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

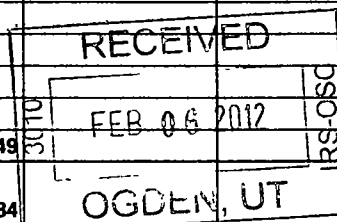
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

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 Thomson Foundation		A Employer identification number 57-6029007
Number and street (or P.O. box number if mail is not delivered to street address) 107 Carter Hall Drive	Room/suite	B Telephone number (see page 10 of the instructions)
City or town, state, and ZIP code Anderson, South Carolina 29621		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 376,143	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(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 <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received (attach schedule)	0		
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B			
3 Interest on savings and temporary cash investments	3430	3430	3430
4 Dividends and interest from securities	5913	5913	5913
5a Gross rents	0		
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10	0		
b Gross sales price for all assets on line 6a			
7 Capital gain net income (from Part IV, line 2)		-1375	
8 Net short-term capital gain			
9 Income modifications			
10a Gross sales less returns and allowances			
b Less: Cost of goods sold	1375		
c Gross profit or (loss) (attach schedule) <i>Schedule A</i>	-1375	-1375	
11 Other income (attach schedule)	0		
12 Total. Add lines 1 through 11	7968	7968	7968
13 Compensation of officers, directors, trustees, etc.	343		343
14 Other employee salaries and wages	0		
15 Pension plans, employee benefits	0		
16a Legal fees (attach schedule)	0		
b Accounting fees (attach schedule)	0		
c Other professional fees (attach schedule)	0		
17 Interest	0		
18 Taxes (attach schedule) (see page 14 of the instructions)	92		92
19 Depreciation (attach schedule) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule) <i>Schedule B</i>	249		249
24 Total operating and administrative expenses. Add lines 13 through 23	684		684
25 Contributions, gifts, grants paid	18,807		18,807
26 Total expenses and disbursements. Add lines 24 and 25	19,491		19,491
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements	-10,148		
b Net investment income (if negative, enter -0-)		7968	
c Adjusted net income (if negative, enter -0-)		7968	

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Operating and Administrative Expenses

P 20

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	172,587	161,774	161,774
	2 Savings and temporary cash investments	0		
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶	0		
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶	0		
	5 Grants receivable	0		
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0		
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use	0		
	9 Prepaid expenses and deferred charges	0		
	10a Investments—U.S. and state government obligations (attach schedule) <i>Schedule C</i>	28,000	28,056	28,056
	b Investments—corporate stock (attach schedule) <i>Schedule D</i>	146,943	170,264	170,264
	c Investments—corporate bonds (attach schedule) <i>Schedule E</i>	15,876	15,262	15,262
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶	0		
	12 Investments—mortgage loans	0		
	13 Investments—other (attach schedule)	0		
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶	0		
	15 Other assets (describe ▶ Interest)	794		
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	364,200	376,143	376,143
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> 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)	364,200	376,143	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	364,200	376,143	

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	364,200
2 Enter amount from Part I, line 27a	2	-10,148
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	354,052
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	354,052

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	Warrants Mirant Corp New Ser A method LIFO	P	08-08-1997	01-03-11
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		1375	-1375
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
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	-1375
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.

(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	18,766	355,503	.052
2008	17,392	353,571	.049
2007	19,873	421,481	.047
2006	19,228	355,045	.054
2005	18,692	424,615	.043

2	Total of line 1, column (d)	2	0.245
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	.049
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	365,253
5	Multiply line 4 by line 3	5	17,897
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	79
7	Add lines 5 and 6	7	17,976
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	19,491

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1		79
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		79
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		79
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a		0
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		0
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		79
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11		0

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	✓
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>	1b	✓
c Did the foundation file Form 1120-POL for this year?	1c	✓
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>	2	✓
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>	3	✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	✓
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>	5	✓
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	✓
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>	7	✓
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► South Carolina		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	✓
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>	9	✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	✓

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 ▶ See Attachment <u>Schedule F</u>				
14	The books are in care of ▶ Janie Curtis Telephone no. ▶ 864-231-6818			
Located at ▶ 107 Carter Hall Dr., Anderson, SC ZIP+4 ▶ 29621-1976				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/>			
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? 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 ▶	16	Yes	No
				✓

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b		✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 22 of the instructions.)	2b		✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		✓
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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		5b	
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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
Janie Curtis, 107 Carter Hall Dr, Anderson, SC 29621	managing trustee	343	0	0
Pauline Rice, 111 Rice Cir., Belton, SC 29627	trustee	0	0	0
Betsy Haynie, 116 Wildwood, Belton, SC 29627	trustee	0	0	0
Lyn Douglas, 29 Mt Vere Court, Greenville, SC 29607	trustee	0	0	0
Jim Thomson, Waynesville, NC				

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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 ▶	

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	208,085
b	Average of monthly cash balances	1b	162,730
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	370,815
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	370,815
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	5562
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	365,253
6	Minimum investment return. Enter 5% of line 5	6	18,262

