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

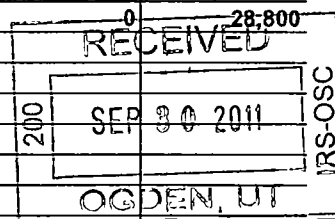
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2010For calendar year 2010, or tax year beginning **August 1**, 2010, and ending **July 31**, 20 **11**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 Thrush Thompson Foundation, Inc.		A Employer identification number 35 - 2133120
Number and street (or P O box number if mail is not delivered to street address) P.O. Box 670	Room/suite	B Telephone number (see page 10 of the instructions) 317 - 437-5221
City or town, state, and ZIP code Westfield, IN 46074-0670		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,433,393	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 page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	151,247	151,247	151,247	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	169,700			
	b Gross sales price for all assets on line 6a 1,195,117				
	7 Capital gain net income (from Part IV, line 2)		169,700		
	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)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	320,947	320,947	151,247		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	48,000	19,200	0	28,800
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,050	2,050		
	c Other professional fees (attach schedule)				
	17 Interest Schedule 1				
	18 Taxes (attach schedule) (see page 14 of the instructions)	4,014			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	160	64		96
	22 Printing and publications				
	23 Other expenses (attach schedule) Schedule 2	2,718	1,087		1,631
	24 Total operating and administrative expenses. Add lines 13 through 23	56,942	22,401	0	30,527
	25 Contributions, gifts, grants paid Schedule 3	243,000			243,000
26 Total expenses and disbursements. Add lines 24 and 25	299,942	22,401	0	273,527	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	21,005				
b Net investment income (if negative, enter -0-)		298,546			
c Adjusted net income (if negative, enter -0-)			151,247		

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	190,490	288,098	288,098
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	3,385,823	4,221,597	6,032,073
	c Investments—corporate bonds (attach schedule)	1,033,705	111,328	113,232
	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)	4,600,008	4,621,013	6,433,393	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	4,600,008	4,621,013	
	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)	4,600,008	4,621,013	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,600,008	4,621,013		

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	4,600,008
2 Enter amount from Part I, line 27a	2	21,005
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,621,013
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,621,013

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attachment - Various Short Term Investments		P		
b See Attachment - Various Long Term Investments		P		
c Various Long Term Capital Gain Dividends		P		
d Various Short Term Capital Gain Dividends		P		
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 166,863		158,628	8,235
b 1,009,810		866,790	143,020
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			8,235
b			143,020
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	169,700
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	168,887

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	248,475	5,623,850	4.42%
2008	295,147	5,005,726	5.90%
2007	301,084	6,254,330	4.81%
2006	274,726	6,244,361	4.40%
2005	277,472	5,946,401	4.67%

2 Total of line 1, column (d)	2	24.20%
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	4.84%
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,235,603
5 Multiply line 4 by line 3	5	301,803
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,985
7 Add lines 5 and 6	7	304,788
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	273,527

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	5,971
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	5,971
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	5,971
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	3,200
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,200
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	2,771
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		☒
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)? <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>		☒
c Did the foundation file Form 1120-POL for this year?		☒
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		☒
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>		☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		☒
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>		☒
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	☒	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	☒	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of 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>	☒	
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)? <i>If "Yes," complete Part XIV</i>		☒
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		☒

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 page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶ N/A				
14	The books are in care of ▶ Steven S Thompson Telephone no. ▶ (317) 437-5221			
Located at ▶ P.O. Box 670 Westfield, IN ZIP+4 ▶ 46074-0670				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ ☐			
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15				
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	Yes	No
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	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	✓
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____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** **N/A**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No **N/A**

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** ☒

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** **N/A****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Schedule 5		48,000	0	0
		0	0	0
		0	0	0
		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		0	0	0
		0	0	0
		0	0	0
		0	0	0
		0	0	0

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	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.	0
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	N/A	0
2		
3	All other program-related investments See page 24 of the instructions	

Total. Add lines 1 through 3

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	6,055,493
b	Average of monthly cash balances	1b	275,068
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,330,561
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,330,561
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	94,958
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,235,603
6	Minimum investment return. Enter 5% of line 5	6	311,780

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	311,780
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,971
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,971
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	305,809
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	305,809
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	305,809

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	273,527
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	273,527
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	273,527

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				305,809
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			272,104	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 273,527				
a Applied to 2009, but not more than line 2a			272,104	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2010 distributable amount				1,423
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				304,386
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

N/A

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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).)

