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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 11/1/2011, **and ending** 10/31/2012

Name of foundation JACK W. THOMPSON FOUNDATION		A Employer identification number 81-6010360
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N.A. 101N Independence Mall E MACY1372-062		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input 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 checked="" 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) ▶ \$ 287,333	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	
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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(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)	20,500			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	5,890	5,854		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	21,766			
	b Gross sales price for all assets on line 6a	101,243			
	7 Capital gain net income (from Part IV, line 2)		21,766		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	48,156	27,620	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	3,257	2,443		814
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	460	0	0	460
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	400	113	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	0	0	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	4,117	2,556	0	1,274
	25 Contributions, gifts, grants paid	30,500			30,500
26 Total expenses and disbursements. Add lines 24 and 25	34,617	2,556	0	31,774	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	13,539				
b Net investment income (if negative, enter -0-)		25,064			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

(HTA)

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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		0		
	2	Savings and temporary cash investments	16,188	12,585	12,585	
	3	Accounts receivable	0			
		Less: allowance for doubtful accounts	0	0	0	
	4	Pledges receivable	0			
		Less: allowance for doubtful accounts	0	0	0	
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0	
	7	Other notes and loans receivable (attach schedule)	0			
		Less: allowance for doubtful accounts	0	0	0	
	8	Inventories for sale or use	0	0		
	9	Prepaid expenses and deferred charges		0		
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0	
	b	Investments—corporate stock (attach schedule)	0	0	0	
	c	Investments—corporate bonds (attach schedule)	0	0	0	
	11	Investments—land, buildings, and equipment basis	0			
	Less: accumulated depreciation (attach schedule)	0	0	0		
12	Investments—mortgage loans					
13	Investments—other (attach schedule)	227,143	245,122	274,748		
14	Land, buildings, and equipment basis	0				
	Less: accumulated depreciation (attach schedule)	0	0	0		
15	Other assets (describe)	0	0	0		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	243,331	257,707	287,333		
Liabilities	17	Accounts payable and accrued expenses	0	0		
	18	Grants payable				
	19	Deferred revenue	0	0		
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0		
	21	Mortgages and other notes payable (attach schedule)	0	0		
	22	Other liabilities (describe)	0	0		
	23	Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	243,331	257,707		
	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)	243,331	257,707			
31	Total liabilities and net assets/fund balances (see instructions)	243,331	257,707			

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	243,331
2	Enter amount from Part I, line 27a	2	13,539
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> See Attached Statement	3	953
4	Add lines 1, 2, and 3	4	257,823
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> PY RETURN OF CAPITAL ADJUSTMENT	5	116
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	257,707

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
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	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
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	21,766
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.

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	33,283	297,588	0.111843
2009	20,651	274,557	0.075216
2008	13,569	240,596	0.056397
2007	19,189	315,834	0.060757
2006	20,653	342,906	0.060229
2 Total of line 1, column (d)			2 0.364442
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 0.072888
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 285,143
5 Multiply line 4 by line 3			5 20,784
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 251
7 Add lines 5 and 6			7 21,035
8 Enter qualifying distributions from Part XII, line 4			8 31,774

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.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	251	
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	251	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	251	
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	144	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	144	
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	107	
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"/> 0 Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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)? <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>		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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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).			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X		
14	The books are in care of WELLS FARGO BANK N A Telephone no 888-730-4933 Located at 101N Independence Mall E MACY1372-062 Philadelphia PA ZIP+4 19106-2112			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year			<input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country		Yes	No
				X

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 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)? Organizations relying on a current notice regarding disaster assistance check here <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?	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 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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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** X

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **N/A**

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
Wells Fargo Bank, N.A. 101N Independence Mall E MACY1372-062 Phi	Trustee 4 00	3,257	0	0
Masonic Senior Warden of Masonic Blue Lodge BOX 416 GLENDIVE MT 59330	Administrative Com 1 00	0	0	0
.....	00	0	0	0
.....	.00	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				0

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		0
.....		0
.....		0
.....		0
.....		0
.....		0

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	0
Total. Add lines 1 through 3 ▶	0

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	269,826
b	Average of monthly cash balances	1b	19,659
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	289,485
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	289,485
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,342
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	285,143
6	Minimum investment return. Enter 5% of line 5	6	14,257

