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

OMB No 1545-0052

**2011**

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

For calendar year **2011** or tax year beginning , **2011**, and ending , **20**

Name of foundation <b>THE WILLIAM S. AND NANCY E. THOMPSON FOUNDATION</b>		<b>A Employer identification number</b> 20-6371108
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	<b>B Telephone number (see instructions)</b> (949) 209-6210
610 NEWPORT CENTER DRIVE City or town, state, and ZIP code NEWPORT BEACH, CA 92660		
<b>G Check all that apply.</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H Check type of organization:</b> <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		
<b>I Fair market value of all assets at end of year (from Part II, col. (c), line 16)</b> \$ 38,947,099.		<b>J Accounting method:</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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) . . . . .	435,841.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .				
	3 Interest on savings and temporary cash investments . . . . .	6,127.	6,127.		
	4 Dividends and interest from securities . . . . .	1,033,499.	1,033,499.		
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 10 . . . . .	973,430.			
	b Gross sales price for all assets on line 6a . . . . .	11,275,675.			
	7 Capital gain net income (from Part IV, line 2) . . . . .		1,347,737.		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances . . . . .				
Operating and Administrative Expenses	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 . . . . .	2,448,897.	2,387,363.		
	13 Compensation of officers, directors, trustees, etc . . . . .	42,054.			42,054.
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .	12,670.			12,670.
	16a Legal fees (attach schedule) ATCH. 1 . . . . .	485.			485.
	b Accounting fees (attach schedule) ATCH. 2 . . . . .	10,000.			10,000.
	c Other professional fees (attach schedule) * . . . . .	213,993.	213,993.		
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions) . . . . .	111,740.			
	19 Depreciation (attach schedule) and depletion . . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .	8,892.			8,892.
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) ATCH. 5 . . . . .	2,049.			2,049.
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	401,883.	213,993.		76,150.
	25 Contributions, gifts, grants paid . . . . .	1,880,750.			1,880,750.
	26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	2,282,633.	213,993.	0	1,956,900.
	27 Subtract line 26 from line 12 . . . . .				
	a Excess of revenue over expenses and disbursements . . . . .	166,264.			
	b Net investment income (if negative, enter -0-) . . . . .		2,173,370.		
	c Adjusted net income (if negative, enter -0-) . . . . .				

For Paperwork Reduction Act Notice, see instructions.

\*ATCH 3 JSA \*\* ATCH 4

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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				
	2	Savings and temporary cash investments		9,505,370.	3,417,082.	3,417,082.
	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 instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) <b>ATCH. 6</b>		3,377,812.	3,737,368.	3,683,955.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) <b>ATCH. 7</b>		26,822,643.	32,717,639.	31,846,062.	
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)		39,705,825.	39,872,089.	38,947,099.	
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 checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		39,705,825.	39,872,089.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	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 instructions)		39,705,825.	39,872,089.	
	31	Total liabilities and net assets/fund balances (see instructions)		39,705,825.	39,872,089.	

## 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	39,705,825.
2	Enter amount from Part I, line 27a	2	166,264.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	39,872,089.
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	39,872,089.

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**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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/89					
(i) F.M.V. as of 12/31/89	(j) Adjusted basis as of 12/31/89	(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))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	1,347,737.	
<b>3</b> 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 instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>	0	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,079,673.	33,753,324.	0.031987
2009	1,163,058.	22,236,123.	0.052305
2008	1,502,750.	19,931,964.	0.075394
2007	1,023,839.	7,835,676.	0.130664
2006	238,608.	5,790,844.	0.041204
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.331554
<b>3</b> 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			<b>3</b> 0.066311
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			<b>4</b> 41,651,362.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 2,761,943.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 21,734.
<b>7</b> Add lines 5 and 6			<b>7</b> 2,783,677.
<b>8</b> 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.			<b>8</b> 1,956,900.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 43,467.
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
3 Add lines 1 and 2. . . . .		3 43,467.
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 43,467.
6 Credits/Payments		
a 2011 estimated tax payments and 2010 overpayment credited to 2011 . . . . .	6a 79,738.	
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 79,738.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		10 36,271.
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 36,271. Refunded <input type="checkbox"/> 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? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . 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		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> JENNIFER T. LAVENSON Telephone no. <input type="checkbox"/> 949-209-6210			
Located at <input type="checkbox"/> 610 NEWPORT CENTER DRIVE #1220 NEWPORT BEACH, CA ZIP + 4 <input type="checkbox"/> 92660				
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 <input type="checkbox"/> 15				
16	At any time during calendar year 2011, 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
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <input type="checkbox"/>				

