Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: The Thom Family Foundation, Inc

Number and street (or P O box number if mail is not delivered to street address): c/o Foundation Source, 501 Silverside Road — Room/suite: 123

City or town, state, and ZIP code: Wilmington DE 19809-1377

A Employer identification number: 20-0374684

B Telephone number (see page 10 of the instructions): (800) 839-1754

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,341,194

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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)	600,000			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	19	19		
	4 Dividends and interest from securities	36,193	36,193		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-175,955			
	b Gross sales price for all assets on line 6a 898,771				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-2,344	-4,687		
	12 **Total.** Add lines 1 through 11	457,913	31,525		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	21,854	21,854		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	30	30		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	19,045	94		18,951
	24 **Total operating and administrative expenses** Add lines 13 through 23	40,929	21,978		18,951
	25 Contributions, gifts, grants paid	78,648			78,648
	26 **Total expenses and disbursements** Add lines 24 and 25	119,577	21,978		97,599
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	338,336			
	b **Net investment income** (if negative, enter -0-)		9,547		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED NOV 0 9 2010 OGDEN, UT IRS-OSC

SCANNED NOV 1 0 2010

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. Form **990-PF** (2009)

(HTA)

14

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing			
2 Savings and temporary cash investments	28,721	40,284	40,284
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 page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments—U S and state government obligations (attach schedule)			
b Investments—corporate stock (attach schedule)	1,605,069	1,897,073	2,008,066
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)	152,586	187,355	292,844
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,786,376	2,124,712	2,341,194
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	1,786,376	2,124,712	
30 **Total net assets or fund balances** (see page 17 of the instructions)	1,786,376	2,124,712	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,786,376	2,124,712	

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	1,786,376
2	Enter amount from Part I, line 27a	2	338,336
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	2,124,712
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,124,712

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a Publicly-traded Securities			
b Passthrough K1 Capital Gain			
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	910,278		1,055,602	-145,324
b	-11,507			-11,507
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	-156,831
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 pages 13 and 17 of the 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 page 18 of 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))
2008	71,794	1,590,023	0 045153
2007	60,137	1,410,565	0 042633
2006	32,800	533,384	0 061494
2005	18,300	382,047	0 047900
2004	36,000	207,506	0 173489

2 **Total** of line 1, column (d)	2	0 370669
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 074134
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,837,716
5 Multiply line 4 by line 3	5	136,237
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	95
7 Add lines 5 and 6	7	136,332
8 Enter qualifying distributions from Part XII, line 4	8	97,599

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	191
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	191
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	191
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 400		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	400
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	209
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 209 **Refunded** ▶	11	0

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ MN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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 page 20 of the 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?	13	X	

Website address ▶

14 The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754
Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ 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 page 20 of the instructions)	2b	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______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		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 propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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 page 22 of the 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 ATTACHMENT				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions) If none, enter "NONE."

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,518,826
b	Average of monthly cash balances	1b	68,708
c	Fair market value of all other assets (see page 24 of the instructions)	1c	278,168
d	**Total** (add lines 1a, b, and c)	1d	1,865,702
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,865,702
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	27,986
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,837,716
6	**Minimum investment return.** Enter 5% of line 5	6	91,886

Part XI Distributable Amount (see page 25 of the 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	91,886
2a	Tax on investment income for 2009 from Part VI, line 5	2a	191		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	191
3	Distributable amount before adjustments Subtract line 2c from line 1			3	91,695
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	91,695
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	91,695

Part XII Qualifying Distributions (see page 25 of the 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	97,599
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
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	97,599
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 page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	97,599

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					91,695
2 Undistributed income, if any, as of the end of 2009·					
a Enter amount for 2008 only				0	
b Total for prior years 20____, 20____, 20___			0		
3 Excess distributions carryover, if any, to 2009					
a From 2004	8,702				
b From 2005					
c From 2006	6,981				
d From 2007					
e From 2008					
f Total of lines 3a through e		15,683			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 97,599					
a Applied to 2008, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)			0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2009 distributable amount					91,695
e Remaining amount distributed out of corpus		5,904			
5 Excess distributions carryover applied to 2009 *(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 .		21,587			
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					
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions			0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		8,702			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		12,885			
10 Analysis of line 9					
a Excess from 2005	0				
b Excess from 2006	6,981				
c Excess from 2007	0				
d Excess from 2008	0				
e Excess from 2009	5,904				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the 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))

