ Information about Schedule D and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2013**

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**

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

|                                                                                                                                                                                                                                                                                          | (d)<br>Proceeds<br>(sales price) | (e)<br>Cost<br>(or other basis) | (g)<br>Adjustments<br>to gain or loss from<br>Form(s) 8949, Part I,<br>line 2, column (g) | (h) Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result with<br>column (g) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|---------------------------------|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| <b>1a</b> Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b |                                  |                                 |                                                                                           |                                                                                                           |
| <b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .                                                                                                                                                                                       |                                  |                                 |                                                                                           |                                                                                                           |
| <b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .                                                                                                                                                                                        |                                  |                                 |                                                                                           |                                                                                                           |
| <b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .                                                                                                                                                                                        |                                  |                                 |                                                                                           |                                                                                                           |
| <b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .                                                                                                                                                                                               |                                  |                                 |                                                                                           | <b>4</b>                                                                                                  |
| <b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .                                                                                                                                                                          |                                  |                                 |                                                                                           | <b>5</b>                                                                                                  |
| <b>6</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet . . . . .                                                                                                                                                 |                                  |                                 |                                                                                           | <b>6</b> ( )                                                                                              |
| <b>7</b> <b>Net short-term capital gain or (loss).</b> Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back . . . . . ▶                                                                                                                           |                                  |                                 |                                                                                           | <b>7</b>                                                                                                  |

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

|                                                                                                                                                                                                                                                                                         | (d)<br>Proceeds<br>(sales price) | (e)<br>Cost<br>(or other basis) | (g)<br>Adjustments<br>to gain or loss from<br>Form(s) 8949, Part II,<br>line 2, column (g) | (h) Gain or (loss)<br>Subtract column (e)<br>from column (d) and<br>combine the result with<br>column (g) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|---------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| <b>8a</b> Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b |                                  |                                 |                                                                                            |                                                                                                           |
| <b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .                                                                                                                                                                                      | 2,556,652.                       | 2,307,989.                      |                                                                                            | 248,663.                                                                                                  |
| <b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .                                                                                                                                                                                       |                                  |                                 |                                                                                            |                                                                                                           |
| <b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked . . . . .                                                                                                                                                                                      |                                  |                                 |                                                                                            |                                                                                                           |
| <b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .                                                                                                                                                                                        |                                  |                                 |                                                                                            | <b>11</b>                                                                                                 |
| <b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts. . . . .                                                                                                                                                                          |                                  |                                 |                                                                                            | <b>12</b>                                                                                                 |
| <b>13</b> Capital gain distributions. . . . .                                                                                                                                                                                                                                           |                                  |                                 |                                                                                            | <b>13</b>                                                                                                 |
| <b>14</b> Gain from Form 4797, Part I. . . . .                                                                                                                                                                                                                                          |                                  |                                 |                                                                                            | <b>14</b>                                                                                                 |
| <b>15</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet . . . . .                                                                                                                                               |                                  |                                 |                                                                                            | <b>15</b> ( )                                                                                             |
| <b>16</b> <b>Net long-term capital gain or (loss).</b> Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . . . ▶                                                                                                                        |                                  |                                 |                                                                                            | <b>16</b> 248,663.                                                                                        |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

**Part III Summary of Parts I and II****Caution:** Read the instructions **before** completing this part.

|                                                                         | (1) Beneficiaries'<br>(see instr) | (2) Estate's<br>or trust's | (3) Total |
|-------------------------------------------------------------------------|-----------------------------------|----------------------------|-----------|
| <b>17</b> Net short-term gain or (loss) . . . . .                       | <b>17</b>                         |                            |           |
| <b>18</b> Net long-term gain or (loss):                                 |                                   |                            |           |
| a Total for year . . . . .                                              | <b>18a</b>                        |                            | 248,663.  |
| b Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . .   | <b>18b</b>                        |                            |           |
| c 28% rate gain . . . . .                                               | <b>18c</b>                        |                            |           |
| <b>19</b> Total net gain or (loss). Combine lines 17 and 18a. . . . . ▶ | <b>19</b>                         |                            | 248,663.  |

**Note:** If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

**Part IV Capital Loss Limitation**

|                                                                                                                               |           |     |
|-------------------------------------------------------------------------------------------------------------------------------|-----------|-----|
| <b>20</b> 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: | <b>20</b> | ( ) |
| a The loss on line 19, column (3) or b \$3,000 . . . . .                                                                      |           |     |

**Note:** If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.

|                                                                                                                                                                                       |           |  |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|--|
| <b>21</b> Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . . . .                                                                                              | <b>21</b> |  |  |
| <b>22</b> Enter the <b>smaller</b> of line 18a or 19 in column (2) but not less than zero. . . . .                                                                                    | <b>22</b> |  |  |
| <b>23</b> 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). . . . .         | <b>23</b> |  |  |
| <b>24</b> Add lines 22 and 23 . . . . .                                                                                                                                               | <b>24</b> |  |  |
| <b>25</b> If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-. . . ▶                                                                      | <b>25</b> |  |  |
| <b>26</b> Subtract line 25 from line 24. If zero or less, enter -0-. . . . .                                                                                                          | <b>26</b> |  |  |
| <b>27</b> Subtract line 26 from line 21. If zero or less, enter -0-. . . . .                                                                                                          | <b>27</b> |  |  |
| <b>28</b> Enter the <b>smaller</b> of the amount on line 21 or \$2,450 . . . . .                                                                                                      | <b>28</b> |  |  |
| <b>29</b> Enter the <b>smaller</b> of the amount on line 27 or line 28 . . . . .                                                                                                      | <b>29</b> |  |  |
| <b>30</b> Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . . . ▶                                                                           | <b>30</b> |  |  |
| <b>31</b> Enter the smaller of line 21 or line 26 . . . . .                                                                                                                           | <b>31</b> |  |  |
| <b>32</b> Subtract line 30 from line 26. . . . .                                                                                                                                      | <b>32</b> |  |  |
| <b>33</b> Enter the <b>smaller</b> of line 21 or \$11,950. . . . .                                                                                                                    | <b>33</b> |  |  |
| <b>34</b> Add lines 27 and 30 . . . . .                                                                                                                                               | <b>34</b> |  |  |
| <b>35</b> Subtract line 34 from line 33. If zero or less, enter -0-. . . . .                                                                                                          | <b>35</b> |  |  |
| <b>36</b> Enter the <b>smaller</b> of line 32 or line 35. . . . .                                                                                                                     | <b>36</b> |  |  |
| <b>37</b> Multiply line 36 by 15%. . . . . ▶                                                                                                                                          | <b>37</b> |  |  |
| <b>38</b> Enter the amount from line 31 . . . . .                                                                                                                                     | <b>38</b> |  |  |
| <b>39</b> Add lines 30 and 36 . . . . .                                                                                                                                               | <b>39</b> |  |  |
| <b>40</b> Subtract line 39 from line 38. If zero or less, enter -0-. . . . .                                                                                                          | <b>40</b> |  |  |
| <b>41</b> Multiply line 40 by 20% . . . . . ▶                                                                                                                                         | <b>41</b> |  |  |
| <b>42</b> Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . . . | <b>42</b> |  |  |
| <b>43</b> Add lines 37, 41, and 42 . . . . .                                                                                                                                          | <b>43</b> |  |  |
| <b>44</b> Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . . . | <b>44</b> |  |  |
| <b>45</b> Tax on all taxable income. Enter the <b>smaller</b> of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). . . . . ▶                    | <b>45</b> |  |  |

