

Form **990-PF**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2016Department of the Treasury
Internal Revenue ServiceDo 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 2016 or tax year beginning 12/01/16, and ending 11/30/17

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 <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) \$ 7,489,955	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) (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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	89	89		
	4 Dividends and interest from securities	98,255	98,255		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	270,097			
	b Gross sales price for all assets on line 6a 1,260,386				
	7 Capital gain net income (from Part IV, line 2)		270,097		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	368,441	368,441	0	
	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)	1,900	200		1,700
	c Other professional fees (attach schedule)	79,890	26,890		53,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	223			223
	23 Other expenses (att. sch.) STMT 3	8,165			8,165
	24 Total operating and administrative expenses. Add lines 13 through 23	90,178	27,090	0	63,088
	25 Contributions, gifts, grants paid	280,500			280,500
	26 Total expenses and disbursements. Add lines 24 and 25	370,678	27,090	0	343,588
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	-2,237			
	b Net investment income (if negative, enter -0-)		341,351		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing		31,199	45,144	45,144
	2	Savings and temporary cash investments		8,150	1,569	1,569
	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 (att. schedule) ▶				
		Less: allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule) STMT 4		66	51	55
	b	Investments – corporate stock (attach schedule) SEE STMT 5		2,873,477	2,869,811	3,553,379
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach sch.) ▶					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) SEE STATEMENT 6		3,486,859	3,480,939	3,889,808	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach sch.) ▶					
15	Other assets (describe ▶))				
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		6,399,751	6,397,514	7,489,955	
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. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	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				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		6,399,751	6,397,514	
	30	Total net assets or fund balances (see instructions)		6,399,751	6,397,514	
31	Total liabilities and net assets/fund balances (see instructions)		6,399,751	6,397,514		

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	6,399,751
2	Enter amount from Part I, line 27a	2	-2,237
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,397,514
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	6,397,514

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		P		
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 1,260,386		990,289	270,097
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))
a			270,097
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	270,097
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	

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))
2015	345,706	6,669,354	0.051835
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

2 Total of line 1, column (d)	2	0.237571
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	0.047514
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	7,087,455
5 Multiply line 4 by line 3	5	336,753
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,414
7 Add lines 5 and 6	7	340,167
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	343,588

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,414
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	3,414
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,414
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,089
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	3,089
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	325
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • 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 XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NONE		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.JAMESRTHORPEFOUNDATION.ORG	X	
14 The books are in care of ► KERRIE BLEVINS 1917 LOGAN AVE S Located at ► MINNEAPOLIS MN ZIP+4 ► 55403 Telephone no ► 763-250-9304		
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		
16 At any time during calendar year 2016, 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. If "Yes," enter the name of the foreign country ►		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		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? If "Yes," list the years ► 20 , 20 , 20 , 20	<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)		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 ► 20 , 20 , 20 , 20		
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 2016 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 2016)		X
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 2016?		X

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?</p> <p>(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes?</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?</p> <p>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)? Organizations relying on a current notice regarding disaster assistance check here</p> <p>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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?</p> <p>b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?</p>	<p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>N/A <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>N/A <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>N/A</p>	<p>5b</p> <p>6b</p> <p>7b</p>	<p>X</p>
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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
SEE STATEMENT 7				

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	▶	0
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Form 990-PF (2016) **JAMES R. THORPE FOUNDATION****41-6175293**Page **7****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
KERRIE BLEVINS 1917 LOGAN AVE S MINNEAPOLIS MN 55403	MANAGEMENT SERV	53,000

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.

1	Expenses
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

1	Amount
N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	7,165,157
b	Average of monthly cash balances	1b	30,229
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	7,195,386
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	7,195,386
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	107,931
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,087,455
6	Minimum investment return. Enter 5% of line 5	6	354,373

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	354,373
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3,414
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,414
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	350,959
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	350,959
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	350,959

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	343,588
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	343,588
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,414
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	340,174

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				350,959
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			2,041	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 343,588				
a Applied to 2015, but not more than line 2a			2,041	
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 2016 distributable amount				341,547
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (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 2015 Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				9,412
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 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHMENT 10				280,500
Total			▶ 3a	280,500
b Approved for future payment N/A				
Total			▶ 3b	

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 (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		0			
3	Interest on savings and temporary cash investments			14	89	
4	Dividends and interest from securities			14	98,255	
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	270,097	
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)		0		368,441	0
13	Total. Add line 12, columns (b), (d), and (e)				13	368,441

(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

- 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
- (2) Other assets

- b Other transactions

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

- 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.

	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.

