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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation The Thom Family Foundation Inc		A Employer identification number 20-0374684	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd		B Telephone number (see instructions) (800) 839-1754	
City or town, state, and ZIP code Wilmington, DE 198091377		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,276,930	J Accounting method ☒ Cash ☐ Accrual ☐ 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 ☐	

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)	300,000			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	59,041	59,041		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	187,763			
	b Gross sales price for all assets on line 6a 1,443,420				
	7 Capital gain net income (from Part IV , line 2)		214,996		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	15,049	-658		
	12 Total. Add lines 1 through 11	561,853	273,379		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	26,466	26,466		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,291	27		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	18,501	5		18,456
	24 Total operating and administrative expenses. Add lines 13 through 23	48,258	26,498		18,456
	25 Contributions, gifts, grants paid	136,200			136,200
	26 Total expenses and disbursements. Add lines 24 and 25	184,458	26,498		154,656
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	377,395			
	b Net investment income (if negative, enter -0-)		246,881		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		
	2	Savings and temporary cash investments	176,932	37,973
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use		
	9	Prepaid expenses and deferred charges		
	10a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule)	2,152,131	2,689,993
	c	Investments—corporate bonds (attach schedule).		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans		
	13	Investments—other (attach schedule)	324,406	302,898
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,653,469	3,030,864
	17	Accounts payable and accrued expenses		
	18	Grants payable		
	19	Deferred revenue		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule)		
	22	Other liabilities (describe ▶ _____)		
	23	Total liabilities (add lines 17 through 22)		0
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds	2,653,469	3,030,864
	30	Total net assets or fund balances (see page 17 of the instructions)	2,653,469	3,030,864
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,653,469	3,030,864

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	2,653,469
2	Enter amount from Part I, line 27a	2	377,395
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	3,030,864
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	3,030,864

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)
1 a	Publicly-traded Securities			
b	Passthrough K1 Capital Loss			
c	Section 751 Gain on Sale of Partnership - Reclass			
d	SUPERFUND GREEN, LP	P	2009-04-24	2012-10-24
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 1,411,455		1,220,574	218,114
b			-3,235
c			-71
d 31,964		31,776	188
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			218,114
b			-3,235
c			-71
d			188
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	214,996
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	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	118,351	2,821,248	000 041950
2010	106,749	2,395,443	000 044563
2009	97,599	1,837,716	000 053109
2008	71,794	1,590,023	000 045153
2007	60,137	1,410,565	000 042633

2 Total of line 1, column (d).	2	000 227408
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	000 045482
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,979,785
5 Multiply line 4 by line 3.	5	135,527
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,469
7 Add lines 5 and 6.	7	137,996
8 Enter qualifying distributions from Part XII, line 4.	8	154,656

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,469
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	2,469
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	2,469
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,336	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	195	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	2,531
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	62
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	62	Refunded	11

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
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 General Instruction G? If "No," attach explanation .	8b	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)?			
	If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of co Foundation Source Telephone no (800) 839-1754 Located at 501 Silverside Road Suite 123 Wilmington DE ZIP +4 198091377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, 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		No
See 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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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?			
b	If "Yes," did it have excess business holdings in 2012 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 2012.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

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
See Additional Data Table				

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

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
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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	2,603,747
b	Average of monthly cash balances.	1b	93,969
c	Fair market value of all other assets (see instructions).	1c	327,446
d	Total (add lines 1a, b, and c).	1d	3,025,162
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	3,025,162
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) 5	4	45,377
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,979,785
6	Minimum investment return. Enter 5% of line 5.	6	148,989

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	148,989
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	2,469
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,469
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	146,520
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	146,520
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	146,520

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 5	1a	154,656
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	154,656
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	2,469
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	152,187
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				146,520
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			20,211	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 154,656				
a Applied to 2011, but not more than line 2a			20,211	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				134,445
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				12,075
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 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization 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))