Cynthia L Thom Jeff A Thom

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 ▶ [X] 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 page 28 of the 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

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

c Any submission deadlines·

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

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*				
ALZHEIMERS DISEASE & RELATED DISORDERS ASSOC 4550 W 77TH ST STE 200 MINNEAPOLIS MN 55435	N/A	509(a)(1)	General & Unrestricted	3,000
AMERICAN HEART ASSOCIATION INC 4701 W 77TH ST MINNEAPOLIS MN 55435	N/A	509(a)(1)	Twin Cities Metro Division	3,000
AMERICAN LUNG ASSOC OF THE UPPER MIDWEST 3000 KELLY LN SPRINGFIELD IL 62711	N/A	509(a)(1)	American Lung Association of MN	3,000
AMERICAN RED CROSS - SOUTH CENTRAL MN CHAPTER 105 HOMESTEAD DR MANKATO MN 56001	N/A	509(a)(1)	General & Unrestricted	3,000
ARTHRITIS FOUNDATION INC 1330 W PEACHTREE ST NW STE 100 ATLANTA GA 30309	N/A	509(a)(1)	General & Unrestricted	3,000
CROSS INTERNATIONAL CATHOLIC OUTREACH INC 370 W CAMINO GARDENS BLVD BOCA RATON FL 33432	N/A	509(a)(1)	Chisombezi Deaf-Blind Centre in Mkwamba	22,000
GREATER MANKATO AREA UNITED WAY INC 101 N 2ND ST STE 100 MANKATO MN 56001	N/A	509(a)(1)	General & Unrestricted	2,500
HABITAT FOR HUMANITY INTERNATIONAL INC 1751 BASSETT DR MANKATO MN 56001	N/A	509(a)(1)	General & Unrestricted	10,000
JUNIOR ACHIEVEMENT OF THE UPPER MIDWEST 1800 WHITE BEAR AVE N MAPLEWOOD MN 55109	N/A	509(a)(1)	Mankato, MN High School Finance Program	11,648
MAKE-A-WISH FOUNDATION OF MINNESOTA 615 1ST AVE NE STE 415 MINNEAPOLIS MN 55413	N/A	509(a)(1)	General & Unrestricted	3,000
MARCH OF DIMES - SOUTHWEST DIVISION 107 N 2ND ST MANKATO MN 56001	N/A	509(a)(1)	General & Unrestricted	3,000
MINNESOTA HISTORICAL SOCIETY 345 KELLOGG BLVD W SAINT PAUL MN 55102	N/A	509(a)(1)	General & Unrestricted	2,500
SALVATION ARMY 700 S RIVERFRONT DR MANKATO MN 56001	N/A	509(a)(1)	General & Unrestricted	3,000
SHARING AND CARING HANDS INC 525 N 7TH ST MINNEAPOLIS MN 55405	N/A	509(a)(1)	General & Unrestricted	3,000
SUSAN G KOMEN BREAST CANCER FOUNDATION INC 5005 LBJ FWY STE 250 DALLAS TX 75244	N/A	509(a)(1)	General & Unrestricted	3,000
Total			► 3a	78,648
b *Approved for future payment*				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	19	
4 Dividends and interest from securities			14	36,193	
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	-175,955	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a Tax Refund			01	2,345	
b K-1 Pass-Through			14	-4,689	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		-142,087	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -142,087

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
	N/A

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

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

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 10/26/10 Title: President

Paid Preparer's Use Only

Preparer's signature ▶ Jeffrey D. Haskell	Date 10/20/2010	Check if self-employed ▶☐	Preparer's identifying number (see Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code ▶ FOUNDATION SOURCE 55 WALLS DRIVE, FAIRFIELD, CT 06824		EIN ▶ Phone no (800) 839-1754	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2009

Name of the organization
The Thom Family Foundation, Inc

Employer identification number
20-0374684

Organization type (check one):

Filers of: **Section:**

Form 990 or 990-EZ ☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF ☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
The Thom Family Foundation, Inc.	20-0374684

