



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



2949131800704 5

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

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

OMB No 1545-0052

2014Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2014 or tax year beginning **JUL 1, 2014**, and ending **JUN 30, 2015**

Name of foundation PATRICK J AND JANET L THOMPSON FAMILY FOUNDATION INC		A Employer identification number 26-1404215
Number and street (or P.O. box number if mail is not delivered to street address) 9 N KURT AVE	Room/suite	B Telephone number 920-954-6334
City or town, state or province, country, and ZIP or foreign postal code APPLETON, WI 54913		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,389,327.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		108,090.	108,090.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		998,449.			
b Gross sales price for all assets on line 6a 2,944,288.					
7 Capital gain net income (from Part IV, line 2)			998,449.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		247.	0.		STATEMENT 2
12 Total. Add lines 1 through 11		1,106,786.	1,106,539.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		2,235.	1,118.		1,117.
c Other professional fees STMT 4		14,200.	14,200.		0.
17 Interest					
18 Taxes STMT 5		3,552.	1,232.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		19,987.	16,550.		1,117.
25 Contributions, gifts, grants paid		205,000.			205,000.
26 Total expenses and disbursements. Add lines 24 and 25		224,987.	16,550.		206,117.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		881,799.			
b Net investment income (if negative, enter -0-)			1,089,989.		
c Adjusted net income (if negative, enter -0-)				N/A	

423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

1

07271008 756035 25189

2014.04030 PATRICK J AND JANET L THOMP 25189_1

63.24

924 5

25

SCANNER NOV 0 2 2015

SCANNED JAN 0 4 2016

RECEIVED
OCT 22 2015
IRS-OSC
OGDEN, UT

PATRICK J AND JANET L THOMPSON
FAMILY FOUNDATION INC

26-1404215

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	100.	100.	100.
	2 Savings and temporary cash investments	85,825.	11,363.	11,363.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6		3,374,944.	4,331,205.	4,377,864.
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		3,460,869.	4,342,668.	4,389,327.
17 Accounts payable and accrued expenses				
18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
24 Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
25 Unrestricted				
26 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
27 Capital stock, trust principal, or current funds	3,680,812.	3,680,812.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	-219,943.	661,856.		
30 Total net assets or fund balances	3,460,869.	4,342,668.		
31 Total liabilities and net assets/fund balances	3,460,869.	4,342,668.		

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	3,460,869.
2 Enter amount from Part I, line 27a	2	881,799.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,342,668.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,342,668.

Form 990-PF (2014)

PATRICK J AND JANET L THOMPSON
FAMILY FOUNDATION INC
Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 335,388.		331,432.	3,956.
b 2,478,345.		1,591,050.	887,295.
c 56,718.		23,357.	33,361.
d 73,837.			73,837.
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			3,956.
b			887,295.
c			33,361.
d			73,837.
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="margin-left: 10px;"> 2 </div> </div>	998,449.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 </div> <div style="margin-left: 10px;"> 3 </div> </div>	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	166,652.	4,252,966.	.039185
2012	206,479.	4,002,092.	.051593
2011	155,158.	3,611,808.	.042959
2010	131,130.	3,240,483.	.040466
2009	98,018.	2,735,011.	.035838

2 Total of line 1, column (d)	2	.210041
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.042008
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	4,415,984.
5 Multiply line 4 by line 3	5	185,507.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,900.
7 Add lines 5 and 6	7	196,407.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	206,117.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2014 estimated tax payments and 2013 overpayment credited to 2014

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ Refunded ☐**Part VII-A Statements Regarding Activities**

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

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 XIV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐

WI

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

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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Form 990-PF (2014)

PATRICK J AND JANET L THOMPSON
FAMILY FOUNDATION INC

26-1404215

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>PATRICK J THOMPSON</u> Telephone no. ► <u>920-954-6334</u> Located at ► <u>9 NORTH KURT AVE, APPLETON, WI</u> ZIP+4 ► <u>54913</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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 2014 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 2014.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		X

Form 990-PF (2014)

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 4945(d)(4)(A)? (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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PATRICK J THOMPSON 9 N KURT AVENUE APPLETON, WI 54913	PRESIDENT AND	TREASURER		
JANET L THOMPSON 9 N KURT AVENUE APPLETON, WI 54913	VICE PRESIDENT AND SECRETARY			
JEFFREY D RIESTER 100 W LAWRENCE ST APPLETON, WI 549122728	ASST SECRETARY AND ASST TR			

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

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

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

0

Form 990-PF (2014)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

Form 990-PF (2014)

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	4,395,452.
b	Average of monthly cash balances	1b	87,780.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,483,232.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,483,232.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	67,248.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,415,984.
6	Minimum investment return. Enter 5% of line 5	6	220,799.