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	18,262
2a	Tax on investment income for 2010 from Part VI, line 5	2a	0
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,262
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	18,262
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	18,262

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	19,491
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	19,491
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	79
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,570

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				18,262
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0	
b Total for prior years: 20 <u>06</u> ,20 <u>07</u> ,20 <u>08</u>		0		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	-2351			
b From 2006	0			
c From 2007	0			
d From 2008	0			
e From 2009	0			
f Total of lines 3a through e	-2351			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ <u>19,491</u>				
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				19,491
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).)	0			
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	-2351			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see 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				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	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	0			
10 Analysis of line 9:				
a Excess from 2006	0			
b Excess from 2007	0			
c Excess from 2008	0			
d Excess from 2009	0			
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 ▶

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:

Janie Curtis, 107 Carter Hall Drive, Anderson, SC 29621-1976 Telephone (864)231-6818

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

Letter form with description of organization and request

c Any submission deadlines:

July 1 of each year

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

Restricted to religious, charitable, or educational tax exempt 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				
Connie Maxwell, PO Box 1178, Greenwood, SC 29648			Charitable	1607
Folk moot USA, PO box 658, Waynesville, NC 28786			Charitable	1300
Global Education Fund, 1105 Spruce St, Boulder, CO			Educational	1000
Haywood Theatre, PO box 1024, Waynesville, NC 28786			Charitable	1000
HCC Foundation, 185 Freeland Dr, Clyde, NC 28721			Educational	1000
Belton Ctr for Arts, 300N Main St, Belton, SC 29627			Charitable	1000
First Baptist Church, PO Box 366, Belton, SC 29627			Religious	1000
Hospice, 1835 Rogers Rd, Anderson, SC 29621			Charitable	1000
Meals on wheels, PO Box 285, Anderson, SC 29622			Charitable	2050
Belton Interfaith Ministries, 507 N Main St, Belton, SC			Charitable	1400
Provident Baptist Church, 1884 Antioch Rd, Hartsville, SC 29550			Religious	2150
Converse College, 580 E Main St., Spartanburg, SC 29302			Educational	4300
Total				3a
b Approved for future payment				
NONE				
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					18,452
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					
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)					18,452
13	Total. Add line 12, columns (b), (d), and (e)				13	18,452

(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.)



The purpose of the foundation is the support of charitable, educational and religious 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)	✓
	(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.		

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.

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.



Managing Trustee

Signature of officer or trustee Date Title

Form **990-PF** (2010)

Long-term capital gains and losses

Security description	Method	Quantity or face value (\$)	Purchase date	Sale date	Sale amount (\$)	Purchase amount (\$)	Loss (\$)	Gain (\$)	Net gain or loss (\$)
WTS MIRANT CORP NEW SER A EXP 01/03/11	LIFO	10.000	Aug 08, 97	Jan 26, 11		1,375.77	-1,375.77		-1,375.77
Net capital gains/losses:									-\$1,375.77

APZ20001000334818 PZ2000032447 00001 0111 X24 000000000 0 BL KT

Other Expenses:

Paine Webber Service Fee.....\$150

Anderson Independent Mail..... 78

Classified Ad in newspaper

Incidental Expenses..... 21

Postage, paper...

Total	<hr/> \$249
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Schedule C Part II, 10a

Thomson Foundation

57-6029007 2010 990PF

US and state government investments

Holding	Trade date	Total face value at maturity (\$)	Value on Jul 29 (\$)
U S TREASURY BOND			
RATE 7.2500% MATURES 08/15/22			
ACCRUED INTEREST \$656.90			
EAI: \$1,450 Current yield: 5.17%	Mar 03, 93	19,000.000	26,653.39
	Mar 04, 93	1,000.000	1,402.81
Security total		20,000.000	28,056.20

