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ORIGINAL

Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545 0052

2008

Department of the Treasury Internal Revenue Service (77)

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning 11/01, 2008, and ending 10/31, 2009

G Check all that apply Initial return Final return Amended return Address change Name change

Use the IRS label Otherwise, print or type. See Specific Instructions. JACK W. THOMPSON FOUNDATION ACCOUNT NUMBER 38549400 PO BOX 21927, MAC P6540-144 SEATTLE, WA 98111

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 the instructions))

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include contributions, interest, dividends, gross rents, net gain/loss, capital gain, other income, total, administrative expenses, and excess of revenue over expenses.

INTERNAL REVENUE SERVICE W & L FIELD ASSISTANCE SEATTLE, WA 98174

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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				
	2	Savings and temporary cash investments	12,023.	10,816.	10,816.	
	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 the instructions)				
	7	Other notes and loans receivable (attach sch.)				
		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)				
	b	Investments – corporate stock (attach schedule)				
	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) Statement 3	280,118.	226,898.	255,304.		
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 instructions. Also, see page 1, item I)	292,141.	237,714.	266,120.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & 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	292,141.	237,714.		
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see the instructions)	292,141.	237,714.			
31	Total liabilities and net assets/fund balances (see the instructions)	292,141.	237,714.			

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	292,141.
2	Enter amount from Part I, line 27a	2	-54,427.
3	Other increases not included in line 2 (itemize) _____	3	
4	Add lines 1, 2, and 3	4	237,714.
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	237,714.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 4			
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 (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (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	-46,778.
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 the instructions) If (loss), enter -0- in Part I, line 8]	3	-13,671.

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 (column (b) divided by column (c))
2007	19,189.	315,834.	0.060757
2006	20,653.	342,906.	0.060229
2005	20,985.	326,128.	0.064346
2004	21,329.	327,205.	0.065185
2003	17,203.	325,300.	0.052883
2 Total of line 1, column (d)			0.303400
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			0.060680
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			240,596.
5 Multiply line 4 by line 3			14,599.
6 Enter 1% of net investment income (1% of Part I, line 27b)			61.
7 Add lines 5 and 6			14,660.
8 Enter qualifying distributions from Part XII, line 4			13,569.

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 the instructions)	
1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary – see instructions)	123.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	0.
3 Add lines 1 and 2	123.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	123.
6 Credits/Payments	
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a
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	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	123.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax Refunded	

Part VII-A Statements Regarding Activities		Yes	No
1 a 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 the instructions for definition)? <i>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</i>			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 <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>			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? <i>If 'Yes,' attach a conformed copy of the changes</i>			X
4 a 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?		N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>			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?			X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X		
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) N/A			
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? <i>If 'No,' attach explanation</i>	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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>			X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>			X

Part VII-A | Statements Regarding Activities Continued

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14 The books are in care of ▶ <u>SHARON AYERS</u> Telephone no ▶ <u>800-352-3705</u> Located at ▶ <u>PO BOX 95021 HENDERSON NV</u> ZIP + 4 ▶ <u>89009-5021</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year			N/A ▶ <input type="checkbox"/> 15 N/A

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
1 a 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1 b		N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1 c		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__ .			
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 the instructions)	2 b		N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20__ , 20__ , 20__ , 20__			
3 a 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 2008 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 2008.)	3 b		N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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 2008?	4 b		X

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

- 5a During the year did the foundation pay or incur any amount to
- (1) Carry on propoganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

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

N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

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

Yes No

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

If you answered 'Yes' to 6b, also file Form 8870.

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

Yes No

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

5b	N/A
6b	X
7b	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
WELLSFARGO PRIVATE CLIENT SERV P.O. BOX 597 HELENA, MT 59624	COMM. TRUSTE 0	0.	0.	0.
MASONIC SENIOR WARDEN OF MASONIC BLUE LODGE #31 GLENDDIVE, MT	SCHOLARSHIP 0	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

0

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

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

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

-----		0

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	

2	

3	

4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

	Amount
1 N/A	

2	

All other program-related investments See instructions	
3	

Total. Add lines 1 through 3 ▶	0.