**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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 instructions)? <input type="checkbox"/>	1b	X
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 2011? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years <input type="checkbox"/>		
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 instructions) <input type="checkbox"/>	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/>		
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 2011 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 2011) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/>	4b	X

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**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870.7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 8		42,054.	0	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WILLIAM THOMPSON III BURLINGAME, CA 94010	INVEST MGMT CONSULT	204,532
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.

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
<b>1</b> N/A <div></div> <div></div>	
<b>2</b> <div></div> <div></div>	
<b>3</b> <div></div> <div></div>	
<b>4</b> <div></div> <div></div>	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b> NONE ----- ----- -----	
<b>2</b> ----- ----- -----	
All other program-related investments See instructions	
<b>3</b> NONE ----- ----- -----	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	37,820,669.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	4,464,978.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	42,285,647.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	42,285,647.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	634,285.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	41,651,362.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	2,082,568.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	2,082,568.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	43,467.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	43,467.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,039,101.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	2,039,101.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,039,101.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 28	<b>1a</b>	1,956,900.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,956,900.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,956,900.

**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 instructions)**

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7 . . . . .				2,039,101.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only . . . . .				
b Total for prior years 20 09, 20 08, 20 07 . . . . .				
3 Excess distributions carryover, if any, to 2011				
a From 2008 . . . . .				
b From 2007 . . . . .				
c From 2008 . . . . . 317,304.				
d From 2009 . . . . . 62,438.				
e From 2010 . . . . .				
f Total of lines 3a through e . . . . .	379,742.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,956,900.				
a Applied to 2010, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2011 distributable amount . . . . .				1,956,900.
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	82,201.			82,201.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	297,541.			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
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 instructions . . . . .				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	297,541.			
10 Analysis of line 9				
a Excess from 2007 . . . . .				
b Excess from 2008 . . . . . 235,103.				
c Excess from 2009 . . . . . 62,438.				
d Excess from 2010 . . . . .				
e Excess from 2011 . . . . .				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 8 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 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).)

WILLIAM S. & NANCY E. THOMPSON

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>  ATTACHMENT 9				
<b>Total</b> . . . . .			<b>3a</b>	1,880,750.
<b>b Approved for future payment</b>  ATTACHMENT 10				
<b>Total</b> . . . . .			<b>3b</b>	120,000.

**Part XVI-A Analysis of Income-Producing Activities**

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 instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue.						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments . . . . .						
3 Interest on savings and temporary cash investments			14	6,127.		
4 Dividends and interest from securities . . . . .			14	1,033,499.		
5 Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
6 Net rental income or (loss) from personal property .						
7 Other investment income . . . . .						
8 Gain or (loss) from sales of assets other than inventory			18	973,430.		
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) . . . . .				2,013,056.		
13 Total. Add line 12, columns (b), (d), and (e) . . . . .				13		2,013,056.

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

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

[illegible]

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



- | 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?   |  | Yes       | No |
|---|--|-----------|----|
| <b>a Transfers from the reporting foundation to a noncharitable exempt organization of:</b>   |  |           |    |
| (1) Cash  |  |           | X  |
| (2) Other assets  |  |           | X  |
| <b>b Other transactions:</b>  |  |           |    |
| (1) Sales of assets to a noncharitable exempt organization  |  |           | X  |
| (2) Purchases of assets from a noncharitable exempt organization  |  |           | X  |
| (3) Rental of facilities, equipment, or other assets  |  |           | X  |
| (4) Reimbursement arrangements  |  |           | X  |
| (5) Loans or loan guarantees  |  |           | X  |
| (6) Performance of services or membership or fundraising solicitations  |  |           | X  |
| <b>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</b>   |  | <b>1c</b> | X  |
| <b>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.</b> |  |           |    |

[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

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee \_\_\_\_\_ Date 11/15/12 Title CFO

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MICHELLE MICHALOWSKI		NOV 18 2012		P00755304
	Firm's name ▶ PRICEWATERHOUSECOOPERS LLP	Firm's EIN ▶ 13-4008324			
	Firm's address ▶ 1301 K STREET NW, STE 800W WASHINGTON, DC	20005-3333	Phone no. 202-414-1000		