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	14,257
2a	Tax on investment income for 2011 from Part VI, line 5	2a	251
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	251
3	Distributable amount before adjustments Subtract line 2c from line 1	3	14,006
4	Recoveries of amounts treated as qualifying distributions	4	918
5	Add lines 3 and 4	5	14,924
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	14,924

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	31,774
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	31,774
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	251
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	31,523

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				14,924
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years: 20____, 20____, 20____		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	10,228			
f Total of lines 3a through e	10,228			
4 Qualifying distributions for 2011 from Part XII, line 4: \blacktriangleright \$ 31,774				
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				14,924
e Remaining amount distributed out of corpus	16,850			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	27,078			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see 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)				
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	27,078			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	10,228			
e Excess from 2011	16,850			

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

N/A

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

4942(j)(3) or 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section

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	
0				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter:				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0			0
c "Support" alternative test—enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

JACK W. THOMPSON FOUNDATION SCHOLARSHIPS P O BOX 597 HELENA MT 59624

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

SCHOLARSHIP APPLICATION, SCHOOL TRANSCRIPT, REFERENCES, AND A FINANCIAL AID FORM

c Any submission deadlines

APRIL 1ST OF EACH YEAR

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

STUDENTS FROM DAWSON COUNTY FOR SCHOLARSHIPS TO ACCREDITED COLLEGES OR UNIVERSITIES

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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	30,500
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization JACK W THOMPSON FOUNDATION	Employer identification number 81-6010360
--	--

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 JACK W. THOMPSON FOUNDATION	Employer identification number 81-6010360
--	---

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	GLENDIVE LODGE NO 31 AF & AM BOX 416 GLENDIVE MT 59330 Foreign State or Province: _____ Foreign Country _____	\$ 20,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution .)
6	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization JACK W. THOMPSON FOUNDATION	Employer identification number 81-6010360
--	---

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
-----	..... ..... .....	\$ ..... 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	..... ..... .....	\$ ..... 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	..... ..... .....	\$ ..... 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	..... ..... .....	\$ ..... 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	..... ..... .....	\$ ..... 0	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	..... ..... .....	\$ ..... 0	-----

Name of organization JACK W. THOMPSON FOUNDATION	Employer identification number 81-6010360
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations 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.) ▶ \$ 0
 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
..... For Prov Country

