Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning 12/01 **, 2015, and ending** 11/30, 20 16

Name of foundation: JAMES R. THORPE FOUNDATION

A Employer identification number: 41-6175293

Number and street (or P O box number if mail is not delivered to street address): 1917 LOGAN AVENUE SOUTH

Room/suite:

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

City or town, state or province, country, and ZIP or foreign postal code: MINNEAPOLIS, MN 55403

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 6,733,939.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	80.	80.		
	4 Dividends and interest from securities	93,778.	93,778.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-153,011.			
	b Gross sales price for all assets on line 6a 1,615,281.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-59,153.	93,858.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 1	2,400.	800.		1,600.
	c Other professional fees (attach schedule) [2]	76,962.	25,962.		51,000.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [3]	4,142.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	588.			588.
	23 Other expenses (attach schedule) ATCH 4	13,689.			13,689.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	97,781.	26,762.		66,877.
	25 Contributions, gifts, grants paid	279,500.			279,500.
	26 Total expenses and disbursements Add lines 24 and 25	377,281.	26,762.	0.	346,377.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-436,434.			
	b **Net investment income** (if negative, enter -0-)		67,096.		
	c **Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing	47,405.	31,199.	31,199.
2	Savings and temporary cash investments	5,603.	8,150.	8,150.
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			
10a	Investments - U S and state government obligations (attach schedule)[5]	479.	66.	72.
b	Investments - corporate stock (attach schedule) ATCH 6	3,349,425.	2,873,477.	3,180,863.
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	3,433,273.	3,486,859.	3,513,655.
14	Land, buildings, and equipment. basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	6,836,185.	6,399,751.	6,733,939.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
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	6,836,185.	6,399,751.	
30	**Total net assets or fund balances** (see instructions)	6,836,185.	6,399,751.	
31	**Total liabilities and net assets/fund balances** (see instructions)	6,836,185.	6,399,751.	

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	6,836,185.
2	Enter amount from Part I, line 27a	2	-436,434.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,399,751.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,399,751.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-153,011.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	366,435.	7,165,328.	0.051140
2013	348,502.	7,313,813.	0.047650
2012	312,956.	6,850,634.	0.045683
2011	259,514.	6,289,299.	0.041263
2010	195,161.	6,515,808.	0.029952

2	**Total** of line 1, column (d)	2	0.215688
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.043138
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	6,669,354.
5	Multiply line 4 by line 3	5	287,703.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	671.
7	Add lines 5 and 6	7	288,374.
8	Enter qualifying distributions from Part XII, line 4	8	346,377.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	671.
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	671.
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	671.
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	3,760.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	3,760.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	3,089.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 3,089. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ WWW.JAMESRTHORPEFOUNDATION.ORG

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

Located at ▶ 1917 LOGAN AVENUE SOUTH MINNEAPOLIS, MN ZIP+4 ▶ 55403

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

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

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015)*	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 2015?	4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes [X] 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 [X] No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes [X] No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes [X] 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 [X] No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes [X] 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 [X] No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes [X] No		
b	*If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?* **7b**		X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation (If not paid, enter -0-)	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ATCH 8		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 9		51,000.

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 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	6,733,504.
b	Average of monthly cash balances	1b	37,414.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,770,918.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,770,918.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	101,564.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,669,354.
6	**Minimum investment return.** Enter 5% of line 5	6	333,468.

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	333,468.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	671.		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	671.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	332,797.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	332,797.
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	332,797.

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	346,377.
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	346,377.
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	671.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	345,706.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				332,797.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			15,621.	
b Total for prior years 20 13 ,20 12 ,20 11				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4. ▶ $ 346,377.				
a Applied to 2014, but not more than line 2a			15,621.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount				330,756.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				2,041.
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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

ATCH 10

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

SEE ATTACHMENT 12

c Any submission deadlines

SEE ATTACHMENT 12

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

SEE ATTACHMENT 12

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT 13				279,500.
Total . . . . ▶ **3a**				279,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

JSA
5E1491 1 000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	80.	
4 Dividends and interest from securities			14	93,778.	
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	-153,011.	
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)				-59,153.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -59,153.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date 2/28/17 | Title President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JULIE R RICHARDSON	Julie R Richardson	1/26/17		P01567137

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

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		BERNSTEIN						
1,615,188.		1,768,291.					-153,103.	
		SECURITIES LITIGATION						
92.							92.	
TOTAL GAIN(LOSS)							-153,011.	

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SHIDELL MAIR & RICHARDSON	2,400.	800.		1,600.
TOTALS	2,400.	800.		1,600.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BERNSTEIN - INVESTMENT FEES	25,962.	25,962.	
KERRIE BLEVINS CONSULTING	51,000.		51,000.
TOTALS	76,962.	25,962.	51,000.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
EXCISE TAX - 2015 ESTIMATED	3,760.
EXCISE TAX - PY BALANCE DUE	382.
TOTALS	4,142.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OFFICE EXPENSES		111.	111.
PROGRAM EXPENSE		5,260.	5,260.
FILING FEE		25.	25.
D & O INSURANCE		1,088.	1,088.
MEMBERSHIPS AND DUES		1,525.	1,525.
WEBSITE		180.	180.
GRANTS MANAGEMENT SERVICES		5,500.	5,500.
	TOTALS	13,689.	13,689.