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

Signature of officer or trustee

Date _____

PRESIDENT
Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

JULIE R RICHARDSON

Firm's name ▶ SHIDELL MAIR & RICHARDSON PLLP

PTIN P01567137

Firm's address ▶ 3570 LEXINGTON AVE N STE 300
SAINT PAUL, MN 55126-8059

Firm's EIN ▶ 41-0941592

Phone no 651-482-1698

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
SHIDELL MAIR & RICHARDSON PLLP	\$ 1,900	\$ 200	\$	\$ 1,700
TOTAL	\$ 1,900	\$ 200	\$ 0	\$ 1,700

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
KERRIE BLEVINS CONSULTING	\$ 53,000	\$	\$	\$ 53,000
BERNSTEIN INVESTMENT FEES	26,890	26,890		
TOTAL	\$ 79,890	\$ 26,890	\$ 0	\$ 53,000

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES		\$	\$	
OFFICE EXPENSE	91			91
WEBSITE MAINTENANCE	477			477
FILING FEES	25			25
INSURANCE	1,032			1,032
MEMBERSHIP DUES	1,525			1,525
OTHER EXPENSES	15			15
PROGRAM EXPENSE	5,000			5,000
TOTAL	\$ 8,165	\$ 0	\$ 0	\$ 8,165

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
US & STATE GOV - SEE ATTACHMENT 11	\$ 66	\$ 51		\$ 55
TOTAL	\$ 66	\$ 51		\$ 55

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CORPORATE STOCKS - SEE ATTACHMENT 11	\$ 2,534,698	\$ 2,524,133		\$ 3,249,423
MUTUAL FUNDS REAL ESTATE- SEE ATT 11	338,779	345,678		303,956
TOTAL	\$ 2,873,477	\$ 2,869,811		\$ 3,553,379

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MUTUAL FUNDS FIXED INCOME-SEE ATT 11	\$ 783,653	\$ 809,624		\$ 799,642
MUTUAL FUNDS - SEE ATTACHMENT 11	1,563,472	1,522,701		1,944,046
ALTERNATE INVESTMENTS - SEE ATT 11	1,139,734	1,148,614		1,146,120
TOTAL	\$ 3,486,859	\$ 3,480,939		\$ 3,889,808

Statement 7 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
TIM THORPE 1917 LOGAN AVE S MINNEAPOLIS MN 55403	PRESIDENT	2.00	0	0	0
ROBERT C COTE	TREASURER	2.00	0	0	0

77100 JAMES R. THORPE FOUNDATION
41-6175293
FYE: 11/30/2017

Federal Statements

Page 3

Statement 7 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
1917 LOGAN AVE S MINNEAPOLIS MN 55403					
S. RUGGLES COTE 1917 LOGAN AVE S MINNEAPOLIS MN 55403	BOARD MEMBER	1.00	0	0	0
SAMUEL A. COTE 1917 LOGAN AVE S MINNEAPOLIS MN 55403	BOARD MEMBER	1.00	0	0	0
BARBARA HARMON 1917 LOGAN AVE S MINNEAPOLIS MN 55403	BOARD MEMBER	1.00	0	0	0
CAROLYN JONES 1917 LOGAN AVE S MINNEAPOLIS MN 55403	BOARD MEMBER	1.00	0	0	0
MARGARET THORPE RICHARDS 1917 LOGAN AVE S MINNEAPOLIS MN 55403	BOARD MEMBER	1.00	0	0	0
RICHARD THORPE 1917 LOGAN AVE S MINNEAPOLIS MN 55403	BOARD MEMBER	1.00	0	0	0

FYE: 11/30/2017

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	\$
TOTAL	\$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
SEE ATTACHMENT 9

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
SEE ATTACHMENT 9

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
SEE ATTACHMENT 9

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2017

EIN 41-6175893

This report contains data for all accounts that were open as of the period ending date you selected: accounts 028-05653 and 888-36640 (comprised of accounts 038-57828, 038-57829, and 039-35229).

Managed Assets

Cash Balances

Qty	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
1,569.35	CASH		\$1.00	\$1.00	\$1,569	\$1,569	\$0	\$21	1.3%	0.0%	100.0%
TOTAL Cash					\$1,569	\$1,569	\$0	\$21	1.3%	0.0%	100.0%
TOTAL Cash Balances					\$1,569	\$1,569	\$0	\$21	1.3%	0.0%	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											
47,618.552	AB GLOBAL BOND FUND- ADV	ANAYX	\$8.31	\$8.40	\$395,475	\$399,996	\$4,521	\$9,143	2.2%	5.4%	50.1%
TAXABLE FUND											
30,280.457	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	SNIDX	\$13.68	\$13.16	\$414,149	\$398,491	(\$15,658)	\$10,438	2.0%	5.3%	49.9%
TOTAL Mutual Funds					\$809,624	\$799,642	(\$11,137)	\$19,580	2.1%	10.7%	100.0%
TOTAL Bonds					\$809,624	\$799,642	(\$11,137)	\$19,580	2.1%	10.7%	100.0%

