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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning August 1, 2011, and ending July 31, 2012

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 instructions) 864-231-6818
City or town, state, and ZIP code Anderson, SC 29621		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 383,772	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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 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)	0			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2897	2897	2897	
	4 Dividends and interest from securities	7110	7110	7110	
	5a Gross rents	0			
	b Net rental income or (loss)	0			
	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)		0		
	8 Net short-term capital gain			0	
	9 Income modifications			0	
	10a Gross sales less returns and allowances	0			
b Less: Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0		0		
11 Other income (attach schedule)	0				
12 Total. Add lines 1 through 11	10,007	10,007	10,007		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	290			
	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 instructions)	79			
	19 Depreciation (attach schedule) and depletion	0			
	20 Occupancy	0			
	21 Travel, conferences, and meetings	0			
	22 Printing and publications	0			
	23 Other expenses (attach schedule) <i>Schedule A</i>	724			
	24 Total operating and administrative expenses. Add lines 13 through 23	1014			
	25 Contributions, gifts, grants paid	19,188			19,188
26 Total expenses and disbursements. Add lines 24 and 25	20,202				
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-10,195				
b Net investment income (if negative, enter -0-)		10,007			
c Adjusted net income (if negative, enter -0-)			10,007		

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	161,774	60,343	60,343
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule) B	28,056	21,442	30,890
	b Investments—corporate stock (attach schedule) C	170,264	218,711	291,874
	c Investments—corporate bonds (attach schedule)	15,262	0	0
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ INTEREST)	787		665
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	376,143	300,496	383,772
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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	
	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 instructions)	376,143	300,496	
	31 Total liabilities and net assets/fund balances (see instructions)	376,143	300,496	

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	376,143
2	Enter amount from Part I, line 27a	2	-10,195
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	365,948
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	365,948

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				
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	
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 instructions). If (loss), enter -0- in Part I, line 8 }	3	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.

(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	18807	364200	.051
2009	18766	355503	.052
2008	17392	353571	.049
2007	19873	421481	.047
2006	19228	355045	.054

2 Total of line 1, column (d)	2	0.253
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	.051
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	363,739
5 Multiply line 4 by line 3	5	18,550
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	100
7 Add lines 5 and 6	7	18,650
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.	8	20,202

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)	1	100
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		
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	100
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	100
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	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	100
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 2012 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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		✓
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		✓
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
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>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► SEE AFFIDAVIT ATTACHED <i>Schedule D</i>				
14	The books are in care of ► JANIE CURTIS	Telephone no. ►	8642316818	
	Located at ► 107 CARTER HALL DR., ANDERSON, SC	ZIP+4 ►	29621-1970	
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 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
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			✓

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 instructions)?	1b	✓
	Organizations relying on a current notice regarding disaster assistance check here	►	<input type="checkbox"/>
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?	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 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 ► 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 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 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.)	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 2011?	4b	✓

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

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b****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
Janie Curtis, 107 Carter Hall Dr., Anderson, SC 29621	managing trustee	290	0	0
Pauline Rice, 111 Rice Circle, Belton, SC 29627	trustee	0	0	0
Betsy Thomson, Wildwood, Belton, SC 29627	trustee	0	0	0
Lyn Douglas, Mt. Vere, Greenville, SC 29607	trustee	0	0	0
Jim Thomson, Waynesville, NC	trustee	0	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 ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		▶

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 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 instructions.	
3 NONE	
Total. Add lines 1 through 3	▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	243989
b	Average of monthly cash balances	1b	125289
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	369278
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	369278
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5539
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	363739
6	Minimum investment return. Enter 5% of line 5	6	18186

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

1	Minimum investment return from Part X, line 6	1	18186
2a	Tax on investment income for 2011 from Part VI, line 5	2a	100
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	100
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18086
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	18086
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	18086

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	20202
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	20202
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	100
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20102

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				18086
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0	
b Total for prior years: 20 <u>07</u> ,20 <u>08</u> ,20 <u>09</u>		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>20202</u>				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				18086
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (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	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

Part XIV Private Operating Foundations (see 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 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)

	Tax year	Pnor 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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 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, Managing Trustee, 107 Carter Hall Dr., Anderson, SC 29621

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

Letter form with description of organization and request for donation.

c Any submission deadlines:

July 1st 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 Children's Home.....\$1188 PO Box 1178 Greenwood, SC 29648-1178			First Baptist Church.....\$500 PO Box 366 Belton, SC 29627	
Folkmoot USA.....\$1000 PO Box 658 Waynesville, NC 28786			Hospice of the Upstate.....\$500 1835 Rogers Road Anderson, SC 29621	
Global Education Fund.....\$1250 1105 Spruce Street Boulder, CO 80302			Meals on Wheels of Anderson.....\$1550 PO Box 285 Anderson, SC 29622	
Haywood Arts Regional Theater.....\$1000 PO Box 1024 Waynesville, NC 28786			Belton Interfaith Ministries.....\$ 1700 507 North Main Street Belton, SC 29627	
Haywood Community College Foundation...\$1000 185 Freeland Drive Clyde, NC 28721			Provident Baptist Church.....\$2000 1884 Antioch Road Hartsville, SC 29550	
United Ministries.....\$1000 606 Pendleton St Greenville, SC 29601			Converse College School of Music.....\$5500 Eleanor Thomson Roy Vocal Scholarship Fund 580 East Main Street Spartanburg, SC 29302-0006	
Belton Center for the Arts.....\$1000 300 North Main Street Belton, SC 29627				
Total				3a 19,188
b Approved for future payment				
Total				3b

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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




b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**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.

correct and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has knowledge.

		
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

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Thomson Foundation
EIN # 57-6029007

SCHEDULE A
Part I, Line 23

EXPENSES

PAINE WEBBER SERVICE FEE.....	\$ 150.00
ANDERSON INDEPENDENT MAIL.....	78.00
INCIDENTAL EXPENSES, JANIE CURTIS.....	21.00
JANIE CURTIS(Manager- 10% of interest).....	290.00
TAX PENALTY FOR FILING LATE.....	475.45
	<hr/>
	724.45

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SCHEDULE B

Part II, Line 10 a

Government securities

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values. Actual market values may vary and thus gains/losses may not be accurately reflected. Cost basis has been adjusted for accreted original issue discount (OID). If you have made a

tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization.

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Jul 31 (\$)	Value on Jul 31 (\$)	Unrealized gain or loss (\$)	Holding period
U S TREASURY BOND								
RATE 7.2500% MATURES 08/15/22								
ACCRUED INTEREST \$665.24								
EAI: \$1,450 Current yield: 4.69%	Mar 03, 93	19,000.000	106.958	20,325.82	154.453	29,346.07	9,020.25	LT
	Mar 04, 93	1,000.000	108.182	1,116.82	154.453	1,544.53	427.71	LT
		20,000.000		21,442.64		30,890.60	9,447.96	
Security total								

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Equities

SCHEDULE C

Part II, Line 10b

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Jul 31 (\$)	Value on Jul 31 (\$)	Unrealized gain or loss (\$)
AT&T INC							
Symbol: T Exchange: NYSE							
EAI: \$880 Current yield: 4.64%	Mar 30, 12	500.000	31.698	15,849.44	37.920	18,960.00	3,110.56
DUKE ENERGY CORP NEW							
Symbol: DUK Exchange: NYSE							
EAI: \$493 Current yield: 4.52%	Mar 17, 70	161.000	10.427	1,678.83	67.780	10,912.58	9,233.75
DUKE REALTY CORP NEW REITS							
Symbol: DRE Exchange: NYSE							
EAI: \$204 Current yield: 4.70%	Dec 4, 03	300.000	31.545	9,463.56	14.460	4,338.00	-5,125.56
ESCROW MIRANT CORP **PLAN OF REORGN AS OF 01/06**							
Exchange: OTC		119.000	—This information was unavailable—		—Price was unavailable—		
EXELUS INC							
Symbol: XLS Exchange: NYSE							
EAI: \$83 Current yield: 4.41%	Aug 4, 82	200.000	0.515	103.08	9.400	1,880.00	1,776.92
EXXON MOBIL CORP							
Symbol: XOM Exchange: NYSE							
EAI: \$684 Current yield: 2.63%	Dec 4, 03	300.000	37.229	11,168.76	86.850	26,055.00	14,886.24
GLAXO SMITHKLINE PLC ADR							
Symbol: GSK Exchange: NYSE							
EAI: \$742 Current yield: 4.96%	Mar 30, 12	325.000	45.527	14,796.53	46.000	14,950.00	153.47
GREAT PLAINS ENERGY INC							
Symbol: GXP Exchange: NYSE							
EAI: \$217 Current yield: 3.84%	Jan 29, 01	255.000	27.406	6,988.67	22.180	5,655.90	-1,332.77
HARTFORD FINCL SERVICES GROUP INC							
Symbol: HIG Exchange: NYSE							
EAI: \$80 Current yield: 2.43%	Aug 4, 82	200.000	4.730	946.11	16.450	3,290.00	2,343.89
INTEL CORP							
Symbol: INTC Exchange: OTC							
EAI: \$473 Current yield: 3.51%	Mar 30, 12	525.000	28.620	15,025.86	25.700	13,492.50	-1,533.36
ITT CORP							
Symbol: ITT Exchange: NYSE							
EAI: \$36 Current yield: 1.92%	Aug 4, 82	100.000	0.796	79.62	18.740	1,874.00	1,794.38
JOHNSON & JOHNSON COM							
Symbol: JNJ Exchange: NYSE							
EAI: \$549 Current yield: 3.52%	Mar 30, 12	225.000	66.951	15,064.08	69.220	15,574.50	510.42
MARATHON OIL CORP							
Symbol: MRO Exchange: NYSE							
EAI: \$204 Current yield: 2.57%	Nov 15, 66	300.000	6.525	1,957.66	26.470	7,941.00	5,983.34
MARATHON PETROLEUM CO							
Symbol: MPC Exchange: NYSE							
EAI: \$210 Current yield: 2.96%	Nov 15, 66	150.000	8.480	1,272.08	47.300	7,095.00	5,822.92
PROCTER & GAMBLE CO							
Symbol: PG Exchange: NYSE							
EAI: \$506 Current yield: 3.48%	Mar 30, 12	225.000	68.118	15,326.65	64.540	14,521.50	-805.15
RAYONIER INC REIT							
Symbol: RYN Exchange: NYSE							
EAI: \$169 Current yield: 3.69%	Aug 14, 82	82.500	2.471	203.87	47.690	3,934.43	3,730.56
	Earnings	13.500	17.031	229.92	47.690	643.82	413.90
SOUTHERN CO							
Symbol: SO Exchange: NYSE							
EAI: \$588 Current yield: 4.07%	Aug 8, 97	300.000	13.333	4,000.18	48.150	14,445.00	10,444.82
SPECTRA ENERGY CORP							
Symbol: SE Exchange: NYSE							
EAI: \$271 Current yield: 3.65%	Mar 17, 70	242.000	5.011	1,212.73	30.690	7,426.98	6,214.25
US BANCORP DEL (NEW)							
Symbol: USB Exchange: NYSE							
EAI: \$234 Current yield: 2.33%	Aug 18, 04	300.000	29.540	8,862.08	33.500	10,050.00	1,187.92
VERIZON COMMUNICATIONS INC							
Symbol: VZ Exchange: NYSE							
EAI: \$800 Current yield: 4.43%	Mar 30, 12	400.000	38.684	15,473.73	45.140	18,056.00	2,582.27
XYLEM INC							
Symbol: XYL Exchange: NYSE							
EAI: \$81 Current yield: 1.69%	Aug 4, 82	200.000	1.193	238.60	23.980	4,796.00	4,557.40
Total				\$139,942.04		\$205,892.20	\$65,950.17
Total estimated annual income: \$7,504							

