



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



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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning 8/01, 2009, and ending 7/31, 2010G 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.	THRUSH THOMPSON FOUNDATION, INC. P.O. BOX 670 WESTFIELD, IN 46074	A Employer identification number 35-2133120
		B Telephone number (see the instructions) 317-437-5221
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		C If exemption application is pending, check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 5,742,412.		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		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 ☐

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))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck ☒ if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	32,232.	32,232.	32,232.	
4 Dividends and interest from securities	126,823.	126,823.	126,823.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-55,487.			
b Gross sales price for all assets on line 6a	1,160,455.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) SEE STATEMENT 1	2,024.	2,024.	2,024.	
12 Total. Add lines 1 through 11	105,592.	161,079.	161,079.	
13 Compensation of officers, directors, trustees, etc	24,000.	12,000.		12,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 2	1,950.	1,950.		
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instr)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	320.	128.		192.
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 3	2,312.	1,029.		1,283.
24 Total operating and administrative expenses. Add lines 13 through 23	28,582.	15,107.		13,475.
25 Contributions, gifts, grants paid PART XV	235,000.			235,000.
26 Total expenses and disbursements. Add lines 24 and 25	263,582.	15,107.	0.	248,475.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-157,990.			
b Net investment income (if negative, enter -0-)		145,972.		
c Adjusted net income (if negative, enter -0-)			161,079.	

REVENUE
SCANNED DEC 0 9 2010ADMINISTRATIVE
EXPENSES
AND

RECEIVED

DEC 06 2010

OGDEN, UT

10G14

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
A S S E T S	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	690,331.	180,480.	180,480.
	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) STATEMENT 4	3,381,130.	3,385,823.	4,487,094.
	c Investments – corporate bonds (attach schedule) STATEMENT 5	686,538.	1,033,705.	1,074,838.
	11 Investments – land, buildings, and equipment basis			
L I A B I L I T I E S	Less: accumulated depreciation (attach schedule)			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	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)	4,757,999.	4,600,008.	5,742,412.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
N E T F U N D A S S E T B A L A N C E S	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.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	4,757,999.	4,600,008.	
	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see the instructions)	4,757,999.	4,600,008.	
	31 Total liabilities and net assets/fund balances (see the instructions)	4,757,999.	4,600,008.	

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	4,757,999.
2 Enter amount from Part I, line 27a	2	-157,990.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	4,600,009.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 6	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,600,008.

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)
1 a SEE ATTACHMENT		P	VARIOUS	VARIOUS
b SEE ATTACHMENT		P	VARIOUS	VARIOUS
c CAPITAL GAIN DIVIDENDS				
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 164,167.		134,059.	30,108.
b 995,763.		1,081,883.	-86,120.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			30,108.
b			-86,120.
c			525.
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	-55,487.
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	-56,012.

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))
2008	295,147.	5,005,726.	0.058962
2007	301,084.	6,254,330.	0.048140
2006	274,726.	6,244,361.	0.043996
2005	277,472.	5,946,401.	0.046662
2004	292,991.	5,858,845.	0.050008

2 Total of line 1, column (d)	2	0.247768
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	0.049554
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,623,850.
5 Multiply line 4 by line 3	5	278,684.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,460.
7 Add lines 5 and 6	7	280,144.
8 Enter qualifying distributions from Part XII, line 4	8	248,475.

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 ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,919.
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-)		2	0.
3 Add lines 1 and 2		3	2,919.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,919.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	2,105.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,105.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	814.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11		
	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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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 XV</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 2009 or the taxable year beginning in 2009 (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

BAA

Form 990-PF (2009)

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 <u>N/A</u>	13	X	
14	The books are in care of <u>STEVEN S. THOMPSON</u> Telephone no <u>317-437-5221</u> Located at <u>P.O. BOX 670 WESTFIELD IN</u> ZIP + 4 <u>46074</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

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? ☐ 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	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 2009?	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 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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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)	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 2009?	4 b	X

BAA

Form 990-PF (2009)

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 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)?

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?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?

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ 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 instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		24,000.	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		
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 SEE STATEMENT 8	
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

Form 990-PF (2009)

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	5,409,263.
b Average of monthly cash balances	1b	299,163.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	5,708,426.
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	5,708,426.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	84,576.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,623,850.
6 Minimum investment return. Enter 5% of line 5	6	281,193.

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	281,193.
2a Tax on investment income for 2009 from Part VI, line 5	2a	2,919.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	2,919.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	278,274.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	278,274.
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	278,274.

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	248,475.
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	248,475.
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	248,475.

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.

