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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 , and ending

Name of foundation W.B. & Candace Thoman Foundation		A Employer identification number 23-7029842
Number and street (or P.O. box number if mail is not delivered to street address) 222 N. Washington Square	Room/suite 400	B Telephone number (see instructions) (517) 377-0717
City or town, state, and ZIP code Lansing MI 48933-1800		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,535,052	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

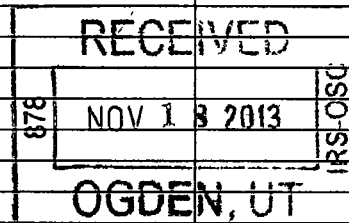
	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	115	115		
4 Dividends and interest from securities	37,343	37,343		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	5			
b Gross sales price for all assets on line 6a 16				
7 Capital gain net income (from Part IV, line 2)		5		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	37,463	37,463		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	500			
c Other professional fees (attach schedule)	26,702	13,177		13,525
17 Interest				
18 Taxes (attach schedule) (see instructions)	6	6		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	20			
24 Total operating and administrative expenses. Add lines 13 through 23	27,228	13,183		13,525
25 Contributions, gifts, grants paid	148,450			148,450
26 Total expenses and disbursements. Add lines 24 and 25	175,678	13,183		161,975
27 Subtract line 26 from line 12	-138,215			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		24,280		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)SCANNED NOV 20 2013
Revenue

Operating and Administrative Expenses



12

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	10,901	6,856	6,856
	2 Savings and temporary cash investments	1,174,923	988,865	988,865
	3 Accounts receivable 8			
	Less allowance for doubtful accounts 10		8	8
	4 Pledges receivable 8			
	Less allowance for doubtful accounts 10			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) 10			
	Less allowance for doubtful accounts 10			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	913,289	965,179	1,539,323
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis 10			
	Less accumulated depreciation (attach schedule) 10			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis 10			
	Less accumulated depreciation (attach schedule) 10			
	15 Other assets (describe 10)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,099,123	1,960,908	2,535,052
	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 10)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here 10			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here 10			
	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	2,099,123	1,960,908	
	30 Total net assets or fund balances (see instructions)	2,099,123	1,960,908	
	31 Total liabilities and net assets/fund balances (see instructions)	2,099,123	1,960,908	

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	2,099,123
2 Enter amount from Part I, line 27a	2	-138,215
3 Other increases not included in line 2 (itemize) 10	3	
4 Add lines 1, 2, and 3	4	1,960,908
5 Decreases not included in line 2 (itemize) 10	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,960,908

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 Kraft - Mondelez spinoff cash-in-lieu	P	6/2/2008	10/1/2012
b			
c			
d			
e			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 16		11	5
b			
c			
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			5
b			
c			
d			
e			
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2 5
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 5

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	165,751	2,629,223	0.063042
2010	159,493	2,626,495	0.060725
2009	159,954	2,680,764	0.059667
2008	144,588	2,944,724	0.049101
2007	143,468	3,023,014	0.047459
2 Total of line 1, column (d)			2 0.279994
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.055999
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,634,954
5 Multiply line 4 by line 3			5 147,555
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 243
7 Add lines 5 and 6			7 147,798
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 161,975

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2013 estimated tax

Refunded

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation (2) On foundation managers

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

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?

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

8 a Enter the states to which the foundation reports or with which it is registered (see instructions)

MI

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► None	13	X	
14	The books are in care of ► Benjamin O. Schwendener, Jr. Telephone no ► (517) 377-0717 Located at ► 222 N. Washington Square, Suite 400 Lansing MI ZIP+4 ► 48933-1800			
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		<input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	N/A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? (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** N/A

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**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

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

☐

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

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

	Amount
1 None	
2	
All other program-related investments See instructions	
3	
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	2,653,654
b	Average of monthly cash balances	1b	21,426
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,675,080
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	2,675,080
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	40,126
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,634,954
6	Minimum investment return. Enter 5% of line 5	6	131,748

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	131,748
2a	Tax on investment income for 2012 from Part VI, line 5	2a	243
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	243
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	131,505
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	131,505
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	131,505

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	161,975
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	161,975
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	243
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	161,732