Schedule D (Form 1041) 2013

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

JAMES R. THORPE FOUNDATION

41-6175293

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

**Part II** **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

**Note.** You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

**You must check Box D, E, or F below. Check only one box.** If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☒ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(F)** Long-term transactions not reported to you on Form 1099-B

| 1                                                                                                                                                                                                                                                                                   | (a)<br>Description of property<br>(Example. 100 sh XYZ Co.) | (b)<br>Date acquired<br>(Mo., day, yr.) | (c)<br>Date sold or<br>disposed<br>(Mo., day, yr.) | (d)<br>Proceeds<br>(sales price)<br>(see instructions) | (e)<br>Cost or other<br>basis. See the<br><b>Note</b> below and<br>see Column (e)<br>in the separate<br>instructions | Adjustment, if any, to gain or loss.<br>If you enter an amount in column (g),<br>enter a code in column (f).<br>See the separate instructions. |                                | (h)<br>Gain or (loss).<br>Subtract column (e)<br>from column (d) and<br>combine the result<br>with column (g) |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|---------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      | (f)<br>Code(s) from<br>instructions                                                                                                            | (g)<br>Amount of<br>adjustment |                                                                                                               |
|                                                                                                                                                                                                                                                                                     | BERNSTEIN                                                   |                                         |                                                    | 2,555,991.                                             | 2,307,989.                                                                                                           |                                                                                                                                                |                                | 248,002.                                                                                                      |
|                                                                                                                                                                                                                                                                                     | SECURITIES LITIGATION<br>SETTLEMENT                         |                                         |                                                    | 661.                                                   |                                                                                                                      |                                                                                                                                                |                                | 661.                                                                                                          |
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      |                                                                                                                                                |                                |                                                                                                               |
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      |                                                                                                                                                |                                |                                                                                                               |
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      |                                                                                                                                                |                                |                                                                                                               |
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      |                                                                                                                                                |                                |                                                                                                               |
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      |                                                                                                                                                |                                |                                                                                                               |
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      |                                                                                                                                                |                                |                                                                                                               |
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      |                                                                                                                                                |                                |                                                                                                               |
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      |                                                                                                                                                |                                |                                                                                                               |
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      |                                                                                                                                                |                                |                                                                                                               |
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      |                                                                                                                                                |                                |                                                                                                               |
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      |                                                                                                                                                |                                |                                                                                                               |
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      |                                                                                                                                                |                                |                                                                                                               |
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      |                                                                                                                                                |                                |                                                                                                               |
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      |                                                                                                                                                |                                |                                                                                                               |
|                                                                                                                                                                                                                                                                                     |                                                             |                                         |                                                    |                                                        |                                                                                                                      |                                                                                                                                                |                                |                                                                                                               |
| <b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h)<br>(subtract negative amounts). Enter each total here and<br>include on your Schedule D, line 8b (if Box D above is<br>checked), line 9 (if Box E above is checked), or line 10<br>(if Box F above is checked) ▶ |                                                             |                                         |                                                    | 2,556,652.                                             | 2307989.                                                                                                             |                                                                                                                                                |                                | 248,663.                                                                                                      |

**Note.** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

## James R. Thorpe Foundation

EIN: 41-6175293

| Organization Name                            | Address                           |    | Amount            | Purpose                                                                                            |
|----------------------------------------------|-----------------------------------|----|-------------------|----------------------------------------------------------------------------------------------------|
| ARENA DANCES                                 | 528 Hennepin Avenue, #508         | MN | 55403 \$ 5,000.00 | THE MAIN STREET PROJECT/ARENA Dance Residency                                                      |
| Blindness - Learning In New Dimensions, Inc. | 100 E 22nd Street                 | MN | 55404 5,000.00    | BLIND, Inc. Senior Program Pilot Project                                                           |
| Breakthrough Twin Cities                     | 2051 Larpenteur Avenue East       | MN | 55109 7,500.00    | Breakthrough Twin Cities: Northside Achievement Zone Out of School Time Program Expansion          |
| CAPI USA                                     | 3702 East Lake Street             | MN | 55406 4,000.00    | Hmong Elder Support Program                                                                        |
| Center School, Inc.                          | 2421 Bloomington Avenue South     | MN | 55404 15,000.00   | General Operating Support for Nawayee Center School                                                |
| Centro Chicano Cultural                      | 1915 Chicago Avenue S             | MN | 55404 7,500.00    | Program Support for Centro's Wise Elders                                                           |
| Children's Law Center of Minnesota           | 450 N. Syndicate St Suite 315     | MN | 55104 15,000.00   | General Operating support                                                                          |
| Community Emergency Service, Inc.            | 1900 11th Avenue                  | MN | 55404 7,500.00    | CES Home Delivery Program                                                                          |
| COMPAS                                       | 75 Fifth St. W., Suite 304        | MN | 55102 7,500.00    | Program support for Artful Aging: Engaging Communities through Art                                 |
| COMPAS                                       | 75 Fifth St. W., Suite 304        | MN | 55102 4,500.00    | Intergenerational pilot program                                                                    |
| Conflict Resolution Center                   | 2101 Hennepin Ave S               | MN | 55405 5,000.00    | Restorative Support for At-Risk Youth                                                              |
| Cookie Cart                                  | 1119 West Broadway                | MN | 55411 10,000.00   | Cookie Cart Youth Employment and Training General Operating                                        |
| Highpoint Center for Printmaking             | 912 W. Lake Street                | MN | 55408 8,000.00    | Support for HP's Education & Community Programs                                                    |
| Hospitality House Youth Development          | Box 11008 1220 Logan Avenue North | MN | 55411 15,000.00   | HHYD General Support to help fund our mission of serving economically disadvantaged youth/families |
| Illusion Theater and School, Inc.            | 528 Hennepin Avenue, #704         | MN | 55403 8,000.00    | THEATER ACCESS FOR YOUTH                                                                           |
| Kairos Alive!                                | 4316 Upton Ave. S.                | MN | 55410 7,500.00    | General Operating Support for Kairos Alive!                                                        |
| La Oportunidad                               | 2700 East Lake Street Suite 3200  | MN | 55406 7,000.00    | Educational support for Latino children and youth                                                  |
| Little Brothers - Friends of the Elderly     | 1845 East Lake St.                | MN | 55407 7,500.00    | General Operating Support                                                                          |
| Longfellow Seward Healthy Seniors            | 2800 East Lake Street             | MN | 55406 7,500.00    | general operating support                                                                          |
| Minnesota Chorale                            | 528 Hennepin Avenue Suite 407     | MN | 55403 6,000.00    | Support for the Minneapolis Youth Chorus and Prelude                                               |
| myHealth                                     | 15 Eighth Avenue South            | MN | 55343 7,500.00    | Support for multi-dimensional, adolescent focused mental health services in the Western Suburbs    |