BAA

Form 990-PF (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				278,274.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			242,305.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 248,475.				
a Applied to 2008, but not more than line 2a			242,305.	
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 2009 distributable amount				6,170.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				272,104.
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 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a</i> Paid during the year SEE STATEMENT 10				
Total			3a	235,000.
<i>b</i> Approved for future payment				
Total			3b	

2009

FEDERAL STATEMENTS

PAGE 1

CLIENT 1540

THRUSH THOMPSON FOUNDATION, INC.

35-2133120

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	\$ 2,024.		
TOTAL	\$ 2,024.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 1,950.	\$ 1,950.		
TOTAL	\$ 1,950.	\$ 1,950.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEETINGS	\$ 1,273.	\$ 509.		\$ 764.
OFFICE SUPPLIES	176.	88.		88.
SUBSCRIPTIONS	863.	432.		431.
TOTAL	\$ 2,312.	\$ 1,029.	\$ 0.	\$ 1,283.

STATEMENT 4
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STK AND MUTUAL FUNDS - GROWTH	COST	\$ 3,385,823.	\$ 4,487,094.
	TOTAL	\$ 3,385,823.	\$ 4,487,094.

CLIENT 1540

THRUSH THOMPSON FOUNDATION, INC.

35-2133120

STATEMENT 5
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORP. BONDS AND FIXED INCOME- VARIOUS	COST	\$ 1,033,705.	\$ 1,074,838.
	TOTAL	<u>\$ 1,033,705.</u>	<u>\$ 1,074,838.</u>

STATEMENT 6
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

ROUNDING ADJUSTMENT		\$ 1.
	TOTAL	<u>\$ 1.</u>

STATEMENT 7
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
STEVEN S. THOMPSON P.O. BOX 670 WESTFIELD, IN 46074	TREASURER 2.00	\$ 4,000.	\$ 0.	\$ 0.
JERRY THOMPSON P.O. BOX 670 WESTFIELD, IN 46074	CHAIRMAN/PRES 2.00	4,000.	0.	0.
STANLEY T. THOMPSON P.O. BOX 670 WESTFIELD, IN 46074	SEC & VP LEGAL 2.00	4,000.	0.	0.
STUART K. THOMPSON P.O. BOX 670 WESTFIELD, IN 46074	VP INVEST. MNG. 2.00	4,000.	0.	0.
STERLING A. THOMPSON P.O. BOX 670 WESTFIELD, IN 46074	VP OF INC. INV. 2.00	4,000.	0.	0.
SCOTT A. THOMPSON P.O. BOX 670 WESTFIELD, IN 46074	VP OF INVEST. 2.00	4,000.	0.	0.
	TOTAL	<u>\$ 24,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

CLIENT 1540

THRUSH THOMPSON FOUNDATION, INC.

35-2133120

STATEMENT 8
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES

EXPENSES

THE FOUNDATION DOES NOT DIRECTLY PARTICIPATE IN CHARITABLE ACTIVITIES. THE ACTIVITIES OF THE DIRECTORS ARE LIMITED TO THE ADMINISTRATION OF GRANTS TO QUALIFIED 501(C)(3) CHARITABLE ORGANIZATIONS.

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: THRUSH-THOMPSON FOUNDATION, INC.
NAME:
CARE OF: STEVEN S. THOMPSON
STREET ADDRESS: P.O. BOX 670
CITY, STATE, ZIP CODE: WESTFIELD, IN 46074
TELEPHONE: 317-437-5221
FORM AND CONTENT: N/A
SUBMISSION DEADLINES: N/A
RESTRICTIONS ON AWARDS: N/A

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MIAMI COUNTY YMCA 34 EAST 6TH STREET PERU, IN 46970	NONE	501 (C)	UNRESTRICTED	\$ 132,500.
FOUNDATION FOR LUTHERN CHILD & FAMILY 1525 N. RITTER AVE INDIANAPOLIS, IN 46219	NONE	501 (C)	UNRESTRICTED	5,000.
WHEAT RIDGE MINISTRIES ONE PIERCE PLACE, SUITE 250E ITASCA, IL 60143	NONE	501 (C)	UNRESTRICTED	2,500.
HANDS OF CARE FOUNDATION, INC. 1030 BARD LANE CARMEL, IN 46032	NONE	501 (C)	UNRESTRICTED	2,500.

CLIENT 1540

THRUSH THOMPSON FOUNDATION, INC.