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				131,505
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	2,895			
b From 2008	3,488			
c From 2009	24,754			
d From 2010	28,592			
e From 2011	34,608			
f Total of lines 3a through e	94,337			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 161,975				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				131,505
e Remaining amount distributed out of corpus	30,470			
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	124,807			
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				
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)	2,895			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	121,912			
10 Analysis of line 9				
a Excess from 2008	3,488			
b Excess from 2009	24,754			
c Excess from 2010	28,592			
d Excess from 2011	34,608			
e Excess from 2012	30,470			

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

- 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

☐ 4942(i)(3) or ☐ 4942(i)(5)

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

[illegible]

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

1 Information Regarding Foundation Managers:

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

None

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

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

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

- a. The name, address, and telephone number or e-mail of the person to whom applications should be addressed

See attached guidelines

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

See attached guidelines

- c Any submission deadlines**

See attached guidelines

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

See attached guidelines

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				
Lansing Everett High School 3900 Stabler St Lansing, MI 48910			2011-12 outreach to produce play	11,200
Happendance 3448 Hagadorn Rd. Okemos, MI 48864-4200			2011-12 Funding for group dance experiences	4,000
Capital Area Literacy Coalition 1028 East Saginaw Lansing, MI 48906			2011-12 funding for read to succeed program	55,000
Ingham Intermediate Schools - GATE 2630 Howell Road Mason, MI 48854			2011-12 funding for gifted and talented programs	28,000
MSU Gifted and Talented, Division of Honors College 186 Bessey East Lansing, MI 48824-1033			2011-12 funding for gifted and talented programs	22,000
Camp Highfields P O. Box 98 Onondaga, MI 49264			Support for art program	1,000
Lansing Schools Gifted & Talented Program 519 W Kalamazoo St. Lansing, MI 48933			Support for INSIGHTS Elementary Development Program	7,250
Impression 5 Museum 200 Musuem Dr Lansing, MI 48933			Children's Education Admission Program	5,000
Big Brothes Big Sisters 1235-A Center Street Lansing, MI 48906			Mentor program for at- risk exceptional youth	15,000
Total			3a	148,450
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	115	
4	Dividends and interest from securities			14	37,343	
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					
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)				37,458	
13	Total. Add line 12, columns (b), (d), and (e)				13	37,458

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

W.B. & Candace Thoman Foundation
Form 990-PF, Y/E 12-31-12, #23-7029842

Part I, Line 16(b), Accounting fees

Richard K. Winter, CPA	<u>\$500</u>
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Part I, Line 16(c), Other professional fees

Dart, Papesh & Co., investment advisory fees	\$13,177
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Honigman, Miller, Schwartz, & Cohn, various legal assistant fees and expenses	<u>13,525</u>
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	<u>\$26,702</u>
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Part I, Line 23, Other expenses

State of Michigan fee	<u>\$20</u>
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W.B. & Candace Thoman Foundation
Form 990-PF, 23-7029842
Part II, Line 10, Investments, Securities

