EXTENSION GRANTED TO 11/15/2013

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 , and ending

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

A Employer identification number 20-6371108

Number and street (or P O box number if mail is not delivered to street address): 610 NEWPORT CENTER DRIVE — Room/suite: 1220

B Telephone number: 949-209-6201

City or town, state, and ZIP code: NEWPORT BEACH, CA 92660

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] 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: [X] 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)* ▶$ 44,772,749.

J Accounting method: [X] 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).)

		(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	4,435,841.		N/A	
	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	985,930.	934,638.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	716,358.			
	b Gross sales price for all assets on line 6a 10,124,534.				
	7 Capital gain net income (from Part IV, line 2)		363,641.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	6,138,129.	1,298,279.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	93,200.	0.		93,200.
	14 Other employee salaries and wages	18,305.	0.		18,305.
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	30,970.	0.		30,970.
	b Accounting fees STMT 3	31,901.	0.		31,901.
	c Other professional fees STMT 4	213,783.	213,783.		0.
	17 Interest				
	18 Taxes STMT 5	48,000.	16,890.		9,110.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	4,002.	0.		4,002.
	22 Printing and publications				
	23 Other expenses STMT 6	12,672.	0.		12,672.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	452,833.	230,673.		200,160.
	25 Contributions, gifts, grants paid	2,695,000.			2,695,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,147,833.	230,673.		2,895,160.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	2,990,296.			
	b **Net investment income** (if negative, enter -0-)		1,067,606.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
OCT 07 2013
A015 IRS-OSC
OGDEN, UT

SCANNED OCT 21 2013

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,417,082.	7,922,753.	7,922,753.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 8	3,737,368.	3,040,202.	3,350,878.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	32,717,639.	32,030,917.	33,499,118.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	39,872,089.	42,993,872.	44,772,749.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	39,872,089.	42,993,872.	
	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			
	30 **Total net assets or fund balances**	39,872,089.	42,993,872.	
	31 **Total liabilities and net assets/fund balances**	39,872,089.	42,993,872.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	39,872,089.
2	Enter amount from Part I, line 27a	2	2,990,296.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	131,487.
4	Add lines 1, 2, and 3	4	42,993,872.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,993,872.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	10,124,534.		9,760,893.	363,641.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				363,641.

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** 363,641.

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). If (loss), enter -0- in Part I, line 8 **3** N/A

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))
2011	1,956,900.	41,651,362.	.046983
2010	1,079,673.	33,753,324.	.031987
2009	1,163,058.	22,236,123.	.052305
2008	1,502,750.	19,931,964.	.075394
2007	1,023,839.	7,835,676.	.130664

2	**Total** of line 1, column (d)	2	.337333
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	.067467
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	40,307,631.
5	Multiply line 4 by line 3	5	2,719,435.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,676.
7	Add lines 5 and 6	7	2,730,111.
8	Enter qualifying distributions from Part XII, line 4	8	2,895,160.

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)

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 ▶ [X] and enter 1% of Part I, line 27b			1	10,676.
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	10,676.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	10,676.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	58,271.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	58,271.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	47,595.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 47,595. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JENNIFER T. LAVENSON Telephone no. ▶ 949-209-6201

Located at ▶ 610 NEWPORT CENTER DRIVE #1220, NEWPORT BEACH, CA ZIP+4 ▶ 92660

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 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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.) N/A	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. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
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.)* N/A	3b		
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 2012?	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)? ☐ 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)? N/A | 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? N/A ☐ 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 | | 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? N/A | 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.

(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
WILLIAM S. THOMPSON 610 NEWPORT CENTER DRIVE,STE 1220 NEWPORT BEACH, CA 92660	TRUSTEE 1.00	0.	0.	0.
NANCY E. THOMPSON 610 NEWPORT CENTER DRIVE,STE 1220 NEWPORT BEACH, CA 92660	TRUSTEE 1.00	0.	0.	0.
JENNIFER T. LAVENSON 610 NEWPORT CENTER DRIVE,STE 1220 NEWPORT BEACH, CA 92660	CFO 20.00	31,200.	0.	0.
DONALD C. THOMPSON 610 NEWPORT CENTER DRIVE,STE 1220 NEWPORT BEACH, CA 92660	DIRECTOR 30.00	62,000.	0.	0.