BAA

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	230,049.
b	Average of monthly cash balances	1b	14,211.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	244,260.
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	244,260.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,664.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	240,596.
6	Minimum investment return. Enter 5% of line 5	6	12,030.

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	12,030.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	123.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	123.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	11,907.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	11,907.
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	11,907.

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	13,569.
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	13,569.
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,569.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				11,907.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006	4,308.			
e From 2007	3,833.			
f Total of lines 3a through e	8,141.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 13,569.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2008 distributable amount				11,907.
e Remaining amount distributed out of corpus	1,662.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	9,803.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	9,803.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006	4,308.			
d Excess from 2007	3,833.			
e Excess from 2008	1,662.			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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		(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
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 organization 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 of the person to whom applications should be addressed

See Statement 5

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

See Statement for Line 2a

c Any submission deadlines.

See Statement for Line 2a

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

See Statement for Line 2a

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 SCHEDULE ATTACHED ,	NONE	NONE	EDUCATION SCHOLARSHIPS	12,313.
Total				▶ 3a 12,313.
b Approved for future payment				
Total				▶ 3b

Client J84

JACK W. THOMPSON FOUNDATION
ACCOUNT NUMBER 38549400

81-6010360

1/13/10

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
OUTSIDE ACCOUNTING FEE	\$ 150.	\$ 150.		
PREPARATION OF 2007 990PF	440.	220.		\$ 220.
Total	<u>\$ 590.</u>	<u>\$ 370.</u>		<u>\$ 220.</u>

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
2007 IRS EXCISE TAX	\$ 218.			
Total	<u>\$ 218.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

Statement 3
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Securities</u>			
WELLS FARGO ADV GOVERNMENT SEC. FUND	Cost	\$ 16,718.	\$ 18,872.
WELLS FARGO ADV HIGH INCOME FUND	Cost	12,945.	13,869.
KEELEY SMALL CAP VALUE FUND	Cost	9,558.	11,618.
WELLS FARGO ADV CAPITAL GROWTH	Cost	15,848.	18,906.
WELLS FARGO ADV INTERNATIONAL EQUITY	Cost	22,915.	30,003.
VANGUARD REIT VIPER	Cost	11,991.	13,662.
TEMPLETON GLOBAL BOND FUND	Cost	15,347.	15,962.
ISHARES TR S&P MIDCAP 400 INDEX FUND	Cost	9,332.	11,848.
VANGUARD EMERGING MARKETS FUND	Cost	4,657.	8,046.
WELLS FARGO ADV C&B LARGE CAP VALUE FUND	Cost	15,059.	19,010.
WELLS FARGO ADV INDEX FUND	Cost	14,858.	13,711.
HUSSMAN STRATEGIC GROWTH FUND	Cost	12,225.	10,843.
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTA	Cost	5,571.	5,760.
ISHARES IBOXX \$ INVEST CORP BOND FUND	Cost	6,301.	6,764.
VANGUARD BOND INDEX FUND	Cost	19,739.	19,775.
WELLS FARGO ADV TOTAL RETURN BOND FUND	Cost	22,557.	24,273.
POWERSHARES DB COMMODITY INDEX	Cost	11,277.	12,382.
Total		<u>\$ 226,898.</u>	<u>\$ 255,304.</u>