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

Steven Thompson; Thrush Thompson Foundation, Inc. PO Box 670 Westfield, IN 46074 (317) 437-5221

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

N/A

c Any submission deadlines:

N/A

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

N/A

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

Recipient	if recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
See Schedule 3				243,000
Total			▶	3a 243,000
b Approved for future payment				
Total			▶	3b

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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					
4	Dividends and interest from securities				151,247	
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				169,700	
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		320,947	0
13	Total. Add line 12, columns (b), (d), and (e)				320,947	320,947

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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.)
---------------	--

[illegible]

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

1		Yes	No
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)		✓
(2) Other assets	1a(2)		✓
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
(3) Rental of facilities, equipment, or other assets	1b(3)		✓
(4) Reimbursement arrangements	1b(4)		✓
(5) Loans or loan guarantees	1b(5)		✓
(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓
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.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☒ Yes ☐ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Steve S. Thompson
Signature of officer or trustee

3/13/11
Date

Treasurer

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no. -

Attachments to IRS Form 990-PF
 Thrush Thompson Foundation, Inc.
 35-2133120
 Tax Year 2010

Schedule 1: Part I, Line 18 - Taxes

Type of tax	Amount
1 Excise Tax	4,014
2	
3	
4	
5	
Total	4,014

Schedule 2: Part I, Line 23 - Other Expenses

Description	Amount
1 Meetings	834
2 Office Expense	821
3 Subscriptions	1,063
4	
5	
6	
7	
8	
9	
10 Amortization from schedule below	
Total	2,718

Amortization	Date Acquired, Completed or Expensed	Cost or Other Basis	Deduction Allowable in Prior Years	Amortization Period (Months)	Current Year Amortization
Description					
1					
2					
3					
4					
5					
Total		0	0		0

Attachments to IRS Form 990-PF
Thrush Thompson Foundation, Inc.
35-2133120
Tax Year 2010

Schedule 3: Part I, Line 25 - Contributions, Gifts, Grants Paid

From detail below:	Cash Amount	Property Other than Cash	Total
Paid during the year	243,000	0	243,000
Approved for future payment	0	0	0
Total	243,000	0	243,000

Paid During the Year:

Class of Activity:	Donee Name	Donee Address	Cash Amount	Property Other than Cash (1)	Relationship to Disqualified Persons (2)	Organizational Status of Donee (3)
Part I, line 25 - Grants Paid - 1						
1 1	Cap Dst Christian Men Fell	4605 S Allendale Dr, Trafalgar, IN	4,000			
1 2	Carmel Lutheran Church	4850 E 131st St, Carmel, IN	28,500			
1 3	East 91st Christian Church	6049 E 91st St, Indianapolis, IN	10,500			
1 4	Found for Lutheran Child	1525 N Ritter Ave, Indpls, IN	5,000			
1 5	Frends Assoc for Children	1004 Saint John St Richmond VA	2,500			
1 6	Girl Scouts of Central IN	2611 Waterfront Pkwy E Dr Indpls	1,500			
1 7	Grtr Lafayette Comm Fndtn	1114 E State St, Lafayette, IN	1,500			
Total Part I, line 25 - Grants Paid - 1			53,500	0		

Part I, line 25 - Grants Paid - 2

2 1	Hands of Care Foundation	1030 Bard Lane, Carmel, IN	2,500			
2 2	Japanese Mission Society	4838 Encore Dr, Apt #3, Indpls, IN	2,500			
2 3	Lafayette Central Catholic	2410 S 9th St, Lafayette, IN	103,000			
2 4	LDM, Inc	6720 Ridgeview Rd Anderson, IN	5,000			
2 5	Life Care Services of Lafayette	233 Harnson St, W Lafayette, IN	4,000			
2 6	Love at Works Ministnes	5977 Heaton Pass, Carmel IN	6,000			
2 7	Miami County YMCA	34 E 6th St, Peru IN	20,000			
Total Part I, line 25 - Grants Paid - 2			143,000	0		