(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
..... For Prov Country

(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
..... For Prov Country

(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
..... For Prov Country

Name: JACK W. THOMPSON FOUNDATION
 Account # 38549400
 FYE: 10/31/2012

Security Category	Account #	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
Savings & Temp In	38549400	81-6010360	VP0528308	FEDERATED TREAS OBL FD 68	7,890.84	7890.84	7,890.84
Savings & Temp In	38549400	81-6010360	VP0528308	FEDERATED TREAS OBL FD 68	4,693.77	4693.77	4,693.77
Cash	38549400	81-6010360			-	0	-
					<u>12,584.61</u>		<u>12,584.61</u>
Invest - Other	38549400	81-6010360	589509108	MERGER FD SH BEN INT #260	4,176.84	264.692	4,167.29
Invest - Other	38549400	81-6010360	693390882	PIMCO FOREIGN BD FD USD H-INST #103	6,456.06	570.323	6,045.43
Invest - Other	38549400	81-6010360	77954Q106	T ROWE PRICE BLUE CHIP GRWTH #93	16,607.28	373.533	16,450.40
Invest - Other	38549400	81-6010360	880196506	TEMPLETON FOREIGN FD - ADV #604	13,282.95	2056.184	12,316.54
Invest - Other	38549400	81-6010360	94975G686	WF ADV INDEX FUND-ADMIN #88	9,929.93	205.376	7,073.81
Invest - Other	38549400	81-6010360	04314H600	ARTISAN MID CAP FUND-INS #1333	7,536.69	195.555	7,689.22
Invest - Other	38549400	81-6010360	87234N849	TCW SMALL CAP GROWTH FUND-I #4724	6,951.12	259.952	6,838.39
Invest - Other	38549400	81-6010360	008882532	INVECO INTL GROWTH-Y #8516	12,798.77	456.284	12,169.09
Invest - Other	38549400	81-6010360	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	14,032.61	934.884	13,810.62
Invest - Other	38549400	81-6010360	262028855	DRIEHAUS ACTIVE INCOME FUND	4,270.14	403.224	4,197.56
Invest - Other	38549400	81-6010360	339128100	JP MORGAN MID CAP VALUE-I #758	6,540.55	232.677	4,448.88
Invest - Other	38549400	81-6010360	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	5,525.94	502.815	6,236.69
Invest - Other	38549400	81-6010360	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	6,487.96	548.897	6,131.18
Invest - Other	38549400	81-6010360	94975J581	WELLS FARGO ADV TOT RT BD FD-IN #944	24,110.78	1792.623	21,892.26
Invest - Other	38549400	81-6010360	94975P751	WELLS FARGO ADV EMG MK E-INS #4146	8,709.26	405.082	8,995.31
Invest - Other	38549400	81-6010360	94975J268	WF ADV C & B LARGE CAP VAL-I #1868	12,889.29	1469.702	8,043.38
Invest - Other	38549400	81-6010360	922908553	VANGUARD REIT VIPER	9,592.62	149	4,460.75
Invest - Other	38549400	81-6010360	94975P447	WELLS FARGO ADV SP S/C VA-IS #4143	7,160.68	306.536	6,995.16
Invest - Other	38549400	81-6010360	922042858	VANGUARD MSCI EMERGING MARKETS ETF	8,423.48	203	5,632.55
Invest - Other	38549400	81-6010360	949917579	WF ADV GOVT SECURITIES- I #3101	23,808.21	2082.958	20,637.40
Invest - Other	38549400	81-6010360	949917652	WF ADV SHORT-TERM BOND FUND-#3102	11,801.42	1338.029	11,582.94
Invest - Other	38549400	81-6010360	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	10,225.69	251	8,359.78
Invest - Other	38549400	81-6010360	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	7,165.02	393.466	6,447.04
Invest - Other	38549400	81-6010360	949917538	WELLS FARGO ADV HI INC-INS #3110	15,281.83	1969.308	12,613.78
Invest - Other	38549400	81-6010360	367829884	GATEWAY FUND - Y #1986	6,983.72	255.533	6,996.48
Invest - Other	38549400	81-6010360	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	13,999.43	1703.094	14,889.82
					<u>274,748.27</u>		<u>245,121.75</u>
				Total Assets	<u>287,332.88</u>		<u>257,706.36</u>

JACK W THOMPSON FOUNDATION

81-6010360 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year
Recipient(s) paid during the year

Name
 SEE ATTACHMENT

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status SCHOLARSHIP RECIPIENT
----------------------	--

Purpose of grant/contribution SCHOLARSHIP	Amount 30,500
--	------------------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount 0
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
-------------------------------	-------------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount 0
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102/5/2013 13:25:52 BMT 38549490 - 1807 - WWS - THOMPSON, JACK W FOUNDATION TUA

07/30/12	000000000	MISCELLANEOUS ENTRY	0 Units	Reg Code: 000	0.00	-1,500.00
Added:	071	08/03/12	CASH DISBURSEMENT			
			TRAN # EA041283000001			
			PAYMENT ON GRANT			
			2012/2013 SCHOLARSHIP FOR MARK SIMONTON			
			UNIVERSITY OF MONTANA			
07/30/12			0 Units	Reg Code: 000	0.00	-1,000.00
Added:	071	08/03/12	CASH DISBURSEMENT			
			TRAN # EA041285000001			
			PAYMENT ON GRANT			
			2012/2013 SCHOLARSHIP FOR KYLA JOHNSON			
			BLACK HILLS STATE UNIVERSITY			
07/30/12			0 Units	Reg Code: 000	0.00	-1,000.00
Added:	071	08/03/12	CASH DISBURSEMENT			
			TRAN # EA041287000001			
			PAYMENT ON GRANT			
			2012/2013 SCHOLARSHIP FOR TREVOR CONRAD			
			DICKINSON STATE UNIVERSITY			
07/30/12			0 Units	Reg Code: 000	0.00	-1,000.00
Added:	071	08/03/12	CASH DISBURSEMENT			
			TRAN # EA041288000001			
			PAYMENT ON GRANT			
			2012/2013 SCHOLARSHIP FOR BEAU GIBBS			
			MONTANA STATE UNIVERSITY			