Client J84

JACK W. THOMPSON FOUNDATION
ACCOUNT NUMBER 38549400

81-6010360

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Statement 4
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	3561.786 ALLEGIANT TOTAL RETURN ADV	Purchased	Various	12/23/2008
2	18 HUSSMAN STRATEGIC GROWTH	Purchased	3/19/2008	5/06/2009
3	174 IPATH DOW JONES AIG COMMDTY	Purchased	Various	12/22/2008
4	9 ISHARES GOLDMAN SACHS	Purchased	2/04/2009	7/24/2009
5	448 ISHARES MSCI EAFE	Purchased	12/17/2008	2/09/2009
6	69 ISHARES RUSSELL 2000	Purchased	12/17/2008	2/09/2009
7	162 ISHARES TR MSCI EMERGING MARKETS	Purchased	12/17/2008	2/09/2009
8	567 ISHARES TR RUSSELL 1000 INDEX	Purchased	12/17/2008	2/09/2009
9	14 ISHARES TR S&P MIDCAP 400 ID FD	Purchased	10/22/2008	5/08/2009
10	13 ISHARES TR S&P MIDCAP 400 ID FD	Purchased	10/22/2008	7/24/2009
11	7 ISHARES TR S&P MIDCAP 400 ID FD	Purchased	10/22/2008	9/21/2009
12	9 ISHARES TR S&P MIDCAP 400 ID FD	Purchased	10/22/2008	10/20/2009
13	199 ISHARES TR SMALLCAP 600 INDEX	Purchased	2/04/2009	4/21/2009
14	81.1 KEELEY SMALL CAP VALUE FUND	Purchased	8/20/2008	12/18/2008
15	162.9 KEELEY SMALL CAP VALUE FUND	Purchased	9/12/2007	12/18/2008
16	73.206 KEELEY SMALL CAP VALUE FUND	Purchased	9/12/2007	2/05/2009
17	164.089 KEELEY SMALL CAP VALUE FUND	Purchased	10/22/2008	2/05/2009
18	34 KEELEY SMALL CAP VALUE FUND	Purchased	4/02/1999	5/06/2009
19	20 KEELEY SMALL CAP VALUE FUND	Purchased	7/23/2009	9/17/2009
20	11 SPDR DJ WILSHIRE INTERNATIONAL REAL	Purchased	11/13/2007	9/21/2009
21	21 SPDR DJ WILSHIRE INTERNATIONAL REAL	Purchased	11/13/2007	10/20/2009
22	72 TEMPLETON GLOBAL BOND FUND	Purchased	3/19/2008	2/05/2009
23	190 VANGUARD EMERGING MARKETS	Purchased	8/20/2008	12/22/2008
24	86 VANGUARD EMERGING MARKETS	Purchased	2/04/2009	5/08/2009
25	83 VANGUARD EMERGING MARKETS	Purchased	2/04/2009	8/04/2009
26	6 VANGUARD EMERGING MARKETS	Purchased	2/04/2009	9/21/2009
27	28 VANGUARD EMERGING MARKETS	Purchased	2/04/2009	10/20/2009
28	41 VANGUARD REIT VIPER	Purchased	8/11/2006	9/21/2009
29	56 VANGUARD REIT VIPER	Purchased	Various	10/20/2009
30	173 WF ADV HIGH INCOME FUND	Purchased	8/14/2006	2/05/2009
31	1938.814 WF ADV C&B LARGE CAP VALUE	Purchased	Various	12/18/2008
32	1144.311 WF ADV C&B LARGE CAP VALUE	Purchased	11/13/2007	12/18/2008
33	936 WF ADV C&B LARGE CAP VALUE	Purchased	Various	7/22/2009
34	63 WF ADV C&B LARGE CAP VALUE	Purchased	2/06/2009	9/17/2009
35	97.671 WF ADV C&B LARGE CAP VALUE	Purchased	2/06/2009	10/16/2009
36	405.946 WF ADV CAP GROWTH FUND	Purchased	Various	12/18/2008
37	949.568 WF ADV CAP GROWTH FUND	Purchased	Various	12/18/2008
38	468 WF ADV CAP GROWTH FUND	Purchased	Various	7/22/2009
39	21 WF ADV CAP GROWTH FUND	Purchased	2/06/2009	9/17/2009
40	44.16 WF ADV CAP GROWTH FUND	Purchased	2/06/2009	10/16/2009
41	516 WF ADV GOVT SECURITIES-ADM	Purchased	Various	2/05/2009
42	581 WF ADV GOVT SECURITIES-ADM	Purchased	Various	5/06/2009
43	6 WF ADV INDEX FUND	Purchased	3/19/2008	5/06/2009
44	8 WF ADV INDEX FUND	Purchased	3/19/2008	7/22/2009
45	6 WF ADV INDEX FUND	Purchased	3/19/2008	9/17/2009
46	9.785 WF ADV INDEX FUND	Purchased	3/19/2008	10/16/2009
47	2920.426 WF ADV INTL EQUITY INCOME FUND	Purchased	Various	12/08/2008
48	137 WF ADV INTL EQUITY INCOME FUND	Purchased	Various	7/22/2009
49	120 WF ADV INTL EQUITY INCOME FUND	Purchased	2/06/2009	9/17/2009
50	179.138 WF ADV INTL EQUITY INCOME FUND	Purchased	2/06/2009	10/16/2009
51	273.107 WF ADV LARGE CO GROWTH FUND	Purchased	3/28/2005	2/05/2009
52	1067 WF ADV STABLE INCOME FUND	Purchased	Various	5/06/2009
53	407.864 WF ADV STABLE INCOME FUND	Purchased	7/23/2009	10/16/2009
54	509.961 WF ADV STABLE INCOME FUND	Purchased	Various	10/16/2009
55	720 WF ADV TOTAL RETURN BD-1 #944	Purchased	12/22/2008	2/05/2009
56	664 WF ADV TOTAL RETURN BD-1 #944	Purchased	5/07/2009	7/22/2009