Part I, line 25 - Grants Paid - 3

3 1	National Jr Tennis of Indy	911 E 86th St, Suite 31, Indpls IN	2,500			
3 2	Noble of Indiana	7701 E 21st St, Indpls, IN	9,000			
3 3	Pastoral Leadership Inst	12300 Ford Rd Ste 450 Dallas TX	2,500			
3 4	Safe Passage	81 Bridge St Ste 104 Yarmouth ME	7,500			
3 5	Servants of the Pierced Heart	3068 SW 14th St, Miami FL	3,000			
3 6	St Jude Catholic Church	10811 N Knoxville Ave, Peona IL	12,000			
3 7	Wabash College	PO Box 352, Crawfordsville, IN	5,000			
Total Part I, line 25 - Grants Paid - 3			41,500	0		

Part I, line 25 - Grants Paid - 4

4 1	Wheat Ridge Ministnes	1 Pierce Place Ste 250 E Itasca, IL	2,500			
4 2	Concordia Univ Wisconsin	12800 N Lake Shore Dr, Mequon WI	2,500			
Total Part I, line 25 - Grants Paid - 4			5,000	0		

Total amount paid for which the foundation exercised expenditure responsibility

Total Paid During the Year

243,000 0

(1) Additional information for property other than cash included on continuation sheet

(2) Relationship of donee if related by: blood, marriage, adoption or employment (including children of employees) to any disqualified person

(3) The organizational status of donee (e.g., public charity—an organization described in section 509(a)(1), (2), or (3))

Approved for Future Payment:

Class of Activity:	Donee Name	Donee Address	Cash Amount	Property Other than Cash (1)	Relationship to Disqualified Persons (2)	Organizational Status of Donee (3)
Total Approved for Future Payment			0	0		

(1) Additional information for property other than cash included on continuation sheet

(2) Relationship of donee if related by: blood, marriage, adoption or employment (including children of employees) to any disqualified person

Attachments to IRS Form 990-PF
Thrush Thompson Foundation, Inc.
35-2133120
Tax Year 2010

(3) The organizational status of donee (e.g., public charity or an organization described in section 509(a)(1), (2), or (3))

Additional Information for Property Other Than Cash

Line Number from above	Description of Property	Book Value	How Determined	Fair Market Value	How Determine	Date of Gift
1 1						
2 1						
3 1						
6 1						

Attachments to IRS Form 990-PF
Thrush Thompson Foundation, Inc.
35-2133120
Tax Year 2010

Schedule 4: Part II, Line 10 - Investments—Government Obligations, Corporate Stocks and Bonds

		End of Year	
Line 10a - Investments - U.S. and state government obligations	Valued at Cost or Market Value	Book Value	Fair Market Value
Total U S Government obligations	FMV		
Total Obligations of state and municipal governments or itemize	FMV		
1	FMV		
2	FMV		
3	FMV		
4	FMV		
5	FMV		
Total		0	0
Line 10b - Investments - Corporate Stock			
1 Corporate Stock and Mutual Funds	FMV	4,221,597	6,032,073
2	FMV		
3	FMV		
4	FMV		
5	FMV		
6	FMV		
7	FMV		
8	FMV		
9	FMV		
10	FMV		
Total		4,221,597	6,032,073
Line 10c - Investments - Corporate Bonds			
1 Corporate Bonds	BV	111,328	113,232
2	BV		
3	BV		
4	BV		
5	BV		
6	BV		
7	BV		
8	BV		
9	BV		
10	BV		
Total		111,328	113,232

Attachments to IRS Form 990-PF
Thrush Thompson Foundation, Inc.
35-2133120

Schedule 5
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title And Average Hours Per Week Devoted	Compensation	Contribution To EBP & DC	Expense Account / Other
Jerry T. Thompson PO Box 670 Westfield, IN 46074	Chairman / Pres 2.00	\$8,000	\$0	\$0
Stanley T. Thompson PO Box 670 Westfield, IN 46074	Sec & VP Legal 2.00	\$8,000	\$0	\$0
Stuart K Thompson PO Box 670 Westfield, IN 46074	VP of Invest Mgmt 2.00	\$8,000	\$0	\$0
Steven S. Thompson PO Box 670 Westfield, IN 46074	Treasurer 2 00	\$8,000	\$0	\$0
Sterling A. Thompson PO Box 670 Westfield, IN 46074	VP of Inc Invest 2.00	\$8,000	\$0	\$0
Scott A. Thompson PO Box 670 Westfield, IN 46074	VP of Invest 2.00	\$8,000	\$0	\$0
Total		\$48,000	\$0	\$0