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Thomson Foundation

EIN # 57-6029007

SCHEDULE C

Part II, Line 10b (continued)

Fixed income

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Jul 31 (\$)	Value on Jul 31 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
PACE INTERMEDIATE RXED INCOME INVESTMENTS CLASS A									
Trade date: Jul 29, 86	239.403	13.367	3,200.11	3,200.11	12.430	2,975.77	-224.34		LT
Total reinvested	1.016	12.116		12.31	12.430	12.63	0.32		
EAI \$53 Current yield: 1.77%									
Securty total	240.419	13.362	3,200.11	3,212.42		2,988.40	-224.02	-211.71	

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Jul 31 (\$)	Value on Jul 31 (\$)	Unrealized gain or loss (\$)	Holding period
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: 4.14%	Oct 31, 67	300.000	84.098	25,229.59	108.780	32,634.00	7,404.41	LT
GENERAL ELEC CAP CORP								
6.100%								
DUE 11/15/32 CALLABLE								
Symbol: GEC Exchange: NYSE								
EAI: \$915 Current yield: 5.81%	Aug 18, 04	600.000	25.538	15,323.25	26.250	15,750.00	426.75	LT
MERRILL LYNCH CAPITAL V TR								
ORIG 7.28% PREFERRED								
Symbol: MER.PR.F Exchange: NYSE								
EAI: \$1,456 Current yield: 7.24%								
Original cost basis: \$20,000.00	Oct 28, 98	800.000	25.000	20,000.00	25.150	20,120.00	120.00	LT
Total				\$60,552.84		\$68,504.00	\$7,951.16	
Total estimated annual income: \$3,721								

Other

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date. The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss. It also does not include cash dividends that were not reinvested.

Holding	Number of shares	Purchase price/Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Jul 31 (\$)	Value on Jul 31 (\$)	Unrealized (tax) gain or loss (\$)	Investment return (\$)	Holding period
FIRST EAGLE GLOBAL FUND CLASS C Symbol: FESGX Trade date: Mar 30, 12 EAI: \$64 Current yield: 0.44%	311.526	48.166	15,005.25	15,005.25	46.510	14,489.07	-516.18	-516.18	ST

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EIN # 57-6029007

SCHEDULE D

Part VII Line 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 of The Thomson Foundation appeared in the newspaper issue of December 12, 2012.

Copy of said advertisement is attached hereto.

Signed: James Donald

Sworn to and subscribed before me

this 12th day of
Dec. 2012.

Seal Patricia A. Yeager

Notary Public for South Carolina

MY COMMISSION EXPIRES FEB. 19, 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.