Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation LeRoy Thom, Jean Thom & T-L Foundation	**A** Employer identification number 47-0776789
Number and street (or P O box number if mail is not delivered to street address) PO Box 1047 — Room/suite	**B** Telephone number (see page 10 of the instructions) 402-462-4128
City or town, state, and ZIP code Hastings NE 68902-1047	**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 ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 17,558,356.00 **J** Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*	**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 page 11 of the instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	2,404,500			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	9,581	9,581		
	4	Dividends and interest from securities	646,489	646,489		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	(47,330)			
	b	Gross sales price for all assets on line 6a 3,785,970				
	7	Capital gain net income (from Part IV, line 2)		0.00		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)	0.00			
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	3,013,240.00	656,070.00	0.00	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,960	1,960		
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest	3	3		
	18	Taxes (attach schedule) (see page 14 of the instructions)	1,617	1,617		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	50,426	50,426		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	54,006.00	54,006.00	0.00	0.00
	25	Contributions, gifts, grants paid	593,000			593,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	647,006.00	54,006.00	0.00	593,000.00
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	2,366,234.00			
	b	**Net investment income** (if negative, enter -0-)		602,064.00		
	c	**Adjusted net income** (if negative, enter -0-)			0.00	

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Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	2,117,368	1,527,849	1,527,849
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	12	0	0
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			
10a	Investments—U.S. and state government obligations (attach schedule)	6,697,350	10,347,502	10,416,349
b	Investments—corporate stock (attach schedule)	4,356,587	4,679,516	5,614,158
c	Investments—corporate bonds (attach schedule)	1,024,802	0	0
11	Investments—land, buildings, and equipment: basis ▶			
	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 the instructions. Also, see page 1, item I)	14,196,119.00	16,554,867.00	17,558,356.00
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)	0.00	0.00	
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	14,196,119	16,554,867	
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			
30	**Total net assets or fund balances** (see page 17 of the instructions)	14,196,119.00	16,554,867.00	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	14,196,119.00	16,554,867.00	

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	14,196,119.00
2	Enter amount from Part I, line 27a	2	2,366,234.00
3	Other increases not included in line 2 (itemize) ▶ rounding	3	(1)
4	Add lines 1, 2, and 3	4	16,562,352.00
5	Decreases not included in line 2 (itemize) ▶ Excise Taxes paid in 2010	5	7,485
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,554,867.00

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 (see attachment)	P	Misc,	Misc.
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,785,970		3,833,300	(47,330.00)
b				
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	(47,300)
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))
2009	753,700	11,889,507	0.0634
2008	284,500	10,549,533	0.0270
2007	383,534	9,702,875	0.0395
2006	234,500	5,699,417	0.0411
2005	265,028	4,530,443	0.0585

2	**Total** of line 1, column (d)	2	0.2295
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	.0459
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	15,655,984
5	Multiply line 4 by line 3	5	718,609.67
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,020.64
7	Add lines 5 and 6	7	724,630.31
8	Enter qualifying distributions from Part XII, line 4	8	593,000

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	12,041	
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	12,041	00
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	12,041	00
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 9,100			
b	Exempt foreign organizations—tax withheld at source	6b 0			
c	Tax paid with application for extension of time to file (Form 8868)	6c 0			
d	Backup withholding erroneously withheld	6d 0			
7	Total credits and payments. Add lines 6a through 6d		7	9,100	00
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	2,941	00
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0	00
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	**Refunded** ▶	11	0	00

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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. ▶ $ 0.00 **(2)** On foundation managers. ▶ $ 0.00			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.00			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	na	na
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ Nebraska			
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 2010 or the taxable year beginning in 2010 (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 ▶ No Website

14 The books are in care of ▶ James Thom Telephone no. ▶ 402-462-4128

Located at ▶ PO Box 1047, Hastings NE ZIP+4 ▶ 68902-1047

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

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		x
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	na	na
	Organizations relying on a current notice regarding disaster assistance check here ▶ na			
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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 na , 20 na , 20 na , 20 na			
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 22 of the instructions.)	2b	x	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 na , 20 na , 20 na , 20 na			
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 2010 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 2010.)*	3b	na	na
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 2010?	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** na na

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

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? na Yes na 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 (No)