See Additional Data Table

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	136,200
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities.			14	59,041	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	187,763	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a Pass-Through K-1 Inc/Loss	525990	-46	14	-621	
b	Sec 751 gain on sale of partnerships	525990	71			
c	Life Insurance Policy Income				15,682	
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .		25		261,865	
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13	<u>261,890</u>	

[illegible]

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

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	Jeffrey D Haskell	Jeffrey D Haskell	2013-10-27		
	Firm's name ☐	Foundation Source		Firm's EIN ☐	
		One Hollow Lane Suite 212			
	Firm's address ☐	Lake Success, NY 11042		Phone no (800) 839-1754	

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization The Thom Family Foundation Inc	Employer identification number 20-0374684
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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 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization The Thom Family Foundation Inc	Employer identification number 20-0374684
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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
<u>1</u>	Thom Jeff A 43023 520th Street North Mankato, MN 560034018	\$ 300,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
 	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization The Thom Family Foundation Inc	Employer identification number 20-0374684
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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
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization The Thom Family Foundation Inc	Employer identification number 20-0374684
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Part III

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

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

Use duplicate copies of Part III if additional space is needed

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

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: The Thom Family Foundation Inc

EIN: 20-0374684

Software ID: 12000057

Software Version: 12.18.605.2

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded Securities					1,411,455	1,220,574			190,881	
Passthrough K1 Capital Loss									-3,235	
Section 751 Gain on Sale of Partnership - Reclass									-71	
SUPERFUND GREEN, LP	2009-04	P	2012-10		31,964	31,776			188	

TY 2012 General Explanation Attachment

Name: The Thom Family Foundation Inc

EIN: 20-0374684

Software ID: 12000057

Software Version: 12.18.605.2

TY 2012 Investments Corporate
Stock Schedule

Name: The Thom Family Foundation Inc
EIN: 20-0374684
Software ID: 12000057
Software Version: 12.18.605.2

Name of Stock	End of Year Book Value	End of Year Fair Market Value
35 shares of ACE LTD	2,714	2,793
25 shares of AGILENT TECHNOLOGIES INC	986	1,024
30 shares of ALBEMARLE CP	1,602	1,864
23 shares of AMC NETWORKS INC CLASS A	856	1,139
7188 shares of AMERICAN BALANCED FUND CL A	126,175	146,643
1458 shares of AMERICAN FDS NEW WORLD FUND A	72,690	79,429
2778 shares of AMERICAN FUNDS CAP INCOME BUILDER A	138,355	146,610
8140 shares of AMERICAN FUNDS INCOME FD OF AMERICA A	132,823	147,008
4816 shares of AMERICAN FUNDS NEW PERSPECTIVE	127,748	150,538
42 shares of AMGEN INC	3,650	3,620
111 shares of ARRIS GROUP INC	1,447	1,658
399 shares of ATMEL CORPORATION	1,606	2,613
74 shares of AVNET INC.	2,396	2,265
304 shares of BELO CORP	1,989	2,332
7479 shares of BLACKROCK GLOBAL ALLOC A	145,643	147,627
6117 shares of BLACKROCK INTERNTL VALUE FD CL A	67,849	66,247
4108 shares of BMO LLOYD GEORGE EMERG MARKETS EQ CL I	57,484	57,138
37 shares of BRINKS CO	738	1,056
143 shares of CABLEVISION SYSTEMS CORP CL A	2,428	2,136
164 shares of CAE INC	1,015	1,665
154 shares of CAMECO CORPORATION	2,856	3,037
4036 shares of CAPITAL WORLD GROWTH INCOME	135,623	150,155
91 shares of CAREFUSION CORP	2,622	2,601
85 shares of CARTERS INC	4,632	4,730
89 shares of CBS CORP CL B	3,065	3,386
44 shares of CHART INDUSTRIES, INC.	3,149	2,934
585 shares of CINCINNATI BELL INC	1,687	3,206
107 shares of CIT GROUP INC	4,238	4,134
37 shares of COGNEX CORPORATION	502	1,361
188 shares of CONAGRA FOODS INC	5,255	5,546