Wells Fargo

Tax Transaction Detail Excluding Distributions and Municipal Income

12/12/2012 16:40:00

THOMPSON, JACK W FOUNDATION TUA

Account Id: 38549400

Trust Year 11/1/2011 - 10/31/2012

Tax Code/Desc	Cusip/Desc	Transactions	Income	Principal
102		CHARITABLE CONTRIBUTIONS		
	000000000	MISCELLANEOUS ENTRY		
07/30/12		0 Units Reg Code: 000	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041291000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR GAVIN GOROSKI MONTANA STATE UNIVERSITY		
07/30/12		0 Units Reg Code 000	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041292000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR CIARA HUTCHINSON CONCORDIA COLLEGE		
07/30/12		0 Units Reg Code: 000	0 00	-1,000.00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041293000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR CODY SEVIER UNIVERSITY OF MONTANA		
07/30/12		0 Units Reg Code. 000	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041295000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR BRYCE BENSON UNIVERSITY OF MONTANA		
07/30/12		0 Units Reg Code: 000	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041296000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR EMILY CROSS UNIVERSITY OF MONTANA		
07/30/12		0 Units Reg Code. 000	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041297000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR DEREK OHS UNIVERSITY OF MONTANA		
07/30/12		0 Units Reg Code. 000	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041298000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR MEGAN ARMSTRONG UNIVERSITY OF MARY		
07/30/12		0 Units Reg Code: 000	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041300000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR JENNIFER HARPSTER UNIVERSITY OF MARY		

Wells Fargo

Tax Transaction Detail Excluding Distributions and Municipal Income

12/12/2012 16:40:00

THOMPSON, JACK W FOUNDATION TUA

Account Id: 38549400

Trust Year 11/1/2011 - 10/31/2012

Tax Code/Desc	Cusip/Desc	Transactions	Income	Principal
102		CHARITABLE CONTRIBUTIONS		
	000000000	MISCELLANEOUS ENTRY		
07/30/12		0 Units	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041301000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR KARLEE SCHMIDT UNIVERSITY OF MARY		
07/30/12		0 Units	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041303000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR BEN AYRE MONTANA STATE UNIVERSITY		
07/30/12		0 Units	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041304000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR JANELL MISCHEL MONTANA STATE UNIVERSITY		
07/30/12		0 Units	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041306000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR HANNAH MCPHERSON MONTANA STATE UNIVERSITY COLLEGE OF NURSING		
07/30/12		0 Units	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041307000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR DANIEL CURTIS MONTANA STATE UNIVERSITY		
07/30/12		0 Units	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041308000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR ALYSSA PRICE MONTANA STATE UNIVERSITY		
07/30/12		0 Units	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041312000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR KATELYN PETERSON ROCKY MOUNTAIN COLLEGE		
07/30/12		0 Units	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041313000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR AIMEE VIOLET KUNTZ MONTANA TECH OF THE UNIV OF MT		

Tax Transaction Detail Excluding Distributions and Municipal Income

12/12/2012 16:40:00

THOMPSON, JACK W FOUNDATION TUA

Account Id: 38549400

Trust Year 11/1/2011 - 10/31/2012

Tax Code/Desc	Cusip/Desc	Transactions	Income	Principal
102	CHARITABLE CONTRIBUTIONS			
	000000000	MISCELLANEOUS ENTRY		
07/30/12		0 Units	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041314000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR KYLE LLOYD SHEPHERD MONTANA TECH OF THE UNIV OF MT		
07/30/12		0 Units	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041315000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR MYKALA SENNER UNIVERSITY OF MARY		
07/30/12		0 Units	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041316000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR CAMERON PRICE MONTANA STATE UNIVERSITY		
07/30/12		0 Units	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041319000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR KAYLEE PATTERSON DAWSON COMMUNITY COLLEGE		
07/30/12		0 Units	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041322000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR SHAIN COPP DICKINSON STATE UNIVERSITY		
07/30/12		0 Units	0 00	-1,000.00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041324000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR ALYSSE CHARLESWORTH DICKINSON STATE UNIVERSITY		
07/30/12		0 Units	0 00	-1,000.00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041326000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR BRANDON MOOER CREIGHTON UNIVERSITY		
07/30/12		0 Units	0 00	-1,000 00
Added:	071 08/03/12	CASH DISBURSEMENT TRAN # EA041327000001 PAYMENT ON GRANT 2012/2013 SCHOLARSHIP FOR CALVIN STICKEL MONTANA BIBLE COLLEGE		