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
WILLIAM THOMPSON III ATHERTON, CA 94027	INVEST MGMT CONSULT	203,337.
Total number of others receiving over $50,000 for professional services ▶		0

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
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	36,556,875.
b	Average of monthly cash balances	1b	4,364,578.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	40,921,453.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	40,921,453.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	613,822.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,307,631.
6	**Minimum investment return.** Enter 5% of line 5	6	2,015,382.

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	2,015,382.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 10,676.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	10,676.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,004,706.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,004,706.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,004,706.

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	2,895,160.
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	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,895,160.
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	5	10,676.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,884,484.

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				2,004,706.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008 235,103.				
c From 2009 62,438.				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	297,541.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 2,895,160.				
a Applied to 2011, 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 2012 distributable amount				2,004,706.
e Remaining amount distributed out of corpus	890,454.			
5 Excess distributions carryover applied to 2012 (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	1,187,995.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,187,995.			
10 Analysis of line 9:				
a Excess from 2008 235,103.				
b Excess from 2009 62,438.				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 890,454.				

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 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

SEE STATEMENT 10

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 ▶ [X] 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 or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED	NONE	PUBLIC	GENERAL SUPPORT	2,695,000.
Total			▶ 3a	2,695,000.
b Approved for future payment				
AFFTON SCHOOL DISTRICT 8701 MACKENZIE ROAD ST LOUIS, MO 63123	NONE	PUBLIC	GENERAL SUPPORT	60,000.
UNIVERSITY OF CALIFORNIA IRVINE FOUNDATION 510 ALDRICH HALL IRVINE, CA 92697	NONE	PUBLIC	GENERAL SUPPORT	5,000,000.
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866	NONE	PUBLIC	GENERAL SUPPORT	600,000.
Total			▶ 3b	5,660,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	985,930.	
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	716,358.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,702,288.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,702,288.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 10/1/13 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHERYL J. SCHAFFER C.P.A., M.S.T.	[signature]	9/25/13		P00066920
Firm's name ▶ WRIGHT FORD YOUNG & CO. CPA'S			Firm's EIN ▶ 95-3288054	
Firm's address ▶ 16140 SAND CANYON AVENUE IRVINE, CA 92618-3715			Phone no. (949)910-2727	

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

2012

Name of the organization	**Employer identification number**
THE WILLIAM S. AND NANCY E. THOMPSON FOUNDATION	20-6371108

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

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

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

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

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

Employer identification number
20-6371108

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMPSON FAMILY CHARITABLE LEAD TRUST C/O WST PTNRS, 610 NEWPORT CTR DR., 1220 NEWPORT BEACH, CA 92660	$ 435,841.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	WILLIAM S. & NANCY E. THOMPSON 610 NEWPORT CENTER DRIVE, SUITE 1220 NEWPORT BEACH, CA 92660	$ 4,000,000.	Person [X] 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	Employer identification number
THE WILLIAM S. AND NANCY E. THOMPSON FOUNDATION	20-6371108

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

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

(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	Employer identification number
THE WILLIAM S. AND NANCY E. THOMPSON FOUNDATION	20-6371108

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once.) ▶ $

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

(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

(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

(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

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	FIDELITY 8360 SHORT TERM (SEE ATTACHED)	P	VARIOUS	VARIOUS
b	FIDELITY 8360 SHORT TERM NON-COVERED (SEE ATTACHE	P	VARIOUS	VARIOUS
c	FIDELITY 8360 LONG TERM COVERED (SEE ATTACHED)	P	VARIOUS	VARIOUS
d	FIDELITY 8360 LONG TERM NON-COVERED (SEE ATTACHED	P	VARIOUS	VARIOUS
e	FIDELITY 9755 SHORT TERM COVERED (SEE ATTACHED)	P	VARIOUS	VARIOUS
f	FIDELITY 9755 SHORT TERM COVERED (SEE ATTACHED)	P	VARIOUS	VARIOUS
g	FIDELITY 9755 LONG TERM NON-COVERED (SEE ATTACHED	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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	151,581.		148,545.	3,036.
b	322,976.		431,701.	<108,725.>
c	7,068.		6,772.	296.
d	9,260,281.		8,947,827.	312,454.
e	31,805.		30,358.	1,447.
f	30,561.		34,470.	<3,909.>
g	163,667.		161,220.	2,447.
h	156,595.			156,595.
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				3,036.
b				<108,725.>
c				296.
d				312,454.
e				1,447.
f				<3,909.>
g				2,447.
h				156,595.
i				
j				
k				
l				
m				
n				
o				