Name of Stock	End of Year Book Value	End of Year Fair Market Value
198 shares of COVANTA HOLDING CORP	3,383	3,647
44 shares of CUMMINS INC	1,248	4,767
323 shares of DEAN FOODS CO	5,499	5,333
133 shares of DENBURY RESOURCES INC	2,142	2,155
42 shares of DIEBOLD INC.	1,103	1,286
141 shares of DISCOVER FINL SVCS COM	5,587	5,436
127 shares of DISCOVERY COMMUNICATIONS, INC	3,246	7,430
20 shares of EOG RESOURCES INC	2,313	2,416
78 shares of EURONET WORLDWIDE INC	1,494	1,841
96 shares of F M C CP	5,266	5,618
1693 shares of FIDELITY ADVISOR STRATEGIC INC I	21,609	21,742
3069 shares of FIRST EAGLE SOGEN GLOBAL FUND CLASS A	143,181	149,116
76 shares of FIRST REPUBLIC BANK	2,598	2,491
168 shares of FOSTER WHEELER AG	3,424	4,086
195 shares of GANNETT CO INC	2,923	3,512
79 shares of GEN CABLE CP	2,381	2,402
962 shares of GOLDMAN SACHS SM CAP VALUE FUND INSTITUTIONAL SH	40,699	42,822
1588 shares of HARBOR CAPITAL APPRECIATION FD 1012	60,741	67,521
551 shares of HARBOR FDS INTL FD	30,233	34,201
239 shares of HARMONIC INC.	1,386	1,212
126 shares of HCC INS HLDGS INC.	4,356	4,688
54 shares of HELMERICH PAYNE	1,256	3,025
40 shares of HERSHEY FOODS CORP	2,872	2,889
229 shares of HEXCEL CP DELAWARE	4,348	6,174
46 shares of HONEYWELL INTERNATIONAL INC.	2,828	2,920
221 shares of HOST HOTELS RESORTS INC	3,454	3,463
34 shares of IAC/INTERACTIVE CORP	549	1,606
63 shares of IDEX CP	2,621	2,931
69 shares of IMMUNOGEN, INC	582	880
61 shares of INGERSOL-RAND PLC	2,738	2,926

Name of Stock	End of Year Book Value	End of Year Fair Market Value
128 shares of INPUT/OUTPUT INC.	381	833
84 shares of INTEGRYS ENERGY GROUP	4,434	4,386
91 shares of INTERXION HOLDING N.V.	1,656	2,162
117 shares of ISIS PHARMACEUTICALS, INC.	1,643	1,221
68 shares of JACOBS ENGINEERNG GP	2,769	2,895
132 shares of JANUS CAPITAL GROUP INC.	982	1,125
149 shares of JDS UNIPHASE CORP	1,995	2,012
41 shares of KANSAS CITY SOUTHERN	588	3,423
572 shares of KEYCORP	4,953	4,816
37 shares of KINDER MORGAN MNGMNT	2,856	2,792
382 shares of KROGER CO	9,218	9,940
125 shares of LAM RESEARCH CORP	1,886	4,516
118 shares of LAS VEGAS SANDS CORP	1,751	5,447
106 shares of LEVEL 3 COMMUNICATIONS, INC	2,284	2,450
23 shares of LIBERTY MEDIA HLDG CAP SER A	234	2,668
38 shares of LINKEDIN CORPORATION CLASS A	3,928	4,363
30 shares of LOCKHEED MARTIN CORP	2,794	2,769
226 shares of LSI CORPORATION	827	1,598
40 shares of MT BANK CORP	3,881	3,939
98 shares of MACYS INC	3,951	3,824
26 shares of MADISON SQUARE GARDEN CO.	293	1,153
2240 shares of MARSHALL MID-CAP GROWTH FD CL I	36,260	45,601
2526 shares of MARSHALL MID-CAP VALUE FD CL I	36,235	33,649
2535 shares of MARSHALL SMALL-CAP GROWTH FD CL I	42,128	45,985
48 shares of MEADWESTVACO CORP	478	1,530
341 shares of METROPCS COMM INC	4,155	3,390
10104 shares of MFS GLOBAL TOTAL RETURN FUND CLASS A	136,306	145,602
53 shares of MOTOROLA SOLUTIONS INC	2,851	2,951
76 shares of MYRIAD GENETICS, INC	2,297	2,071
110 shares of NEUSTAR, INC. CL A	4,482	4,612