Wells Fargo

Page 10 of 55

Tax Transaction Detail Excluding Distributions and Municipal Income

12/12/2012 16:40:00

THOMPSON, JACK W FOUNDATION TUA

Trust Year 11/1/2011 - 10/31/2012

Account Id: 38549400

Tax Code/Desc	Cusip/Desc	Transactions	Income	Principal
102 CHARITABLE CONTRIBUTIONS				
08/02/12	000000000	MISCELLANEOUS ENTRY		
		0 Units		
Added: 081	09/05/12	CASH DISBURSEMENT	0.00	-1,000.00
		TRAN # EA002995000001		
		PAYMENT ON GRANT		
		2012/2013 SCHOLARSHIP FOR TORIANA ZANDER		
		UNIVERSITY OF MONTANA		
08/30/12		0 Units		
Added: 081	09/05/12	CASH DISBURSEMENT	0.00	-1,000.00
		TRAN # XA0000980000003		
		PAYMENT ON GRANT		
		2012/2013 SCHOLARSHIP FOR STEFANIE HUSCHKA		
		MCNALLY SMITH COLLEGE OF MUSIC		
Total for Cusip: 000000000			0.00	-30,500.00
Total for Taxcode: 102			0.00	-30,500.00

Line 16b (990-PF) - Accounting Fees

		460	0	0	0	460
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)	460
1	TAX PREP FEES	460				
2						
3						
4						
5						
6						
7						
8						
9						
10						

Line 18 (990-PF) - Taxes

		400	113	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	143			
2	ESTIMATED EXCISE TAX PAID	144			
3	FOREIGN TAX WITHHELD	113	113		
4					
5					
6					
7					
8					
9					
10					

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg of Year	227,143	Book Value End of Year	245,122	FMV End of Year	274,748
1	OTHER INVESTMENTS		227,143		245,122		274,748	
2								
3								
4								
5								
6								
7								
8								
9								
10								

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	35
2	SCHOLARSHIP RECOVERIES	2	918
3	Total	3	953