**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011**

**Name of the organization**

THE WILLIAM S. AND NANCY E. THOMPSON  
FOUNDATION

**Employer identification number**

20-6371108

**Organization type (check one):**

**Filers of:**

**Section:**

Form 990 or 990-EZ

- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ► \$

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

Name of organization THE WILLIAM S. AND NANCY E. THOMPSON  
FOUNDATIONEmployer identification number  
20-6371108**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMPSON FAMILY CHARITABLE LEAD TRUST C/O WST PTNRS, 610 NEWPORT CTR DR., 1220 NEWPORT BEACH, CA 92660	\$ 435,841.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization THE WILLIAM S. AND NANCY E. THOMPSON  
FOUNDATION

Employer identification number  
20-6371108

**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization THE WILLIAM S. AND NANCY E. THOMPSON  
FOUNDATION

Employer identification number  
20-6371108

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/89	Adj. basis as of 12/31/89	Excess of FMV over adj. basis		Gain or (loss)	
11275675.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 10191633.				P	VARIOUS  1,084,042.	VARIOUS
		SHORT-TERM CAPITAL GAIN DISTRIBUTIONS PROPERTY TYPE: SECURITIES				P	VARIOUS  34,079.	VARIOUS
		LONG-TERM CAPITAL GAIN DISTRIBUTIONS PROPERTY TYPE: SECURITIES				P	VARIOUS  162,370.	VARIOUS
		WEATHERLOW OFFSHORE FUND I PROPERTY TYPE: OTHER				P	VARIOUS  67,246.	VARIOUS
TOTAL GAIN (LOSS) .....							<u>1,347,737.</u>	

ATTACHMENT 1FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAUL HASTINGS	485.			485.
TOTALS	<u>485.</u>			<u>485.</u>

ATTACHMENT 2FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PRICEWATERHOUSECOOPERS	5,000.			5,000.
WRIGHT FORD & YOUNG	5,000.			5,000.
TOTALS	<u>10,000.</u>			<u>10,000.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FIDELITY INVESTMENT FEES	9,461.	9,461.
INVESTMENT MANAGEMENT FEES	204,532.	204,532.
TOTALS	<u>213,993.</u>	<u>213,993.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EMPLOYEE STATE TAXES	8,650.
EMPLOYEE FEDERAL INCOME TAXES	20,090.
FEDERAL EXCISE TAXES	83,000.
TOTALS	<u>111,740.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ADP PAYROLL EXPENSES	840.	840.
HARTFORD INSURANCE	736.	736.
OTHER COSTS	165.	165.
REGISTRATION/RENEWAL FEE	150.	150.
BOOKS, SUBSCRIPTIONS, REFERENCE SUPPLIES	100.	100.
POSTAGE, MAILING SERVICES	30.	30.
CA FILING FEE	18.	18.
	10.	10.
TOTALS	<u>2,049.</u>	<u>2,049.</u>



ATTACHMENT 6FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY STOCK INVESTMENTS: ACCOUNT X8360 (SEE ATCH 6A)	3,377,812.	3,737,368.	3,683,955.
TOTALS	<u>3,377,812.</u>	<u>3,737,368.</u>	<u>3,683,955.</u>

THE WILLIAM S. AND NANCY E. THOMPSON FOUNDATION  
 EIN: 20-6371108  
 TAX YEAR 2011

PAGE 2, PART II BALANCE SHEET SUPPLEMENT

LINE 10b, INVESTMENTS - CORPORATE STOCK

DESCRIPTION OF PROPERTY	SHARES	ENDING BOOK VALUE	ENDING FMV
BERSHIRE HATHAWAY INC DEL CL A	3,000.000	359,520	344,265
SPDR GOLD TR GOLD SHS	4,198.000	544,541	638,054
VANGUARD INTL EQUITY INDEX FDS MSCI PAC	19,278.000	1,071,256	917,440
VANGUARD INDEX FDS VANGUARD TOTAL STK	27,748.000	1,762,051	1,784,196
		3,737,368	3,683,955