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	363,641.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

FORM 990-PF — DIVIDENDS AND INTEREST FROM SECURITIES — STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EMERGING MARKET GROWTH FUND	57,971.	7,493.	50,478.
FIDELITY 8360	979,793.	136,707.	843,086.
FIDELITY 9755	47,670.	12,395.	35,275.
WEATHERLOW OFFSHORE INVESTMENT	57,091.	0.	57,091.
TOTAL TO FM 990-PF, PART I, LN 4	1,142,525.	156,595.	985,930.

FORM 990-PF — LEGAL FEES — STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	30,970.	0.		30,970.
TO FM 990-PF, PG 1, LN 16A	30,970.	0.		30,970.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	31,901.	0.		31,901.
TO FORM 990-PF, PG 1, LN 16B	31,901.	0.		31,901.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	213,783.	213,783.		0.
TO FORM 990-PF, PG 1, LN 16C	213,783.	213,783.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	22,000.	0.		0.
FOREIGN TAXES	16,890.	16,890.		0.
PAYROLL TAXES	9,110.	0.		9,110.
TO FORM 990-PF, PG 1, LN 18	48,000.	16,890.		9,110.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUSINESS REGISTRATION	65.	0.		65.
SUPPLIES	64.	0.		64.
INSURANCE	11,510.	0.		11,510.
PAYROLL PROCESSING	1,033.	0.		1,033.
TO FORM 990-PF, PG 1, LN 23	12,672.	0.		12,672.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT - NO TAX EFFECT	131,487.
TOTAL TO FORM 990-PF, PART III, LINE 3	131,487.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY STOCKS X8360	3,040,202.	3,350,878.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,040,202.	3,350,878.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY MUTUAL FUNDS X8360	COST	21,803,220.	23,035,441.
FIDELITY MUTUAL FUNDS X9755	COST	1,512,430.	1,580,682.
EMERGING MARKETS GROWTH FUND	COST	1,917,852.	1,798,920.
WEATHERLOW OFFSHORE FUND I	COST	3,321,780.	3,391,123.
FORESTER DIVERSIFIED LTD	COST	3,475,635.	3,692,952.
TOTAL TO FORM 990-PF, PART II, LINE 13		32,030,917.	33,499,118.

FORM 990-PF PART XV - LINE 1A STATEMENT 10
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

WILLIAM S. THOMPSON
NANCY E. THOMPSON

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No. 614-498360 Customer Service: 800-437-6385
Recipient ID No. 43-2068662 Payer's Fed ID Number: 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
NEUBERGER BERMAN EQUITY INCOME INSTL, NBHIX, 641224498										
Sale	08/28/12	03/14/12	12,809.564	149,980.00	147,001.50	2,978.50				
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	01/11/12	12/14/11	0.000	68.31	65.64	2.67				
Principal	02/14/12	12/14/11	0.000	65.89	60.11	5.78				
Principal	03/13/12	12/14/11	0.000	67.77	62.99	4.78				
Principal	04/10/12	12/14/11	0.000	73.71	70.44	3.27				
Principal	04/10/12	03/14/12	0.000	88.52	88.10	0.42				
Principal	05/16/12	12/14/11	0.000	77.94	79.08	-1.14				
Principal	05/16/12	03/14/12	0.000	93.60	98.91	-5.31				
Principal	06/12/12	12/14/11	0.000	66.25	64.90	1.35				
Principal	06/12/12	03/14/12	0.000	79.57	81.18	-1.61				
Principal	07/06/12	12/14/11	0.000	66.86	66.20	0.66				
Principal	07/06/12	03/14/12	0.000	80.29	82.80	-2.51				
Principal	08/10/12	12/14/11	0.000	67.52	65.54	1.98				
Principal	08/10/12	03/14/12	0.000	81.09	81.98	-0.89				
Principal	09/12/12	12/14/11	0.000	69.13	62.52	6.61				
Principal	09/12/12	03/14/12	0.000	83.00	78.20	4.80				
Principal	10/08/12	12/14/11	0.000	76.52	67.78	8.74				
Principal	10/08/12	03/14/12	0.000	91.90	84.79	7.11				
Principal	11/19/12	12/14/11	0.000	70.66	64.14	6.52				
Principal	11/19/12	03/14/12	0.000	84.87	80.23	4.64				