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	220,799.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	10,900.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,900.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	209,899.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	209,899.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	209,899.

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	206,117.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	206,117.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	10,900.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	195,217.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				209,899.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			203,073.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 206,117.				
a Applied to 2013, but not more than line 2a			203,073.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				3,044.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				206,855.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

423581
11-24-14

Form 990-PF (2014)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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)

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

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i).

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

[illegible]

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).)

SEE STATEMENT 7

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:

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

c Any submission deadlines:

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

PATRICK J AND JANET L THOMPSON
FAMILY FOUNDATION INC

Part XV Supplementary Information (continued)**8 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
MINNEHAHA ACADEMY 3100 WEST RIVER PARKWAY MINNEAPOLIS, MN 55406	N/A	PUBLIC CHARITY	GENERAL USE	25,000.
WINONA STATE UNIVERSITY P.O. BOX 5838 WINONA, MN 55987-5838	N/A	PUBLIC CHARITY	GENERAL USE	25,000.
COMMUNITY FOUNDATION P.O. BOX 563 APPLETON, WI 54912-0563	N/A	PUBLIC CHARITY	GENERAL USE	55,000.
CONCORDIA UNIVERSITY - ST. PAUL 275 SYNDICATE STREET NORTH ST. PAUL, MN 55104-5494	N/A	PUBLIC CHARITY	EDUCATION	100,000.
Total			3a	205,000.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	108,090.		
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	998,449.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a FEDERAL TAX REFUND			14	247.		
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		1,106,786.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	1,106,786.

(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

- | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <p>Yes</p> |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee: *[Signature]* Date: *11/10/13/15* Title: *President*

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>Ronald J. Altenburg</i>	Date 10/12/2015	Check <input type="checkbox"/> if self-employed	PTIN P00040624
	Firm's name ▶ SCHENCK SC			Firm's EIN ▶ 39-1173131	
	Firm's address ▶ 200 E WASHINGTON ST PO BOX 1739 APPLETON, WI 54912-1739			Phone no. 9207318111	

Form 990-PF (2014)

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	----------------------------------------	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BMO AGY #7013	106,391.	0.	106,391.	106,391.	
BMO AGY #7013					
ACCRD INC	1,699.	0.	1,699.	1,699.	
BMO AGY #7013 CGD	73,837.	73,837.	0.	0.	
TO PART I, LINE 4	181,927.	73,837.	108,090.	108,090.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL TAX REFUND	247.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	247.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCTG FEES	2,235.	1,118.		1,117.
TO FORM 990-PF, PG 1, LN 16B	2,235.	1,118.		1,117.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BMO FEES	14,200.	14,200.		0.
TO FORM 990-PF, PG 1, LN 16C	14,200.	14,200.		0.

FORM 990-PF	TAXES	STATEMENT	5
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	2,320.	0.		0.
FOREIGN TAXES	1,232.	1,232.		0.
TO FORM 990-PF, PG 1, LN 18	3,552.	1,232.		0.

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

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BMO EQUITIES	COST	2,966,712.	3,029,153.
BMO FIXED INCOME	COST	1,364,493.	1,348,711.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,331,205.	4,377,864.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	7
-------------	--------------------------------------------------	-----------	---

NAME OF MANAGER

PATRICK J THOMPSON
JANET L THOMPSON



THOMPSON PATRICK & JANET FAM FDN IMA
26-1404215

Account 000002257013 / Page 6 of 106
July 1, 2014 to June 30, 2015

• Details of assets in your account

DESCRIPTION OF ASSET	QUANTITY	X	CURRENT UNIT VALUE	=	CURRENT TOTAL MARKET VALUE	FEDERAL TAX COST
CASH & SHORT-TERM						
BMO PRIME MONEY MARKET CL I # 090	11,362.780		1.0000		11,362.78	11,362.78
TOTAL CASH & SHORT-TERM					\$11,362.78	\$11,362.78
FIXED INCOME/LOW VOLATILITY						
Corporate and other taxable						
TEMPLETON GLOBAL BOND FUND	3,899.675		12.2100		47,615.03	51,034.14
Taxable funds						
BAIRD CORE PLUS BOND FUND	18,431.086		11.0200		203,110.57	199,146.97
DOUBLELINE CORE FIX INCOME FUND	26,658.368		10.9100		290,842.79	295,902.34
ISHARES CORE TOTAL U.S. AGGREGATE BOND ETF	2,100.000		108.7800		228,438.00	232,260.00
VANGUARD SHORT-TERM INVESTMENT GRADE FUND	16,823.820		10.6600		179,341.92	180,686.78
Total Corporate and other taxable					\$949,348.31	\$959,030.23
Alternatives-Low Volatility						
Opportunistic low volatility						
FEDERATED INSTITUTIONAL HIGH YIELD BOND FUND	10,916.876		9.8600		107,640.40	107,749.57
FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND	10,634.091		9.6700		102,831.66	102,992.72
HARTFORD FLOATING RATE FUND	21,711.614		8.7000		188,891.04	194,720.63
Total Alternatives-Low Volatility					\$399,363.10	\$405,462.92
TOTAL FIXED INCOME/LOW VOLATILITY					\$1,348,711.41	\$1,364,493.15