JAMES R. THORPE FOUNDATION

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

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIXED INCOME- SEE ATTACHMNT 11	66.	72.
US OBLIGATIONS TOTAL	66.	72.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EQUITIES - SEE ATTCHMENT 11	2,534,698.	2,904,978.
MUTUAL FUNDS-REAL ESTATE SEC SEE ATTACHMENT 11	338,779.	275,885.
TOTALS	2,873,477.	3,180,863.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS - FIXED INCOME SEE ATTACHMENT 11	783,653.	772,279.
MUTUAL FUNDS - SEE ATTMENT 11	1,563,472.	1,671,195.
ALTERNATIVE INVESTMENTS - SEE ATTACHMENT 11	1,139,734.	1,070,181.
TOTALS	3,486,859.	3,513,655.

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
TIMOTHY THORPE 1917 LOGAN AVENUE SOUTH MINNEAPOLIS, MN 55403	PRESIDENT 2.00
ROBERT C. COTE 1917 LOGAN AVENUE SOUTH MINNEAPOLIS, MN 55403	TREASURER 2.00
S. RUGGLES COTE 1917 LOGAN AVENUE SOUTH MINNEAPOLIS, MN 55403	BOARD MEMBER 1.00
SAMUEL A. COTE 1917 LOGAN AVENUE SOUTH MINNEAPOLIS, MN 55403	BOARD MEMBER 1.00
MARGARET T. RICHARDS 1917 LOGAN AVENUE SOUTH MINNEAPOLIS, MN 55403	BOARD MEMBER 1.00
RICHARD THORPE 1917 LOGAN AVENUE SOUTH MINNEAPOLIS, MN 55403	BOARD MEMBER 1.00

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

ATTACHMENT 8 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
CAROLYN JONES 1917 LOGAN AVENUE SOUTH MINNEAPOLIS, MN 55403	BOARD MEMBER 1.00
ALISON D. THORPE 1917 LOGAN AVENUE SOUTH MINNEAPOLIS, MN 55403	BOARD MEMEBER 1.00

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 9

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
KERRIE BLEVINS 1917 LOGAN AVENUE SOUTH MINNEAPOLIS, MN 55403	MANAGEMENT SERVICES	51,000.
TOTAL COMPENSATION		51,000.

ATTACHMENT 10

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

KERRIE BLEVINS
1917 LOGAN AVENUE SOUTH
MINNEAPOLIS, MN 55403
763-250-9304

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2016 EIN 41-6175293

This report contains data for all accounts that were open as of the period ending date you selected.

Managed Assets

Cash Balances

Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Cash											
CASH											
8,150.47	CASH		$1.00	$1.00	$8,150	$8,150	$0	$43	0.5%	0.1%	100.0%
TOTAL Cash					**$8,150**	**$8,150**	**$0**	**$43**	**0.5%**	**0.1%**	**100.0%**
TOTAL Cash Balances					**$8,150**	**$8,150**	**$0**	**$43**	**0.5%**	**0.1%**	**100.0%**

Bonds[1]

Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Mutual Funds											
MUTUAL FUNDS											
46,099.159	AB GLOBAL BOND FUND- ADV [1]	ANAYX	$8.30	$8.37	$382,740	$385,850 AI $778	$3,110	$8,851	2.2%	5.8%	50.0%
TAXABLE FUND											
29,266.068	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO [1]	SNIDX	$13.70	$13.17	$400,913	$385,434 AI $217	($15,479)	$10,066	1.6%	5.8%	50.0%
TOTAL Mutual Funds					**$783,653**	**$772,279**	**($12,369)**	**$18,917**	**1.9%**	**11.5%**	**100.0%**
TOTAL Bonds					**$783,653**	**$772,279**	**($12,369)**	**$18,917**	**1.9%**	**11.5%**	**100.0%**

Real Asset Securities[1]

Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Mutual Funds											
MUTUAL FUNDS											
33,440.643	ALLIANCEBERNSTEIN ALL MARKET R CLASS 1	AMTOX	$10.13	$8.25	$338,779	$275,885	($62,893)	$0	0.0%	4.1%	100.0%

BERNSTEIN

Attachment 11

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2016 EIN 41-6175293

Real Asset Securities[1]

Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
	[1] ,										
TOTAL Mutual Funds					**$338,779**	**$275,885**	**($62,893)**	**$0**	**0.0%**	**4.1%**	**100.0%**
TOTAL Real Asset Securities					**$338,779**	**$275,885**	**($62,893)**	**$0**	**0.0%**	**4.1%**	**100.0%**

Stocks[1]

Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Capital Equipment											
AEROSPACE-DEFENSE											
138	L-3 COMMUNICATIONS HOLDINGS	LLL	$119.33	$157.77	$16,468	$21,772	$5,304	$386	1.8%	0.3%	0.8%
AUTO TRUCKS - PARTS											
221	OSHKOSH CORP	OSK	$54.40	$70.00	$12,023	$15,470	$3,447	$186	1.2%	0.2%	0.5%
DEFENSE											
84	NORTHROP GRUMMAN CORP	NOC	$159.16	$249.65	$13,369	$20,971	$7,601	$302	1.4%	0.3%	0.7%
ELECTRICAL EQUIPMENT											
208	HONEYWELL INTERNATIONAL INC	HON	$112.24	$113.94	$23,345	$23,700	$354	$553	2.3%	0.4%	0.8%
194	UNITED TECHNOLOGIES CORP	UTX	$114.96	$107.72	$22,303	$20,898	($1,405)	$512	2.5%	0.3%	0.7%
TOTAL					**$45,648**	**$44,597**	**($1,051)**	**$1,065**	**2.4%**	**0.7%**	**1.5%**
MACHINERY											
333	EATON CORP PLC	ETN	$65.64	$66.51	$21,860	$22,148	$288	$759	3.4%	0.3%	0 8%
TOTAL Capital Equipment					**$109,368**	**$124,958**	**$15,590**	**$2,699**	**2.2%**	**1.9%**	**4.3%**
Consumer Cyclicals											
AUTOS & AUTO PARTS OEMS											
216	MAGNA INTERNATIONAL INC	MGA	$54.95	$40.45	$11,869	$8,737	($3,131)	$216	2 5%	0.1%	0.3%
RETAILERS											
116	COSTCO WHOLESALE CORP	COST	$136.26	$150.11	$15,806	$17,413	$1,607	$209	1.2%	0.3%	0.6%
278	CVS HEALTH CORP	CVS	$73.33	$76.89	$20,386	$21,375	$990	$473	2.2%	0.3%	0.7%
167	DOLLAR GENERAL CORP	DG	$71 05	$77.32	$11,865	$12,912	$1,047	$167	1.3%	0.2%	0.4%
545	EBAY INC	EBAY	$24.71	$27.81	$13,466	$15,156	$1,691	$0	0.0%	0.2%	0.5%
271	HOME DEPOT INC	HD	$56 35	$129.40	$15,270	$35,067	$19,797	$748	2.1%	0 5%	1 2%

Attachment II

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2016 EIN 41-6175293

Stocks[1]

Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
819	KROGER CO	KR	$21.49	$32.30	$17,597	$26,454	$8,856	$393	1.5%	0.4%	0.9%
126	ROSS STORES INC	ROST	$48.41	$67.59	$6,100	$8,516	$2,417	$68	0.8%	0.1%	0.3%
TOTAL					**$100,490**	**$136,895**	**$36,405**	**$2,058**	**1.5%**	**2.0%**	**4.7%**
TEXTILES/SHOES - APPAREL MFG.											
554	NIKE INC -CL B	NKE	$41.23	$50.07	$22,844	$27,739	$4,895	$399	1.4%	0.4%	1.0%
TOTAL Consumer Cyclicals					**$135,202**	**$173,370**	**$38,169**	**$2,672**	**1.5%**	**2.6%**	**6.0%**
Consumer Growth											
ADVERTISING											
224	NIELSEN HOLDINGS PLC	NLSN	$53.69	$43.10	$12,027	$9,654	($2,372)	$278	2.9%	0.1%	0.3%
DRUGS											
108	ALEXION PHARMACEUTICALS INC	ALXN	$123.28	$122.59	$13,314	$13,240	($74)	$0	0.0%	0.2%	0.5%
47	BIOGEN INC	BIIB	$173.51	$294.07	$8,155	$13,821	$5,667	$0	0.0%	0.2%	0.5%
370	GILEAD SCIENCES INC	GILD	$75.29	$73.70	$27,859	$27,269	($590)	$696	2.6%	0.4%	0.9%
284	MERCK & CO. INC.	MRK	$53.18	$61.19	$15,103	$17,378	$2,275	$534	3.1%	0.3%	0.6%
1,103	PFIZER INC	PFE	$23.14	$32.14	$25,523	$35,450	$9,927	$1,324	3.7%	0.5%	1.2%
TOTAL					**$89,954**	**$107,158**	**$17,204**	**$2,553**	**2.4%**	**1.6%**	**3.7%**
ENTERTAINMENT											
187	WALT DISNEY CO/THE	DIS	$81.59	$99.12	$15,257	$18,535	$3,278	$292	1.6%	0.3%	0 6%
HOSPITAL SUPPLIES											
132	EDWARDS LIFESCIENCES	EW	$93.49	$82.85	$12,341	$10,936	($1,405)	$0	0.0%	0.2%	0.4%
290	JOHNSON & JOHNSON	JNJ	$67.89	$111.30	$19,688	$32,277	$12,589	$928	2.9%	0.5%	1.1%
TOTAL					**$32,029**	**$43,213**	**$11,184**	**$928**	**2.2%**	**0.6%**	**1.5%**
MEDICAL PRODUCTS											
20	INTUITIVE SURGICAL INC	ISRG	$473.20	$643.74	$9,464	$12,875	$3,411	$0	0.0%	0.2%	0.4%
156	MEDTRONIC PLC	MDT	$74.53	$73 01	$11,627	$11,390	($238)	$268	2 4%	0.2%	0.4%
TOTAL					**$21,091**	**$24,264**	**$3,173**	**$268**	**1.1%**	**0.4%**	**0.8%**
OTHER MEDICAL											
76	MCKESSON CORP	MCK	$199.81	$143.81	$15,186	$10,930	($4,256)	$85	0.8%	0.2%	0.4%
PUBLISHING											
66	ALPHABET INC-CL C	GOOG	$444.51	$758.04	$29,338	$50,031	$20,693	$0	0.0%	0.7%	1.7%