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** na na

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
LeRoy W Thom 2585 S Maxon Av, Hastings, NE 68901	President 1/2 hour	0	0	0
Jean E Thom, 2585 S Maxon Av, Hastings, NE 68901	Secretary 1/2 hour	0	0	0
Thomas A Thom 1017 Country Club Dr., Hastings, NE 68901	Director 1/2 hour	0	0	0
David W Thom, 5000 W Platte River Dr., Doniphan NE 68832	Director 1/2 hour	0	0	0

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 ▶ 0.00

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 ▶		0.00

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 None	
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 None	
2	
All other program-related investments See page 24 of the instructions. 3 None	
Total. Add lines 1 through 3 ▶	0.00

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	14,378,147
b	Average of monthly cash balances	1b	1,516,253
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	15,894,400.00
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	15,894,400.00
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see page 25 of the instructions)	4	238,416
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,655,984.00
6	**Minimum investment return.** Enter 5% of line 5	6	782,799.20

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	782,799
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 12,041		
b	Income tax for 2010. (This does not include the tax from Part VI.) — 2b: 0		
c	Add lines 2a and 2b	2c	12,041.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	770,758.00
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	770,758.00
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	770,758.00

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	593,000
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	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	593,000.00
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	593,000.00

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				770,758.00
2	Undistributed income, if any, as of the end of 2010:				
a	Enter amount for 2009 only			0	
b	Total for prior years: 20___, 20___, 20___		0		
3	Excess distributions carryover, if any, to 2010:				
a	From 2005 . . . 31,530				
b	From 2006 . . . 0				
c	From 2007 . . . 0				
d	From 2008 . . . 0				
e	From 2009 . . . 168,285				
f	**Total** of lines 3a through e	199,815.00			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 593,000				
a	Applied to 2009, 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)	0			
d	Applied to 2010 distributable amount				593,000
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	177,758			177,758
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	22,057.00			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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 page 27 of the instructions		0.00		
e	Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0.00	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.00
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)	0			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	22,057.00			
10	Analysis of line 9:				
a	Excess from 2006 . . . 0				
b	Excess from 2007 . . . 0				
c	Excess from 2008 . . . 0				
d	Excess from 2009 . . . 22,057				
e	Excess from 2010 . . . 0				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . . . ▶ n/a

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0.00
b 85% of line 2a	0.00	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed					0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities					0.00
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0.00	0.00	0.00	0.00	0.00
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.00
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0.00
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)					0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.00
(3) Largest amount of support from an exempt organization					0.00
(4) Gross investment income					0.00

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).)

LeRoy Thom; James Thom; David Thom; Michael 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 ▶ ☐ 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:

James Thom, PO Box 1047, Hastings NE 68902-1047

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

No particular form

c Any submission deadlines:

None

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

Generally limited to Nebraska religious & educational organizations

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*				
AAA Crisis Pregnancy Center 223 E 14th, Suite 202 Hastings, NE 68901	n/a		All gifts are	4,000
American Center for Law & Justice, PO Box 90555 Washington DC 20090-0555	n/a		Unrestricted	12,000
AOPA Air Safety Foundation 421 Aviation Way Fredrick, MD 21701	n/a			200
Bethany Home 515 West 15th St Minden, NE 68959	n/a			4,000
Billy Graham Crusade 1 Billy Graham Parkway Charlotte NC 28201	n/a			6,000
CASA 2727 West 2nd St Hastings, NE 68901	n/a			2,000
Catholic Social Services of Southern NE, 515 West 3rd St, Hastings, NE 68901	n/a			15,000
Christ Luthern School 13175 West 70th St Juniata, NE 68955-2138	n/a			1,000
Continuation Schedule Attached				548,800
Total ▶ **3a**				593,000
***b** Approved for future payment*				
None				
Total ▶ **3b**				0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9,581	
4 Dividends and interest from securities			14	646,489	
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	(47,330)	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.00		608,740.00	0.00

13 **Total.** Add line 12, columns (b), (d), and (e) 13 608,740.00

(See worksheet in line 13 instructions on page 29 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 29 of the instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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 | Date 5-4-11 | Title VP Fin.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
David H Fisher		5-3-11		P01211253
Firm's name ▶ Dunmire Fisher & Hastings			Firm's EIN ▶ 47-0709865	
Firm's address ▶ PO Box 1044 Hastings, NE 68902-1044			Phone no. 402-463-1383	