35-2133120

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
FRIENDS ASSOCIATION FOR CHILDREN 1004 SAINT JOHN ST. RICHMOND, VA 23220	NONE	501 (C)	UNRESTRICTED	\$ 2,500.
LAFAYETTE CATHOLIC JR/SR HIGH SCHOOL 2410 SOUTH 9TH STREET LAFAYETTE, IN 47909	NONE	501 (C)	UNRESTRICTED	1,500.
LOVE AT WORK MINISTRIES 5977 HEATON PASS CARMEL, IN 46033	NONE	501 (C)	UNRESTRICTED	3,500.
SAFE PASSAGE 81 BRIDGE STREET, SUITE 104 YARMOUTH, ME 04096	NONE	501 (C)	UNRESTRICTED	10,000.
TRINITY FREE CLINIC 14598 OAKRIDGE ROAD CARMEL, IN 46032	NONE	501 (C)	UNRESTRICTED	2,500.
CARMEL LUTHERAN CHURCH 4850 E 131ST STREET CARMEL, IN 46033	NONE	501 (C)	UNRESTRICTED	15,000.
INDIANA DISTRICT OF LCMS 1145 SOUTH BARR ST. FORT WAYNE, IN 46802	NONE	501 (C)	UNRESTRICTED	2,500.
NOBLE OF INDIANA 7701 EAST 21ST STREET INDIANAPOLIS, IN 46219	NONE	501 (C)	UNRESTRICTED	7,500.
RESCUE RESORT - SKINNER CHAPEL 8127 N. UNION CITY ROAD DENVER, IN 46926	NONE	501 (C)	UNRESTRICTED	6,500.
CROSSROADS CHURCH 7209 E. COUNTY ROAD 100 S AVON, IN 46123	NONE	501 (C)	UNRESTRICTED	2,500.
PASTORAL LEADERSHIP INSTITUTE 12300 FORD ROAD, SUITE 450 DALLAS, TX 75234	NONE	501 (C)	UNRESTRICTED	2,500.
EAST 91ST ST. CHRISTIAN CHURCH 6049 EAST 91ST ST. INDIANAPOLIS, IN 46250	NONE	501 (C)	UNRESTRICTED	4,000.

CLIENT 1540

THRUSH THOMPSON FOUNDATION, INC.

35-2133120

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CONCORDIA UNIVERSITY WISCONSIN 12800 N LAKE SHORE DR MEQUON, WI 53097	NONE	501 (C)	UNRESTRICTED	\$ 2,500.
CAPITAL DIST CHRISTIAN MEN'S 4605 S. ALLENDALE DRIVE TRAFALGAR, IN 46181	NONE	501 (C)	UNRESTRICTED	6,000.
PEACE LUTHERAN CAMPUS CENTER 1517 MARIA DRIVE STEVENS POINT, WI 54481	NONE	501 (C)	UNRESTRICTED	2,500.
WABASH COLLEGE P.O. BOX 352 CRAWFORDSVILLE, IN 47933	NONE	501 (C)	UNRESTRICTED	5,000.
ST JUDE CATHOLIC CHURCH 10811 N. KNOXVILLE AVE. PEORIA, IL 61615	NONE	501 (C)	UNRESTRICTED	7,000.
LDM, INC. 4038 S. RIDGEVIEW ROAD ANDERSON, IN 46013	NONE	501 (C)	UNRESTRICTED	5,000.
LIFE CENTERS, INC 8902 VINCENNES CIRCLE, SUITE A INDIANAPOLIS, IN 46268	NONE	501 (C)	UNRESTRICTED	4,000.
TOTAL				\$ 235,000.