Real Asset Securities⁽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
MUTUAL FUNDS											
34,267.837	ALLIANCEBERNSTEIN ALL MARKET R CLASS 1	AMTOX	\$10.09	\$8.87	\$345,678	\$303,956	(\$41,722)	\$0	0.0%	4.1%	100.0%
TOTAL Mutual Funds					\$345,678	\$303,956	(\$41,722)	\$0	0.0%	4.1%	100.0%

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2017

EN 41-0175203

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
TOTAL Real Asset Securities											
					\$345,678	\$303,956	(\$41,722)	\$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											
95	BOEING CO/THE	BA	\$242.48	\$276.80	\$23,035	\$26,296	\$3,261	\$540	2.1%	0.4%	0.8%
50	I 3 TECHNOLOGIES INC	LLL	\$137.17	\$198.59	\$6,859	\$9,930	\$3,071	\$150	1.5%	0.1%	0.3%
TOTAL					\$29,894	\$36,226	\$6,332	\$690	1.9%	0.5%	1.1%
AUTO TRUCKS - PARTS											
122	OSHKOSH CORP	OSK	\$54.27	\$90.04	\$6,621	\$10,985	\$4,364	\$117	1.1%	0.1%	0.3%
DEFENSE											
86	NORTHROP GRUMMAN CORP	NOC	\$171.69	\$307.40	\$14,765	\$26,436	\$11,671	\$344	1.3%	0.4%	0.8%
80	RAYTHEON COMPANY	RTN	\$173.91	\$191.15	\$13,913	\$15,292	\$1,379	\$255	1.7%	0.2%	0.5%
TOTAL					\$28,678	\$41,728	\$13,050	\$599	1.4%	0.6%	1.3%
ELECTRICAL EQUIPMENT											
208	HONEYWELL INTERNATIONAL INC	HON	\$112.24	\$155.96	\$23,345	\$32,440	\$9,094	\$620	1.9%	0.4%	1.0%
MACHINERY											
237	EATON CORP PLC	ETN	\$64.79	\$77.78	\$15,356	\$18,434	\$3,078	\$569	3.1%	0.2%	0.6%
TOTAL Capital Equipment					\$103,894	\$139,812	\$35,918	\$2,595	1.9%	1.9%	4.3%
Consumer Cyclicals											
AUTOS & AUTO PARTS OFMS											
334	MAGNA INTERNATIONAL INC	MGA	\$51.87	\$56.00	\$17,324	\$18,704	\$1,380	\$367	2.0%	0.3%	0.6%
RETAILERS											
107	COSTCO WHOLESALE CORP	COST	\$149.35	\$184.43	\$15,980	\$19,734	\$3,754	\$214	1.1%	0.3%	0.6%
154	CVS HEALTH CORP	CVS	\$81.54	\$76.60	\$12,557	\$11,796	(\$761)	\$308	2.6%	0.2%	0.4%
356	EBAY INC	EBAY	\$26.00	\$34.67	\$9,257	\$12,343	\$3,086	\$0	0.0%	0.2%	0.4%
212	HOME DEPOT INC	HD	\$56.92	\$179.82	\$12,066	\$38,122	\$26,056	\$755	2.0%	0.5%	1.2%
239	ROSS STORES INC	ROST	\$61.11	\$76.03	\$14,606	\$18,171	\$3,565	\$153	0.8%	0.2%	0.6%