Attachment 11

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2016 EIN 41-6175293

Stocks[1]

Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
	RADIO - TV BROADCASTING										
497	COMCAST CORP-CLASS A	CMCSA	$45.06	$69.51	$22,396	$34,546	$12,151	$547	1 6%	0.5%	1 2%
TOTAL Consumer Growth					**$237,278**	**$298,332**	**$61,055**	**$4,951**	**1.7%**	**4.5%**	**10.3%**
Consumer Staples											
	BEVERAGES - SOFT, LITE & HARD										
101	DR PEPPER SNAPPLE GROUP INC	DPS	$64.07	$86 74	$6,471	$8,761	$2,290	$214	2.4%	0.1%	0.3%
225	PEPSICO INC	PEP	$95.37	$100.10	$21,457	$27,573	$1,065	$677	3.0%	0.3%	0.8%
TOTAL					**$27,928**	**$31,283**	**$3,355**	**$891**	**2.9%**	**0.5%**	**1.1%**
	COSMETICS										
157	ESTEE LAUDER COMPANIES-CL A	EL	$79.75	$77.70	$12,521	$12,199	($322)	$214	1.8%	0.2%	0.4%
	FOODS										
79	KIMBERLY-CLARK CORP	KMB	$115.56	$115.61	$9,129	$9,133	$4	$291	3.2%	0.1%	0.3%
274	TYSON FOODS INC-CL A	TSN	$64.93	$56.81	$17,792	$15,566	($2,226)	$247	1.6%	0.2%	0.5%
TOTAL					**$26,920**	**$24,699**	**($2,221)**	**$537**	**2.2%**	**0.4%**	**0.9%**
	RESTAURANTS										
448	STARBUCKS CORP	SBUX	$38.80	$57.97	$17,384	$25,971	$8,586	$448	1.7%	0.4%	0.9%
	TOBACCO										
396	ALTRIA GROUP INC	MO	$54.68	$63.93	$21,654	$25,316	$3,662	$966	3.8%	0.4%	0.9%
TOTAL Consumer Staples					**$106,407**	**$119,468**	**$13,061**	**$3,056**	**2.6%**	**1.8%**	**4.1%**
Emerging Markets Mutual Funds											
	EMERGING MARKETS FUND										
3,290.261	BERNSTEIN EMERGING MARKETS PORTFOLIO [1]	SNEMX	$22.97	$24.96	$75,574	$82,125	$6,551	$977	1.2%	1.2%	2.8%
TOTAL Emerging Markets Mutual Funds					**$75,574**	**$82,125**	**$6,551**	**$977**	**1.2%**	**1.2%**	**2.8%**
Energy											
	OIL - CRUDE PRODUCTS										
355	EOG RESOURCES INC	EOG	$78.64	$102.52	$27,917	$36,395	$8,478	$238	0.7%	0.5%	1.3%
	OIL WELL EQUIPMENT & SERVICES										
216	HELMERICH & PAYNE	HP	$58 70	$75.65	$12,679	$16,340	$3,661	$605	3.7%	0.2%	0.6%
347	SCHLUMBERGER LTD	SLB	$80.14	$84.05	$27,808	$29,165	$1,357	$694	2.4%	0.4%	1.0%

Attachment II

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2016 EIN 41-6175293

Stocks[1]

Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
	TOTAL				**$40,488**	**$45,506**	**$5,018**	**$1,299**	**2.9%**	**0.7%**	**1.6%**
	OILS - INTEGRATED DOMESTIC										
242	DEVON ENERGY CORPORATION	DVN	$43.68	$48.33	$10,571	$11,696	$1,125	$58	0.5%	0.2%	0.4%
419	HESS CORP	HES	$55.31	$55.96	$23,173	$23,447	$274	$419	1.8%	0.3%	0.8%
	TOTAL				**$33,744**	**$35,143**	**$1,399**	**$477**	**1.4%**	**0.5%**	**1.2%**
	OILS - INTEGRATED INTERNATIONAL										
443	EXXON MOBIL CORP	XOM	$88.17	$87.30	$39,060	$38,674	($386)	$1,329	3.4%	0.6%	1.3%
TOTAL Energy					**$141,209**	**$155,717**	**$14,509**	**$3,343**	**2.1%**	**2.3%**	**5.4%**
Financial											
	FINANCL - PERSONAL LOANS										
191	CAPITAL ONE FINANCIAL CORP	COF	$62.60	$84.04	$11,957	$16,052	$4,095	$306	1.9%	0.2%	0.6%
278	DISCOVER FINANCIAL SERVICES	DFS	$58.12	$67.77	$16,157	$18,840	$2,683	$334	1.8%	0.3%	0.6%
	TOTAL				**$28,114**	**$34,892**	**$6,777**	**$639**	**1.8%**	**0.5%**	**1.2%**
	MAJOR REGIONAL BANKS										
2,464	BANK OF AMERICA CORP	BAC	$14.50	$21.12	$35,735	$52,040	$16,304	$739	1.4%	0.8%	1.8%
533	US BANCORP	USB	$41.55	$49.62	$22,146	$26,447	$4,301	$597	2.3%	0.4%	0.9%
1,114	WELLS FARGO & COMPANY	WFC	$40.13	$52.92	$44,704	$58,953	$14,249	$1,693	2.9%	0.9%	2.0%
	TOTAL				**$102,586**	**$137,440**	**$34,854**	**$3,029**	**2.2%**	**2.1%**	**4.7%**
	MISC. FINANCIAL										
360	ONEMAIN HOLDINGS INC	OMF	$25.47	$20.37	$9,171	$7,333	($1,838)	$0	0.0%	0.1%	0.3%
685	SYNCHRONY FINANCIAL	SYF	$29.60	$34.56	$20,275	$23,674	$3,398	$356	1.5%	0.4%	0.8%
494	VISA INC - CLASS A SHARES	V	$47.02	$77.32	$23,229	$38,196	$14,967	$326	0.9%	0.6%	1.3%
	TOTAL				**$52,675**	**$69,203**	**$16,528**	**$682**	**1.0%**	**1.0%**	**2.4%**
	MULTI-LINE INSURANCE										
247	AETNA INC	AET	$82.57	$130.84	$20,395	$32,317	$11,923	$247	0.8%	0.5%	1.1%
425	AMERICAN INTERNATIONAL GROUP	AIG	$54.48	$63.33	$23,157	$26,915	$3,763	$544	2.0%	0.4%	0.9%
120	CIGNA CORP	CI	$132.27	$134.74	$15,872	$16,169	$297	$5	0.0%	0.2%	0.6%
186	UNITEDHEALTH GROUP INC	UNH	$118.33	$158.32	$22,009	$29,448	$7,438	$465	1.6%	0.4%	1.0%
	TOTAL				**$81,428**	**$104,849**	**$23,421**	**$1,261**	**1.2%**	**1.6%**	**3.6%**
	PROPERTY - CASUALTY INSURANCE										

Attachment 11

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2016 EIN 6175293

Stocks[1]

Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
243	ALLSTATE CORP	ALL	$63.41	$69.92	$15,408	$16,991	$1,582	$321	1.9%	0.3%	0.6%
456	PROGRESSIVE CORP	PGR	$33.26	$33.30	$15,167	$15,185	$18	$405	2.7%	0.2%	0.5%
TOTAL					**$30,575**	**$32,175**	**$1,600**	**$726**	**2.3%**	**0.5%**	**1.1%**
TOTAL Financial					**$295,378**	**$378,559**	**$83,181**	**$6,337**	**1.7%**	**5.7%**	**13.1%**
Industrial Resources											
CHEMICALS											
313	DOW CHEMICAL CO/THE	DOW	$53.94	$55.72	$16,882	$17,440	$558	$576	3.3%	0.3%	0.6%
274	SEALED AIR CORP	SEE	$51.75	$45.60	$14,181	$12,494	($1,686)	$175	1.4%	0.2%	0.4%
TOTAL					**$31,063**	**$29,935**	**($1,128)**	**$751**	**2.5%**	**0.4%**	**1.0%**
TOTAL Industrial Resources					**$31,063**	**$29,935**	**($1,128)**	**$751**	**2.5%**	**0.4%**	**1.0%**
International Equity Mutual Funds											
INTERNATIONAL EQUITY FUND											
15,356.237	AB INTERNATIONAL SMALL CAP PORTFOLIO - ADV CL [1]	IRCYX	$9.46	$10.24	$145,270	$157,248	$11,978	$0	0.0%	2.3%	5.4%
23,828.767	AB INTERNATIONAL STRATEGIC EQUITIES PORTFOLIO - ADV CL [1]	STEYX	$9.49	$10.24	$226,135	$244,007	$17,872	$0	0.0%	3.6%	8.4%
24,420.3	BERNSTEIN INTERNATIONAL PORTFOLIO [1]	SIMTX	$14.61	$14.85	$356,861	$362,641	$5,780	$6,764	1.9%	5.4%	12.5%
TOTAL					**$728,266**	**$763,896**	**$35,630**	**$6,764**	**0.9%**	**11.4%**	**26.3%**
TOTAL International Equity Mutual Funds					**$728,266**	**$763,896**	**$35,630**	**$6,764**	**0.9%**	**11.4%**	**26.3%**
Mutual Funds											
MUTUAL FUNDS											
8,483.998	AB DISCOVERY GRWTH FUND- ADV	CHCYX	$8.87	$9.37	$75,214	$79,495	$4,281	$0	0.0%	1.2%	2.7%
3,643.327	AB DISCOVERY VALUE FUND- ADV	ABYSX	$19.75	$22.62	$71,940	$82,412	$10,472	$193	0.2%	1.2%	2.8%
7,142.934	AB SMALL CAP CORE PORTFOLIO ADV CL	SCRYX	$10.12	$11.40	$72,285	$81,429	$9,144	$0	0.0%	1.2%	2.8%
TOTAL					**$219,439**	**$243,337**	**$23,897**	**$193**	**0.1%**	**3.6%**	**8.4%**
TOTAL Mutual Funds					**$219,439**	**$243,337**	**$23,897**	**$193**	**0.1%**	**3.6%**	**8.4%**