## James R. Thorpe Foundation

EIN: 41-6175293

| Organization Name                                       | Address                                            |    | Amount               | Purpose                                                                                |
|---------------------------------------------------------|----------------------------------------------------|----|----------------------|----------------------------------------------------------------------------------------|
| Nokomis Healthy Seniors                                 | 4120 17th Avenue South                             | MN | 55407                | Nokomis Healthy Seniors general operating                                              |
| Nokomis Healthy Seniors                                 | 4120 17th Avenue South                             | MN | 55407                | Intergenerational pilot program                                                        |
| North Minneapolis Meals on Wheels                       | 2901 Emerson Avenue North                          | MN | 55411                | General operating                                                                      |
| Northern Clay Center                                    | 2424 East Franklin Ave                             | MN | 55406                | Program support for ART@HAND                                                           |
| Phyllis Wheatley Community Center                       | 1301 10th Avenue North                             | MN | 55411                | Chef's in Motion                                                                       |
| Project SUCCESS                                         | 1 Groveland Terrace Suite 300                      | MN | 55403                | Project SUCCESS – Helping Kids Dream, Plan, Succeed                                    |
| Rebuilding Together Twin Cities                         | 1050 SE 33rd Avenue                                | MN | 55414                | Program Support for Safe at Home                                                       |
| Sabathani Community Center, Inc.                        | 310 E. 38th Street, Suite 200                      | MN | 55409                | Program support for Sabathani Community Center's Senior Independent Living Program     |
| Senior Community Services                               | 10201 Wayzata Blvd.                                | MN | 55305                | HOME program                                                                           |
| Somali American Parent Association                      | 1929 S. 5th Street, Ste 101                        | MN | 55454                | Support for SAPA's year round Out of School Time Program and "Cawimaad" Summer Project |
| Southeast Seniors. A Living at Home/Block Nurse Program | 66 Malcolm Av SE                                   | MN | 55414                | General Operating Support                                                              |
| Store To Door                                           | 1935 County Road B2 W Suite 250                    | MN | 55113                | Operating support                                                                      |
| Teens Alone                                             | 915 Mainstreet                                     | MN | 55343                | General Operating Support                                                              |
| The Copper Street Brass Quintet                         | 511 Groveland Ave. c/o Copper Street Brass Quintet | MN | 55403                | Support for The CSBQ's 2014-15 Brass T.A.C.S. Program                                  |
| The Edina Community Foundation                          | 5280 Grandview Square Suite 101                    | MN | 55436                | Connecting for Kids Program                                                            |
| University of Minnesota Foundation                      | 200 Oak Street SE Suite 500                        | MN | 55455                | Islet Transplant & Research Fund                                                       |
| Vietnamese Social Services of Minnesota                 | 277 University Avenue West                         | MN | 55103                | Program support for Elder Circle                                                       |
| WellShare International                                 | 122 W Franklin Ave suite 510                       | MN | 55404                | Somali Intergenerational Recreation Project                                            |
| WellShare International                                 | 122 W Franklin Ave suite 510                       | MN | 55404                | Intergenerational pilot program                                                        |
| YouthCARE                                               | 2701 University Ave SE Ste 205                     | MN | 55414                | Multicultural Youth Employment Program                                                 |
| Total Grants Paid                                       |                                                    |    | <u>\$ 292,000.00</u> |                                                                                        |

# Portfolio Holdings and Valuation

Relationship: James R. Thorpe Foundation  
As of November 28, 2014 EIN 41-6175293

This report contains data for all accounts that were open as of the period ending date you selected: accounts 028-05653 and 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                       |         |        |                |              |                 |                 |                    |             |                |                  |
| 30,540.36                  | CASH    |        | \$1.00         | \$1.00       | \$30,540        | \$30,540        | \$9                | 0.0%        | 0.4%           | 100.0%           |
| <b>TOTAL Cash</b>          |         |        |                |              | <b>\$30,540</b> | <b>\$30,540</b> | <b>\$9</b>         | <b>0.0%</b> | <b>0.4%</b>    | <b>100.0%</b>    |
| <b>TOTAL Cash Balances</b> |         |        |                |              | <b>\$30,540</b> | <b>\$30,540</b> | <b>\$9</b>         | <b>0.0%</b> | <b>0.4%</b>    | <b>100.0%</b>    |

### Bonds

| Quantity                  | Holding                                      | Ticker | Avg. Unit Cost | Market Price | Total Cost       | Market Value       | Est. Annual Income | Yield       | % of Portfolio | % of Asset Class |
|---------------------------|----------------------------------------------|--------|----------------|--------------|------------------|--------------------|--------------------|-------------|----------------|------------------|
| <b>Mutual Funds</b>       |                                              |        |                |              |                  |                    |                    |             |                |                  |
| <b>MUTUAL FUNDS</b>       |                                              |        |                |              |                  |                    |                    |             |                |                  |
| 17,372.592                | AB BOND INFLATION STRATEGY CLASS 1           | ABNOX  | \$10.72        | \$10.70      | \$186,266        | \$185,887          | \$3,440            | 0.4%        | 2.5%           | 20.8%            |
| 30,035.679                | ALLIANCEBERNSTEIN GLOBAL BOND ADVISORY CLASS | ANAYX  | \$8.28         | \$8.59       | \$248,814        | \$258,006 AI \$485 | \$7,148            | 2.8%        | 3.5%           | 28.9%            |
| Total                     |                                              |        |                |              | \$435,080        | \$443,893          | \$10,588           | 1.8%        | 6.1%           | 49.6%            |
| <b>TAXABLE FUND</b>       |                                              |        |                |              |                  |                    |                    |             |                |                  |
| 32,460.807                | BERNSTEIN INTERMEDIATE DURATION PORTFOLIO    | SNIDX  | \$13.69        | \$13.87      | \$444,488        | \$450,231 AI \$310 | \$11,609           | 2.6%        | 6.1%           | 50.4%            |
| <b>TOTAL Mutual Funds</b> |                                              |        |                |              | <b>\$879,568</b> | <b>\$894,919</b>   | <b>\$22,197</b>    | <b>2.2%</b> | <b>12.2%</b>   | <b>100.0%</b>    |
| <b>TOTAL Bonds</b>        |                                              |        |                |              | <b>\$879,568</b> | <b>\$894,919</b>   | <b>\$22,197</b>    | <b>2.2%</b> | <b>12.2%</b>   | <b>100.0%</b>    |

# Portfolio Holdings and Valuation

Relationship: James R. Thorpe Foundation  
As of November 28, 2014 EIN 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 |
|------------------------------------|--------------------------------|--------|----------------|--------------|------------|--------------|--------------------|-------------|----------------|------------------|
| <b>Mutual Funds</b>                |                                |        |                |              |            |              |                    |             |                |                  |
| <b>MUTUAL FUNDS</b>                |                                |        |                |              |            |              |                    |             |                |                  |
| 43,521,303                         | AB REAL ASSET STRATEGY CLASS 1 | AMTOX  | \$10.59        | \$9.96       | \$460,958  | \$433,472    | \$0                | 0.0%        | 5.9%           | 100.0%           |
| <b>TOTAL Mutual Funds</b>          |                                |        |                |              |            |              | <b>\$0</b>         | <b>0.0%</b> | <b>5.9%</b>    | <b>100.0%</b>    |
| <b>TOTAL Real Asset Securities</b> |                                |        |                |              |            |              | <b>\$0</b>         | <b>0.0%</b> | <b>5.9%</b>    | <b>100.0%</b>    |

## Stocks

| Quantity                   | Holding                  | Ticker | Avg. Unit Cost | Market Price | Total Cost | Market Value | Est. Annual Income | Yield       | % of Portfolio | % of Asset Class |
|----------------------------|--------------------------|--------|----------------|--------------|------------|--------------|--------------------|-------------|----------------|------------------|
| <b>Capital Equipment</b>   |                          |        |                |              |            |              |                    |             |                |                  |
| <b>AEROSPACE-DEFENSE</b>   |                          |        |                |              |            |              |                    |             |                |                  |
| 75                         | BOEING CO/THE            | BA     | \$98.89        | \$134.36     | \$7,417    | \$10,077     | \$219              | 2.2%        | 0.1%           | 0.3%             |
| 25                         | PRECISION CASTPARTS CORP | PCP    | \$160.26       | \$237.90     | \$4,006    | \$5,948      | \$3                | 0.1%        | 0.1%           | 0.2%             |
| <b>Total</b>               |                          |        |                |              |            |              | <b>\$222</b>       | <b>1.4%</b> | <b>0.2%</b>    | <b>0.5%</b>      |
| <b>DEFENSE</b>             |                          |        |                |              |            |              |                    |             |                |                  |
| 75                         | LOCKHEED MARTIN CORP     | LMT    | \$156.81       | \$191.56     | \$11,761   | \$14,367     | \$450              | 3.1%        | 0.2%           | 0.5%             |
| 250                        | RAYTHEON COMPANY         | RTN    | \$84.62        | \$106.70     | \$21,154   | \$26,675     | \$605              | 2.3%        | 0.4%           | 0.9%             |
| <b>Total</b>               |                          |        |                |              |            |              | <b>\$1,055</b>     | <b>2.6%</b> | <b>0.6%</b>    | <b>1.4%</b>      |
| <b>MACHINERY</b>           |                          |        |                |              |            |              |                    |             |                |                  |
| 350                        | ITT CORP                 | ITT    | \$48.70        | \$41.40      | \$17,044   | \$14,490     | \$154              | 1.1%        | 0.2%           | 0.5%             |
| <b>MISC. CAPITAL GOODS</b> |                          |        |                |              |            |              |                    |             |                |                  |
| 275                        | DANAHER CORP             | DHR    | \$59.30        | \$83.56      | \$16,307   | \$22,979     | \$110              | 0.5%        | 0.3%           | 0.8%             |
| 325                        | DOVER CORP               | DOV    | \$84.35        | \$76.99      | \$27,413   | \$25,022     | \$520              | 2.1%        | 0.3%           | 0.9%             |
| 100                        | POLARIS INDUSTRIES INC   | PII    | \$128.53       | \$156.71     | \$12,853   | \$15,671     | \$192              | 1.2%        | 0.2%           | 0.5%             |
| <b>Total</b>               |                          |        |                |              |            |              | <b>\$822</b>       | <b>1.3%</b> | <b>0.9%</b>    | <b>2.2%</b>      |