Name of Stock	End of Year Book Value	End of Year Fair Market Value
92 shares of NII HOLDINGS INC	1,326	656
159 shares of NORTH AMERICAN ENERGY PARTNERS	1,192	541
4014 shares of NUVEEN EQUITY INCOMECLASS I	58,192	58,238
1698 shares of OAKMARK INTERNATIONAL FUND CL I	38,046	35,541
46 shares of ONYX PHARMACEUTICALS, INC.	1,159	3,474
268 shares of ORIENT-EXPRESS HOTEL	2,743	3,133
61 shares of PALL CP	1,612	3,676
49 shares of PARTNERRE LTD.	3,734	3,944
60 shares of PHILLIPS 66	2,995	3,186
3582 shares of PIMCO LOW DURATION INSTL	37,692	37,650
9586 shares of PIMCO TOTAL RETURN FUND	101,242	107,742
28 shares of PIONEER NAT RES CO	2,895	2,985
29 shares of PRECISION CASTPARTS	2,469	5,493
35 shares of PVH CORP	3,320	3,885
386 shares of R F MICRO DEVICES INC	1,412	1,729
49 shares of RAYMOND JAMES FINANCIAL INC	910	1,888
43 shares of REGENERON PHARMACEUTICALS, INC	6,070	7,356
68 shares of RELIANCE STL ALMN	3,486	4,223
48 shares of ROBERT HALF INTL INC.	959	1,527
21 shares of ROPER INDUSTRIES	2,298	2,341
68 shares of ROSS STORES, INC.	4,540	3,678
70 shares of ROWAN CO PLC	2,063	2,189
104 shares of ROYAL CARRIBEAN CRUISE	2,819	3,536
61 shares of RTI INTL METALS INC	1,478	1,681
81 shares of RYDER SYSTEM	3,737	4,044
121 shares of SAKS INC	479	1,272
88 shares of SANDISK CORP	3,847	3,828
176 shares of SEACHANGE INTERNATIONAL, INC	1,273	1,702
87 shares of SEATTLE GENETICS, INC.	1,796	2,016
132 shares of SEI INVESTMENTS	2,813	3,081

Name of Stock	End of Year Book Value	End of Year Fair Market Value
43 shares of SHAW GROUP INC	1,647	2,004
163 shares of SINCLARI BROADCAST GROUP INC	1,103	2,057
54 shares of SOTHEBYS	1,897	1,815
110 shares of SOUTHWESTERN ENERGY	3,838	3,675
156 shares of STILLWATER MINING CO	721	1,994
2365 shares of T. ROWE PRICE GROWTH STOCK FD	72,420	89,355
50 shares of TELEPHONE DATA SYS INC.	1,149	1,107
64 shares of THE MOSAIC CO	3,892	3,624
63 shares of THERMO FISHER SCIENTIFIC INC	3,831	4,018
112 shares of TIME WARNER TELECOM INC.	908	2,853
64 shares of TJX COMPANIES INC	2,899	2,717
95 shares of TRANSOCEAN LTD.	4,450	4,243
57 shares of TRAVELERS COMPANIES INC	3,908	4,094
83 shares of TRIMBLE NAV LTD	3,271	4,962
238 shares of TRIQUINT SEMICONDUCTOR, INC.	654	1,150
1741 shares of UMB SCOUT INTERNATIONAL	45,463	58,055
71 shares of UNIFI INC.	1,189	924
32 shares of UNITED STATES CELLULAR CORP	1,193	1,128
81 shares of UNITED STATES STEEL CORP	3,956	1,932
53 shares of UNITEDHEALTH GROUP INC.	3,015	2,875
73 shares of VALEANT PHARMACEUTICALS INTL	4,122	4,363
62 shares of VALSPAR CORP	1,483	3,869
1747 shares of VANGUARD EQUITY INCOME - ADMIRAL	90,177	88,451
2367 shares of VANGUARD EQUITY INCOME PT	56,725	57,164
1728 shares of VANGUARD INDEX TR MID-CAP INDEX FD INSTL SHS	32,081	38,903
1356 shares of VANGUARD INSTITUTIONAL INDEX	168,565	176,967
883 shares of VANGUARD MID CAP INDEX FUND SIGNAL SHARES	17,185	28,408
3374 shares of VANGUARD TOTAL BOND MARKET INDEX FUND SIGNAL SHARE	35,289	37,415
137 shares of VISHAY INTERTECH	460	1,456
40 shares of WABTEC	3,363	3,502