Capital Gains

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
SHORT TERM							
Investment 20077596	VANGUARD BOND INDEX F...	30 000	10/5/2009	9/22/2010	2,474.01	2,388.93	85.08
Investment 20077596	VANGUARD BOND INDEX F...	96 000	10/5/2009	9/22/2010	7,916.84	7,644.58	272.26
Investment 20077596	VANGUARD BOND INDEX F...	89 000	11/1/2009	9/22/2010	7,339.57	7,062.20	277.37
Investment 20077596	VANGUARD BOND INDEX F...	76 000	11/5/2009	9/22/2010	6,267.50	6,007.63	259.87
Investment 20077596	FRONTIER COMMUNICATI...	800 000	4/27/2010	12/6/2010	7,582.98	6,253.51	1,329.47
Investment 20077596	FRONTIER COMMUNICATI...	500 000	4/27/2010	12/6/2010	4,739.36	3,908.44	830.92
Investment 20077596	FRONTIER COMMUNICATI...	720 000	7/1/2010	12/6/2010	6,824.68	0.00	6,824.68
Investment 20077596	WORLD WRESTLING ENTMT	1,241 000	12/16/2009	12/10/2010	18,473.82	18,808.86	-335.04
Investment 20077596	WORLD WRESTLING ENTMT	100 000	12/16/2009	12/10/2010	1,488.62	1,515.62	-27.00
Investment 20077596	WORLD WRESTLING ENTMT	100 000	12/16/2009	12/10/2010	1,488.62	1,515.62	-27.00
Investment 20077596	WORLD WRESTLING ENTMT	559 000	12/17/2009	12/10/2010	8,321.41	8,477.80	-156.39
Investment 20077596	WORLD WRESTLING ENTMT	200 000	5/3/2010	12/10/2010	2,977.25	3,709.25	-732.00
Investment 20077596	WORLD WRESTLING ENTMT	100 000	5/3/2010	12/10/2010	1,488.62	1,854.63	-366.01
Investment 20077596	WORLD WRESTLING ENTMT	150 000	5/3/2010	12/10/2010	2,232.93	2,781.94	-549.01
Investment 20077596	WORLD WRESTLING ENTMT	100 000	5/3/2010	12/10/2010	1,488.62	1,854.63	-366.01
Investment 20077596	BABCOCK & WILCOX CO	2,500 000	9/22/2010	3/14/2011	78,239.55	54,258.95	23,980.60
Investment 20077596	GENERAL MOTORS CL B 1...	100 000	4/21/2011	7/1/2011	1,583.53	6,619.16	-5,035.63
Investment 20077596	GENERAL MOTORS CO	117 000	4/21/2011	7/1/2011	3,570.01	14,409.87	-10,839.86
Investment 20077596	GENERAL MOTORS CL A 1...	106 000	4/21/2011	7/1/2011	2,270.01	9,158.82	-6,888.81
Investment 20077596	GENERAL MOTORS CL B 1...	6 000	4/21/2011	7/1/2011	95.01	397.15	-302.14
TOTAL SHORT TERM					166,862.94	158,627.59	8,235.35
LONG TERM							
Investment 20077596	GEN ELEC CAP 5.875%33S...	175 000	11/7/2004	8/24/2010	4,367.72	4,430.99	-63.27
Investment 20077596	GEN ELEC CAP 5.875%33S...	825 000	11/7/2004	8/25/2010	20,623.95	20,888.96	-265.01
Investment 20077596	HSBC FINANCE CORP 6.0...	400 000	11/25/2003	9/1/2010	9,834.72	10,000.00	-165.28
Investment 20077596	HSBC FINANCE CORP 6.0...	200 000	11/25/2003	9/1/2010	4,917.35	5,000.00	-82.65
Investment 20077596	HSBC FINANCE CORP 6.0...	100 000	11/25/2003	9/1/2010	2,458.67	2,500.00	-41.33
Investment 20077596	GENERAL ELECTRIC CAP ..	600 000	4/18/2007	9/2/2010	15,272.79	15,005.97	266.82
Investment 20077596	HSBC FINANCE CORP 6.0...	500 000	11/25/2003	9/2/2010	12,280.84	12,500.00	-219.16
Investment 20077596	GENERAL ELECTRIC CAP ..	400 000	4/18/2007	9/3/2010	10,186.88	10,003.98	182.90
Investment 20077596	VANGUARD PACIFIC	90 000	1/14/2009	9/20/2010	4,787.61	3,585.02	1,202.59
Investment 20077596	VANGUARD PACIFIC	1,035 000	1/14/2009	9/20/2010	55,057.36	41,227.76	13,829.60
Investment 20077596	VANGUARD PACIFIC	175 000	1/14/2009	9/20/2010	9,309.21	6,970.88	2,338.33
Investment 20077596	VANGUARD PACIFIC	1,200 000	1/14/2009	9/20/2010	63,834.62	47,800.30	16,034.32
Investment 20077596	VANGUARD BOND INDEX F...	125 000	9/21/2009	9/22/2010	10,308.39	9,895.20	413.19