ATTACHMENT 7FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIDELITY MUTUAL FUNDS:			
ACCOUNT X8360 (SEE ATCH 7A)	19,016,682.	23,182,162.	22,407,635.
ACCOUNT X9755 (SEE ATCH 7A)	1,018,719.	1,420,929.	1,388,198.
WEATHERLOW OFFSHORE FUND I	3,000,000.	3,000,000.	3,126,120.
EMERGING MARKETS GROWTH FUND	1,287,242.	1,864,548.	1,575,568.
FORESTER DIVERSIFIED LTD	2,500,000.	3,250,000.	3,348,541.
TOTALS	<u>26,822,643.</u>	<u>32,717,639.</u>	<u>31,846,062.</u>

THE WILLIAM S. AND NANCY E. THOMPSON FOUNDATION  
 EIN: 20-6371108  
 TAX YEAR 2011

PAGE 2, PART II BALANCE SHEET SUPPLEMENT

LINE 13. INVESTMENTS - OTHER

DESCRIPTION OF PROPERTY	SHARES	ENDING BOOK VALUE	ENDING FMV
<b>FIDELITY ACCOUNT X8360:</b>			
ACADIAN EMERGING MARKETS PORT INSTL	97,727.247	1,831,426	1,554,840
ARTISAN INTL VALUE FUND INV CL	80,387.950	1,881,921	2,016,934
BRIDGEWAY BLUE CHIP 35 INDEX	237,638.952	1,507,326	1,763,281
HARBOR CAPITAL APPRECIAT INSTL	30,937.955	984,976	1,141,611
HARDING LOEVNER INTL EQUITY PORT INSTL	146,578.519	1,903,924	1,958,289
NEUBERGER BERMAN HIGH INC BOND INSTL	112,089.061	1,012,997	998,714
PIMCO TOTAL RETURN INSTL	344,299.428	3,765,153	3,742,535
PIMCO COMMODITY REAL RETURN INST	171,504.366	1,675,106	1,121,639
RIDGEWORTH FLOATING RATE INCOME FD	145,921.959	1,304,636	1,262,225
T ROWE PRICE NEW ERA	44,983.155	2,028,190	1,891,542
SOUND SHORE FD INC	48,952.007	1,536,665	1,445,553
TEMPLETON GLOBAL BOND ADVISOR CLASS	189,118.981	2,599,105	2,339,402
VANGUARD ENERGY FUND ADMIRAL SHARES	10,402.110	1,150,737	1,171,070
<b>FIDELITY ACCOUNT X8360 TOTAL:</b>		<b>23,182,162</b>	<b>22,407,635</b>

<b>FIDELITY ACCOUNT X9755:</b>			
AQR MANAGED FUTURES FUND	14,252.291	141,644	136,865
ARBITRAGE FUND CLASS R	6,260.242	80,932	82,425
BLACKROCK GLOBAL ALLOCATION CL A	5,751.631	107,332	106,740
CALAMOS MARKET NEUTRAL INCOME	6,349.520	74,517	77,164
COLUMBIA ACORN SELECT CLASS Z	2,816.231	78,777	66,519
DAVIS APPRECIATION AND INCOME	4,484.402	116,903	114,532
DRIEHAUS ACTIVE INCOME	7,279.797	81,050	73,807
MAINSTAY HIGH YIELD OPP	5,573.990	66,060	62,053
FORWARD TACTICAL GROWTH	3,600.424	92,126	89,477
FORWARD LONG/SHORT CREDIT ANALYSIS	3,121.603	24,821	25,525
OAKMARK EQUITY & INCOME	4,552.766	124,578	127,104
LOOMIS SAYLES BOND	7,649.042	107,704	107,495
MAINSTAY CONVERTIBLE CL A	1,937.563	34,470	29,058
PAYDEN HIGH INCOME INVESTOR	18,591.154	134,192	130,778
PUTNAM CAPITAL SPECTRUM FUND	2,051.592	46,304	47,747
YACKTMAN FOCUSED	5,840.416	109,519	110,910
<b>FIDELITY ACCOUNT X9755 TOTAL:</b>		<b>1,420,929</b>	<b>1,388,198</b>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
WILLIAM S. THOMPSON 610 NEWPORT CENTER DRIVE, STE 1220 NEWPORT BEACH, CA 92660	TRUSTEE 1.00	0	0	0
NANCY E. THOMPSON 610 NEWPORT CENTER DRIVE, STE 1220 NEWPORT BEACH, CA 92660	TRUSTEE 1.00	0	0	0
JENNIFER T. LAVENSON 610 NEWPORT CENTER DRIVE, STE 1220 NEWPORT BEACH, CA 92660	CFO 20.00	10,668.	0	0
DONALD C. THOMPSON 610 NEWPORT CENTER DRIVE, STE 1220 NEWPORT BEACH, CA 92660	EXECUTIVE DIRECTOR 35.00	31,386.	0	1,160.
GRAND TOTALS		42,054.	0	1,160.