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2017

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
233	TXJ COMPANIES INC	TXJ	\$75.31	\$75.55	\$17,548	\$17,603	\$56	\$201	1.7%	0.2%	0.5%
220	WAL-MART STORES INC	WMT	\$80.52	\$97.23	\$17,714	\$21,391	\$3,677	\$449	2.1%	0.3%	0.7%
TOTAL					\$99,728	\$139,160	\$39,432	\$2,170	1.6%	1.9%	4.3%
TEXTILES/SHOES - APPAREL MFG.											
259	NIKE INC -CL B	NKE	\$51.61	\$60.42	\$13,366	\$15,649	\$2,283	\$207	1.3%	0.2%	0.5%
TOTAL Consumer Cyclicals					\$130,418	\$173,512	\$43,095	\$2,744	1.6%	2.3%	5.3%
Consumer Growth											
DRUGS											
73	BIAGEN INC	BITB	\$215.72	\$322.17	\$15,747	\$23,518	\$7,771	\$0	0.0%	0.3%	0.7%
239	CERNR CORP	CERN	\$68.58	\$70.69	\$16,391	\$16,895	\$504	\$0	0.0%	0.2%	0.5%
256	GILEAD SCIENCES INC	GILD	\$81.57	\$74.78	\$20,883	\$19,144	(\$1,739)	\$532	2.8%	0.3%	0.6%
233	MERCK & CO. INC.	MRK	\$54.90	\$55.27	\$12,792	\$12,878	\$86	\$447	3.5%	0.2%	0.4%
557	PFIZER INC	PFE	\$27.93	\$36.26	\$15,555	\$20,197	\$4,642	\$713	3.5%	0.3%	0.6%
220	ZOETIS INC	ZTS	\$63.35	\$72.29	\$13,937	\$15,904	\$1,967	\$92	0.6%	0.2%	0.5%
TOTAL					\$95,304	\$108,536	\$13,231	\$1,785	1.6%	1.5%	3.3%
ENTERTAINMENT											
264	CBS CORP-CLASS B NON VOTING	CBS	\$64.45	\$56.06	\$17,014	\$14,800	(\$2,214)	\$190	1.3%	0.2%	0.5%
122	WALT DISNEY CO/THE	DIS	\$86.44	\$104.82	\$10,545	\$12,788	\$2,243	\$205	1.6%	0.2%	0.4%
TOTAL					\$27,560	\$27,588	\$28	\$395	1.4%	0.4%	0.8%
HOSPITAL SUPPLIES											
97	EDWARDS LIFESCIENCES	EW	\$93.58	\$117.20	\$9,078	\$11,368	\$2,291	\$0	0.0%	0.2%	0.3%
295	JOHNSON & JOHNSON	JNJ	\$86.44	\$139.33	\$25,499	\$41,102	\$15,604	\$991	2.4%	0.6%	1.3%
136	QUEST DIAGNOSTICS INC	DGX	\$103.99	\$98.46	\$14,142	\$13,391	(\$752)	\$245	1.8%	0.2%	0.4%
TOTAL					\$48,718	\$65,861	\$17,143	\$1,236	1.9%	0.9%	2.0%
MEDICAL PRODUCTS											
32	INTUITIVE SURGICAL INC	ISRG	\$222.36	\$399.78	\$7,115	\$12,793	\$5,678	\$0	0.0%	0.2%	0.4%
170	MEDTRONIC PLC	MDT	\$84.75	\$82.13	\$14,407	\$13,962	(\$445)	\$313	2.2%	0.2%	0.4%
TOTAL					\$21,523	\$26,755	\$5,232	\$313	1.2%	0.4%	0.8%
OTHER MEDICAL											
115	MCKESSON CORP	MCK	\$184.51	\$147.74	\$21,219	\$16,990	(\$4,229)	\$156	0.9%	0.2%	0.5%

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2017

EIN 41-6175893

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
PUBLISHING											
65	ALPHABET INC-CL C RADIO - TV BROADCASTING	GOOG	\$710.81	\$1,021.41	\$46,203	\$66,392	\$20,189	\$0	0.0%	0.9%	2.0%
941	COMCAST CORP-CLASS A	CMCSA	\$27.14	\$37.54	\$25,536	\$35,325	\$9,789	\$593	1.7%	0.5%	1.1%
TOTAL Consumer Growth					\$286,063	\$347,447	\$61,384	\$4,478	1.3%	4.7%	10.7%
Consumer Staples											
BEVERAGES - SOFT, LITE & HARD											
237	PEPSICO INC	PEP	\$98.77	\$116.52	\$23,409	\$27,615	\$4,206	\$763	2.8%	0.4%	0.8%
FOODS											
93	KIMBERLY-CLARK CORP	KMB	\$129.52	\$119.76	\$12,045	\$11,138	(\$908)	\$361	3.2%	0.1%	0.3%
274	TYSON FOODS INC-CL A	TSN	\$64.93	\$82.25	\$17,792	\$22,537	\$4,745	\$329	1.5%	0.3%	0.7%
TOTAL RESTAURANTS					\$29,837	\$33,674	\$3,837	\$690	2.0%	0.5%	1.0%
SOAPS											
121	MCDONALD'S CORP	MCD	\$142.41	\$171.97	\$17,231	\$20,808	\$3,577	\$489	2.4%	0.3%	0.6%
164	STARBUCKS CORP	SBUX	\$41.98	\$57.82	\$6,884	\$9,482	\$2,598	\$197	2.1%	0.1%	0.3%
TOTAL TOBACCO					\$24,115	\$30,291	\$6,175	\$686	2.3%	0.4%	0.9%
299	PROCTER & GAMBLE CO/THE	PG	\$90.52	\$89.99	\$27,067	\$26,907	(\$160)	\$825	3.1%	0.4%	0.8%
495	ALTRIA GROUP INC	MO	\$56.89	\$67.83	\$28,158	\$33,576	\$5,418	\$1,307	3.9%	0.5%	1.0%
TOTAL Consumer Staples					\$132,586	\$152,063	\$19,477	\$4,270	2.8%	2.0%	4.7%
Emerging Markets Mutual Funds											
EMERGING MARKETS FUND											
2,638	BERNSTEIN EMERGING MARKETS PORTFOLIO	SNEWX	\$23.65	\$32.13	\$62,412	\$84,781	\$22,369	\$405	0.5%	1.1%	2.6%
TOTAL Emerging Markets Mutual Funds					\$62,412	\$84,781	\$22,369	\$405	0.5%	1.1%	2.6%
Energy											
OIL - CRUDE PRODUCTS											
196	EOG RESOURCES INC	EOG	\$73.35	\$107.32	\$14,376	\$20,055	\$5,679	\$131	0.7%	0.3%	0.6%
OIL WELL EQUIPMENT & SERVICES											
784	MARATHON PETROLEUM CORP	MPC	\$52.27	\$62.63	\$14,844	\$17,787	\$2,943	\$454	2.6%	0.2%	0.5%