Client J84

JACK W. THOMPSON FOUNDATION
ACCOUNT NUMBER 38549400

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Statement 4 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
57	981.817 WF ADV TOTAL RETURN BD-1 #944	Purchased	Various	10/16/2009
58	66 WF ADV STABLE INCOME FUND	Purchased	9/29/2004	2/05/2009
59	ALLEGIANT TOTAL RETURN ADV ANNUAL ADJ	Purchased	Various	12/15/2008
60	HUSSMAN STRATEGIC GROWTH ANNUAL ADJ.	Purchased	Various	11/19/2008
61	WF ADV CAP GROWTH FUND ANNUAL ADJUSTMENT	Purchased	Various	12/16/2008
62	WF ADV INDEX FUND ANNUAL ADJ.	Purchased	Various	12/16/2008
63	WF ADV INTL EQUITY INCOME FUND ANNUAL AD	Purchased	Various	12/16/2008

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	32,840.		35,723.	-2,883.				\$ -2,883.
2	239.		281.	-42.				-42.
3	6,050.		10,063.	-4,013.				-4,013.
4	915.		888.	27.				27.
5	17,714.		20,128.	-2,414.				-2,414.
6	3,111.		3,318.	-207.				-207.
7	3,758.		4,209.	-451.				-451.
8	26,079.		27,934.	-1,855.				-1,855.
9	809.		729.	80.				80.
10	773.		677.	96.				96.
11	493.		365.	128.				128.
12	638.		469.	169.				169.
13	8,075.		7,845.	230.				230.
14	1,307.		2,300.	-993.				-993.
15	2,624.		4,485.	-1,861.				-1,861.
16	1,648.		2,015.	-367.				-367.
17	1,779.		2,737.	-958.				-958.
18	559.		485.	74.				74.
19	394.		346.	48.				48.
20	407.		658.	-251.				-251.
21	774.		1,257.	-483.				-483.
22	798.		868.	-70.				-70.
23	4,838.		7,870.	-3,032.				-3,032.
24	2,548.		1,923.	625.				625.
25	2,924.		1,856.	1,068.				1,068.
26	233.		134.	99.				99.
27	1,144.		626.	518.				518.
28	1,785.		2,736.	-951.				-951.
29	2,343.		3,503.	-1,160.				-1,160.
30	1,043.		1,326.	-283.				-283.
31	11,245.		16,500.	-5,255.				-5,255.
32	6,637.		11,523.	-4,886.				-4,886.
33	5,869.		5,114.	755.				755.
34	449.		343.	106.				106.
35	713.		532.	181.				181.
36	4,185.		5,300.	-1,115.				-1,115.
37	9,790.		16,825.	-7,035.				-7,035.
38	5,466.		4,961.	505.				505.
39	277.		222.	55.				55.
40	591.		467.	124.				124.
41	5,501.		4,955.	546.				546.
42	6,240.		5,142.	1,098.				1,098.
43	198.		297.	-99.				-99.
44	280.		396.	-116.				-116.