Schedule D: Part II, 10b
 Thomson Foundation
 57-6029007 2010 990PF

Investments ...Corporate stocks

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Jul 29 (\$)	Value on Jul 29 (\$)
DUKE ENERGY HOLDING CORP NEW						
Symbol: DUK Exchange: NYSE						
EAI: \$484 Current yield: 5.38%	Mar 17, 70	484.000	3.474	1,682.31	18.600	9,002.40
DUKE REALTY CORP NEW REITS						
Symbol: DRE Exchange: NYSE						
EAI: \$204 Current yield: 4.84%	Dec 4, 03	300.000	31.240	9,562.22	14.040	4,212.00
ESCROW MIRANT CORP **PLAN OF REORGN AS OF 01/06**						
Exchange: OTC		119.000	---This information was unavailable---		---Price was unavailable---	
EXXON MOBIL CORP						
Symbol: XOM Exchange: NYSE						
EAI: \$564 Current yield: 2.36%	Dec 4, 03	300.000	36.530	11,168.76	79.790	23,937.00
GREAT PLAINS ENERGY INC						
Symbol: GXP Exchange: NYSE						
EAI: \$212 Current yield: 4.12%	Jan 29, 01	255.000	26.800	6,988.67	20.170	5,143.35
HARTFORD FINCL SERVICES GROUP INC						
Symbol: HIG Exchange: NYSE						
EAI: \$80 Current yield: 1.71%	Aug 4, 82	200.000	4.605	946.11	23.420	4,684.00
ITT CORP						
Symbol: ITT Exchange: NYSE						
EAI: \$200 Current yield: 1.87%	Aug 4, 82	200.000	2.050	421.30	53.340	10,668.00
MARATHON OIL CORP						
Symbol: MRO Exchange: NYSE						
EAI: \$180 Current yield: 1.94%	Nov 15, 66	300.000	6.525	1,957.66	30.970	9,291.00
MARATHON PETROLEUM CO						
Symbol: MPC Exchange: NYSE						
	Nov 15, 66	150.000	8.480	1,272.08	43.790	6,568.50
RAYONIER INC REIT						
Symbol: RYN Exchange: NYSE						
EAI: \$154 Current yield: 3.73%	Aug 14, 82	55.000	3.706	203.87	64.450	3,544.75
	Earnings	9.000	25.546	229.92	64.450	580.05
Security total		64.000	6.778	433.79		4,124.80
SOUTHERN CO						
Symbol: SO Exchange: NYSE						
EAI: \$567 Current yield: 4.78%	Aug 8, 97	300.000	13.019	4,000.18	39.540	11,862.00
SPECTRA ENERGY CORP						
Symbol: SE Exchange: NYSE						
EAI: \$252 Current yield: 3.85%	Mar 17, 70	242.000	5.010	1,212.73	27.020	6,538.84
US BANCORP DEL (NEW)						
Symbol: USB Exchange: NYSE						
EAI: \$150 Current yield: 1.92%	Aug 18, 04	300.000	28.970	8,862.08	26.060	7,818.00
Total				\$48,507.89		\$103,849.89

Thomson Foundation
57-6029007 2010 990PF

Investments ...Corporate Stocks

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Jul 29 (\$)	Value on Jul 29 (\$)
DU PONT E I DE NEMOURS & CO \$4.50 PREFERRED CLBL PAR VALUE - 100.00 USD Symbol: DD.PRB Exchange: NYSE EAI: \$1,350 Current yield: 4.66%	Oct 31, 67	300.000	84.098	25,229.59	96.520	28,956.00
GENERAL ELEC CAP CORP 6.100% DUE 11/15/32 CALLABLE Symbol: GEC Exchange: NYSE EAI: \$915 Current yield: 6.02%	Aug 18, 04	600.000	25.530	15,323.25	25.320	15,192.00
MERRILL LYNCH CAPITAL V TR ORIG 7.28% PREFERRED Symbol: MER.PRF Exchange: NYSE EAI: \$1,456 Current yield: 7.53% Original cost basis: \$20,000.00	Oct 28, 98	800.000	25.000	20,000.00	24.180	19,344.00
Total				\$60,552.84		\$63,492.00

Mutual funds

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Jul 29 (\$)	Value on Jul 29 (\$)
PACE INTERMEDIATE FIXED INCOME INVESTMENTS CLASS A Trade date: Jul 29, 86	239.403	13.367	3,200.11	3,200.11	12.150	2,908.75
Total reinvested	1.016	12.116		12.31	12.150	12.34
EAI: \$60 Current yield: 2.05%						
Security total	240.419	13.362	3,200.11	3,212.42		2,921.09

Total

\$103,849
63,492
2,921
\$170,264

Schedule E - Part II, 10c
Thomson Foundation
57-6029007 2010 990PF

Investments ...Corporate Bonds

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Jul 29 (\$)	Value on Jul 29 (\$)
HSBC FIN CORP MTN SER NOTZ B/E RATE 07.100% MATURES 12/15/11 ACCRUED INTEREST \$130.16 CUSIP 44181EEL8 Moody: A3 S&P: A EAI: \$533 Current yield: 6.98%	Dec 20, 01	15,000.000	100.000	15,000.00	101.750	15,262.50

Thomson Foundation
57-6029007
990 PF - 2010

SCHEDULE F

PART VII-A, 13

**State of South Carolina
County of Anderson**

{Affidavit

Personally appeared before me, James Donald, who being duly sworn, says that he is the Classified Sales Manager of the *Independent-Mail* daily newspaper, published at Anderson, South Carolina and that a Public Notice for The Annual Report for The Thomson appeared in the above newspaper in the issue of Nov. 11, 2011.

Copy of said advertisement is attached hereto.

Signed: _____

James Donald

Sworn to and subscribed before me

this 15th day of

Nov 2011.

Seal

Patricia A. Yeager
Notary Public for South Carolina

MY COMMISSION EXPIRES FEB. 10, 2014

My Commission Expires

PUBLIC NOTICE
The annual report of The Thomson Foundation is available for inspection during normal business hours by any citizen who requests within 180 days of this notice. The Thomson Foundation, Janie Curtis, Managing Trustee, 107 Carter Hall Dr., Anderson, SC 29621. (864) 231-6818.