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2017

41-6175213

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
223	SCHLUMBERGER LTD	SLB	\$77.98	\$62.85	\$17,390	\$14,016	(\$3,374)	\$446	3.2%	0.2%	0.4%
TOTAL					\$32,233	\$31,802	(\$431)	\$900	2.8%	0.4%	1.0%
OILS - INTEGRATED DOMESTIC											
392	DEVON ENERGY CORPORATION	DVN	\$36.41	\$38.53	\$14,272	\$15,104	\$832	\$94	0.6%	0.2%	0.5%
271	HESS CORP	HES	\$53.18	\$45.88	\$14,412	\$12,433	(\$1,979)	\$271	2.2%	0.2%	0.4%
TOTAL					\$28,684	\$27,537	(\$1,147)	\$365	1.3%	0.4%	0.8%
TOTAL Energy					\$75,293	\$79,394	\$4,101	\$1,397	1.8%	1.1%	2.4%
Financial											
BANKS - NYC											
455	JPMORGAN CHASE & CO	JPM	\$88.13	\$104.52	\$40,100	\$47,557	\$7,457	\$1,019	2.1%	0.6%	1.5%
MAJOR REGIONAL BANKS											
1,786	BANK OF AMERICA CORP	BAC	\$15.50	\$28.17	\$27,689	\$50,312	\$22,622	\$857	1.7%	0.7%	1.5%
372	US BANCORP	USB	\$44.48	\$55.15	\$16,548	\$20,516	\$3,968	\$446	2.2%	0.3%	0.6%
617	WELLS FARGO & COMPANY	WFC	\$51.78	\$56.47	\$31,951	\$34,842	\$2,891	\$963	2.8%	0.5%	1.1%
TOTAL					\$76,188	\$105,669	\$29,482	\$2,266	2.1%	1.4%	3.3%
MISC. FINANCIAL											
99	GOLDMAN SACHS GROUP INC	GS	\$235.85	\$247.64	\$23,349	\$24,516	\$1,167	\$297	1.2%	0.3%	0.8%
104	S&P GLOBAL INC	SPGI	\$151.55	\$165.48	\$15,761	\$17,210	\$1,449	\$171	1.0%	0.2%	0.5%
517	SYNCHRONY FINANCIAL	SYF	\$28.57	\$35.89	\$14,773	\$18,555	\$3,782	\$310	1.7%	0.2%	0.6%
322	VISA INC - CLASS A SHARES	V	\$55.71	\$112.59	\$17,938	\$36,254	\$18,316	\$251	0.7%	0.5%	1.1%
TOTAL					\$71,821	\$96,535	\$24,714	\$1,029	1.1%	1.3%	3.0%
MULTI-LINE INSURANCE											
180	AETNA INC	AET	\$83.65	\$180.18	\$15,058	\$32,432	\$17,375	\$360	1.1%	0.4%	1.0%
345	AMERICAN INTERNATIONAL GROUP	AIG	\$54.09	\$59.96	\$18,662	\$20,686	\$2,024	\$442	2.1%	0.3%	0.6%
88	CIGNA CORP	CI	\$132.35	\$211.73	\$11,647	\$18,632	\$6,985	\$4	0.0%	0.3%	0.6%
394	FNF GROUP	FNF	\$33.65	\$40.46	\$13,259	\$15,941	\$2,683	\$426	2.7%	0.2%	0.5%
110	UNITEDHEALTH GROUP INC	UNH	\$122.45	\$228.17	\$13,470	\$25,099	\$11,629	\$330	1.3%	0.3%	0.8%
TOTAL					\$72,095	\$112,791	\$40,696	\$1,561	1.4%	1.5%	3.5%
PROPERTY - CASUALTY INSURANCE											
202	ALLSTATE CORP	ALL	\$68.05	\$102.66	\$13,746	\$20,737	\$6,992	\$299	1.4%	0.3%	0.6%