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Thom, Jeff A 1612 Sherwood Drive North Mankato MN 56003 Foreign State or Province Foreign Country	$ 600,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
5	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	Foreign State or Province Foreign Country	$ 0	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Form 990-PF, Part I, Line 11 - Other Income

		(a) Revenue per Books	(b) Net Investment Income
	TOTAL:	-2,344	-4,687
1	Federal Tax Refund	2,343	0
2	Foreign Tax Refund	2	2
3	LAZARD LTD K-1 Pass-Through Share of Partnership Income/(Loss)	44	44
4	SUPERFUND GREEN, LP K-1 Pass-Through Share of Partnership Income/(Loss)	-4,733	-4,733
5			
6			
7			
8			
9			
10			

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

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	21,854	21,854	0	0
1	Investment Management Services	21,854	21,854		0
2					
3					
4					
5					
6					
7					
8					
9					

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

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	30	30	0	0
1	Foreign Tax Paid	30	30		0
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

		(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
	TOTAL:	19,045	94	0	18,951
1	Administrative Fees	10,233	0		10,233
2	Bank Charge	93	93		0
3	Indemnification insurance premium payments	8,693	0		8,693
4	K-1 pass-through LAZARD LTD	1	1		0
5	State or local filing fees	25	0		25
6					
7					
8					
9					
10					

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

	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
		TOTAL:	1,897,073	2,008,066
1	A M R CORP (AMR)	298	2,051	2,304
2	AFFILIATED MANAGERS GROUP (AMG)	80	5,064	5,388
3	AFLAC INC. (AFL)	92	3,649	4,255
4	ALBERTO CULVER CO (ACV)	221	5,420	6,473
5	AMERICAN BALANCED FUND CL A (ABALX)	3,199	50,302	51,861
6	AMERICAN FDS NEW WORLD FUND A (NEWFX)	1,084	50,609	51,187
7	AMERICAN FUNDS CAP INCOME BUILDER A (CAIBX)	1,074	50,652	51,444
8	AMERICAN FUNDS INCOME FD OF AMERICA A (AMECX)	3,380	50,552	52,358
9	AMERICAN FUNDS NEW PERSPECTIVE (ANWPX)	6,060	126,777	155,387
10	AMERIPRISE FINANCIAL INC (AMP)	159	4,538	6,172
11	ARRIS GROUP INC - COMMON STOCK (ARRS)	326	3,162	3,726
12	ARROW ELECTRONICS INC. (ARW)	61	2,338	1,806
13	ASCENT MEDIA CORPORATION - SER A (ASCMA)	3	126	77
14	ASSURANT INC (AIZ)	122	3,748	3,596
15	ATMEL CORPORATION (ATML)	1,066	4,060	4,914
16	ATWOOD OCEANICS INC. (ATW)	130	3,554	4,660
17	AVNET INC (AVT)	150	3,514	4,524
18	BE AEROSPACE, INC. (BEAV)	207	4,748	4,864
19	BELO CORP (BLC)	358	1,909	1,948
20	BILL BARRETT CORP (BBG)	80	2,614	2,489
21	BJ SERVICES CO (BJS)	179	1,997	3,329
22	BP P L C SPONSORED ADR (BP)	102	4,656	5,913
23	BRISTOL-MYERS SQUIBB CO (BMY)	186	3,823	4,696
24	BROOKFILED PPTYS (BPO)	405	4,745	4,909
25	BROOKS AUTOMATION, INC (BRKS)	277	1,461	2,377
26	BUCYRUS INTERNATIONAL INC (BUCY)	280	7,741	15,784
27	CABLEVISION SYSTEMS CORP CL A (CVC)	238	3,942	6,145
28	CABOT OIL & GAS CORP (COG)	121	4,840	5,274
29	CAE INC (CAE)	497	4,176	4,090
30	CAMECO CORPORATION (CCJ)	288	4,935	9,265
31	CAPITAL WORLD GROWTH & INCOME (CWGIX)	4,547	127,402	154,968
32	CHINA MOBILE HGK LTD (CHL)	109	5,486	5,061
33	CHINA PETRO & CHEM (SNP)	112	10,046	9,864
34	CHOICE HOTELS INTERNATIONAL INC (CHH)	180	5,110	5,699
35	CINCINNATI BELL INC (CBB)	1,059	2,664	3,654
36	CNH GLOBAL NV (CNH)	272	6,166	6,795
37	CNOOC LTD ADS (CEO)	27	3,601	4,197
38	COCA-COLA CO (KO)	115	6,419	6,555
39	COGNEX CORPORATION (CGNX)	190	3,076	3,365
40	COMP DE BEBA AM ADS (ABV)	61	5,510	6,166
41	CONTANGO OIL AND GAS CO (MCF)	107	5,641	5,030
42	COOPER INDUSTRIES PLC (CBE)	141	5,521	6,012
43	CORUS GRP PLC ADS (CGA)	225	3,791	3,307
44	CROWN MEDIA HOLDINGS, INC (CRWN)	137	751	199