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

2010

Name of the organization	**Employer identification number**
LeRoy Thom, Jean Thom & T-L Foundation	47-0776789

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 33⅓ % 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
LeRoy Thom, Jean Thom & T-L Foundation	47-0776789

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LeRoy W Thom 2585 S. Maxon Av. Hastings, NE 68901	$ 2,200,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	James Thom 5130 Osborne Drive East Hastings, NE 68901	$ 78,500	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	Michael Thom 1279 C Road Minden, NE 68959	$ 50,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	David Thom 5000 Platte River Lane Doniphan, NE 68832	$ 50,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	Thomas Thom 1017 Country Club Drive Hastings, NE 68901	$ 18,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
6	Elizabeth Peshek 1395 N Adams Central Rd Juniata, NE 68955	$ 5,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

1. **Part I, Line 1:** **Contributions, Gifts, Etc. Received:**

SEE Schedule of Contributors (Schedule B Form 990PF)

2. **Part I, Line 16a:** **Legal Fees and Expenses:**

David H. Fisher, Attorney at Law, for foundation tax return preparation and general legal representation $1,960.00

(SEE attached billing statements from Dunmire, Fisher & Hastings Law Offices)

Part I, Line 18: **Taxes:** $1,617.00

Foreign Tax Paid 1,617.00

Part I, Line 23: **Other Expenses:** $50,426.00

Accrued interest paid on new investments 16,961.00
Bond premium on investments 33,465.00

3. **Part II, Line 10a:** **Investments – U.S. & State Obligations:**

Issuer/Name	Date Acquired	Amount	Book Value	FMV 12/31/10
INVESTMENTS – US & AGENCY OBLIGATIONS:				
A. Federal Farm Credit 6/12/18 – 31331YW63	6/10/09	$330,000.00	$336,481.88	$367,596.90
B. Federal Farm Credit 1/14/13 – 31331JBJ1	09/21/10	$1,005,319.00	$1,005,319.00	$1,000,430.00
C. US Treasury Bond	5/1/09	$1,000,000.00	$996,486.65	$1,159,021.83
D. Thurston Co. SD – T88609PBQ6	3/17/09	$165,000.00	$165,000.00	$168,380.85
Subtotal US & Agency Obligations:			2,503,287.53	2,695,429.58
TAXABLE MUNICIPAL BONDS:				
E. Bellevue Sports 12/15/19 – 079238AJ0	12/3/09	$115,000.00	$115,000.00	$111,625.90
F. Bellevue Sports 12/15/20 – 079238AK7	12/3/09	$235,000.00	$235,000.00	$231,519.65
G. Bellevue Sports 12/15/21 - 079238AL5	12/3/09	$110,000.00	$110,000.00	$106,174.20
H. Cass Cnty-BAB-12/15/22 – 148036AL0	12/22/10	$50,000.00	$50,000.00	$48,750.50
I. Cass Cnty-BAB-12/15/23 – 148036AM8	12/22/10	$55,000.00	$55,000.00	$53,705.85

LEROY THOM, JEAN THOM & T-L FOUNDATION, INC.
EIN 47-0776789
Schedule of Information for 2010
Form 990PF