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No 614-498360 Customer Service: 800-437-6385
Recipient ID No 43-2068652 Payer's Fed ID Number: 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis <u>is reported</u> to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I

(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	16 State Tax Withheld
8 Description, 1d Stock or Other Symbol, CUSIP										
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	12/11/12	12/14/11	0 000	66.80	61.37	5.43				
Principal	12/11/12	03/14/12	0 000	80.23	76 76	3.47				
Subtotals				**1,600.43**	**1,543.66**					
TOTALS				**151,580.43**	**148,545.16**			**0.00**		
	Box A Short-Term Realized Gain					**3,046.73**				
	Box A Short-Term Realized Loss					**-11.46**				
	Box A Wash Sale Loss Disallowed						**0.00**			

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No 614-498360 Customer Service. 800-437-6385
Recipient ID No 43-2068652 Payer's Fed ID Number: 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part I (i)
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**16** State Tax Withheld
BRIDGEWAY BLUE CHIP 35 INDEX, BRLIX, 108747502										
Sale	03/14/12	12/15/11	5,097.453	42,053.52	32,330.23	9,723.29				
PIMCO COMMODITY REAL RETURN INST, PCRIX, 722005667										
Sale	03/14/12	various	40,891.860	280,922.37	399,370.61	-118,448.24				
TOTALS				**322,975.89**	**431,700.84(c)**			**0.00**		
	Box B Short-Term Realized Gain					**9,723.29**				
	Box B Short-Term Realized Loss					**-118,448.24**				
	Box B Wash Sale Loss Disallowed						**0.00**			

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

02/24/2013 9001148499

T90014HG3056113 010639 0002/0010 00

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No. **614-488360** Customer Service: 800-437-6385
Recipient ID No **43-2068662** Payer's Fed ID Number: 04-3523567

FORM 1099-B* **2012 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part II
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
SOUND SHORE FD INC, SSHFX, 836083105										
Sale	08/28/12	02/17/06	215.955	7,068 21	6,771.52	296.69				
TOTALS				**7,068.21**	**6,771.52**			**0.00**		
		Box A Long-Term Realized Gain				**296.69**				
		Box A Long-Term Realized Loss				**0.00**				
		Box A Wash Sale Loss Disallowed					**0.00**			

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No. **614-498360** Customer Service: 800-437-6385
Recipient ID No. **43-2068652** Payer's Fed ID Number. 04-3523567

FORM 1099-B **2012 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part II (i)
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**16** State Tax Withheld
ARTISAN INTL VALUE FUND INV CL, ARTKX, 04314H881										
Sale	05/11/12	10/05/09	9,394.964	250,000.00	219,943.38	30,056.62				
Sale	08/28/12	10/05/09	8,938.148	250,000.00	209,248 97	40,751.03				
Sale	09/06/12	10/05/09	3,490.401	100,000.00	81,712.99	18,287.01				
Subtotals				**600,000.00**	**510,905.34 (c)**					
BRIDGEWAY BLUE CHIP 35 INDEX, BRLIX, 108747502										
Sale	03/14/12	various	232,541.499	1,918,447.83	1,474,878.31	443,569.52				
HARBOR CAPITAL APPRECIAT INSTL, HACAX, 411511504										
Sale	06/06/12	09/22/05	6,200.397	249,980.00	197,398.96	52,581 04				
Sale	09/06/12	09/22/05	1,160.362	49,980.00	36,941.87	13,038.13				
Subtotals				**299,960.00**	**234,340.83 (c)**					
HARDING LOEVNER INTL EQUITY PORT INSTL, HLMIX, 412295107										
Sale	03/14/12	10/05/09	16,937.669	249,980.00	220,001.11	29,978.89				
Sale	05/11/12	various	17,680.339	249,980.00	229,647.55	20,332.45				
Sale	08/28/12	various	16,983.696	249,980.00	220,598 95	29,381.05				
Subtotals				**749,940.00**	**670,247.61 (c)**					
PIMCO COMMODITY REAL RETURN INST, PCRIX, 722005667										
Sale	03/14/12	various	130,612.506	897,292.62	1,275,627.87	-378,335.25				
PIMCO TOTAL RETURN INSTL, PTTRX, 693390700										
Sale	05/31/12	various	177,304.965	1,999,980.00	1,939,000.53	60,979 47				