THE WILLIAM S. AND NANCY E. THOMPSON

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AFFTON SCHOOL DISTRICT 8701 MACKENZIE ROAD ST LOUIS, MO 63123	NONE	PUBLIC CHARITY	GENERAL SUPPORT	60,000.
THE CAREY SCHOOL 1 CAREY SCHOOL LANE SAN MATEO, CA 94403	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,250.
ORANGE COUNTY COMMUNITY FOUNDATION 4041 MACARTHUR BLVD SUITE 510 NEWPORT BEACH, CA 92660	NONE	PUBLIC CHARITY	GENERAL SUPPORT	750,000.
SHARE OURSELVES 1550 SUPERIOR AVENUE COSTA MESA, CA 92660	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
ILLUMINATION FOUNDATION 2691 RICHTER AVENUE SUITE 107 IRVINE, CA 92606	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
EL VIENTO FOUNDATION P.O. BOX 3897 HUNTINGTON BEACH, CA 92605	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.

FORM 990B-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DENISON UNIVERSITY P.O. BOX 716 GRANVILLE, OH 430023	NONE PUBLIC CHARITY	GENERAL SUPPORT	1,000.
CALL PRIMROSE CENTER 139 PRIMROSE ROAD BURLINGAME, CA 94010	NONE PUBLIC CHARITY	GENERAL SUPPORT	500.
WOODEN FLOOR 1810 NORTH MAIN STREET SANTA ANA, CA 92706	NONE PUBLIC CHARITY	GENERAL SUPPORT	750.
GLOBAL GIVING FOUNDATION 1023 15TH STREET NW FL 12 WASHINGTON, DC 20005	NONE PUBLIC CHARITY	GENERAL SUPPORT	1,500.
BLIND CHILDREN'S LEARNING CENTER 18542-B VANDERLIP AVENUE SANTA ANA, CA 92705	NONE PUBLIC CHARITY	GENERAL SUPPORT	2,500.
KIDWORKS 1902 WEST CHESTNUT AVENUE SANTA ANA, CA 92703	NONE PUBLIC CHARITY	GENERAL SUPPORT	1,000.

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN RED CROSS P.O. BOX 4002018 DES MOINES, IA 50340	NONE PUBLIC CHARITY		GENERAL SUPPORT	10,000.
HOAG HOSPITAL 500 SUPERIOR AVENUE SUITE 350 NEWPORT BEACH, CA 92663	NONE PUBLIC CHARITY		GENERAL SUPPORT	1,000,000.
SMILE TRAIN 41 MADISON AVENUE FLOOR 28 NEW YORK, NY 10010	NONE PUBLIC CHARITY		GENERAL SUPPORT	5,000.
OC FOOD BANK 11870 MONARCH STREET GARDEN GROVE, CA 92841	NONE PUBLIC CHARITY		GENERAL SUPPORT	10,000.
ST. JUDES 501 ST JUDE PLACE MEMPHIS, TN 38105	NONE PUBLIC CHARITY		GENERAL SUPPORT	10,000.
CHARITABLE VENTURE OC 1505 E. 17TH STREET SUITE 101 SANTA ANA, CA 92705	NONE PUBLIC CHARITY		GENERAL SUPPORT	750.



THE WILLIAM S. AND NANCY E. THOMPSON

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DOCTORS WITHOUT BORDERS P.O. BOX 5030 HAGERSTOWN, MD 21741	NONE PUBLIC CHARITY	GENERAL SUPPORT	2,500.
TOTAL CONTRIBUTIONS PAID			<u>1,880,750</u>

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ATTACHMENT 10

AND

AMOUNT

**NONE**

**PUBLIC CHARITY**

**GENERAL SUPPORT**

120,000.

TOTAL CONTRIBUTIONS APPROVED

120,000