Issuer/Name	Date Acquired	Amount	Book Value	FMV 12/31/10
J. Cass Cnty-BAB-12/15/24 – 148036AN6	12/22/10	$55,000.00	$55,000.00	$53,545.80
K. Cass Cnty-BAB-12/15/25 – 148036AP1	12/22/10	$60,000.00	$60,000.00	$58,588.80
L. Cass Cnty-BAB-12/15/28 – 148036AQ9	12/22/10	$190,000.00	$190,000.00	$184,510.90
M. Cass Cnty-Taxable-12/15/22 – 148006DM8	08/05/10	$60,000.00	$60,000.00	$57,956.40
N. Cass Cnty-Taxable-12/15/24 – 148006DP1	08/05/10	$70,000.00	$70,000.00	$67,785.90
O. Colfax Cnty-TXBL-12/15/25 – 194045AU4	11/10/10	$250,000.00	$250,000.00	$236,567.50
P. Imperial Econ – 8/15/15 - 45289TAFO	8/13/09	$35,000.00	$35,000.00	$35,228.20
Q. Imperial Econ – 8/15/16 - 45289TAG8	8/3/09	$35,000.00	$35,000.00	$35,125.65
R. Imperial Econ – 8/15/17 - 45289TAH6	8/13/09	$40,000.00	$40,000.00	$40,052.00
S. Keith Cnty-BAB-12/1/30 – 487571CR0	12/28/10	$250,000.00	$250,000.00	$244,125.00
T. Lancaster Cnty-BAB-1/15/28 – 514014MB2	07/07/10	$250,000.00	$250,000.00	$243,505.00
U. Sherman Cnty-BAB-4/29/10 – 824124AR2	04/29/10	$100,000.00	$100,000.00	$100,144.00
V. Univ NE – 7/1/29 – 914641M28	8/27/09	$325,000.00	$325,000.00	$318,490.25
W. UNL – Bld Amer – 6/1/29 – 914641P74	11/4/09	$700,000.00	$700,000.00	$690,053.00
X. Wayne Cnty-BAB-12/15/23 – 945813AT0	12/01/10	$100,000.00	$100,000.00	$95,839.00
Y. Wayne Cnty-BAB-12/15/25 – 945813AV5	12/01/10	$100,000.00	$100,000.00	$96,180.00
Z. Dodge Cnty-BAB-12/15/27 – 256435GU6	02/17/10	$940,000.00	$940,000.00	$960,407.40
AA. Gretna Taxable-8/15/25 – 397802HG7	06/24/10	$350,000.00	$350,000.00	$338,737.00
BB. Hall Cty – 12/15/23 – 406036FP3	11/12/09	$385,000.00	$385,000.00	$382,897.00
CC. Merrick Cnty-BAB-12/15/25 – 590127CH7	03/15/10	$100,000.00	$100,000.00	$95,864.00
DD. Merrick Cnty-BAB-12/15/20 – 590127CJ3	03/15/10	$120,000.00	$120,000.00	$114,237.60
EE. Newcastle EDU-BAB-9/1/19 – 65106LAE9	04/14/10	$125,000.00	$125,000.00	$128,581.25
FF. Newcastle EDU-BAB-9/1/20 – 65106LAF6	04/14/10	$125,000.00	$125,000.00	$127,926.25

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Issuer/Name	Date Acquired	Amount	Book Value	FMV 12/31/10
GG. Sarpy Cnty-BAB-6/15/30 – 803770LH7	12/15/10	$250,000.00	$250,000.00	$251,527.50
HH. Saunders Cnty-BAB-12/15/25 – 80449RCG4	09/03/10	$135,000.00	$135,000.00	$125,702.55
II. Saunders County, NE UTGO Transferred to Corp. (6.15% due 12/15/2018)(Davidson)	10/19/06	$100,000.00	$99,150.00	$88,887.00
JJ. Tulsa Cnty EDU-BAB-9/1/24 – 89952PCB9	06/09/10	$250,000.00	$250,000.00	$248,787.50
KK. Adams Cnty-BAB-12/1/28 – 006078AWA9	10/29/10	$250,000.00	$250,000.00	$235,365.00
LL. Adams Cnty-BAB-12/1/30 – 006078AU3	10/29/10	$250,000.00	$250,000.00	$234,467.50
MM. Finney Cnty – 9/1/29 – 318045LW9	07/1/09	$500,000.00	$500,000.00	$508,130.00
NN. NPPD – 1/1/19 – 63968ARA5	09/30/10	$305,000.00	$305,000.00	$288,960.05
OO. NE St Education Assn 6/6/28	06/06/08	$475,064.20	$475,064.20	$467,028.88
Subtotal Taxable Municipal Bonds:			$7,844,214.20	$7,720,919.73
TOTAL:			$10,347,501.73	$10,416,349.31