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No. **614-498360** Customer Service: 800-437-6385
Recipient ID No. **43-2068652** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part II (i)
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, 1d Stock or Other Symbol, CUSIP										
Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	6 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
SOUND SHORE FD INC, SSHFX, 836083105										
Sale	06/06/12	various	8,020.533	250,000.00	251,092.13	-1,092.13	29.41			
Sale	08/28/12	various	7,422.297	242,931.79	232,363 67	10,568.12				
Subtotals				**492,931.79**	**483,455.80 (c)**					
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	01/11/12	07/01/10	0.000	86.51	63.71	22 80				
Principal	01/11/12	09/01/10	0.000	64.23	48.97	15.26				
Principal	02/14/12	07/01/10	0.000	83.45	58.34	25 11				
Principal	02/14/12	09/01/10	0.000	61.96	44.84	17.12				
Principal	03/13/12	07/01/10	0.000	85.84	61.14	24.70				
Principal	03/13/12	09/01/10	0.000	63.73	46.99	16.74				
Principal	04/10/12	07/01/10	0.000	93.36	68 37	24.99				
Principal	04/10/12	09/01/10	0.000	69.32	52.54	16.78				
Principal	05/16/12	07/01/10	0.000	98.72	76.75	21.97				
Principal	05/16/12	09/01/10	0 000	73.29	58.99	14.30				
Principal	06/12/12	07/01/10	0.000	83.91	63.00	20.91				
Principal	06/12/12	09/01/10	0 000	62.30	48.41	13.89				
Principal	07/06/12	07/01/10	0.000	84.69	64.25	20.44				
Principal	07/06/12	09/01/10	0.000	62.88	49.38	13.50				
Principal	08/10/12	07/01/10	0.000	85.53	63.61	21.92				
Principal	08/10/12	09/01/10	0.000	63.50	48.89	14 61				
Principal	09/12/12	07/01/10	0.000	87.56	60.68	26 88				

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No. **614-498360** Customer Service: 800-437-6385
Recipient ID No. **43-2068652** Payer's Fed ID Number: 04-3523567

FORM 1099-B* **2012 Proceeds from Broker and Barter Exchange Transactions** Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part II (i)
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc. (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
SPDR GOLD TR GOLD SHS, GLD, 78463V107										
Principal	09/12/12	09/01/10	0.000	65.01	46.64	18.37				
Principal	10/08/12	07/01/10	0.000	96.93	65.79	31 14				
Principal	10/08/12	09/01/10	0.000	71.96	50.56	21.40				
Principal	11/19/12	07/01/10	0.000	89 50	62.26	27.24				
Principal	11/19/12	09/01/10	0.000	66.45	47.85	18.60				
Principal	12/11/12	07/01/10	0.000	84.61	59.56	25.05				
Principal	12/11/12	09/01/10	0.000	62 82	45.78	17.04				
Subtotals				**1,848.06**	**1,357.30** (c)					
T ROWE PRICE NEW ERA, PRNEX, 779559103										
Sale	05/11/12	05/07/10	6,025.548	249,980.00	271,678.46	-21,698.46				
Sale	06/06/12	05/07/10	6,454.944	249,980.00	291,038.96	-41,058.96				
Sale	08/28/12	05/07/10	7,080.481	299,980.00	319,243.03	-19,263.03				
Subtotals				**799,940.00**	**881,960.45** (c)					
VANGUARD ENERGY FUNDADMIRAL SHARES, VGELX, 921908802										
Sale	05/11/12	07/29/09	2,334.485	249,980.00	258,253.18	-8,273.18				
Sale	06/06/12	07/29/09	2,459.904	249,980.00	272,127.71	-22,147.71				
Subtotals				**499,960.00**	**530,380.89** (c)					
VANGUARD INDEX FDS VANGUARD TOTAL STK MK, VTI, 922908769										
Sale	05/11/12	01/05/11	7,160.000	499,963.65	470,984.80	28,978.85				
Sale	06/06/12	01/05/11	591.000	39,772.14	38,875.98	896.16				
Sale	06/06/12	01/28/11	3,124.000	210,233.80	206,407.37	3,826 43				