Capital Gains

8/1/2010 through 7/31/2011

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Investment 20077596	M S CAP TRUST VI 6.60%46...	800.000	11/27/2006	9/23/2010	19,838.71	20,513.95	-675.24
Investment 20077596	CHEVRON CORPORATION	1,000.000	2/17/2004	9/24/2010	80,089.70	47,309.48	32,780.22
Investment 20077596	BK OF N Y IV 6.875%28TR ...	500.000	11/27/2006	9/27/2010	13,082.32	12,571.07	511.25
Investment 20077596	PUBLIC STORAGE 6.75% P...	12.000	8/22/2006	9/27/2010	297.04	300.48	-3.44
Investment 20077596	PUBLIC STORAGE 6.75% P...	9.000	8/22/2006	9/27/2010	222.78	225.36	-2.58
Investment 20077596	BK OF N Y IV 6.875%28TR ...	100.000	11/27/2006	9/27/2010	2,616.47	2,514.21	102.26
Investment 20077596	BK OF N Y IV 6.875%28TR ...	80.000	11/27/2006	10/1/2010	2,085.41	2,011.37	74.04
Investment 20077596	PUBLIC STORAGE 6.75% P...	5.000	8/22/2006	10/1/2010	123.54	125.20	-1.66
Investment 20077596	PUBLIC STORAGE 6.75% P...	4.000	8/22/2006	10/1/2010	98.84	100.16	-1.32
Investment 20077596	PUBLIC STORAGE 6.75% P...	10.000	8/22/2006	10/1/2010	247.09	250.40	-3.31
Investment 20077596	BK OF N Y IV 6.875%28TR ...	120.000	11/27/2006	10/1/2010	3,132.60	3,017.06	115.54
Investment 20077596	PUBLIC STORAGE 6.75% P...	36.000	8/22/2006	10/1/2010	903.96	901.44	2.52
Investment 20077596	PUBLIC STORAGE 6.75% P...	30.000	8/22/2006	10/1/2010	753.31	751.20	2.11
Investment 20077596	PUBLIC STORAGE 6.75% P...	305.000	8/22/2006	10/1/2010	7,658.63	7,637.18	21.45
Investment 20077596	PUBLIC STORAGE 6.75% P...	300.000	8/22/2006	10/1/2010	7,533.07	7,511.99	21.08
Investment 20077596	PUBLIC STORAGE 6.75% P...	200.000	8/22/2006	10/1/2010	5,022.06	5,007.99	14.07
Investment 20077596	PUBLIC STORAGE 6.75% P...	89.000	8/22/2006	10/1/2010	2,234.81	2,228.56	6.25
Investment 20077596	CHESAPEAKE ENERGY CO...	4,000.000	5/3/2005	10/4/2010	88,789.55	106,410.80	-17,621.25
Investment 20077596	SUNTRUST BANK PFD DUE...	200.000	2/26/2008	11/2/2010	5,204.12	5,000.00	204.12
Investment 20077596	SUNTRUST BANK PFD DUE...	295.000	2/26/2008	11/2/2010	7,676.08	7,375.00	301.08
Investment 20077596	SUNTRUST BANK PFD DUE...	200.000	2/26/2008	11/2/2010	5,204.12	5,000.00	204.12
Investment 20077596	SUNTRUST BANK PFD DUE...	33.000	2/26/2008	11/2/2010	858.69	825.00	33.69
Investment 20077596	SUNTRUST BANK PFD DUE...	250.000	2/26/2008	11/2/2010	6,505.15	6,250.00	255.15
Investment 20077596	SUNTRUST BANK PFD DUE...	22.000	2/26/2008	11/2/2010	572.45	550.00	22.45
Investment 20077596	FRONTIER COMMUNICATI...	3,000.000	11/20/2008	12/6/2010	28,436.17	21,008.95	7,427.22
Investment 20077596	FRONTIER COMMUNICATI...	100.000	8/11/2009	12/6/2010	947.87	695.30	252.57
Investment 20077596	FRONTIER COMMUNICATI...	100.000	8/11/2009	12/6/2010	947.87	695.30	252.57
Investment 20077596	FRONTIER COMMUNICATI...	100.000	8/11/2009	12/6/2010	947.87	695.30	252.57
Investment 20077596	FRONTIER COMMUNICATI...	100.000	8/11/2009	12/6/2010	947.87	695.30	252.57
Investment 20077596	FRONTIER COMMUNICATI...	100.000	8/11/2009	12/6/2010	947.87	695.30	252.57
Investment 20077596	FRONTIER COMMUNICATI...	160.000	8/11/2009	12/6/2010	1,516.60	1,112.48	404.12
Investment 20077596	FRONTIER COMMUNICATI...	100.000	8/11/2009	12/6/2010	947.87	695.30	252.57
Investment 20077596	FRONTIER COMMUNICATI...	100.000	8/11/2009	12/6/2010	947.87	695.30	252.57
Investment 20077596	FRONTIER COMMUNICATI...	905.000	8/11/2009	12/6/2010	8,578.25	6,292.43	2,285.82
Investment 20077596	FRONTIER COMMUNICATI...	895.000	8/11/2009	12/6/2010	8,483.46	6,222.92	2,260.54
Investment 20077596	FRONTIER COMMUNICATI...	100.000	8/11/2009	12/6/2010	947.87	695.30	252.57
Investment 20077596	FRONTIER COMMUNICATI...	100.000	8/11/2009	12/6/2010	947.87	695.30	252.57
Investment 20077596	FRONTIER COMMUNICATI...	40.000	8/11/2009	12/6/2010	379.15	278.12	101.03