Name of Stock	End of Year Book Value	End of Year Fair Market Value
149 shares of WADDELLREED FIN INC	3,695	5,188
182 shares of WEATHERFORD INTL	2,198	2,037
195 shares of WESTERN UNION CO	3,572	2,654
164 shares of WEYERHAEUSER CO	4,489	4,562
112 shares of WYNDHAM WORLDWIDE	6,031	5,960
2798 shares of YACKTMAN FOCUSED FUND	56,356	57,415
179 shares of YAHOO INC	2,914	3,562
43 shares of ZIMMER HOLDINGS INC	2,908	2,866

TY 2012 Investments - Other Schedule

Name: The Thom Family Foundation Inc

EIN: 20-0374684

Software ID: 12000057

Software Version: 12.18.605.2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LAZARD LTD		1,477	1,223
NW MUTUAL LIFE INS POL12-368-451 4 MIL		301,421	301,421

TY 2012 Other Expenses Schedule**Name:** The Thom Family Foundation Inc**EIN:** 20-0374684**Software ID:** 12000057**Software Version:** 12.18.605.2

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	18,431			18,431
K-1 Exp ATLAS ENERGY LP	40			
K-1 Exp ENERGY TRANSFER PARTNERS LP	1	1		
K-1 Exp SUPERFUND GREEN, LP	4	4		
State or Local Filing Fees	25			25

TY 2012 Other Income Schedule**Name:** The Thom Family Foundation Inc**EIN:** 20-0374684**Software ID:** 12000057**Software Version:** 12.18.605.2

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss ATLAS ENERGY LP	-39	2	
K-1 Inc/Loss LAZARD LTD	90	90	
K-1 Inc/Loss SUPERFUND GREEN, LP	-752	-752	
Sec751 Gain on Sale ATLAS ENERGY LP	56		
Sec751 Gain on Sale ENERGY TRANSFER PARTNERS LP	15		
K-1 Inc/Loss ENERGY TRANSFER PARTNERS LP	-3	2	
Life Insurance Policy Income	15,682		

TY 2012 Other Professional Fees Schedule**Name:** The Thom Family Foundation Inc**EIN:** 20-0374684**Software ID:** 12000057**Software Version:** 12.18.605.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	26,466	26,466		

TY 2012 Taxes Schedule**Name:** The Thom Family Foundation Inc**EIN:** 20-0374684**Software ID:** 12000057**Software Version:** 12.18.605.2

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Estimated Tax for 2012	1,900			
Foreign Tax Paid	27	27		
IRS Excise Tax Payment with 1st ext 990-PF	1,174			
IRS Tax Payment with 1st ext 990-T	84			
State UBTI - Tax Payment	106			

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
Kevin J Olson	Dir 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Paul Tanis	Dir 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Andrew J Thom	Dir 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Cynthia L Thom	Dir 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Jeff A Thom	Pres / Dir 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				
Joseph A Thom	Dir 001 00	0		
Foundation Source 501 Silverside Rd Wilmington,DE 19809				

Form 990PF Part XV Line 1a - 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).