# Portfolio Holdings and Valuation

**BERNSTEIN**  
Global Wealth Management

Relationship: James R. Thorpe Foundation  
As of November 28, 2014 EIN 41-6175293

## Stocks

| Quantity                             | Holding                     | Ticker | Avg. Unit Cost | Market Price | Total Cost | Market Value | Est. Annual Income | Yield   | % of Portfolio | % of Asset Class |
|--------------------------------------|-----------------------------|--------|----------------|--------------|------------|--------------|--------------------|---------|----------------|------------------|
| <b>TOTAL Capital Equipment</b>       |                             |        |                |              |            |              |                    |         |                |                  |
|                                      |                             |        |                |              | \$117,955  | \$135,228    | \$2,253            | 1.7%    | 1.8%           | 4.6%             |
| <b>Consumer Cyclical</b>             |                             |        |                |              |            |              |                    |         |                |                  |
| <b>AUTOS &amp; AUTO PARTS OEMS</b>   |                             |        |                |              |            |              |                    |         |                |                  |
| 1,800                                | FORD MOTOR CO               | F      | \$12.83        | \$15.73      | \$23,100   | \$28,314     | \$900              | 3.2%    | 0.4%           | 1.0%             |
| <b>MISC. CONSUMER CYCLICALS</b>      |                             |        |                |              |            |              |                    |         |                |                  |
| 225                                  | BOOZ ALLEN HAMILTON HOLDING | BAH    | \$24.30        | \$27.21      | \$5,467    | \$6,122      | \$99               | 1.6%    | 0.1%           | 0.2%             |
| <b>RETAILERS</b>                     |                             |        |                |              |            |              |                    |         |                |                  |
| 24                                   | AUTOZONE INC                | AZO    | \$521.40       | \$577.71     | \$12,514   | \$13,865     | \$0                | 0.0%    | 0.2%           | 0.5%             |
| 175                                  | COSTCO WHOLESALE CORP       | COST   | \$118.50       | \$142.12     | \$20,738   | \$24,871     | \$249              | 1.0%    | 0.3%           | 0.8%             |
| 325                                  | CVS HEALTH CORP             | CVS    | \$66.09        | \$91.36      | \$21,481   | \$29,692     | \$358              | 1.2%    | 0.4%           | 1.0%             |
| 275                                  | DOLLAR GENERAL CORP         | DG     | \$59.42        | \$66.74      | \$16,340   | \$18,354     | \$0                | 0.0%    | 0.3%           | 0.6%             |
| 300                                  | EBAY INC                    | EBAY   | \$54.36        | \$54.88      | \$16,308   | \$16,464     | \$0                | 0.0%    | 0.2%           | 0.6%             |
| 375                                  | GAMESTOP CORP-CLASS A       | GME    | \$36.13        | \$37.81      | \$13,549   | \$14,179     | \$495              | 3.5%    | 0.2%           | 0.5%             |
| 325                                  | HOME DEPOT INC              | HD     | \$55.23        | \$99.40      | \$17,949   | \$32,305     | \$611              | 1.9%    | 0.4%           | 1.1%             |
| 375                                  | KROGER CO                   | KR     | \$24.05        | \$59.84      | \$9,018    | \$22,440     | \$278              | 1.2%    | 0.3%           | 0.8%             |
| 1,800                                | OFFICE DEPOT INC            | ODP    | \$4.88         | \$6.63       | \$8,780    | \$11,934     | \$0                | 0.0%    | 0.2%           | 0.4%             |
| <b>Total</b>                         |                             |        |                |              |            | \$136,677    | \$184,103          | \$1,990 | 1.1%           | 2.5%             |
| <b>TEXTILES/SHOES - APPAREL MFG.</b> |                             |        |                |              |            |              |                    |         |                |                  |
| 275                                  | NIKE INC -CL B              | NIKE   | \$79.08        | \$99.29      | \$21,746   | \$27,305     | \$308              | 1.1%    | 0.4%           | 0.9%             |
| <b>TOYS</b>                          |                             |        |                |              |            |              |                    |         |                |                  |
| 596                                  | ELECTRONIC ARTS INC         | EA     | \$25.04        | \$43.93      | \$14,926   | \$26,182     | \$0                | 0.0%    | 0.4%           | 0.9%             |
| <b>TOTAL Consumer Cyclical</b>       |                             |        |                |              |            | \$201,915    | \$272,027          | \$3,297 | 1.2%           | 3.7%             |
| <b>Consumer Growth</b>               |                             |        |                |              |            |              |                    |         |                |                  |
| <b>DRUGS</b>                         |                             |        |                |              |            |              |                    |         |                |                  |
| 85                                   | ACTAVIS PLC                 | ACT    | \$209.10       | \$270.61     | \$17,774   | \$23,002     | \$0                | 0.0%    | 0.3%           | 0.8%             |
| 65                                   | BIOGEN IDEC INC             | BIIB   | \$143.87       | \$307.69     | \$9,351    | \$20,000     | \$0                | 0.0%    | 0.3%           | 0.7%             |
| 350                                  | GILEAD SCIENCES INC         | GILD   | \$68.71        | \$100.32     | \$24,047   | \$35,112     | \$0                | 0.0%    | 0.5%           | 1.2%             |

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# Portfolio Holdings and Valuation

**BERNSTEIN**  
Global Wealth Management

Relationship: James R. Thorpe Foundation  
As of November 28, 2014 EIN 41-6175293