4. **Part II, Line 10b:** **Investments – Corporate Stock:**

Corporate Name	Date Acquired	No. of Shares	Book Value	FMV at 12/31/2010
A. Wells Fargo Bank Co. (SB)	5/14/1999	3,636	$55,241.00	$112,679.64
B. Wells Fargo Bank Co. (SB)	10/13/1999	6,364	$74,799.00	$197,220.36
C. Tyson Foods, Inc. (Piper Jaffrey)	7/25/01	12,000	$70,665.70	$206,640.00
D. Windstream Corp. (Piper Jaffrey)	10/06/06 (donated)	1,108	$3,500.89	$15,445.52
E. Ei Dupont (Piper Jaffrey)	12/13/07 (donated)	550	$7,787.20	$27,434.00
F. I Shares S & P Midcap 400 (Piper Jaffrey) (IJH)	6/8/06	1,000		
	8/3/07	500		
	2/20/09	500		
		2,000	$138,368.80	$181,380.00

Corporate Name	Date Acquired	No. of Shares	Book Value	FMV at 12/31/2010
G. I Shares Russell 1000 (Piper Jaffrey) (IWD)	6/13/06	1,000		
	8/3/07	1,200		
	9/15/08	1,000		
	1/20/09	1,000		
		4,200	$278,666.92	$272,454.00
H. I Shares Russell 2000 (Piper Jaffrey) (IWM)	6/8/06	1,000		
	8/3/07	400		
	2/20/09	1,000		
		2,400	$139,145.14	$187,776.00
I. I Shares S & P 500 Index (Piper Jaffrey)(IVV)	6/8/06	750		
	6/13/06	750		
	8/3/07	400		
	9/15/08	1,000		
	11/19/08	1,000		
	1/20/09	1,000		
	3/5/09	1,000		
		5,900	$600,502.92	$744,875.00
J. I Shares MSCI (Piper Jaffrey) (EAFE)	6/8/06	1,000		
	8/3/07	400		
	9/15/08	1,000		
	3/5/09	1,000		
		3,400	$180,999.80	$197,948.00
K. I Shares Australia (Piper Jaffrey)	1/23/08	3,000		
	10/6/08	2,000		
	11/19/08	2,000		
	2009	4,000		
		11,000	$176,339.80	$279,840.00
L. S & P Dividend EFT	1/20/09	2,000		
	3/2/09	1,000		
		3,000	$103,167.03	$155,940.00
M. Linsco/Private Ledger:				
i. AmCap Fund A (AMCPX)	Miscellaneous	13,914.309	$248,485.69	$262,006.43
ii. Capital World Growth & Income Fund Inc CL A (CWGIX)	Miscellaneous	5,588.924	$168,159.49	$199,636.36
iii. Euro Pacific Growth FD CL A (AEPGX)	Miscellaneous	2,653.114	$81,475.37	$109,759.32
iv. Growth Fund Amer Inc CL A (AGTHX)	Miscellaneous	9,616.935	$251,027.99	$292,739.50
v. New Economy Fund	Miscellaneous	7,959.271	$178,514.33	$201,608.33

LEROY THOM, JEAN THOM & T-L FOUNDATION, INC.
EIN 47-0776789
Schedule of Information for 2010
Form 990PF

Corporate Name	Date Acquired	No. of Shares	Book Value	FMV at 12/31/2010
vi. New Perspective FD Inc CL A (ANWPX)	Miscellaneous	5,112.208	$133,859.14	$146,311.39
vii. Small Cap World FD Inc CL A (SMCWX)	Miscellaneous	3,950.271	$118,275.26	$153,507.53
viii. Wash Mult Invs FD CL A (AWSHX)	Miscellaneous	13,797.745	$404,210.97	$375,436.64
N. American International Group - PFD (Piper Jaffrey)	12/14/07		$100,000.00	$97,600.00
O. Bank America Corp PFD	5/20/08		$100,000.00	$102,000.00
P. Barclays Bank PLC PFD (Piper Jaffrey)	11/30/07		$100,000.00	$101,680.00
Q. ING Groep PFD (Piper Jaffrey)	11/15/07		$95,612.00	$92,680.00
R. USB Capital Trust PFD (Piper Jaffrey)	11/15/07		$86,552.00	$100,400.00
S. Credit Suisse GU PFD	03/25/08		$100,000.00	$107,120.00
T. Deutsche Cap PFD	01/14/08		$92,960.00	$92,600.00
U. JP Morgan PFD	05/05/08		$100,000.00	$107,640.00
V. Metlife Inc PFD	01/16/08		$94,720.00	$99,200.00
W. Aegon Perpetual Cap	01/14/08		$97,080.00	$91,120.00
X. Royal Bank of Scotland	01/16/08		$99,400.00	$84,480.00
Y. Wells Fargo Cap	03/05/08		$100,000.00	$107,280.00
Z. Xcel Energy Inc.	01/16/08		$100,000.00	$109,720.00
			$4,679,516.44	$5,614,158.02