BMO Private Bank

THOMPSON PATRICK & JANET FAM FDN IMA

Account 000002257013 / Page 7 of 106
July 1, 2014 to June 30, 2015

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X	CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	FEDERAL TAX COST
EQUITY/HIGH VOLATILITY					
U.S. equity					
AES CORP Utilities	1,800,000		13.2600	23,868.00	24,100.28
AETNA INC Health care	260,000		127.4600	33,139.60	28,095.57
AMDOCS LTD ORD Information technology	910,000		54.5900	49,676.90	49,020.79
AMERICAN ELEC PWR INC Utilities	260,000		52.9700	13,772.20	14,855.48
AMERIPRISE FINANCIAL INC. Financials	340,000		124.9300	42,476.20	44,148.90
AMGEN INC Health care	330,000		153.5200	50,661.60	52,519.92
APPLE INC Information technology	950,000		125.4250	119,153.75	120,878.00
ARCHER DANIELS MIDLAND CO Consumer staples	930,000		48.2200	44,844.60	45,145.59
AVERY DENNISON CORP Materials	670,000		60.9400	40,829.80	41,733.63
BED BATH & BEYOND INC Consumer discretionary	300,000		68.9800	20,694.00	23,267.40
BOEING CO Industrials	100,000		138.7200	13,872.00	14,592.00



THOMPSON PATRICK & JANET FAM FDN IMA

Account 000002257013 / Page 8 of 106
July 1, 2014 to June 30, 2015

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X	CURRENT UNIT VALUE	=	CURRENT TOTAL MARKET VALUE	FEDERAL TAX COST
CAMERON INTERNATIONAL CORP Energy	600.000		52.3700		31,422.00	32,717.40
CAPITAL ONE FINANCIAL CORP Financials	340.000		87.9700		29,909.80	27,410.80
CINTAS CORP Industrials	350.000		84.5900		29,606.50	28,748.30
CISCO SYSTEMS INC Information technology	1,290.000		27.4600		35,423.40	35,164.11
CITRIX SYS INC Information technology	220.000		70.1600		15,435.20	13,886.60
COMCAST CORP-CL A CL A COMMON STOCK Consumer discretionary	810.000		60.1400		48,713.40	47,319.39
CVS HEALTH CORP Consumer staples	470.000		104.8500		49,293.60	48,851.33
DISCOVER FINL SVCS Financials	740.000		57.6200		42,638.80	42,979.12
DR PEPPER SNAPPLE GROUP INC Consumer staples	310.000		72.9000		22,599.00	24,588.89
EBAY INC Information technology	230.000		60.2400		13,855.20	14,234.68
ELECTRONIC ARTS INC Information technology	230.000		66.5000		15,295.00	15,354.11
EVEREST RE GROUP LIMITED Financials	260.000		182.0100		47,322.60	45,834.33

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	FEDERAL TAX COST
EXXON MOBIL CORPORATION Energy	330.000	83.2000	27,456.00	28,211.67
FEDEX CORPORATION Industrials	200.000	170.4000	34,080.00	33,423.98
FIFTH THIRD BANCORP Financials	2,190.000	20.8200	45,595.80	41,828.78
FOOT LOCKER INC Consumer discretionary	250.000	67.0100	16,752.50	15,609.00
F5 NETWORKS INC Information technology	170.000	120.3500	20,459.50	19,041.68
GENERAL DYNAMICS CORP Industrials	200.000	141.6900	28,338.00	27,193.10
GILEAD SCIENCES INC Health care	400.000	117.0800	46,832.00	39,231.20
HCA HOLDINGS INC Health care	270.000	90.7200	24,494.40	20,619.09
HEWLETT PACKARD CO Information technology	600.000	30.0100	18,006.00	19,139.40
HOME DEPOT INC Consumer discretionary	180.000	111.1300	20,003.40	20,750.38
HUNTINGTON INGALLS INDUSTRIES Industrials	190.000	112.5900	21,392.10	26,778.58
JOHNSON & JOHNSON Health care	690.000	97.4600	67,247.40	68,488.71