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2017

EIN 41-17175293

Stocks⁽¹⁾

Qty	Holding	Ticker	Avg. Unit Cost	Market Price	Market Value	Total Cost	Unrealized Gain(Loss)	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
454	PROGRESSIVE CORP	PGR	\$35.34	\$53.18	\$24,144	\$16,045	\$8,099	\$309	1.3%	0.3%	0.7%
TOTAL					\$44,881	\$29,791	\$15,090	\$608	1.4%	0.6%	1.4%
208	MID-AMERICA APARTMENT COMM	MAA	\$108.45	\$102.44	\$21,308	\$22,557	(\$1,250)	\$724	3.4%	0.3%	0.7%
TOTAL Financial					\$428,741	\$312,551	\$116,189	\$7,207	1.7%	5.8%	13.2%
Industrial Resources											
347	DOWDUPONT INC	DWDP	\$55.40	\$71.96	\$24,970	\$19,255	\$5,716	\$527	2.1%	0.3%	0.8%
TOTAL Industrial Resources					\$24,970	\$19,255	\$5,716	\$527	2.1%	0.3%	0.8%
International Equity Mutual Funds											
13,998.156	AB INTERNATIONAL SMALL CAP PORTFOLIO - ADV CL	IRCYX	\$9.48	\$13.09	\$183,236	\$132,708	\$50,528	\$2,212	1.2%	2.5%	5.6%
38,316.931	AB INTERNATIONAL STRATEGIC EQUITIES PORTFOLIO - ADV CL	STEYX	\$10.67	\$13.00	\$498,120	\$408,660	\$89,460	\$5,518	1.1%	6.7%	15.3%
18,228.951	BERNSTEIN INTERNATIONAL PORTFOLIO	SIMTX	\$14.59	\$18.45	\$336,324	\$265,870	\$70,455	\$4,869	1.5%	4.5%	10.4%
TOTAL					\$1,017,680	\$807,238	\$210,442	\$12,598	1.2%	13.7%	31.3%
TOTAL International Equity Mutual Funds					\$1,017,680	\$807,238	\$210,442	\$12,598	1.2%	13.7%	31.3%
Mutual Funds											
7,052.905	AB DISCOVERY GROWTH FUND- ADV	CHCYX	\$9.41	\$12.09	\$85,270	\$66,394	\$18,876	\$0	0.0%	1.1%	2.6%
3,478.209	AB DISCOVERY VALUE FUND- ADV	ABYSX	\$20.51	\$24.72	\$85,981	\$71,345	\$14,636	\$2,809	3.3%	1.2%	2.6%
6,713.411	AB SMALL CAP CORE PORTFOLIO ADV CL	SCRYX	\$10.41	\$12.67	\$85,059	\$69,875	\$15,184	\$195	0.2%	1.1%	2.6%
TOTAL					\$256,310	\$207,614	\$48,696	\$3,004	1.2%	3.4%	7.9%
TOTAL Mutual Funds					\$256,310	\$207,614	\$48,696	\$3,004	1.2%	3.4%	7.9%
Services											
244	DELTA AIR LINES INC	DAL	\$41.70	\$52.92	\$12,912	\$10,175	\$2,737	\$298	2.3%	0.2%	0.4%
	RAILROADS										