5. **Part IV:** **Capital Gains and Losses for Tax on Investment Income**
Line 1a: **Publicly Traded STOCK**

SEE Gain/Loss Schedule Attached

6. **Part VII-A, Line 10: 2009 Substantial Contributors:**

SEE Schedule of Contributors (Schedule B, Form 990PF)

7. **Part VIII:** **Information about Officers, Directors, Etc. (continued):**

Name and Address	Title, Average Hours	Contributions to Employee Plans, Deferred Compensation	Expense Account	Compensation
JAMES THOM 5130 Osborne Drive East Hastings, NE 68901	V.P. Finance ½ hour	-0-	-0-	-0-
ROBERT LUBKEN Rt 1, Box 60C Trumbull, NE 68980	Director ½ hour	-0-	-0-	-0-
DAVID H. FISHER PO Box 1044 Hastings, NE 68902-1044	Director, Gen. Counsel ½ hour	-0-	-0-	Hourly at $165.00 as required

DUNMIRE, FISHER & HASTINGS
800 W 3RD SUITE 202
P O BOX 1044
HASTINGS, NE 68902-104

Invoice submitted to.
ATTN: JAMES L THOM
T-L FOUNDATION
P O BOX 1047
HASTINGS NE 68902-1047

November 22, 2010

Invoice #18312

Professional Services

12/10/2009	DHF	Review Church tax exempt issue and requirements for claiming E-mail to Peg re: new church in Hastings
4/30/2010	DHF	Work on 990PF
	DHF	Work on 990PF.
5/3/2010	DHF	Work on 990PF. Draft letter to Jim Thom re current return and 2010 considerations.
	DHF	Work on 990PF attachments and balancing data.
5/4/2010	DHF	Conferring with Peg Wehrman re. balancing matters. Finalize attachment and correspondence.
5/10/2010	DHF	Final review of 990PF. Correspondence to IRS re: filing.

SUBTOTAL:	[1,938.75]
	Amount
For professional services rendered	$1,938.75

Additional Charges :

5/1/2010	Postage expense for May	1.73
	Photocopy expense for May	5.40
5/7/2010	Clay County News, publication costs re: annual report, ck #1592	6.75
5/10/2010	Postmaster, certified mail to IRS, ck #15599	6.83
5/28/2010	Clay County News, publication costs, ck #15618	6.75
6/13/2010	Long distance charges June 13 - July 13	0.12
	SUBTOTAL:	[27.58]
	Total additional charges	$27.58
	Total amount of this bill	$1,966.33

		Amount
	Previous balance	$300.00
	Accounts receivable transactions	
12/24/2009	Payment - thank you. Check No. 1382	($300.00)
6/8/2010	Refund from Clay County News, statement paid twice in error. Check No. 1742	($6.75)
	Total payments and adjustments	($306.75)
	Balance due	$1,959.58

FOR SERVICES RENDERED THROUGH OCTOBER 31, 2010 SERVICES, IF ANY, RENDERED AFTER THIS DATE WILL BE BILLED ON A LATER STATEMENT