## Stocks

| Quantity                | Holding                        | Ticker | Avg. Unit Cost | Market Price | Total Cost | Market Value | Est. Annual Income | Yield | % of Portfolio | % of Asset Class |
|-------------------------|--------------------------------|--------|----------------|--------------|------------|--------------|--------------------|-------|----------------|------------------|
| 125                     | MERCK & CO. INC.               | MRK    | \$45.32        | \$60.40      | \$5,665    | \$7,550      | \$225              | 3.0%  | 0.1%           | 0.3%             |
| 1,200                   | PFIZER INC                     | PFE    | \$20.52        | \$31.15      | \$24,626   | \$37,380     | \$1,248            | 3.3%  | 0.5%           | 1.3%             |
| Total                   |                                |        |                |              | \$81,464   | \$123,044    | \$1,473            | 1.2%  | 1.7%           | 4.2%             |
| ENTERTAINMENT           |                                |        |                |              |            |              |                    |       |                |                  |
| 150                     | TIME WARNER INC                | TWX    | \$40.28        | \$85.12      | \$6,042    | \$12,768     | \$191              | 1.5%  | 0.2%           | 0.4%             |
| 275                     | WALT DISNEY CO/TH              | DIS    | \$58.73        | \$92.51      | \$16,150   | \$25,440     | \$237              | 0.9%  | 0.3%           | 0.9%             |
| Total                   |                                |        |                |              | \$22,192   | \$38,208     | \$427              | 1.1%  | 0.5%           | 1.3%             |
| HOSPITAL SUPPLIES       |                                |        |                |              |            |              |                    |       |                |                  |
| 100                     | ALLERGAN INC                   | AGN    | \$99.96        | \$213.89     | \$9,996    | \$21,389     | \$20               | 0.1%  | 0.3%           | 0.7%             |
| 75                      | BECTON DICKINSON & CO          | BDX    | \$84.18        | \$140.33     | \$6,314    | \$10,525     | \$180              | 1.7%  | 0.1%           | 0.4%             |
| 300                     | JOHNSON & JOHNSON              | JNJ    | \$62.40        | \$108.25     | \$18,719   | \$32,475     | \$840              | 2.6%  | 0.4%           | 1.1%             |
| Total                   |                                |        |                |              | \$35,028   | \$64,389     | \$1,040            | 1.6%  | 0.9%           | 2.2%             |
| MEDICAL PRODUCTS        |                                |        |                |              |            |              |                    |       |                |                  |
| 35                      | INTUITIVE SURGICAL INC         | ISRG   | \$400.27       | \$517.77     | \$14,009   | \$18,122     | \$0                | 0.0%  | 0.2%           | 0.6%             |
| OTHER MEDICAL           |                                |        |                |              |            |              |                    |       |                |                  |
| 250                     | QUINTILES TRANSNATIONAL HOLDIN | Q      | \$50.83        | \$57.82      | \$12,707   | \$14,455     | \$0                | 0.0%  | 0.2%           | 0.5%             |
| PUBLISHING              |                                |        |                |              |            |              |                    |       |                |                  |
| 30                      | GOOGLE INC-CL A                | GOOGL  | \$301.63       | \$549.08     | \$9,049    | \$16,472     | \$0                | 0.0%  | 0.2%           | 0.6%             |
| 45                      | GOOGLE INC-CL C                | GOOG   | \$348.93       | \$541.83     | \$15,702   | \$24,382     | \$0                | 0.0%  | 0.3%           | 0.8%             |
| Total                   |                                |        |                |              | \$24,751   | \$40,855     | \$0                | 0.0%  | 0.6%           | 1.4%             |
| RADIO - TV BROADCASTING |                                |        |                |              |            |              |                    |       |                |                  |
| 225                     | AMERICAN TOWER CORP            | AMT    | \$78.16        | \$105.01     | \$17,586   | \$23,627     | \$324              | 1.4%  | 0.3%           | 0.8%             |
| 475                     | COMCAST CORP-CLASS A           | CMCSA  | \$28.60        | \$57.04      | \$13,587   | \$27,094     | \$428              | 1.6%  | 0.4%           | 0.9%             |
| Total                   |                                |        |                |              | \$31,174   | \$50,721     | \$752              | 1.5%  | 0.7%           | 1.7%             |
| TOTAL Consumer Growth   |                                |        |                |              |            |              |                    |       |                |                  |
|                         |                                |        |                |              | \$221,325  | \$349,794    | \$3,692            | 1.1%  | 4.8%           | 11.9%            |
| Consumer Staples        |                                |        |                |              |            |              |                    |       |                |                  |

# Portfolio Holdings and Valuation

Relationship: James R. Thorpe Foundation  
As of November 28, 2014    EIN 41-6175243

## Stocks

| Quantity                                   | Holding                              | Ticker | Avg. Unit Cost | Market Price | Total Cost       | Market Value     | Est. Annual Income | Yield       | % of Portfolio | % of Asset Class |
|--------------------------------------------|--------------------------------------|--------|----------------|--------------|------------------|------------------|--------------------|-------------|----------------|------------------|
| <b>BEVERAGES - SOFT, LITE &amp; HARD</b>   |                                      |        |                |              |                  |                  |                    |             |                |                  |
| 320                                        | DR PEPPER SNAPPLE GROUP INC          | DPS    | \$61.06        | \$74.00      | \$19,540         | \$23,680         | \$525              | 2.2%        | 0.3%           | 0.8%             |
| 225                                        | MONSTER BEVERAGE CORP                | MNST   | \$73.70        | \$112.15     | \$16,581         | \$25,234         | \$0                | 0.0%        | 0.3%           | 0.9%             |
| 100                                        | PEPSICO INC                          | PEP    | \$83.71        | \$100.10     | \$8,371          | \$10,010         | \$262              | 2.6%        | 0.1%           | 0.3%             |
| Total                                      |                                      |        |                |              | \$44,493         | \$58,924         | \$787              | 1.3%        | 0.8%           | 2.0%             |
| <b>COSMETICS</b>                           |                                      |        |                |              |                  |                  |                    |             |                |                  |
| 225                                        | ESTEE LAUDER COMPANIES-CL A          | EL     | \$75.46        | \$74.14      | \$16,979         | \$16,682         | \$216              | 1.3%        | 0.2%           | 0.6%             |
| 200                                        | MEAD JOHNSON NUTRITION CO            | MJN    | \$82.38        | \$103.84     | \$16,476         | \$20,768         | \$300              | 1.4%        | 0.3%           | 0.7%             |
| 400                                        | STARBUCKS CORP                       | SBUX   | \$56.49        | \$81.21      | \$22,596         | \$32,484         | \$512              | 1.6%        | 0.4%           | 1.1%             |
| 500                                        | ALTRIA GROUP INC                     | MO     | \$38.63        | \$50.26      | \$19,315         | \$25,130         | \$1,040            | 4.1%        | 0.3%           | 0.9%             |
| 175                                        | PHILIP MORRIS INTERNATIONAL          | PM     | \$88.76        | \$86.93      | \$15,533         | \$15,213         | \$700              | 4.6%        | 0.2%           | 0.5%             |
| Total                                      |                                      |        |                |              | \$34,848         | \$40,343         | \$1,740            | 4.3%        | 0.5%           | 1.4%             |
| <b>TOTAL Consumer Staples</b>              |                                      |        |                |              |                  |                  |                    |             |                |                  |
|                                            |                                      |        |                |              | <b>\$135,392</b> | <b>\$169,200</b> | <b>\$3,555</b>     | <b>2.1%</b> | <b>2.3%</b>    | <b>5.8%</b>      |
| <b>Emerging Markets Mutual Funds</b>       |                                      |        |                |              |                  |                  |                    |             |                |                  |
| <b>EMERGING MARKETS FUND</b>               |                                      |        |                |              |                  |                  |                    |             |                |                  |
| 4,324.606                                  | BERNSTEIN EMERGING MARKETS PORTFOLIO | SNEMX  | \$32.35        | \$29.11      | \$139,900        | \$125,889        | \$1,284            | 1.0%        | 1.7%           | 4.3%             |
| <b>TOTAL Emerging Markets Mutual Funds</b> |                                      |        |                |              |                  |                  |                    |             |                |                  |
|                                            |                                      |        |                |              | <b>\$139,900</b> | <b>\$125,889</b> | <b>\$1,284</b>     | <b>1.0%</b> | <b>1.7%</b>    | <b>4.3%</b>      |
| <b>Energy</b>                              |                                      |        |                |              |                  |                  |                    |             |                |                  |
| <b>OIL - CRUDE PRODUCTS</b>                |                                      |        |                |              |                  |                  |                    |             |                |                  |
| 50                                         | EOG RESOURCES INC                    | EOG    | \$113.57       | \$86.72      | \$5,678          | \$4,336          | \$34               | 0.8%        | 0.1%           | 0.1%             |
| 200                                        | SCHLUMBERGER LTD                     | SLB    | \$86.26        | \$85.95      | \$17,253         | \$17,190         | \$320              | 1.9%        | 0.2%           | 0.6%             |
| <b>OILS - INTEGRATED DOMESTIC</b>          |                                      |        |                |              |                  |                  |                    |             |                |                  |

**AB** **BERNSTEIN** **Portfolio Holdings and Valuation**  
 Global Wealth Management  
 Relationship: James R. Thorpe Foundation  
 As of November 28, 2014 E/M 41-6175293