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X	CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	FEDERAL TAX COST
KOHL'S CORP Consumer discretionary	240.000		62.6100	15,026.40	15,308.93
KROGER CO Consumer staples	560.000		72.5100	40,605.60	43,232.00
LAM RESEARCH CORP Information technology	260.000		81.3500	21,151.00	18,781.85
LEAR CORP Consumer discretionary	230.000		112.2600	25,819.80	26,985.90
MACY'S INC Consumer discretionary	790.000		67.4700	53,301.30	53,729.40
MAGNA INTERNATIONAL INC CLASS A COMMON STOCK CLASS A Consumer discretionary	300.000		56.0900	16,827.00	16,350.31
MARATHON PETROLEUM CORPORATION Energy	840.000		52.3100	43,940.40	41,679.54
MICROSOFT CORP Information technology	560.000		44.1500	24,724.00	23,239.94
NORTHROP GRUMMAN CORPORATION Industrials	250.000		158.6300	39,657.50	40,727.48
ORACLE CORPORATION Information technology	1,370.000		40.3000	55,211.00	58,874.10
PG & E CORP Utilities	240.000		49.1000	11,784.00	13,046.38
SCHLUMBERGER LTD Energy	350.000		86.1900	30,166.50	30,498.51



THOMPSON PATRICK & JANET FAM FDN IMA

Account 000002257013 / Page 11 of 106
July 1, 2014 to June 30, 2015

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X	CURRENT UNIT VALUE	=	CURRENT TOTAL MARKET VALUE	FEDERAL TAX COST
SHERWIN WILLIAMS CO Materials	100.000		275.0200		27,502.00	28,664.01
SOUTHWEST AIRLINES CO Industrials	760.000		33.0900		25,148.40	31,463.92
TRAVELERS COMPANIES INC Financials	480.000		96.6600		46,396.80	52,087.63
UGI CORP NEW Utilities	0.000		34.4500		0.00	0.00
UNITEDHEALTH GROUP INC Health care	330.000		122.0000		40,260.00	39,464.35
WAL MART STORES INC Consumer staples	170.000		70.9300		12,058.10	13,787.00
WELLS FARGO & CO Financials	1,050.000		56.2400		59,052.00	57,024.45
Total U.S. equity					\$1,793,792.05	\$1,800,737.89
U.S. equity funds						
DELAWARE SMALL CAP VALUE FUND Small cap value	1,143.840		56.1300		64,203.74	47,014.91
ISHARES RUSSELL MIDCAP GRWTH ETF Small cap growth	400.000		96.8500		38,740.00	12,275.60
ISHARES RUSSELL MIDCAP VALUE ETF Small cap value	700.000		73.7600		51,632.00	17,063.90
JOHN HANCOCK III DISCIPLINED VALUE MID CAP FUND Small cap value	1,295.351		20.5400		26,606.51	21,189.76

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X	CURRENT UNIT VALUE	CURRENT TOTAL = MARKET VALUE	FEDERAL TAX COST
Total U.S. equity funds				\$181,182.25	\$97,544.17
International					
DELPHI AUTOMOTIVE PLC Consumer discretionary	210.000		85.0900	17,868.90	17,654.70
HARBOR INTERNATIONAL FUND #11 Developed large cap	1,718.459		69.6000	119,604.75	120,910.78
LAZARD EMERGING MARKETS EQUITY INST Emerging	6,597.074		17.0100	112,216.23	130,744.89
LYONDELLBASELL INDUSTRIES NV Materials	440.000		103.5200	45,548.80	40,708.79
MEDTRONIC PLC Health care	540.000		74.1000	40,014.00	41,734.14
MORGAN STANLEY INS FR EMG-I Emerging	1,968.494		19.0700	37,539.18	41,171.55
TWEEDY BROWNE GLOBAL VALUE FUND Developed large cap	18,854.452		26.4400	498,511.71	497,293.30
Total International				\$871,303.57	\$890,218.15
Alternatives-High Volatility					
Hedge funds					
GATEWAY FUND Total return hedge funds	3,214.337		29.7900	95,755.10	89,229.41
Total Alternatives-High Volatility				\$95,755.10	\$89,229.41
REITS					

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X	CURRENT UNIT VALUE	=	CURRENT TOTAL MARKET VALUE	FEDERAL TAX COST
JPMORGAN ALERIAN MLP INDEX FUND	AMJ	2,200.000	39.6000		87,120.00	88,982.50
Domestic reits						
Total REITS					\$87,120.00	\$88,982.50
TOTAL EQUITY/HIGH VOLATILITY					\$3,029,152.97	\$2,966,712.12
TOTAL ASSETS IN YOUR ACCOUNT					\$4,389,227.16	\$4,342,568.05