2010 - Foundation - Gain/Loss on Sale of Investments

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
D.A. Davidson	Thurston Co SD- T88609PBQ6	350	3/17/2009	6/15/2010	$ 35,000.00	$ 35,000.00	$ -
Piper Jaffray	Fedl Home Loan Bank 1/26/10	2,500.00	1/18/2006	1/26/2010	$ 250,000.00	$ 250,000.00	$ -
Piper Jaffray	Fedl Home Loan - 3133XL-DK-6	3,000.00	6/11/2007	6/14/2010	$ 300,000.00	$ 299,700.00	$ 300 00
RBC Wealth Mgmt	Fed Home Loan-6/10/19-3133XTSW7	5,000.00	6/10/2009	7/15/2010	$ 499,999.89	$ 500,000.00	$ (0.11)
RBC Wealth Mgmt	Fedl Home Loan-8/23/17-LV91	5,000.00	7/26/2007	8/23/2010	$ 500,000.00	$ 500,000.00	$ -
RBC Wealth Mgmt	Fed Farm Crd 9/10/19 31331GN88	5,000.00	8/25/2009	9/10/2010	$ 500,000.00	$ 500,000.00	$ -
RBC Wealth Mgmt	First Natl Bk 12/1/10-5AA0	4,000.00	1/30/2006	12/1/2010	$ 400,000.00	$ 400,000.00	$ -
RBC Wealth Mgmt	First Natl Bk12/1/10-332135AA0	3,000.00	8/30/2007	12/1/2010	$ 300,000.00	$ 300,000.00	$ -
RBC Wealth Mgmt	Fed Natl Mtg Assoc 8.25% Pfd	2,000.00	4/4/2008	12/2/2010	$ 969.98	$ 48,600.00	$ (47,630.02)
RBC Wealth Mgmt	Fed Farm Crd 12/7/16 31331G5E5	#######	9/21/2010	12/7/2010	$ 1,000,000.00	$ 1,000,000.00	$ -
OVERALL TOTAL					$ 3,785,969.87	$ 3,833,300.00	$ (47,330.13)

PUBLIC NOTICE

Notice is hereby given that the 2010 Annual Report of The LeRoy Thom, Jean Thom and T-L Foundation, Inc. is available for inspection during regular business hours at the Foundation's principal office, T-L Irrigation Co., Hastings Industrial Park East, Hastings, Nebraska, by any citizen with 180 days from the date of this Notice.

JAMES L. THOM
Principal Manager
Phone: (402) 462-4128
(May 4, 2011-15 lns)

PUBLISHER'S AFFIDAVIT

(Proof of Legal Publication As Required By Law)

STATE OF NEBRASKA)
)ss.
CLAY COUNTY)

Tory Duncan , being first duly sworn, on oath deposes and says that

The Clay County News, published weekly at Sutton, Nebraska, and having a general circulation in said county. That to the personal knowledge of affiant, a true copy of the attached notice was published in the regular and entire issue of said newspaper and not in a supplement, on

May 4, 2011

That said newspaper is printed in the English language, and has a bona fide paid in advance circulation, of more than three hundred copies weekly and has been published within said county for more than fifty-two successive weeks, prior to the publication of said notice and is printed wholly, or in part, in an office maintained at the place of publication, and is a legal newspaper under the laws of the State of Nebraska.

Subscribed in my presence and sworn to before me this 4 day of May, 2011.

GENERAL NOTARY - State of Nebraska
TERESA M. MAJORS
My Comm. Exp. Jan. 20, 2014

Teresa M Majors
Notary Public.

Publisher's Fee $ 6 75.

LeRoy Thom, Jean Thom, & T-L Foundation, Inc.
2010 Form 990 PF
Continuation Schedule of Part XV, 3a

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*				
Christian Heritage Children's Homes 14880 Old Cheney Road Walton NE 68461	N/A			15,000.00
CTC International - Comfort the children 307 W. Live Oak Street Austin TX 78704	N/A			10,000.00
Concordia University Foundation 800 North Columbia Avenue Seward NE 68434	N/A			210,000.00
Crossroads Center 702 W. 14th Street Hastings, NE 68901	N/A			14,000.00
Disabled American Veterans Charitable Svcs 3725 Alexandria Pike Cold Spring KY 41076	N/A			5,000.00
Epilepsy Foundation 8301 Professional Place Landover MD 20785	N/A			3,000.00
Faith Lutheran Church 9th and Chestnut Hastings, NE 68901	N/A			26,000.00
Fellowship of Christian Athletes PO Box 45 Hastings, NE 68902-0045	N/A			10,000.00
Fellowship of Christian Athletes % Hastings Community Foundation PO Box 703 Hastings, NE 68902-0703	N/A			4,000.00
Freedom Alliance 22570 Markey Court Dulles VA 20166	N/A			4,000.00
Grace Life Fellowship Church Tri Family Ministries PO Box 186 Hastings, NE 68902-0186	N/A			6,250.00
Hastings Catholic Schools 111 N. Burlington Avenue Hastings NE 68901	N/A			9,000.00