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No. 614-498360 Customer Service: 800-437-6385
Recipient ID No. 43-2068652 Payer's Fed ID Number: 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part II (i)
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	16 State Tax Withheld
VANGUARD INDEX FDS VANGUARD TOTAL STK MK, VTI, 922908769										
Sale	08/28/12	01/28/11	2,076 000	150,001.48	137,164.43	12,837.05				
Sale	09/06/12	01/28/11	100.000	7,348.25	6,607.15	741.10				
Sale	09/06/12	07/27/11	1,261.000	92,661.44	85,662.45	6,998.99				
Subtotals				**999,980.76**	**945,702.18 (c)**					
TOTALS				**9,260,281.06**	**8,947,857.11(c)**			**0.00**		
	Box B Long-Term Realized Gain					**804,292.67**				
	Box B Long-Term Realized Loss					**-491,868.72**				
	Box B Wash Sale Loss Disallowed						**29.41**			

For any transaction listed on Form 1099-B in a section indicating that **"basis is reported to the IRS"**, we are reporting to the IRS: **1c** type of gain or loss (i.e. short-term or long-term), **6** basis reported to IRS, **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a, 1b, 1e, 2a** and **2b, 3, 4, 5, 13, 14** and **16**. We are not reporting to the IRS: the Action, the Gain / Loss, and all subtotals and totals.

For any transaction listed on Form 1099-B in a section indicating that **"basis is not reported to the IRS"**, we are reporting to the IRS: **6** Noncovered security **8** Description, **1d** Stock or other symbol, the CUSIP number, and columns **1a, 1e, 2a** and **2b, 4, 13, 14** and **16**. We are not reporting to the IRS: **1c** type of gain or loss (i.e. short-term or long-term), the Action, the Gain / Loss, columns **1b, 3, 5**, and all subtotals and totals.

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns.

(a) Gross proceeds less commissions
(b) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium
(c) Totals of Cost or Other Basis include all tax lots with known basis Totals do not include tax lots with unknown basis
(i) All gain/loss information may not be reflected due to incomplete cost basis information.

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No. 614-498360 Customer Service. 800-437-6385
Recipient ID No. 43-2068662 Payer's Fed ID Number: 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

See the supplemental gain/loss sections of this statement for options, foreign currency transactions, and closed short positions opened prior to 2011. Also refer to the gain/loss sections to see details on adjustments made to cost basis for fixed income securities and for the local currency values for internationally denominated equities and fixed income securities.

We are required to convert a purchase or sale in foreign currency into its United States dollar (USD) equivalent at the time of the transaction and to use that USD equivalent amount as the cost basis or gross proceeds as applicable. For securities directly bought or sold in a foreign currency in a single transaction in your account, we have converted the foreign currency into USD on the trade date of the purchase or sale using the end-of-day exchange rate. If you acquired the foreign currency cost, or sold the foreign currency proceeds in exchange for USD in a separate currency transaction linked to the security transaction, the conversion was made using the spot rate at the time of the linked currency transaction. In some cases, you may be required to use different currency conversion conventions than those applied here We have made these currency conversions based on the trade date of the purchase or sale. For tax reporting purposes, you may be required to determine your actual USD cost basis, proceeds, and gain/loss based on the exchange rates on the settlement dates of the applicable transactions. Consult your tax advisor for more information.