Capital Gains:3

8/1/2009 through 7/31/2010

8/22/2010

Page 1

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM							
Investment 20077596	GENERAL ELECTRIC COM...	1,130,000	12/10/2008	9/16/2009	18,627.37	20,009.95	-1,382.58
Investment 20077596	GENERAL ELECTRIC COM...	600,000	1/5/2009	9/16/2009	9,890.64	10,028.95	-138.31
Investment 20077596	STEELCASE INC CL A	5,000	12/10/2008	9/16/2009	37.82	30.28	7.54
Investment 20077596	STEELCASE INC CL A	45,000	12/10/2008	9/16/2009	340.40	272.49	67.91
Investment 20077596	STEELCASE INC CL A	550,000	12/10/2008	9/16/2009	4,160.41	3,330.48	829.93
Investment 20077596	STEELCASE INC CL A	187,000	12/10/2008	9/16/2009	1,414.54	1,132.36	282.18
Investment 20077596	STEELCASE INC CL A	300,000	12/10/2008	9/16/2009	2,269.31	1,816.63	452.68
Investment 20077596	STEELCASE INC CL A	500,000	12/10/2008	9/16/2009	3,782.19	3,027.71	754.48
Investment 20077596	STEELCASE INC CL A	63,000	12/10/2008	9/16/2009	476.54	381.49	95.05
Investment 20077596	DONNELLY R R & SONS CO	1,600,000	12/10/2008	11/4/2009	35,272.86	20,008.95	15,263.91
Investment 20077596	DONNELLY R R & SONS CO	700,000	1/5/2009	11/4/2009	15,431.88	10,018.95	5,412.93
Investment 20077596	PFIZER INCORPORATED O...	600,000	12/10/2008	11/18/2009	10,849.24	9,988.95	860.29
Investment 20077596	PFIZER INCORPORATED O...	245,000	1/5/2009	11/18/2009	4,430.11	4,441.81	-11.70
Investment 20077596	PFIZER INCORPORATED O...	55,000	1/5/2009	11/18/2009	994.51	997.14	-2.63
Investment 20077596	CEDAR FAIR L P DEP UTS	3,500,000	9/21/2009	12/22/2009	39,332.72	38,158.95	1,173.77
Investment 20077596	CEDAR FAIR L P DEP UTS	267,000	11/18/2009	12/22/2009	3,000.52	1,857.24	1,143.28
Investment 20077596	CEDAR FAIR L P DEP UTS	102,000	11/18/2009	12/22/2009	1,146.27	709.51	436.76
Investment 20077596	CEDAR FAIR L P DEP UTS	431,000	11/18/2009	12/22/2009	4,843.54	2,998.02	1,845.52
Investment 20077596	CEDAR FAIR L P DEP UTS	700,000	11/18/2009	12/22/2009	7,866.54	4,869.18	2,997.36
TOTAL SHORT TERM					164,167.41	134,059.04	30,108.37
LONG TERM							
Investment 20077596	GNMA PL 155441 9.5%16 D...	500,000	7/31/1996	8/24/2009	1,065.37	1,257.88	-192.51
Investment 20077596	GNMA PL 261964 10%19 D...	250,000	7/31/1996	8/24/2009	52.83	9.79	43.04
Investment 20077596	WASHINGTON MUTUA 5.65...	250,000	10/29/2004	8/25/2009	0.00	26,314.25	-26,314.25
Investment 20077596	PROCTER & GAMBLE	1,500,000	7/31/1996	9/18/2009	84,783.87	55,405.98	29,377.89
Investment 20077596	TARGET CORP 6.35%11CO...	300,000	1/26/2001	9/21/2009	31,820.01	30,441.93	1,378.08
Investment 20077596	FIRST UNION BK 7.80%10M...	300,000	11/20/2000	9/21/2009	31,598.61	30,466.15	1,132.46
Investment 20077596	CONSOLIDATED EDISON C...	300,000	10/16/2000	9/21/2009	31,777.41	30,411.02	1,366.39
Investment 20077596	GOLDMAN SACHS GR 7.35...	350,000	9/30/1999	10/1/2009	35,000.00	35,743.81	-743.81
Investment 20077596	GOLDMAN SACHS GR 7.35...	210,000	3/29/2000	10/1/2009	21,000.00	20,686.21	313.79
Investment 20077596	FORD MOTOR CRDT 7.375...	300,000	11/1/1999	10/28/2009	30,000.00	30,478.90	-478.90
Investment 20077596	FORD MOTOR CRDT 7.375...	200,000	10/16/2000	10/28/2009	20,000.00	19,929.00	71.00
Investment 20077596	CHASE MANHATTAN COR ...	200,000	8/21/2000	11/15/2009	20,000.00	19,843.61	156.39
Investment 20077596	BECTON DICKINSON & CO	300,000	3/25/2008	11/16/2009	21,952.72	26,757.71	-4,804.99
Investment 20077596	BECTON DICKINSON & CO	100,000	3/25/2008	11/16/2009	7,317.57	8,919.24	-1,601.67