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

	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
		TOTAL:	1,897,073	2,008,066
45	CUMMINS INC (CMI)	171	5,626	7,842
46	DAVIS NEW YORK VENTURE INSTL CL Y (DNVYX)	1,663	60,822	52,020
47	DIEBOLD INC. (DBD)	42	1,103	1,195
48	DISCOVERY COMMUNICATIONS, INC - SERIES C COMMON ST (DISCK)	229	2,896	6,073
49	DODGE & COX FUNDS INTERNATIONAL STOCK FUND (DODFX)	598	24,383	19,049
50	DSW INC. (DSW)	157	3,769	4,063
51	EQUINIX, INC (EQIX)	60	4,977	6,369
52	FLUSHING FINANCIAL CORPORATION (FFIC)	204	2,752	2,297
53	FORD MOTOR COMPANY (F)	659	5,085	6,590
54	GANNETT CO INC (GCI)	208	1,660	3,089
55	GEN CABLE CP (BGC)	123	3,844	3,619
56	GENCORP INC (GY)	330	1,154	2,310
57	GENERAL MILLS INC (GIS)	70	3,682	4,957
58	GILEAD SCIENCES INC (GILD)	153	7,194	6,620
59	GOLDMAN SACHS GROUP (GS)	28	4,810	4,727
60	GOODRICH CORPORATION (GR)	114	4,552	7,324
61	GOODRICH PETROLEUM CORP NEW (GDP)	161	3,799	3,920
62	GOOGLE INC CL A (GOOG)	8	4,417	4,960
63	HALLIBURTON COMPANY (HAL)	195	5,593	5,868
64	HARBOR CAPITAL APPRECIATION FUND #1012 (HACAX)	418	12,964	13,767
65	HARBOR FDS INTL FD (HAINX)	307	15,274	16,820
66	HARBOR SMALL CAP VALUE FUND (HASCX)	1,011	20,454	16,512
67	HARMONIC INC (HLIT)	716	5,560	4,525
68	HEIDRICK&STRUGGLES INTL (HSII)	99	2,677	3,093
69	HELMERICH PAYNE (HP)	142	3,099	5,663
70	HENRY SCHEIN INC (HSIC)	150	6,906	7,890
71	HEWLETT PACKARD CO (HPQ)	249	10,142	12,826
72	HEXCEL CP DELAWARE (HXL)	615	6,691	7,983
73	IAC/INTERACTIVE CORP (IACI)	98	1,621	2,007
74	INPUT/OUTPUT INC. (IO)	321	956	1,900
75	INTERMEC INCCOM (IN)	209	3,143	2,688
76	INTERNATIONAL BUSINESS MACHINES (IBM)	62	5,990	8,116
77	ISHARES SILVER TRUST (SLV)	206	3,879	3,407
78	ISIS PHARMACEUTICALS, INC. (ISIS)	299	4,315	3,322
79	ITT CORP. (ITT)	77	3,554	3,830
80	JABIL CIRCUIT INC (JBL)	277	3,771	4,811
81	KANSAS CITY SOUTHERN (KSU)	117	1,678	3,895
82	KB HOME (KBH)	163	3,023	2,230
83	L-1 IDENTITY SOLUTIONS INC (ID)	183	1,993	1,371
84	LAM RESEARCH CORP (LRCX)	132	3,414	5,176
85	LAS VEGAS SANDS CORP (LVS)	333	2,488	4,975
86	LIBERTY MEDIA HLDG CAP SER A (LCAPA)	52	528	1,242
87	LIN TV CORP (TVL)	364	360	1,623
88	LODGENET ENTMT CORP COM (LNET)	319	202	1,764