Cynthia L Thom
Jeff A Thom

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ALZHEIMERS DISEASE&RLTD DISORDERS ASSOC 7900 W 78TH ST MINNEAPOLIS,MN 55439	N/A	509a1	General Unrestricted	6,000
AMERICAN HEART ASSOCIATION INC 4701 W 77TH ST MINNEAPOLIS,MN 55435	N/A	509a1	General Unrestricted	6,000
AMERICAN LUNG ASSOC OF UPPER MIDWEST 3000 KELLY LN SPRINGFIELD,IL 62711	N/A	509a1	General Unrestricted	6,000
AMERICAN NATIONAL RED CROSS PO BOX 97089 WASHINGTON,DC 20090	N/A	509a1	Hurricane Sandy Relief	10,000
AMERICAN RED CROSS - S CENTRAL MN 105 HOMESTEAD DR MANKATO,MN 56001	N/A	509a1	General Unrestricted	4,000
ARTHRITIS FOUNDATION INC 1330 WPTREE ST NW STE 100 ATLANTA,GA 30309	N/A	509a1	General Unrestricted	6,000
COVENANT HOUSE ALASKA 609 F ST ANCHORAGE,AK 99501	N/A	509a1	Youth Meals Project	1,000
CROSS INTERNATIONAL CATHOLIC OUTREACH PO BOX 273908 BOCA RATON,FL 33427	N/A	509a1	Food and Medicine for HIV/AIDS Affected Families	5,000
EMERGENCY COMM HELP ORGANIZATION ECHO PO BOX 3212 MANKATO,MN 56002	N/A	509a1	General Unrestricted	5,000
FEED MY STARVING CHILDREN 401 93RD AVE NW COON RAPIDS,MN 55433	N/A	509a1	General Unrestricted	5,000
FISHER HOUSE FOUNDATION INC 111 ROCKVILLE PIKE STE 420 ROCKVILLE,MD 20850	N/A	509a1	General Unrestricted	5,000
GOODWILL INDUSTRIES INC 553 FAIRVIEW AVE N SAINT PAUL,MN 55104	N/A	509a1	General Unrestricted	4,000
HABITAT FOR HUMANITY INTERNATIONAL INC 1751 BASSETT DR MANKATO,MN 56001	N/A	509a1	General Unrestricted	5,000
HELPING A HEROORG 5910 ROSE ST HOUSTON,TX 77007	N/A	509a1	General Unrestricted	5,000
HOUSE OF HOPE INC 1429 3RD AVE MANKATO,MN 56001	N/A	509a1	Expanding Hope Capital Campaign	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JUNIOR ACHIEVEMENT OF THE UPPER MIDWEST 1800 WHT BEAR AVE N MAPLEWOOD,MN 55109	N/A	509a1	Finance Park Online Program	24,700
KIDS AGAINST HUNGER INC 5401 BOONE AVE N NEW HOPE,MN 55428	N/A	509a1	General Unrestricted	5,000
MAKE-A-WISH FOUNDATION OF MINNESOTA 615 1ST AVE NE MINNEAPOLIS,MN 55413	N/A	509a1	General Unrestricted	4,000
MARCH OF DIMES - SOUTHWEST DIVISION 107 N 2ND ST MANKATO,MN 56001	N/A	509a1	General Unrestricted	6,000
MINNESOTA HISTORICAL SOCIETY 345 KELLOGG BLVD W SAINT PAUL,MN 55102	N/A	509a1	General Unrestricted	2,500
SALVATION ARMY 700 S RIVERFRONT DR MANKATO,MN 56001	N/A	509a1	General Unrestricted	5,000
SHARING AND CARING HANDS INC 525 N 7TH ST MINNEAPOLIS,MN 55405	N/A	509a1	General Unrestricted	5,000
SUSAN G KOMEN BREAST CANCER FOUNDATION INC 5005 LBJ FWY STE 250 DALLAS,TX 75244	N/A	509a1	General Unrestricted	6,000
Total  3a				136,200