Capital Gains:3

8/1/2009 through 7/31/2010

Page 2

8/22/2010

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Investment 20077596	JACOBS ENGINEERING GR...	200.000	10/24/2007	11/16/2009	9,177.97	7,378.66	1,799.31
Investment 20077596	JACOBS ENGINEERING GR...	300.000	10/24/2007	11/16/2009	13,768.95	11,067.99	2,698.96
Investment 20077596	JACOBS ENGINEERING GR...	500.000	3/13/2008	11/16/2009	22,944.94	37,282.45	-14,337.51
Investment 20077596	PFIZER INCORPORATED O...	300.000	10/21/2008	11/18/2009	5,424.62	5,272.19	152.43
Investment 20077596	BRISTOL-MYERS SQUIBB ...	1,500.000	10/22/2008	12/7/2009	38,735.05	26,393.95	12,341.10
Investment 20077596	JACOBS ENGINEERING GR...	259.000	4/9/2008	12/16/2009	9,588.98	20,479.63	-10,890.65
Investment 20077596	JACOBS ENGINEERING GR...	241.000	4/9/2008	12/16/2009	8,922.56	19,050.06	-10,127.50
Investment 20077596	JACOBS ENGINEERING GR...	1,000.000	5/20/2008	12/16/2009	37,023.08	95,748.95	-58,725.87
Investment 20077596	VALERO ENERGY CORP N...	121.000	3/8/2005	1/4/2010	2,129.01	5,677.61	-3,548.60
Investment 20077596	VALERO ENERGY CORP N...	1,300.000	3/8/2005	1/4/2010	22,873.59	60,999.13	-38,125.54
Investment 20077596	VALERO ENERGY CORP N...	500.000	3/8/2005	1/4/2010	8,797.53	23,461.21	-14,663.68
Investment 20077596	VALERO ENERGY CORP N...	51.000	3/8/2005	1/4/2010	897.34	2,393.04	-1,495.70
Investment 20077596	VALERO ENERGY CORP N...	28.000	3/8/2005	1/4/2010	492.65	1,313.83	-821.18
Investment 20077596	GENL ELEC CAP 7.375%10...	200.000	9/15/2000	1/19/2010	20,000.00	20,776.16	-776.16
Investment 20077596	REGAL ENTERTAINMENT G...	1,020.000	12/10/2008	3/8/2010	15,793.51	10,004.95	5,788.56
Investment 20077596	REGAL ENTERTAINMENT G...	100.000	1/5/2009	3/8/2010	1,548.38	1,048.95	499.43
Investment 20077596	REGAL ENTERTAINMENT G...	100.000	1/7/2009	3/8/2010	1,548.38	1,052.36	496.02
Investment 20077596	REGAL ENTERTAINMENT G...	80.000	1/7/2009	3/8/2010	1,238.71	841.88	396.83
Investment 20077596	REGAL ENTERTAINMENT G...	200.000	1/7/2009	3/8/2010	3,096.77	2,104.71	992.06
Investment 20077596	F P L GROUP INCORPORA...	800.000	5/2/2006	3/19/2010	38,712.34	32,361.90	6,350.44
Investment 20077596	F P L GROUP INCORPORA...	200.000	2/27/2007	3/19/2010	9,678.09	12,191.45	-2,513.36
Investment 20077596	DOW CHEMICAL COMPANY	400.000	10/13/2008	4/6/2010	12,521.40	9,985.98	2,535.42
Investment 20077596	DOW CHEMICAL COMPANY	600.000	10/13/2008	4/6/2010	18,782.10	14,974.17	3,807.93
Investment 20077596	DOW CHEMICAL COMPANY	500.000	10/15/2008	4/6/2010	15,651.75	11,962.98	3,688.77
Investment 20077596	CHUBB CORPORATION	400.000	6/20/2003	4/23/2010	21,270.69	13,814.72	7,455.97
Investment 20077596	ROYCE VALUE FUND SVC ...	4,780.115	9/22/2008	4/23/2010	54,158.70	50,000.00	4,158.70
Investment 20077596	JANUS ORION FUND	4,752.852	9/18/2008	4/23/2010	52,851.71	50,000.00	2,851.71
Investment 20077596	CITIGROUP INC 6.50%11SE...	400.000	1/11/2001	4/26/2010	41,323.24	40,379.95	943.29
Investment 20077596	MORGAN J P & CO INC SU...	300.000	12/5/2000	4/26/2010	31,170.00	27,750.00	3,420.00
Investment 20077596	PROCTER & GAMBLE	500.000	7/31/1996	5/18/2010	31,780.51	18,468.66	13,321.85
Investment 20077596	EXXON MOBIL CORPORATI...	450.000	7/31/1996	6/10/2010	27,891.46	4,023.52	23,867.94
Investment 20077596	EXXON MOBIL CORPORATI...	50.000	7/31/1996	6/10/2010	3,099.05	447.06	2,651.99
Investment 20077596	MONSANTO CO NEW DEL	1,200.000	12/12/2008	6/11/2010	61,191.80	85,207.16	-24,015.36
Investment 20077596	MONSANTO CO NEW DEL	200.000	12/12/2008	6/11/2010	10,200.63	14,201.19	-4,000.56
Investment 20077596	MONSANTO CO NEW DEL	100.000	12/12/2008	6/11/2010	5,100.31	7,100.60	-2,000.29
TOTAL LONG TERM					995,762.19	1,081,882.63	-86,120.34
OVERALL TOTAL					1,159,929.60	1,215,941.57	-56,011.97