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

	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
		TOTAL:	1,897,073	2,008,066
89	LSI CORPORATION (LSI)	566	1,990	3,402
90	MACY'S INC (M)	295	4,691	4,944
91	MARSHALL & ILSLEY CORP (MI)	90	744	490
92	MARSHALL LARGE-CAP VALUE FD CL I (MLVIX)	5,623	80,787	56,964
93	MARSHALL MID-CAP GROWTH FD CL I (MRMIX)	1,885	26,810	27,196
94	MARSHALL MID-CAP VALUE FD CL I (MRVIX)	2,406	35,035	25,239
95	MARSHALL SHORT-INTERMEDIATE BOND FUND CLASS I SHS (MIBIX)	6,090	55,647	56,333
96	MARSHALL SMALL-CAP GROWTH FD CL I (MSGIX)	1,837	29,152	25,890
97	MEADWESTVACO CORP (MWV)	166	2,041	4,753
98	MEDCO HEALTH SOLUTIONS INC (MHS)	122	5,601	7,797
99	MORGAN STANLEY (MS)	150	4,588	4,440
100	MYRIAD GENETICS, INC (MYGN)	240	7,114	6,262
101	NATIONWIDE HEALTH PPTYS INC. (NHP)	199	5,617	7,001
102	NATL OILWELL VARCO (NOV)	124	5,676	5,467
103	NEW YORK TIMES CO CL A (NYT)	103	1,465	1,273
104	NII HOLDINGS INC - COMMON STOCK (NIHD)	166	3,550	5,574
105	NIKE INC-CL B (NKE)	100	5,975	6,607
106	NOVELLUS SYS INC (NVLS)	224	3,319	5,228
107	NVIDIA CORP (NVDA)	531	5,384	9,919
108	OAKMARK INTERNATIONAL FUND CL I (OAKIX)	656	18,131	11,046
109	ONYX PHARMACEUTICALS, INC. (ONXX)	93	2,342	2,729
110	ORACLE CORP (ORCL)	294	5,722	7,212
111	ORIENT-EXPRESS HOTEL (OEH)	417	3,972	4,228
112	OSI PHARMACEUTICALS INC (OSIP)	125	5,188	3,883
113	PALL CP (PLL)	154	4,959	5,575
114	PALM, INC. (PALM)	276	687	2,768
115	PDL BIOPHARMA INC (PDLI)	364	2,504	2,497
116	PETROLEO BRASILEIRO (PBR)	118	5,598	5,626
117	PIMCO TOTAL RETURN FUND (PTTRX)	10,140	104,245	109,516
118	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	38	3,661	4,123
119	PRECISION CASTPARTS (PCP)	96	7,011	10,594
120	PROGRESSIVE CORP OHIO (PGR)	363	5,261	6,530
121	R F MICRO DEVICES INC (RFMD)	458	1,204	2,185
122	RAYMOND JAMES FINANCIAL INC (RJF)	149	2,601	3,542
123	REGENERON PHARMACEUTICALS, INC (REGN)	203	4,099	4,909
124	RIVERBED TECHNOLOGY, INC. (RVBD)	238	5,430	5,467
125	ROBERT HALF INTL INC (RHI)	90	1,931	2,406
126	ROSS STORES, INC. (ROST)	219	6,563	9,353
127	ROWAN COS INC (RDC)	134	3,013	3,034
128	ROYAL CARRIBEAN CRUISE (RCL)	162	2,239	4,095
129	RTI INTL METALS INC (RTI)	209	3,664	5,261
130	SAKS INC (SKS)	340	1,346	2,230
131	SALESFORCE.COM (CRM)	99	4,474	7,303
132	SCOTTS CO. CLASS A (SMG)	157	5,453	6,172