**Stocks**

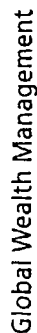
| Quantity                        | Holding                       | Ticker | Avg. Unit Cost | Market Price | Total Cost       | Market Value     | Est. Annual Income | Yield       | % of Portfolio | % of Asset Class |
|---------------------------------|-------------------------------|--------|----------------|--------------|------------------|------------------|--------------------|-------------|----------------|------------------|
| 425                             | HESS CORP                     | HES    | \$80.41        | \$72.93      | \$34,173         | \$30,995         | \$425              | 1.4%        | 0.4%           | 1.1%             |
| 175                             | MURPHY OIL CORP               | MUR    | \$67.76        | \$48.42      | \$11,858         | \$8,474          | \$245              | 2.9%        | 0.1%           | 0.3%             |
| 350                             | OCCIDENTAL PETROLEUM CORP     | OXY    | \$94.20        | \$79.77      | \$32,970         | \$27,920         | \$1,008            | 3.6%        | 0.4%           | 1.0%             |
| 325                             | VALERO ENERGY CORP            | VLO    | \$46.04        | \$48.61      | \$14,963         | \$15,798         | \$358              | 2.3%        | 0.2%           | 0.5%             |
| Total                           |                               |        |                |              | \$93,964         | \$83,187         | \$2,036            | 2.4%        | 1.1%           | 2.8%             |
| <b>TOTAL Energy</b>             |                               |        |                |              | <b>\$116,895</b> | <b>\$104,713</b> | <b>\$2,389</b>     | <b>2.3%</b> | <b>1.4%</b>    | <b>3.6%</b>      |
| <b>Financial</b>                |                               |        |                |              |                  |                  |                    |             |                |                  |
| <b>BANKS - NYC</b>              |                               |        |                |              |                  |                  |                    |             |                |                  |
| 275                             | JPMORGAN CHASE & CO           | JPM    | \$48.09        | \$60.16      | \$13,224         | \$16,544         | \$440              | 2.7%        | 0.2%           | 0.6%             |
| <b>FINANCE - PERSONAL LOANS</b> |                               |        |                |              |                  |                  |                    |             |                |                  |
| 375                             | AMERICAN EXPRESS CO           | AXP    | \$78.37        | \$92.42      | \$29,389         | \$34,658         | \$390              | 1.1%        | 0.5%           | 1.2%             |
| 300                             | CAPITAL ONE FINANCIAL CORP    | COF    | \$60.32        | \$83.20      | \$18,096         | \$24,960         | \$360              | 1.4%        | 0.3%           | 0.9%             |
| 1,000                           | SLM CORP                      | SLM    | \$8.79         | \$9.68       | \$8,793          | \$9,680          | \$300              | 3.1%        | 0.1%           | 0.3%             |
| Total                           |                               |        |                |              | \$56,279         | \$69,298         | \$1,050            | 1.5%        | 0.9%           | 2.4%             |
| <b>LIFE INSURANCE</b>           |                               |        |                |              |                  |                  |                    |             |                |                  |
| 175                             | ASSURANT INC                  | AIZ    | \$64.41        | \$67.59      | \$11,272         | \$11,828         | \$189              | 1.6%        | 0.2%           | 0.4%             |
| 30                              | EVEREST RE GROUP LTD          | RE     | \$127.25       | \$175.39     | \$3,817          | \$5,262          | \$114              | 2.2%        | 0.1%           | 0.2%             |
| 243                             | LINCOLN NATIONAL CORP         | LNC    | \$49.65        | \$56.63      | \$12,065         | \$13,761         | \$194              | 1.4%        | 0.2%           | 0.5%             |
| Total                           |                               |        |                |              | \$27,155         | \$30,851         | \$497              | 1.6%        | 0.4%           | 1.1%             |
| <b>MAJOR REGIONAL BANKS</b>     |                               |        |                |              |                  |                  |                    |             |                |                  |
| 1,700                           | BANK OF AMERICA CORP          | BAC    | \$11.61        | \$17.04      | \$19,744         | \$28,968         | \$340              | 1.2%        | 0.4%           | 1.0%             |
| 375                             | US BANCORP                    | USB    | \$40.27        | \$44.20      | \$15,101         | \$16,575         | \$368              | 2.2%        | 0.2%           | 0.6%             |
| 850                             | WELLS FARGO & COMPANY         | WFC    | \$34.32        | \$54.48      | \$29,175         | \$46,308         | \$1,190            | 2.6%        | 0.6%           | 1.6%             |
| Total                           |                               |        |                |              | \$64,021         | \$91,851         | \$1,898            | 2.1%        | 1.3%           | 3.1%             |
| <b>MISC. FINANCIAL</b>          |                               |        |                |              |                  |                  |                    |             |                |                  |
| 55                              | AFFILIATED MANAGERS GROUP INC | AMG    | \$137.32       | \$203.59     | \$7,553          | \$11,197         | \$0                | 0.0%        | 0.2%           | 0.4%             |

# Portfolio Holdings and Valuation

Relationship: James R. Thorpe Foundation  
As of November 28, 2014 £1M 41-6175193

## Stocks

| Quantity                       | Holding                      | Ticker | Avg. Unit Cost | Market Price | Total Cost | Market Value | Est. Annual Income | Yield | % of Portfolio | % of Asset Class |
|--------------------------------|------------------------------|--------|----------------|--------------|------------|--------------|--------------------|-------|----------------|------------------|
| 75                             | GOLDMAN SACHS GROUP INC      | GS     | \$161.94       | \$188.41     | \$12,145   | \$14,131     | \$180              | 1.3%  | 0.2%           | 0.5%             |
| 130                            | VISA INC - CLASS A SHRS      | V      | \$144.49       | \$258.19     | \$18,784   | \$33,565     | \$250              | 0.7%  | 0.5%           | 1.1%             |
| Total                          |                              |        |                |              | \$38,482   | \$58,893     | \$430              | 0.7%  | 0.8%           | 2.0%             |
| MULTI-LINE INSURANCE           |                              |        |                |              |            |              |                    |       |                |                  |
| 325                            | AETNA INC                    | AET    | \$79.33        | \$87.24      | \$25,783   | \$28,353     | \$325              | 1.2%  | 0.4%           | 1.0%             |
| 500                            | AMERICAN INTERNATIONAL GROUP | AIG    | \$44.96        | \$54.80      | \$22,479   | \$27,400     | \$250              | 0.9%  | 0.4%           | 0.9%             |
| 50                             | UNITEDHEALTH GROUP INC       | UNH    | \$88.59        | \$98.63      | \$4,430    | \$4,932      | \$75               | 1.5%  | 0.1%           | 0.2%             |
| 275                            | WELLPOINT INC                | WLP    | \$113.72       | \$127.91     | \$31,274   | \$35,175     | \$481              | 1.4%  | 0.5%           | 1.2%             |
| Total                          |                              |        |                |              | \$83,966   | \$95,860     | \$1,131            | 1.2%  | 1.3%           | 3.3%             |
| PROPERTY - CASUALTY INSURANCE  |                              |        |                |              |            |              |                    |       |                |                  |
| 200                            | AON PLC                      | AON    | \$75.48        | \$92.49      | \$15,096   | \$18,498     | \$200              | 1.1%  | 0.3%           | 0.6%             |
| 150                            | CHUBB CORP                   | CB     | \$87.17        | \$103.05     | \$13,076   | \$15,458     | \$300              | 1.9%  | 0.2%           | 0.5%             |
| 225                            | PARTNERRE LTD                | PRE    | \$92.05        | \$116.51     | \$20,711   | \$26,215     | \$603              | 2.3%  | 0.4%           | 0.9%             |
| Total                          |                              |        |                |              | \$48,882   | \$60,170     | \$1,103            | 1.8%  | 0.8%           | 2.1%             |
| TOTAL Financial                |                              |        |                |              |            |              |                    |       |                |                  |
| Industrial Resources           |                              |        |                |              | \$332,008  | \$423,466    | \$6,549            | 1.5%  | 5.8%           | 14.4%            |
| CHEMICALS                      |                              |        |                |              |            |              |                    |       |                |                  |
| 350                            | DOW CHEMICAL CO/THE          | DOW    | \$47.59        | \$48.67      | \$16,658   | \$17,035     | \$588              | 3.5%  | 0.2%           | 0.6%             |
| 150                            | LYONDELLBASELL INDU-CL A     | LYB    | \$51.33        | \$78.86      | \$7,700    | \$11,829     | \$420              | 3.6%  | 0.2%           | 0.4%             |
| Total                          |                              |        |                |              | \$24,357   | \$28,864     | \$1,008            | 3.5%  | 0.4%           | 1.0%             |
| CONTAINERS - METAL/GLASS/PAPER |                              |        |                |              |            |              |                    |       |                |                  |
| 300                            | BALL CORP                    | BLL    | \$53.06        | \$67.07      | \$15,918   | \$20,121     | \$156              | 0.8%  | 0.3%           | 0.7%             |
| FERTILIZERS                    |                              |        |                |              |            |              |                    |       |                |                  |
| 150                            | MONSANTO CO                  | MON    | \$103.71       | \$119.91     | \$15,557   | \$17,987     | \$294              | 1.6%  | 0.2%           | 0.6%             |
| MISC INDUSTRIAL COMMODITIES    |                              |        |                |              |            |              |                    |       |                |                  |
| 60                             | INTERCONTINENTAL EXCHANGE IN | ICE    | \$129.20       | \$225.99     | \$7,752    | \$13,559     | \$156              | 1.2%  | 0.2%           | 0.5%             |