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2017

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
173	NORFOLK SOUTHERN CORP	NSC	\$119.61	\$138.63	\$20,693	\$23,983	\$3,290	\$422	1.8%	0.3%	0.7%
TOTAL Services					\$30,868	\$36,895	\$6,028	\$720	2.0%	0.5%	1.1%
Technology											
COMMUNICATION - EQUIP. MFRS.											
438	CISCO SYSTEMS INC	CSCO	\$31.47	\$37.30	\$13,782	\$16,337	\$2,555	\$508	3.1%	0.2%	0.5%
1,516	NOKIA CORP-SPON ADR	NOK	\$6.44	\$5.01	\$9,769	\$7,595	(\$2,173)	\$288	3.8%	0.1%	0.2%
TOTAL					\$23,551	\$23,933	\$382	\$796	3.3%	0.3%	0.7%
COMPUTER SERVICES/SOFTWARE											
77	ADOBE SYSTEMS INC	ADBE	\$97.85	\$181.47	\$7,534	\$13,973	\$6,439	\$0	0.0%	0.2%	0.4%
137	FISERV INC	FISV	\$63.83	\$131.45	\$8,745	\$18,009	\$9,264	\$0	0.0%	0.2%	0.6%
585	MICROSOFT CORP	MSFT	\$47.31	\$84.17	\$27,679	\$49,239	\$21,560	\$983	2.0%	0.7%	1.5%
784	ORACLE CORP	ORCL	\$41.60	\$49.06	\$32,614	\$38,463	\$5,849	\$596	1.6%	0.5%	1.2%
6	PRICELINE GROUP INC/THE	PCPN	\$1,046.35	\$1,739.71	\$6,278	\$10,438	\$4,160	\$0	0.0%	0.1%	0.3%
TOTAL					\$82,850	\$130,123	\$47,272	\$1,579	1.2%	1.8%	4.0%
COMPUTER/INSTRUMENTATION											
231	CDW CORP/DE	CDW	\$62.21	\$70.01	\$14,371	\$16,172	\$1,801	\$194	1.2%	0.2%	0.5%
COMPUTERS											
422	APPLE INC	AAPL	\$108.03	\$171.85	\$45,589	\$72,521	\$26,932	\$1,063	1.5%	1.0%	2.2%
984	HP INC	HPQ	\$11.76	\$21.45	\$11,569	\$21,107	\$9,538	\$548	2.6%	0.3%	0.6%
TOTAL					\$57,157	\$93,628	\$36,470	\$1,612	1.7%	1.3%	2.9%
OFFICE AUTOMATION											
416	XEROX CORP	XRX	\$27.63	\$29.66	\$11,495	\$12,339	\$843	\$416	3.4%	0.2%	0.4%
SEMICONDUCTORS											
544	INTEL CORP	INTC	\$31.87	\$44.84	\$17,340	\$24,393	\$7,053	\$593	2.4%	0.3%	0.8%
269	TEXAS INSTRUMENTS INC	TXN	\$75.23	\$97.29	\$20,236	\$26,171	\$5,935	\$667	2.6%	0.4%	0.8%
297	XILINX INC	XLNX	\$45.05	\$69.51	\$13,380	\$20,644	\$7,265	\$416	2.0%	0.3%	0.6%
TOTAL					\$50,955	\$71,208	\$20,253	\$1,676	2.4%	1.0%	2.2%
TELECOMMUNICATION											
353	FACEBOOK INC-A	FB	\$98.29	\$177.18	\$34,697	\$62,545	\$27,847	\$0	0.0%	0.8%	1.9%
TOTAL Technology					\$275,077	\$409,947	\$134,869	\$6,272	1.5%	5.5%	12.6%

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2017

EN 41-6175203

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
Utilities												
ELECTRIC COMPANIES												
	330	AMERICAN ELECTRIC POWER	AEP	\$59.06	\$77.63	\$19,489	\$25,618	\$6,129	\$818	3.2%	0.3%	0.8%
	339	EDISON INTERNATIONAL	EIX	\$65.93	\$81.27	\$22,350	\$27,551	\$5,201	\$736	2.7%	0.4%	0.8%
	652	NISOURCE INC	NI	\$24.18	\$27.53	\$15,766	\$17,950	\$2,184	\$456	2.5%	0.2%	0.6%
TOTAL						\$57,604	\$71,118	\$13,514	\$2,010	2.8%	1.0%	2.2%
TELEPHONE												
	160	CROWN CASTLE INTL CORP	CCI	\$104.11	\$113.00	\$16,658	\$18,080	\$1,422	\$672	3.7%	0.2%	0.6%
	142	T-MOBILE US INC	TMUS	\$46.49	\$61.07	\$6,601	\$8,672	\$2,071	\$0	0.0%	0.1%	0.3%
TOTAL						\$23,259	\$26,752	\$3,493	\$672	2.5%	0.4%	0.8%
TOTAL Utilities						\$80,863	\$97,870	\$17,006	\$2,682	2.7%	1.3%	3.0%
TOTAL Stocks						\$2,524,133	\$3,249,423	\$725,290	\$48,900	1.5%	43.7%	100.0%

Holdings

Relationship: James R. Thorpe Foundation
As of November 30, 2017

EN 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
140,669.053	OVERLAY A PORTFOLIO CLASS 2	SAOTX	\$10.82	\$13.82	\$1,522,701	\$1,944,046	\$421,345	\$12,168	0.6%	26.1%	100.0%
TOTAL Mutual Funds											
			\$1,522,701		\$1,944,046	\$421,345	\$421,345	\$12,168	0.6%	26.1%	100.0%
TOTAL Dynamic Asset Allocation Overlay											
			\$1,522,701		\$1,944,046	\$421,345	\$421,345	\$12,168	0.6%	26.1%	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											
51.271	FGLMC 30 YR#C12267		\$100.15	\$105.99	\$51	\$54 AI \$0	\$3	\$3	N/A	0.0%	100.0%
TOTAL Cash Equivalents											
			\$51		\$51	\$55	\$3	\$3	N/A	0.0%	100.0%
TOTAL Bonds											
			\$51		\$51	\$55	\$3	\$3	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											
					\$6,352,370	\$7,448,547	\$1,091,285	\$80,673	N/A		

James R Thorpe Foundation

11/30/17

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.