Certain tax rules may require you to treat as ordinary income/loss all or a portion of your realized gain/loss from any debt instruments that are denominated in a currency other than U. S dollars (USD) or that make a payment calculated by reference to the value of a currency other than USD. Consult your tax advisor for more information.

* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No. **646-459755** Customer Service. CALL ADVISOR
Recipient ID No **43-2068652** Payer's Fed ID Number 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
RYDEX STRENGTHENING DOLLAR 2X STRAT CL H, RYSBX, 78356A806										
Sale	07/26/12	various	2,205.598	31,804.72	30,357.75	1,446.97				
TOTALS				**31,804.72**	**30,357.75**			**0.00**		
		Box A Short-Term Realized Gain				**1,446.97**				
		Box A Short-Term Realized Loss				**0.00**				
		Box A Wash Sale Loss Disallowed					**0.00**			

* **This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND | Account No. **646-459755** | Customer Service: CALL ADVISOR
Recipient ID No **43-2068652** | Payer's Fed ID Number: 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part I (i)

(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (a)	**3** Cost or Other Basis (b)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
MAINSTAY CONVERTIBLECLASS A, MCOAX, 56062F780										
Sale	01/26/12	various	2,059.359	30,560 89	34,470 43	-3,909 54				
TOTALS				**30,560.89**	**34,470.43(c)**			**0.00**		
	Box B Short-Term Realized Gain					**0.00**				
	Box B Short-Term Realized Loss					**-3,909.54**				
	Box B Wash Sale Loss Disallowed						**0.00**			

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Fidelity INVESTMENTS

2012 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No 646-459755 Customer Service: CALL ADVISOR
Recipient ID No. 43-2068652 Payer's Fed ID Number: 04-3523567

FORM 1099-B* 2012 Proceeds from Broker and Barter Exchange Transactions Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part II (i)
(This Label is a Substitute for Boxes **1c & 6**)

(IRS Form 1099-B box numbers are shown below in **bold type**)

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
8 Description, 1d Stock or Other Symbol, CUSIP										
COLUMBIA ACORN SELECT CLASS Z, ACTWX, 197199854										
Sale	04/04/12	12/07/10	1,061 105	29,106.12	29,681.79	-575.67				
DAVIS APPRECIATION AND INCOME CLASS A, RPFCX, 239103880										
Sale	02/15/12	05/18/10	429 386	11,876.83	11,192.15	684.68				
Sale	02/17/12	05/18/10	615.307	17,290 13	16,038.26	1,251.87				
Sale	03/08/12	05/18/10	541.243	15,138 57	14,107.75	1,030 82				
Subtotals				**44,305.53**	**41,338.16 (c)**					
MAINSTAY HIGH YIELD OPPORTUNITIES CL A, MYHAX, 27885C445										
Sale	04/17/12	various	2,995.512	34,418.43	34,600 45	-182.02	3.94			
PAYDEN HIGH INCOME INVESTOR CLASS, PYHRX, 704329572										
Sale	04/19/12	05/18/10	7,853.392	55,837.62	55,603.04	234.58				
TOTALS				163,667.70	161,223.44(c)			0.00		
		Box B Long-Term Realized Gain				**3,201.95**				
		Box B Long-Term Realized Loss				**-757.69**				
		Box B Wash Sale Loss Disallowed					**3.94**			

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.**

The William S. and Nancy E. Thompson Foundation
FEIN 20-6371108
Year Ended December 31, 2012