As of November 28, 2014 £1N 41.6175293

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ATTACHMENT 11

# Portfolio Holdings and Valuation

Relationship: James R. Thorpe Foundation  
As of November 28, 2014 EIN 41-6175293

## Stocks

| Quantity                 | Holding                       | Ticker | Avg. Unit Cost | Market Price | Total Cost | Market Value | Est. Annual Income | Yield | % of Portfolio | % of Asset Class |
|--------------------------|-------------------------------|--------|----------------|--------------|------------|--------------|--------------------|-------|----------------|------------------|
| 425                      | FIDELITY NATIONAL INFORMATION | FIS    | \$42.91        | \$61.19      | \$18,239   | \$26,006     | \$408              | 1.6%  | 0.4%           | 0.9%             |
| 200                      | FISERV INC                    | FISV   | \$64.25        | \$71.49      | \$12,849   | \$14,298     | \$0                | 0.0%  | 0.2%           | 0.5%             |
| 900                      | MICROSOFT CORP                | MSFT   | \$38.19        | \$47.81      | \$34,371   | \$43,029     | \$1,116            | 2.6%  | 0.6%           | 1.5%             |
| 50                       | NETSUITE INC                  | N      | \$73.41        | \$105.75     | \$3,670    | \$5,288      | \$0                | 0.0%  | 0.1%           | 0.2%             |
| 125                      | ORACLE CORP                   | ORCL   | \$40.74        | \$42.41      | \$5,092    | \$5,301      | \$60               | 1.1%  | 0.1%           | 0.2%             |
| 13                       | PRICELINE GROUP INC/THE       | PCLN   | \$744.94       | \$1,160.19   | \$9,684    | \$15,082     | \$0                | 0.0%  | 0.2%           | 0.5%             |
| 92                       | SERVICENOW INC                | NOW    | \$46.68        | \$63.96      | \$4,295    | \$5,884      | \$0                | 0.0%  | 0.1%           | 0.2%             |
| Total                    |                               |        |                |              | \$113,086  | \$144,316    | \$1,584            | 1.1%  | 2.0%           | 4.9%             |
| COMPUTER/INSTRUMENTATION |                               |        |                |              |            |              |                    |       |                |                  |
| 300                      | AMPHENOL CORP-CL A            | APH    | \$41.81        | \$53.63      | \$12,542   | \$16,089     | \$150              | 0.9%  | 0.2%           | 0.5%             |
| COMPUTERS                |                               |        |                |              |            |              |                    |       |                |                  |
| 500                      | APPLE INC                     | AAPL   | \$68.17        | \$118.93     | \$34,087   | \$59,465     | \$940              | 1.6%  | 0.8%           | 2.0%             |
| 900                      | BROCADE COMMUNICATIONS SYS    | BRCD   | \$9.90         | \$11.31      | \$8,914    | \$10,179     | \$126              | 1.2%  | 0.1%           | 0.3%             |
| 550                      | EMC CORP/MASS                 | EMC    | \$29.04        | \$30.35      | \$15,970   | \$16,693     | \$253              | 1.5%  | 0.2%           | 0.6%             |
| 1,000                    | HEWLETT-PACKARD CO            | HPQ    | \$25.16        | \$39.06      | \$25,163   | \$39,060     | \$640              | 1.6%  | 0.5%           | 1.3%             |
| Total                    |                               |        |                |              | \$84,134   | \$125,397    | \$1,959            | 1.6%  | 1.7%           | 4.3%             |
| OFFICE AUTOMATION        |                               |        |                |              |            |              |                    |       |                |                  |
| 1,200                    | XEROX CORP                    | XRX    | \$10.93        | \$13.96      | \$13,120   | \$16,752     | \$300              | 1.8%  | 0.2%           | 0.6%             |
| SEMICONDUCTORS           |                               |        |                |              |            |              |                    |       |                |                  |
| 125                      | NXP SEMICONDUCTORS NV         | NXPI   | \$62.53        | \$77.81      | \$7,817    | \$9,726      | \$0                | 0.0%  | 0.1%           | 0.3%             |
| TELECOMMUNICATION        |                               |        |                |              |            |              |                    |       |                |                  |
| 400                      | AMDOCS LTD                    | DOX    | \$38.13        | \$48.75      | \$15,252   | \$19,498     | \$248              | 1.3%  | 0.3%           | 0.7%             |
| 175                      | FACEBOOK INC-A                | FB     | \$58.77        | \$77.70      | \$10,285   | \$13,598     | \$0                | 0.0%  | 0.2%           | 0.5%             |
| Total                    |                               |        |                |              | \$25,537   | \$33,096     | \$248              | 0.7%  | 0.5%           | 1.1%             |
| TOTAL Technology         |                               |        |                |              |            |              |                    |       |                |                  |
| Utilities                |                               |        |                |              | \$256,235  | \$345,375    | \$4,241            | 1.2%  | 4.7%           | 11.8%            |
| ELECTRIC COMPANIES       |                               |        |                |              |            |              |                    |       |                |                  |

# Portfolio Holdings and Valuation

Relationship: James R. Thorpe Foundation  
As of November 28, 2014 E/N 41-6175243

## Stocks

| Quantity        | Holding                    | Ticker | Avg. Unit Cost | Market Price | Market Total Cost | Market Value | Est. Annual Income | Yield | % of Portfolio | % of Asset Class |
|-----------------|----------------------------|--------|----------------|--------------|-------------------|--------------|--------------------|-------|----------------|------------------|
| 250             | AMERICAN ELECTRIC POWER    | AEP    | \$53.34        | \$57.55      | \$13,335          | \$14,388     | \$530              | 3.7%  | 0.2%           | 0.5%             |
| 275             | DTE ENERGY COMPANY         | DTE    | \$71.45        | \$81.46      | \$19,649          | \$22,402     | \$759              | 3.4%  | 0.3%           | 0.8%             |
| Total           |                            |        |                |              | \$32,985          | \$36,789     | \$1,289            | 3.5%  | 0.5%           | 1.3%             |
|                 | TELEPHONE                  |        |                |              |                   |              |                    |       |                |                  |
| 350             | VERIZON COMMUNICATIONS INC | VZ     | \$46.53        | \$50.59      | \$16,287          | \$17,707     | \$770              | 4.4%  | 0.2%           | 0.6%             |
| TOTAL Utilities |                            |        |                |              | \$49,271          | \$54,496     | \$2,059            | 3.8%  | 0.7%           | 1.9%             |
| TOTAL Stocks    |                            |        |                |              | \$2,731,247       | \$2,933,955  | \$43,939           | 1.5%  | 40.0%          | 100.0%           |