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
Hastings College Foundation 11422 Miracle Hills Drive Omaha NE 68154	N/A		Education Fund	35,000.00
Hastings Community Foundation PO Box 703 Hastings, NE 68902-0703	N/A			5,000.00
Hastings Family YMCA PO Box 1065 Hastings, NE 68902-1065	N/A			7,750.00
HeartCry Missionary Society PO Box 2309 Christianburg VA 24068	N/A			12,000.00
Holt International PO Box 2880 Eugene OR 97402	N/A			4,000.00
In Touch Ministries PO Box 7900 Atlanta GA 30357	N/A			6,000.00
International Justice Mission PO Box 58147 Washington DC 20037	N/A			2,000.00
Intrepid Fallen Heroes Fund One Intrepid Square West 46th Street & 12th Avenue New York NY 10036	N/A			5,000.00
Kearney County Community Foundation PO Box 213 Minden, NE 68959	N/A			2,000.00
Kearney County Community Foundation Minden Opera House Endowment PO Box 213 Minden NE 68959	N/A			2,000.00
Kearney County Hospital Foundation Kearney County Medical Foundation 727 East First Street Minden NE 68959	N/A			10,500.00
Life Legal Defense Foundation PO Box 2105 Napa CA 94558	N/A			2,000.00

LeRoy Thom, Jean Thom, & T-L Foundation, Inc.
2010 Form 990 PF
Continuation Schedule of Part XV, 3a

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
Minden Volunteer Fire Department Minden, NE 68959	N/A			2,000.00
Mission Nebraska, Inc./My Bridge Radio PO Box 30345 Lincoln NE 68503	N/A			10,000.00
Nebraska Right to Life - Education Fund PO Box 80410 Lincoln, NE 68501	N/A			10,000.00
New Life Community Church 990 James Way Pismo Beach CA 93449	N/A			4,000.00
Orphan Grain Train PO Box 1466 Norfolk NE 68702	N/A			10,000.00
Special Olympics of Nebraska 11011 Q Street, Suite 104C Omaha NE 68137-3700	N/A			3,000.00
St Cecelia Catholic Church 301 W 7th Street Hastings, NE 68901-4460	N/A			1,000.00
St Jude's Children's Research Hospital 501 St Jude Place Memphis TN 38105	N/A			4,500.00
St Mary's McCracken Heritage Assn 304 E Florence Rush Center KS 67575	N/A			300.00
St Michael's Catholic Church 715 Creighton Avenue Hastings NE 68901	N/A			1,000.00
Teammates Mentoring Program 6801 "O" Street Lincoln, NE 68910	N/A			4,000.00
Teammates of Nebraska 6801 "O" Street Lincoln, NE 68510	N/A			6,500.00
The Children's ARK Good Samaritan Society PO Box 2149 Hastings NE 68902-2149	N/A			4,500.00

LeRoy Thom, Jean Thom, & T-L Foundation, Inc.
2010 Form 990 PF
Continuation Schedule of Part XV, 3a

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
The Heritage Foundation 214 Massachusetts Avenue NE Washington DC 20002	N/A			10,000.00
The Salvation Army 400 S. Burlington Avenue Hastings, NE 68901	N/A			22,000.00
United Way of the Hastings Area Inc 421 North Kansas Avenue Hastings NE 68901	N/A			6,500.00
Virtue Media Inc 560 W Crossville Road, Suite 101 Roswell GA 30075-7509	N/A			4,000.00
Voice of the Martyrs PO Box 443 Bartlesville OK 74005	N/A			12,000.00
Water for Life PO Box 456 Kalona IA 52247	N/A			10,000.00
Webster County Fire Dept Red Cloud Volunteer Fire Dept Red Cloud NE	N/A			2,000.00
Youth for Christ USA Inc PO Box 386 Hastings NE 68902-0386	N/A			10,000.00
Zion Lutheran School 465 South Marian Road Hastings NE 68901	N/A			2,000.00
Total..				$548,800.00