Services

Attachment II

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2016 E/N 41-6175293

Stocks[1]

Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
	AIR TRANSPORT										
621	DELTA AIR LINES INC	DAL	$38.47	$48.18	$23,891	$29,920	$6,029	$503	1.7%	0.4%	1.0%
TOTAL Services					**$23,891**	**$29,920**	**$6,029**	**$503**	**1.7%**	**0.4%**	**1.0%**
Technology											
	COMMUNICATION - EQUIP. MFRS.										
704	CISCO SYSTEMS INC	CSCO	$31.10	$29.82	$21,893	$20,993	($900)	$732	3.5%	0.3%	0.7%
68	PALO ALTO NETWORKS INC	PANW	$138.89	$134.37	$9,445	$9,137	($308)	$0	0.0%	0.1%	0.3%
TOTAL					**$31,338**	**$30,130**	**($1,207)**	**$732**	**2.4%**	**0.4%**	**1.0%**
	COMPUTER SERVICES/SOFTWARE										
89	ADOBE SYSTEMS INC	ADBE	$97.85	$102.81	$8,708	$9,150	$442	$0	0.0%	0.1%	0.3%
173	FISERV INC	FISV	$64.11	$104.62	$11,090	$18,099	$7,009	$0	0.0%	0.3%	0.6%
801	MICROSOFT CORP	MSFT	$46.80	$60.26	$37,489	$48,268	$10,779	$1,250	2.6%	0.7%	1.7%
768	ORACLE CORP	ORCL	$39.54	$40.19	$30,367	$30,866	$499	$461	1.5%	0.5%	1.1%
12	PRICELINE GROUP INC/THE	PCLN	$915.26	$1,503.68	$10,983	$18,044	$7,061	$0	0.0%	0.3%	0.6%
TOTAL					**$98,638**	**$124,428**	**$25,790**	**$1,710**	**1.4%**	**1.9%**	**4.3%**
	COMPUTER/INSTRUMENTATION										
677	HEWLETT PACKARD ENTERPRIS	HPE	$13.97	$23.80	$9,455	$16,113	$6,658	$176	1.1%	0.2%	0.6%
	COMPUTERS										
589	APPLE INC	AAPL	$95.11	$110.52	$56,022	$65,096	$9,075	$1,343	2.1%	1.0%	2.2%
1,193	HP INC	HPQ	$11.61	$15.40	$13,856	$18,372	$4,516	$633	3.5%	0.3%	0.6%
88	INTL BUSINESS MACHINES CORP	IBM	$152.74	$162 22	$13,441	$14,275	$834	$493	3.5%	0.2%	0.5%
TOTAL					**$83,319**	**$97,744**	**$14,425**	**$2,469**	**2.5%**	**1.5%**	**3.4%**
	OFFICE AUTOMATION										
1,665	XEROX CORP	XRX	$10.48	$9.35	$17,453	$15,568	($1,885)	$516	3.3%	0.2%	0.5%
	SEMICONDUCTORS										
823	INTEL CORP	INTC	$31.12	$34.70	$25,611	$28,558	$2,947	$856	3.0%	0.4%	1.0%
332	TEXAS INSTRUMENTS INC	TXN	$68.58	$73.93	$22,769	$24,545	$1,776	$664	2.7%	0.4%	0.8%
347	XILINX INC	XLNX	$45.48	$53.98	$15,780	$18,731	$2,951	$458	2.5%	0.3%	0.6%
TOTAL					**$64,160**	**$71,834**	**$7,674**	**$1,978**	**2.8%**	**1.1%**	**2.5%**
	TELECOMMUNICATION										

Attachment 11

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2016 EIN 41-6175293

Stocks[1]

Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
377	FACEBOOK INC-A	FB	$85.17	$118.42	$32,110	$44,644	$12,535	$0	0.0%	0.7%	1.5%
TOTAL Technology					**$336,471**	**$400,461**	**$63,989**	**$7,582**	**1.9%**	**6.0%**	**13.8%**
Utilities											
ELECTRIC COMPANIES											
471	AMERICAN ELECTRIC POWER	AEP	$57.07	$59.05	$26,879	$27,813	$934	$1,112	4.0%	0.4%	1.0%
374	EDISON INTERNATIONAL	EIX	$62.02	$68.77	$23,194	$25,720	$2,526	$718	2.8%	0.4%	0.9%
242	NISOURCE INC	NI	$25.50	$21.94	$6,171	$5,309	($861)	$160	3.0%	0.1%	0.2%
TOTAL					**$56,244**	**$58,842**	**$2,598**	**$1,989**	**3.4%**	**0.9%**	**2.0%**
TELEPHONE											
304	T-MOBILE US INC	TMUS	$45.96	$54.21	$13,972	$16,480	$2,508	$0	0.0%	0.2%	0.6%
507	VERIZON COMMUNICATIONS INC	VZ	$49.18	$49.90	$24,935	$25,299	$365	$1,171	4.6%	0.4%	0.9%
TOTAL					**$38,906**	**$41,779**	**$2,873**	**$1,171**	**2.8%**	**0.6%**	**1.4%**
TOTAL Utilities					**$95,150**	**$100,621**	**$5,471**	**$3,161**	**3.1%**	**1.5%**	**3.5%**
						$4,279 AI					
TOTAL Stocks					**$2,534,697**	**$2,900,699**	**$366,002**	**$42,990**	**1.5%**	**43.3%**	**100.0%**

Alternative Investments[2]

Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Alternative Investments											
ALTERNATIVE INVESTMENTS											
100,675.531	AB MULTI- MANAGER ALTERNATIVE FUND [3]	AB15670	$11.32	$10.63	$1,139,734	$1,070,181	($69,553)	$0	0.0%	16.0%	100.0%
TOTAL Alternative Investments					**$1,139,734**	**$1,070,181**	**($69,553)**	**$0**	**0.0%**	**16.0%**	**100.0%**
TOTAL Alternative Investments					**$1,139,734**	**$1,070,181**	**($69,553)**	**$0**	**0.0%**	**16.0%**	**100.0%**

Attachment II

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2016 EIN 41-6175293

Dynamic Asset Allocation Overlay

Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Mutual Funds											
MUTUAL FUNDS											
144,567.07	OVERLAY A PORTFOLIO CLASS 2	SAOTX	$10.81	$11.56	$1,563,472	$1,671,195	$107,724	$28,624	1.7%	24.9%	100.0%
TOTAL Mutual Funds					**$1,563,472**	**$1,671,195**	**$107,724**	**$28,624**	**1.7%**	**24.9%**	**100.0%**
TOTAL Dynamic Asset Allocation Overlay					**$1,563,472**	**$1,671,195**	**$107,724**	**$28,624**	**1.7%**	**24.9%**	**100.0%**

Unmanaged Assets

Bonds

Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Cash Equivalents											
AGENCY DISCOUNT NOTE											
66.368	FGLMC 30 YR#C12267		$100.17	$108.32	$66	$72 AI $0	$5	$4	N/A	0.0%	100.0%
TOTAL Cash Equivalents					**$66**	**$72**	**$5**	**$4**	**N/A**	**0.0%**	**100.0%**
TOTAL Bonds					**$66**	**$72**	**$5**	**$4**	**N/A**	**0.0%**	**100.0%**

NET PORTFOLIO VALUE

Qty.	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
NET PORTFOLIO VALUE					**$6,368,552**	**$6,702,742**	**$328,915**	**$90,579**	**N/A**		

Attachment 11

James R Thorpe Foundation
11/30/16

EIN: 41-6175293

The James R. Thorpe Foundation makes general operating and program support grants to organizations or programs which respond to needs of youth and the elderly in the following ways:

YOUTH

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

ELDERLY

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

Giving Priorities

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.

EIN: 41-6175293

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

2017 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 2017, the applications deadlines will be:

Youth funding proposals: February 15, 2017

Senior funding proposals: August 15, 2017

Applications will need to be submitted via the Foundation's online application system by February 15, 2017 for Youth funding and August 15, 2017 for Senior funding to receive consideration.