## Alternative Investments

| Quantity                      | Holding                                          | Ticker  | Avg. Unit Cost | Market Price | Market Total Cost | Market Value | Est. Annual Income | Yield | % of Portfolio | % of Asset Class |
|-------------------------------|--------------------------------------------------|---------|----------------|--------------|-------------------|--------------|--------------------|-------|----------------|------------------|
|                               | Alternative Investments                          |         |                |              |                   |              |                    |       |                |                  |
|                               | ALTERNATIVE INVESTMENTS                          |         |                |              |                   |              |                    |       |                |                  |
| 97,001.764                    | ALLIANCEBERNSTEIN MULTI MANAGER ALTERNATIVE FUND | AB15670 | \$11.34        | \$11.40      | \$1,100,000       | \$1,105,820  | \$0                | 0.0%  | 15.1%          | 100.0%           |
| TOTAL Alternative Investments |                                                  |         |                |              | \$1,100,000       | \$1,105,820  | \$0                | 0.0%  | 15.1%          | 100.0%           |
| TOTAL Alternative Investments |                                                  |         |                |              | \$1,100,000       | \$1,105,820  | \$0                | 0.0%  | 15.1%          | 100.0%           |

## Dynamic Asset Allocation Overlay

| Quantity    | Holding                     | Ticker | Avg. Unit Cost | Market Price | Market Total Cost | Market Value | Est. Annual Income | Yield | % of Portfolio | % of Asset Class |
|-------------|-----------------------------|--------|----------------|--------------|-------------------|--------------|--------------------|-------|----------------|------------------|
|             | Mutual Funds                |        |                |              |                   |              |                    |       |                |                  |
|             | MUTUAL FUNDS                |        |                |              |                   |              |                    |       |                |                  |
| 147,267.971 | OVERLAY A PORTFOLIO CLASS 2 | SAOTX  | \$10.71        | \$13.13      | \$1,577,714       | \$1,933,628  | \$29,159           | 1.5%  | 26.4%          | 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 |
|----------|----------------------------------|--------|----------------|--------------|-------------|--------------|--------------------|-------|----------------|------------------|
| TOTAL    | Mutual Funds                     |        |                |              | \$1,577,714 | \$1,933,628  | \$29,159           | 1.5%  | 26.4%          | 100.0%           |
| TOTAL    | Dynamic Asset Allocation Overlay |        |                |              | \$1,577,714 | \$1,933,628  | \$29,159           | 1.5%  | 26.4%          | 100.0%           |

**Unmanaged Assets**

**Bonds**

| Quantity                   | Holding                    | Ticker | Avg. Unit Cost | Market Price | Total Cost | Market Value | Est. Annual Income | Yield | % of Portfolio | % of Asset Class |
|----------------------------|----------------------------|--------|----------------|--------------|------------|--------------|--------------------|-------|----------------|------------------|
| Cash Equivalents           |                            |        |                |              |            |              |                    |       |                |                  |
| 93.029                     | FGLMC 30 YR#C12267         |        | \$100.17       | \$113.77     | \$93       | \$106 AI \$0 | \$6                | N/A   | 0.0%           | 19.4%            |
| TOTAL                      | Cash Equivalents           |        |                |              | \$93       | \$106        | \$6                | N/A   | 0.0%           | 19.4%            |
| Mortgage Backed Securities |                            |        |                |              |            |              |                    |       |                |                  |
|                            | MORTGAGE PASS-THROUGH      |        |                |              |            |              |                    |       |                |                  |
| 421.844                    | GNMA 30 YR POOL#447277     |        | \$99.33        | \$104.19     | \$419      | \$440 AI \$2 | \$32               | N/A   | 0.0%           | 80.6%            |
| TOTAL                      | Mortgage Backed Securities |        |                |              | \$419      | \$442        | \$32               | N/A   | 0.0%           | 80.6%            |
| TOTAL                      | Bonds                      |        |                |              | \$512      | \$548        | \$38               | 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 |        |                |              | \$6,780,539 | \$7,335,849  | \$95,342           | N/A   |                |                  |

## Portfolio Holdings and Valuation

Relationship: James R. Thorpe Foundation  
As of November 28, 2014 EIN 41-6175293

Notes:

- AI = Accrued Income (Interest and dividends).
- Dynamic Asset Allocation Overlay Portfolio yields are estimates based on stock dividends and income from cash and directly held fixed income securities in the fund, net of estimated fund expenses. Actual dividends, which are distributed annually, can vary significantly due to tax treatment of foreign currency and various instruments. In addition to these dividends the funds may also make annual distributions of short and long-term capital gains.
- Fixed income fund yields are calculated using the 30 day S.E.C. yield. Municipal yields may include a portion of taxable income. Estimated annual income for the fixed income portfolios is based on the monthly income dividends and does not include capital gains distributions. Therefore yield will differ from estimated annual income.
- International and Emerging Market fund yields are estimates based on stock dividends and interest income generated from cash and securities held directly in the fund, net of estimated fund expenses. These dividends are distributed annually. Additionally, the funds may make annual distributions of short and long-term capital gains.
- Total portfolio cost includes the reinvestment of interest, dividends and capital gains distributions as well as sale proceeds and therefore is not equivalent to the capital you have invested in this account.
- "Unmanaged Assets" are securities of which you have retained management and for which we have no responsibility and charge no management fee.

# Giving Priorities

**NOTE:** In 2015, the James R. Thorpe Foundation is implementing modest revisions to its giving priorities. Please review the following guidelines carefully and contact Kerrie Blevins ([kerrieblevins@jamesrthorpefoundation.org](mailto:kerrieblevins@jamesrthorpefoundation.org)) with any questions.

## Youth

The Thorpe Foundation seeks to create opportunities for middle school and high school age youth to achieve productive and independent lives. The Foundation has a focus on the needs of economically disadvantaged and at-risk youth.

The Foundation supports in-school and out-of-school time programs that encourage character development, support academic success, and foster social and emotional well-being. The Foundation supports youth participation in arts programs which incorporate youth development goals.

## Seniors

The Thorpe Foundation seeks to foster the vital aging of seniors through support of services which help them to live engaged and independent lives. The Foundation has a focus on the needs of economically disadvantaged seniors and the frail elderly.

The Foundation supports in-home and community-based services which help seniors to remain in their own homes. The Foundation supports social and recreational opportunities for seniors which reduce isolation and improve quality of life. The Foundation supports transportation services which reduce barriers to independence and social engagement.

## Geographic Focus

The Thorpe Foundation supports 501c3 non-profit organizations located in and serving the City of Minneapolis and the western suburban communities of Minneapolis.

## Other Requirements

The Thorpe Foundation limits its support to organizations with operating budgets of \$3 million or less. In addition, an organization must have at least one paid employee to receive consideration.

## Types of Support

The Thorpe Foundation is most likely to make general operating or program support grants.

# How to Apply

## 2015 APPLICATION PROCEDURES & DEADLINES

### 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 Senior 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 \$3 million or less and have at least one paid employee

### APPLICATION DEADLINES

In 2015, the applications deadlines will be:

Youth funding proposals: February 15, 2015

Senior funding proposals: August 15, 2015

These deadlines fall on Sunday and Saturday, respectively. *This will not change the Foundation's procedures.* Applications will need to be submitted via the Foundation's online application system by February 15, 2015 for Youth funding and August 15, 2015 for Senior funding 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.

[Click here to start a new request for funding or return to an application in progress](#) (opens in a new window)

### *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.

James R Thorpe Foundation  
11/30/14  
EIN 41-6175293

- 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](mailto: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 Senior proposals. *Applicants will be notified within four weeks of the Board meeting of the Foundation's decision.*