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

	Description/Symbol/CUSIP Number	Shares	Line 10b - Column (b) Book Value	Line 10b - Column (c) Fair Market Value
		TOTAL:	1,897,073	2,008,066
133	SEACHANGE INTERNATIONAL, INC (SEAC)	405	2,841	2,657
134	SEATTLE GENETICS, INC (SGEN)	169	1,713	1,717
135	SIGMA ALDRICH CORP (SIAL)	125	6,243	6,319
136	SINCLARI BROADCAST GROUP INC (SBGI)	474	1,947	1,910
137	SOCIEDAD QUIMICA Y MINERA DE CHILE S.A. (CHILE) (SQM)	116	3,746	4,358
138	STAPLES INC. (SPLS)	251	3,722	6,172
139	STARWOOD HOTELS & RESORTS (HOT)	141	4,660	5,156
140	STILLWATER MNG CO (SWC)	532	3,412	5,043
141	STREETTRACKS GOLD SHARES (GLD)	145	12,204	15,560
142	SUN LIFE FINANCIAL INC (SLF)	180	5,434	5,170
143	SUNOCO INC (SUN)	119	6,006	3,106
144	T. ROWE PRICE GROWTH STOCK FD (PRGFX)	1,526	42,881	41,972
145	TATA MOTORS LTD ADS (TTM)	229	3,851	3,861
146	THE MOSAIC CO (MOS)	178	7,819	10,632
147	TIME WARNER TELECOM INC. (TWTC)	255	2,979	4,373
148	TITANIUM METALS CORP (TIE)	560	5,748	7,011
149	TJX COMPANIES INC (TJX)	253	5,550	9,247
150	TRIMBLE NAV LTD (TRMB)	192	3,978	4,838
151	TRIQUINT SEMICONDUCTOR, INC. (TQNT)	722	2,685	4,332
152	UBS AG (UBS)	300	5,334	4,653
153	UMB SCOUT INTERNATIONAL (UMBWX)	1,423	34,091	41,453
154	UNIFI INC (UFI)	325	747	1,261
155	UNITED STATES CELLULAR CORP (USM)	111	5,844	4,708
156	UNITED STATES STEEL CORP (X)	25	903	1,378
157	VALE SA (VALE)	173	3,665	5,022
158	VALSPAR CORP (VAL)	173	3,602	4,695
159	VANGUARD INDEX TR MID-CAP INDEX FD INSTL SHS (VMCIX)	1,650	30,204	27,062
160	VANGUARD INSTITUTIONAL INDEX (VINIX)	1,299	158,742	132,502
161	VANGUARD MID CAP INDEX FUND SIGNAL SHARES (VMISX)	1,079	20,484	25,282
162	VANGUARD TOTAL BOND MARKET INDEX FUND SIGNAL SHARE (VBTSX)	6,583	65,818	68,139
163	VARIAN SEMICONDUCTOR EQUIPMENT (VSEA)	168	5,354	6,028
164	VISHAY INTERTECH (VSH)	313	1,173	2,614
165	WADDELL&REED FIN INC (WDR)	152	1,870	4,642
166	WESTERN UNION CO (WU)	294	5,590	5,542
167	WESTPORT SELECT CAP FUND CLASS I (WPSCX)	1,243	29,844	25,462
168	WHIRLPOOL CORP (WHR)	48	2,774	3,872
169	YAMANA GOLD INC (AUY)	601	7,444	6,839

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

	Asset Description	Line 13 - Column (b) Book Value	Line 13 - Column (c) Fair Market Value
	TOTAL:	187,355	292,844
1	LAZARD LTD	3,928	4,443
2	NORTHWEST MUTUAL LIFE INSURANCE POLICY	149,667	255,349
3	SUPERFUND GREEN, LP	33,760	33,052
4			
5			
6			
7			
8			
9			
10			

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Account
							TOTAL:	0	0	0
1	Andrew J Thom	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	1	0	0	0
2	Cynthia L Thom	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	1	0	0	0
3	Joseph A Thom	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	1	0	0	0
4	Kevin J Olson	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	1	0	0	0
5	Paul Tanis	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	Director	1	0	0	0
6	Jeff A Thom	c/o Foundation Source 501 Silverside Road Suite 123	Wilmington	DE	19809	President / Director	1	0	0	0
7										
8										
9										
10										