Capital Gains

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Investment 20077596	FRONTIER COMMUNICATI ..	100.000	8/11/2009	12/6/2010	947.87	695.30	252.57
Investment 20077596	COLGATE-PALMOLIVE CO	1,500.000	2/15/2005	12/13/2010	118,641.29	80,304.72	38,336.57
Investment 20077596	COLGATE-PALMOLIVE CO	500.000	11/15/2007	12/13/2010	39,547.10	39,090.45	456.65
Investment 20077596	JOHNSON & JOHNSON	1,000.000	7/31/1996	12/14/2010	62,789.99	13,200.06	49,589.93
Investment 20077596	NATL CITY BK CLEVE SUB ...	200.000	12/15/2000	3/15/2011	20,000.00	18,653.80	1,346.20
Investment 20077596	GENL MTRS CORP 7 20%1..	300.000	1/5/2001	4/21/2011	30,585.00	30,585.00	0.00
Investment 20077596	JPMORGAN CHASE CAP XI...	405.000	11/27/2006	5/13/2011	10,314.67	10,364.94	-50.27
Investment 20077596	JPMORGAN CHASE CAP XI...	195.000	11/27/2006	5/13/2011	4,966.32	4,990.53	-24.21
Investment 20077596	JPMORGAN CHASE CAP XI...	200.000	11/27/2006	5/13/2011	5,093.66	5,118.49	-24.83
Investment 20077596	WELLS FARGO & CO NEW	4,200.000	1/15/2008	7/7/2011	121,368.72	111,309.95	10,058.77
Investment 20077596	HEWLETT-PACKARD COM...	1,500.000	1/21/2010	7/25/2011	55,639.98	77,106.71	-21,466.73
TOTAL LONG TERM					1,009,809.67	866,789.51	143,020.16
OVERALL TOTAL					1,176,672.61	1,025,417.10	151,255.51