EIN: 41-6175293

APPLICATION PROCEDURES

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

Tips for Navigating the Thorpe Foundation's Online Application System

Getting Started: Creating an Organizational Profile

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

Entering Your Request for Funding

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

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

DECISION-MAKING TIMELINES

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

Organization Name	Address	City	State	ZIP Code	Amount	Purpose
Southeast Seniors A Living at Home/Block Nurse Program	2828 University Avenue SE, Suite 200	Minneapolis	MN	55414	$ 5,000	Uniting generations in Southeast
WellShare International	122 W Franklin Ave, Suite 510	Minneapolis	MN	55404	5,000	Somali Intergenerational Programming and Documenting Lessons Learned
Alive & Kickin	Heritage Park Senior Services Center 1015 N. 4th Ave., Ste. 205	Minneapolis	MN	55405	7,500	General Operating Support
CAPI USA	3702 East Lake Street	Minneapolis	MN	55406	5,000	Program support for Hmong Seniors Program
Centro Tyrone Guzman	1915 Chicago Avenue S	Minneapolis	MN	55404	7,500	Centro's Wise Elders Program support
Community Emergency Service, Inc.	1900 11th Avenue	Minneapolis	MN	55404	10,000	Support for CES's Nutrition Support Program for Homebound Seniors
COMPAS	75 Fifth St. W., Suite 304	Saint Paul	MN	55102	7,500	Support for Artful Aging
Hearts & Hammers Twin Cities	5421 Feltl Rd	Minnetonka	MN	55343	5,000	General Operating Support
Kairos Alive!	4316 Upton Ave. S.	Minneapolis	MN	55410	9,000	General Operating Support
Little Brothers - Friends of the Elderly	1845 East Lake St	Minneapolis	MN	55407	7,500	General Operating Support
Longfellow/Seward Healthy Seniors	2800 E. Lake Street	Minneapolis	MN	55406	7,500	General Operating Support
Nokomis Healthy Seniors	4120 17th Avenue South	Minneapolis	MN	55407	7,000	General Operating Support
Rebuilding Together Twin Cities	1050 SE 33rd Avenue	Minneapolis	MN	55414	7,500	Program Support for Accessibility Services for Low-Income Older Adult Homeowners
Sabathani Community Center, Inc.	310 E. 38th Street, Suite 200	Minneapolis	MN	55409	7,500	Program support for Sabathani Community Center's Senior Independent Living Program
Senior Community Services	10201 Wayzata Blvd.	Minnetonka	MN	55305	10,000	Support for Reimagine Aging Program
Southeast Seniors. A Living at Home/Block Nurse Program	2828 University Avenue SE, Suite 200	Minneapolis	MN	55414	8,500	Support for Southeast Seniors
Store To Door	1935 County Road B2 W Suite 250	Roseville	MN	55113	10,000	General Operating Support
Western Communities Action Network	5213 Shoreline Drive	Mound	MN	55364	5,000	Nutrition Support for At-Risk Seniors
Breakthrough Twin Cities	2051 Larpenteur Ave E	Saint Paul	MN	55109	8,000	Breakthrough Twin Cities - Minneapolis: Preparing students, inspiring educators, transforming lives.
Center School, Inc.	2421 Bloomington Avenue South	Minneapolis	MN	55404	10,000	General Operating Support
Children's Law Center of Minnesota	450 N. Syndicate St, Suite 315	St Paul	MN	55104	10,000	Services in Hennepin County
Conflict Resolution Center	2101 Hennepin Ave S	Minneapolis	MN	55405	8,000	Support for Youth Conflict Resolution Programs in Minneapolis
Cookie Cart	1119 West Broadway	Minneapolis	MN	55411	10,000	Cookie Cart Youth Employment and Training
Dream of Wild Health	1308 East Franklin Ave	Minneapolis	MN	55404	7,500	Native American Youth Education and Leadership Program
Highpoint Center for Printmaking	912 W. Lake Street	Minneapolis	MN	55408	8,000	Support for Highpoint's Education & Community Programs
Hospitality House Youth Development	1220 Logan Avenue North Box 11008	Minneapolis	MN	55411	10,000	Support for Teen Leadership Program 2016
Illusion Theater and School, Inc.	528 Hennepin Avenue, #704	Minneapolis	MN	55403	8,000	THEATER ACCESS FOR YOUTH
La Oportunidad	2700 East Lake Street, Suite 3100	Minneapolis	MN	55406	7,000	Preparing Youth for the 21st Century: Youth Leadership & Young Professionals Career Path Programs
Minnesota Chorale	528 Hennepin Avenue, Suite 407	Minneapolis	MN	55403	6,000	Support for Minneapolis Youth Chorus
MoveFwd (FKA Teens Alone)	Eisenhower Community Center 1001 Highway 7, Room 237	Hopkins	MN	55305	10,000	Teens Alone general operating support
Project SUCCESS	1 Groveland Terrace, Suite 300	Minneapolis	MN	55403	5,000	in-school services

Somali American Parent Association	1929 S. 5th Street, STE 101	Minneapolis	MN	55454	7,500	Support for SAPA's Youth Programing
The Loppet Foundation	1301 Theodore Wirth Pkwy	Minneapolis	MN	55422	7,500	Junior Loppet Program
Young Life Capernaum Greater Minneapolis	PO Box 398195	Minneapolis	MN	55439	5,000	camp scholarships
YouthCARE	2701 University Ave SE, Ste 205	Minneapolis	MN	55414	10,000	General Operating - Minneapolis
Community Emergency Service, Inc.	1900 11th Avenue	Minneapolis	MN	55404	5,000	Special Needs at Holiday Time
Hospitality House Youth Development	1220 Logan Avenue North Box 11008	Minneapolis	MN	55411	5,000	Christmas With Dignity
TOTAL					**$ 279,500**	