Line 5 - Decreases not included in Part III, Line 2

1	PY RETURN OF CAPITAL ADJUSTMENT	1	116
2	Total	2	116

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Amount		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						1,118	0	100,125	79,477									20,648	0	0	20,648
1	INVECO INTL GROWTH-Y #8516	008862532		5/11/2012	8/9/2012			2,517	0	2,427	0	0	90	0	0	0	20,648
2	ARTISAN MID CAP FUND-INS #1333	04314H600		5/11/2012	8/9/2012			315	0	315	0	0	0	0	0	0	0
3	CREDIT SUISSE COMM RT ST-CO #2156	222544R305		10/8/2010	8/9/2012			692	0	747	0	0	-55	0	0	0	-55
4	JP MORGAN MID CAP VALUE-I #758	339128100		2/4/2011	5/9/2012			250	0	219	0	0	31	0	0	0	31
5	JP MORGAN MID CAP VALUE-I #758	339128100		2/5/2011	5/9/2012			1,107	0	794	0	0	313	0	0	0	313
6	JP MORGAN MID CAP VALUE-I #758	339128100		8/6/2011	8/9/2012			486	0	390	0	0	96	0	0	0	96
7	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401			2/5/2010	5/9/2012			6,007	0	4,674	0	0	1,333	0	0	0	1,333
8	GOLDMAN SACHS GRTH OPP FD-I #11338142Y401			8/9/2011	5/9/2012			2,184	0	1,890	0	0	294	0	0	0	294
9	HUSSMAN STRATEGIC GROWTH FUND	448108100		3/19/2008	8/9/2012			3,087	0	4,347	0	0	-1,260	0	0	0	-1,260
10	HUSSMAN STRATEGIC GROWTH FUND	448108100		10/22/2008	8/9/2012			1,097	0	1,425	0	0	-328	0	0	0	-328
11	HUSSMAN STRATEGIC GROWTH FUND	448108100		7/23/2009	8/9/2012			966	0	1,162	0	0	-196	0	0	0	-196
12	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/9/2011	5/9/2012			781	0	690	0	0	91	0	0	0	91
13	KEELEY SMALL CAP VAL FD CL I #2251	487300808		4/20/2009	8/9/2012			6,057	0	3,332	0	0	2,725	0	0	0	2,725
14	KEELEY SMALL CAP VAL FD CL I #2251	487300808		8/9/2011	8/9/2012			1,415	0	1,214	0	0	201	0	0	0	201
15	MERGER FD SH BEN INT #260	589509108		5/3/2010	8/9/2012			1,448	0	1,431	0	0	17	0	0	0	17
16	PIMCO FOREIGN BD FD USD H-INST #1	693390882		5/11/2012	8/9/2012			344	0	337	0	0	7	0	0	0	7
17	WF ADV SHORT-TERM BOND FUND-#3	949917652		4/28/2011	8/9/2012			4,553	0	4,548	0	0	5	0	0	0	5
18	VANGUARD REIT VIPER	922908553		10/22/2008	5/9/2012			1,116	0	618	0	0	498	0	0	0	498
19	VANGUARD REIT VIPER	922908553		5/5/2009	5/9/2012			328	0	162	0	0	166	0	0	0	166
20	VANGUARD REIT VIPER	922908553		3/19/2008	5/9/2012			66	0	32	0	0	34	0	0	0	34
21	WF ADV INDEX FUND-ADMIN #88	94975G686		3/19/2008	5/9/2012			827	0	891	0	0	-64	0	0	0	-64
22	WF ADV INDEX FUND-ADMIN #88	94975G686		3/19/2008	8/9/2012			853	0	863	0	0	-30	0	0	0	-30
23	WF ADV INDEX FUND-ADMIN #88	94975G686		7/21/2010	8/9/2012			55	0	46	0	0	9	0	0	0	9
24	WF ADV C & B LARGE CAP VAL-I #1868	94975J268		2/4/2011	5/9/2012			1,035	0	1,022	0	0	13	0	0	0	13
25	WF ADV C & B LARGE CAP VAL-I #1868	94975J268		2/6/2009	5/9/2012			4,047	0	2,593	0	0	1,454	0	0	0	1,454
26	WF ADV C & B LARGE CAP VAL-I #1868	94975J268		2/6/2009	8/9/2012			608	0	383	0	0	225	0	0	0	225
27	WELLS FARGO ADV INTL BOND-IS #47094985D582			5/11/2012	8/9/2012			1,380	0	1,380	0	0	0	0	0	0	0
28	WELLS FARGO ADV INTL BOND-IS #47094985D582			7/21/2010	8/9/2012			1,308	0	1,278	0	0	30	0	0	0	30
29	WF ADV CAPITAL GROWTH FUND-#312	949915615		2/6/2009	5/9/2012			19,100	0	11,469	0	0	7,631	0	0	0	7,631
30	WELLS FARGO ADV DIV INTL FD-I #311	949917322		2/6/2009	5/9/2012			26,999	0	19,811	0	0	7,188	0	0	0	7,188
31	WELLS FARGO ADV HI INC-INS #3110	949917538		8/14/2006	8/9/2012			219	0	218	0	0	1	0	0	0	1
32	WELLS FARGO ADV HI INC-INS #3110	949917538		4/28/2011	8/9/2012			334	0	333	0	0	1	0	0	0	1
33	PIMCO FOREIGN BD FD USD H-INST #1	693390882		8/9/2011	8/9/2012			2,291	0	2,194	0	0	97	0	0	0	97
34	T ROWE PRICE BLUE CHIP GRWTH #9377954Q106			5/11/2012	8/9/2012			841	0	837	0	0	4	0	0	0	4
35	SPDR DJ WILSHIRE INTERNATIONAL RET#8463X863			5/2/2011	8/9/2012			116	0	125	0	0	-9	0	0	0	-9
36	SPDR DJ WILSHIRE INTERNATIONAL RET#8463X863			4/29/2011	8/9/2012			347	0	374	0	0	-27	0	0	0	-27
37	TCW SMALL CAP GROWTH FUND-I #47287234N849			5/3/2010	8/9/2012			513	0	517	0	0	-4	0	0	0	-4
38	TEMPLETON FOREIGN FD - ADV #604	860196506		5/11/2012	8/9/2012			2,353	0	2,288	0	0	65	0	0	0	65
39	WF ADV SHORT-TERM BOND FUND-#83	949917652		4/28/2011	5/9/2012			2,083	0	2,081	0	0	2	0	0	0	2

Part

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	1	Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	4/6/2012	2	144
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	0
7 Total		7	144