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

2018 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 2018, the applications deadlines will be:

Youth funding proposals: February 15, 2018

Senior funding proposals: August 15, 2018

Applications will need to be submitted via the Foundation's online application system by February 15, 2018 for Youth funding and August 15, 2018 for Senior funding to receive consideration.

APPLICATION PROCEDURES

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

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

Tips for Navigating the Thorpe Foundation's Online Application System

Getting Started: Creating an Organizational Profile

- Log in and create a user name and password. Please do not create more than one user name per organization.
- 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.*

James R. Thorpe Foundation
Grants Paid
November 30, 2017

41-6175293

Organization Name	Amount Awarded	Tax ID	Organization Address
Center School, Inc	\$ 13,500	36-3591386	2421 Bloomington Avenue S, Minneapolis MN 55404
Children's Law Center of Minnesota	12,500	41-1761589	450 N. Syndicate St, Suite 315, St. Paul MN 55104
Conflict Resolution Center	5,000	36-3421329	2101 Hennepin Ave S, Minneapolis MN 55405
Cookie Cart	10,000	41-1866804	1119 West Broadway, Minneapolis MN 55411
Dream of Wild Health	8,500	41-1632662	1308 East Franklin Ave, Minneapolis MN 55404
Highpoint Center for Printmaking	8,000	41-1977650	912 W. Lake Street, Minneapolis MN 55408
Hopewell Music Cooperative North	7,500	46-0547282	4350 Fremont Avenue N, Minneapolis MN 55412
Hospitality House Youth Development	15,000	41-0858664	Box 11008, 220 Logan Avenue N., Minneapolis, MN 55411
Illusion Theater and School, Inc	10,000	23-7392140	528 Hennepin Avenue, #704, Minneapolis MN 55403
La Oportunidad	7,000	36-3537919	2700 East Lake Street, #3100, Minneapolis MN 55406
Minnesota Chorale	5,000	23-7272193	528 Hennepin Avenue, #407, Minneapolis MN 55403
MoveFwd (FKA Teens Alone)	10,000	41-1689632	1001 Highway 7, Room 237, Hopkins MN 55305
Project SUCCESS	5,000	41-1837278	1 Groveland Terrace, Suite 300, Minneapolis MN 55403
Somali American Parent Association	7,500	26-3120451	1929 S 5th Street, STE 101, Minneapolis MN 55454
Young Dance	5,000	41-1686416	3754 Pleasant Ave. S., Minneapolis MN 55409
Young Life Capernaum Greater Minneapolis	5,000	84-0385934	PO Box 398195, Minneapolis MN 55439
YouthCARE	6,000	41-1322470	2701 University Ave SE, Suite 205, Minneapolis MN 55405
Alive & Kickin	10,000	27-3372211	1015 N 4th Ave., Ste. 205, Minneapolis MN 55405
CAPI USA	5,000	41-1417198	3702 East Lake Street, Minneapolis MN 55406
Centro Tyrone Guzman	5,000	41-1290349	1915 Chicago Avenue S, Minneapolis MN 55404
Community Emergency Service, Inc	12,000	41-1728341	1900 11th Avenue, Minneapolis MN 55404
COMPAS	6,000	41-1228092	75 Fifth St. W., Suite 304, St. Paul MN 55102
Faith Community Nurse Network of the Greater Twin Cities	6,500	20-2562054	475 Cleveland Avenue North, Suite 205, St Paul MN 55104
Kairos Alive!	10,000	81-0551482	4316 Upton Ave. S., Minneapolis MN 55410
Little Brothers - Friends of the Elderly	5,000	41-0986200	1845 East Lake St., Minneapolis MN 55407
Longfellow/Seward Healthy Seniors	7,500	41-1886110	2800 E Lake Street, Minneapolis MN 55406
Nokomis Healthy Seniors	7,500	41-1889344	4120 17th Avenue South, Minneapolis MN 55407
Rebuilding Together Twin Cities	10,000	41-1893180	1050 SE 33rd Avenue, Minneapolis MN 55414
Sabathani Community Center, Inc	7,500	41-0984859	310 E 38th Street, Suite 200, Minneapolis MN 55409
Senior Community Services	12,500	41-0720473	10201 Wayzata Blvd., Minnetonka MN 55305
Southeast Seniors A Living at Home/Block Nurse Program	8,500	36-3579534	2828 University Avenue SE, Suite 200, Minneapolis MN 55414
Store To Door (DBA Help At Your Door)	10,000	41-1433859	1935 County Road B2 W Suite 250, Roseville MN 55113
Western Communities Action Network	5,000	41-1466409	5213 Shoreline Drive, Mound MN 55364
ICA Food Shelf (Intercongregation Communities Association)	8,000	41-0979010	12990 St Davids Road, Minnetonka MN 55305
Jericho Road Ministries	4,000	03-0406197	1628 E. 33rd St, Minneapolis MN 55407
	\$ 280,500		