Check #	Payment Date	Organization	Tax Status	Purpose	Address	Amount
1351	03/14/2012	Hawaii Community Foundation	501(c)3	Program Support	827 Fort Street Mall, Honolulu, HI 96813	5,000
1357	08/06/2012	University of California Irvine	501(c)3	Program Support	100 Theory, #250, Irvine, CA 92697-5602	2,500
1358	08/22/2012	Affton School District	501(c)3	Program Support	8701 Mackenzie Road, Saint Louis, MO 63123	60,000
1360	08/30/2012	University of California Irvine	501(c)3	Program Support	100 Theory, #250, Irvine, CA 92697-5602	2,000,000
1363	10/01/2012	Charitable Venture OC	501(c)3	Program Support	1505 E 17th Street, Suite 101, Santa Ana, CA 9270	25,000
1366	11/01/2012	Mayor's Fund of New York City	501(c)3	Program Support	253 Broadway, 8th FL New York, NY 10007	100,000
1369	11/01/2012	American Red Cross	501(c)3	Program Support	520 West 49th St New York NY 10019	100,000
1370	11/14/2012	Carey School	501(c)3	Program Support	100 International Drive, Baltimore, MD 21202	5,000
1375	11/29/2012	Chapman University	501(c)3	Program Support	One University Dr Orange CA 92866	200,000
1382	12/17/2012	Taller San Jose	501(c)3	Program Support	80 North Broadway, Santa Ana, CA 92701	10,000
1383	12/17/2012	Alzheimer's Family Services	501(c)3	Program Support	9451 Indianapolis Ave Huntington Beach CA 92646	2,500
1384	12/17/2012	B Peace	501(c)3	Program Support	5 Easy 22nd Street, Ste 9J, New York, NY 10010	5,000
1385	12/17/2012	Blind Children's Learning Center	501(c)3	Program Support	18542-B Vandertip Avenue Santa Ana, CA 92705	5,000
1387	12/17/2012	Doctors without Boarders	501(c)3	Program Support	333 Seventh Avenue 2nd Floor, New York, NY 10001	25,000
1388	12/17/2012	El Viento	501(c)3	Program Support	P O Box 3897, Huntington Beach, CA 92605	10,000
1389	12/17/2012	Free Wheelchair Mission	501(c)3	Program Support	15279 Alton Pkwy Ste 300 Irvine CA 92618	25,000
1390	12/17/2012	Girls Inc	501(c)3	Program Support	1815 Anaheim Ave, Costa Mesa, CA 92627	5,000
1391	12/17/2012	Human Options	501(c)3	Program Support	P O Box 53745 Irvine, CA 92619	10,000
1392	12/17/2012	Illumination Foundation	501(c)3	Program Support	2691 Richter Ave, Suite 107, Irvine, CA 92606	5,000
1393	12/17/2012	Kidwoks	501(c)3	Program Support	1902 W Chestnut Santa Ana, CA 92703	10,000
1394	12/17/2012	Oakview Renewal Partnership	501(c)3	Program Support	P O Box 3476, Huntington Beach, CA 92605	25,000
1395	12/17/2012	Laura's House	501(c)3	Program Support	999 Corporate Dr, Suite 225, Ladera Ranch, CA 92694	10,000
1396	12/17/2012	Let's Share Inc	501(c)3	Program Support	3334 East Coast Hwy #189, Corona Del Mar, CA 92625	5,000
1397	12/17/2012	OC Food Bank	501(c)3	Program Support	8014 Marine Way Irvine, CA 92618	10,000
1398	12/17/2012	Share Ourselves	501(c)3	Program Support	1550 Superior Ave, Costa Mesa, CA 92627	10,000
1399	12/17/2012	South County Outreach	501(c)3	Program Support	26776 Vista Terrace, Lake Forest, CA 92630	10,000
1400	12/17/2012	Lestonnac Free Clinic	501(c)3	Program Support	1215 E Chapman Avenue Orange CA 92328	10,000
1401	12/20/2012	Menlo Park Atherton Education Foundation	501(c)3	Program Support	P O Box 584, Menlo Park, CA 94026	1,500
1402	12/20/2012	Child and Family Institute	501(c)3	Program Support	330 Ravenwood Ave Menlo Park, CA 94025	500
1403	12/20/2012	Ravenswood Education Foundation	501(c)3	Program Support	P O Box 396, Menlo Park, CA 94026	500
1404	12/20/2012	Wooden Floor	501(c)3	Program Support	1810 North Main St, Santa Ana, CA 92706	1,000
1405	12/20/2012	Breast Cancer Research Foundation	501(c)3	Program Support	East 56th St. 8th FL New York, NY 10022	250
1406	12/20/2012	CHOC Children's Foundation	501(c)3	Program Support	455 South Main St. Orange, CA 92868	1,250
					Grants made (cash basis)	2,695,000