Client J84

JACK W. THOMPSON FOUNDATION
ACCOUNT NUMBER 38549400

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Statement 4 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
45	236.		297.	-61.				\$ -61.
46	396.		485.	-89.				-89.
47	23,276.		38,684.	-15,408.				-15,408.
48	1,141.		1,000.	141.				141.
49	1,168.		850.	318.				318.
50	1,782.		1,268.	514.				514.
51	8,586.		11,700.	-3,114.				-3,114.
52	9,763.		11,040.	-1,277.				-1,277.
53	3,891.		3,838.	53.				53.
54	4,865.		5,241.	-376.				-376.
55	8,633.		8,611.	22.				22.
56	8,327.		8,114.	213.				213.
57	12,577.		11,960.	617.				617.
58	604.		684.	-80.				-80.
59	187.		0.	187.				187.
60	975.		0.	975.				975.
61	648.		0.	648.				648.
62	458.		0.	458.				458.
63	3,729.		0.	3,729.				3,729.
								Total \$ -46,778.

Statement 5
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name:
Care Of: WELLS FARGO PRIVATE CLIENT SERVICES
Street Address: PO BOX 597
City, State, Zip Code: HELENA, MT 59624
Telephone: 406-447-2050
Form and Content: SEE ATTACHED
Submission Deadlines: APRIL 1ST OF EACH YEAR
Restrictions on Awards: STUDENTS FROM DAWSON COUNTY FOR SCHOLARSHIPS TO ACCREDITED COLLEGES OR UNIVERSITIES.

JACK W. THOMPSON FOUNDATION
81-6010360

PART XV. SCHOLARSHIP RECIPIENTS

Montana State University
Office of Financial Aid
Strand Union Building
Bozeman, MT 59717

Beau Gibbs	397
Samantha Van Horn	397
Emily Cross	397
Ashley Mischel	397

University of Mary
Financial Aid Office
7500 University Drive
Bismarck ND 58504-9652

Bryan Benson	397
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Montana State University-Billings
Financial Aid Office
1500 University Drive
Billings MT 59101

Justin Cross	397
Hannah McPherson	397

U of M-Montana Tech
Financial Aid Office
1300 W Park Street
Butte MT 59701

Jess C. Johnson	397
Katie Shepherd	397
Tarena Utgaard	397
Christopher Iba	397
Shane Germann	397

Northern State University
Financial Aid Office
Dacotah Hall Room 101
1200 S Jay Street
Aberdeen SD 57401

Alesha Maddock	397
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Scholarship recipients continued to the next page

JACK W. THOMPSON FOUNDATION
81-6010360

Scholarship recipients continued

Dawson Community College

Financial Aid Office
300 College Drive
PO Box 421
Glendive MT 59330

Chantell Bury	397
Justin Doll	397
Brent Hansen	397
Ben Ayre	397
Hannah Huschka	397

Black Hills University

1200 University Street
Spearfish SD 57799

Jessica Ayre	397
Kyla Johnson	397

American and Musical Dramatic Academy

Office of Financial Aid
211 W 61st Street
New York NY 10023

Deric Holden	397
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Northwestern College

Director of Financial Aid
3003 Snelling Ave N
St. Paul MN 55113

Stephanie Schultz	397
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South Dakota School of Mines

Financial Aid Office
501 E St. Joseph St
Rapid City SD 57701

Emelee Basta	397
Lillian Temple	397

Scholarship recipients continued to the next page

JACK W. THOMPSON FOUNDATION
81-6010360

Scholarship recipients continued

University of Montana
Enrollment Services
Lommasson Center Rm 101
Missoula MT 59812-2016

Derek Ohs	398
Brent Dion	398
Aslea Duke	398
Stephanie Ohs	398
Jayla Dowson	397
Emily Cross	397

University of Notre Dame
Office of Financial Aid
220 Main Building
Notre Dame IN 46556-5602

Eric Hageman	398
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Williston State College
Financial Aid Office
1410 University Avenue
Williston ND 58801

Marleigh Senner	398
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Refund State of Montana	<u>(397)</u>
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\$12,313

Student addresses and social security numbers will be provided upon request.