Security	Date Acquired	Cost Basis			Market Value, 12-31-12		
		(a) U.S. Govt. Obligs.	(b) Corporate Stock	(c) Corporate Bonds	(a) U.S. Govt. Obligs.	(b) Corporate Stock	(c) Corporate Bonds
Becton Dickinson & Co , 400 Shs	08/06/09		26,110 84			31,276 00	
Becton Dickinson & Co , 400 Shs	06/29/10		27,214 84			31,276 00	
Berkshire Hathaway Cl B, 496 Shs	12/19/07		33,154 50			44,491 20	
Berkshire Hathaway Cl B, 993 Shs	01/09/08		62,646 59			89,072 10	
Campbell Soup, 100 Shs	10/26/10		3,673 57			3,489 00	
Campbell Soup, 700 Shs	10/26/10		25,583 63			24,423 00	
Clorox Co , 1,800 shs	08/08/95		29,833 73			131,796 00	
Colgate Palmolive, 300 Shs	11/23/11		26,276 90			31,362 00	
Colgate Palmolive, 400 Shs	05/05/08		29,618 88			41,816 00	
CR Bard Inc , 400 Shs	08/27/10		30,818 84			39,096 00	
Dr Pepper Snapple, 600 Shs	07/13/11		25,149 93			26,508 00	
Exxon Mobil, 2,200 Shs	07/14/84		11,197 66			190,410 00	
Glaxosmithkline PLC ADR, 700 Shs	02/27/08		32,119 54			30,429 00	
Gold Fields Ltd ADR, 4,300 Shs	04/24/08		60,112 35			53,707 00	
H & R Block Inc., 2,900 Shs	11/04/09		53,605 90			53,853 00	
Johnson & Johnson, 500 Shs	09/08/10		29,707 54			35,050 00	
Kraft Foods Inc Cl A, 633 Shs	06/02/08		21,534 87			28,782 51	
McDonalds Corp , 500 Shs	07/20/09		29,511 35			44,105 00	
McDonalds Corp , 500 Shs	08/18/09		27,524 93			44,105 00	
Microsoft, 2,200 shs	05/06/05		56,010 46			58,759 80	
Mondelez Intl Inc , 1,900 Shs	06/02/08		39,856 47			48,360 70	
Monsanto, 300 Shs	01/11/10		25,898 90			28,395 00	
News Corp Cl A, 4,100 Shs	11/17/09		52,384 80			104,591 00	
Nike Inc Class B, 1,200 Shs	12/17/97		26,859 35			123,840 00	
Pepsico Inc , 400 Shs.	02/23/12		25,512 51			27,372 00	
Pepsico Inc , 700 Shs	03/30/07		44,866 75			47,901 00	
Pfizer Inc , 320 Shs	10/16/09		5,651 20			8,025 28	
Procter & Gamble Co, 250 Shs	08/31/07		16,424 59			16,972 50	
Procter & Gamble Co, 250 Shs	07/13/11		16,382 00			16,972 50	
Stryker, 500 Shs	10/24/12		26,388 36			27,410 00	
United Health Group, 300 Shs	08/31/07		14,885 06			16,272 00	
Wellpoint Inc , 2000 Shs	09/07/07		15,998 94			12,184 00	
Western Union, 2,000 Shs	12/17/97		12,663 09			27,220 00	
		0 00	965,178 87	0 00	0 00	1,539,322 59	0 00

W.B. & Candace Thoman Foundation
Form 990-PF, Y/E 12-31-12, #23-7029842

Part VIII, Line 1, Trustees

Benjamin O. Schwendener, Jr.
222 N. Washington Square, Suite 400
Lansing, MI 48933-1800

President & Secretary

Louis E. Legg
P.O. Box 294, Okemos, MI 48864

Vice President

Frederick M. Baker
5127 Barton Road
Williamston, MI 48895-9304

Treasurer

Helen Pratt Mickens
Cooley Law School
300 S. Capital Avenue, P.O. Box 13038
Lansing, MI 48901

Eva L. Evans, Ph.D.
434 S. Verlinden
Lansing, MI 48915

Ms. Rebecca Corner
835 Sunset Street
East Lansing, MI 48823

All trustees devote a minimal amount of time to the Foundation and
and receive no compensation, expense allowances, or employee
benefits.

W. B. AND CANDACE THOMAN FOUNDATION

GUIDELINES

EXCLUDED ORGANIZATIONS

INFORMATION TO BE SUPPLIED BY ORGANIZATIONS
REQUESTING GRANTS

Send a copy of Grant Requests to each of the following:

Benjamin O. Schwendener, Jr., Esq., President
W.B. and Candace Thoman Foundation
222 North Washington Square
Suite 400
Lansing, Michigan 48933-1800

Mr. Frederick M. Baker, Jr., Esq.
5127 Barton Road
Williamston, MI 48895-9304

Mr. Louis E. Legg
P.O. Box 294
Okemos, MI 48864

Helen Pratt Mickens, Esq.
Associate Dean of Community Relations
Cooley Law School
300 S. Capitol Avenue
P. O. Box 13038
Lansing, MI 48901

Ms. Rebecca Corner
835 Sunset Street
East Lansing, Michigan 48823

Eva L. Evans, Ph.D.
434 S. Verlinden
Lansing, MI 48915

**CONDENSED STATEMENT OF THE THOMAN
FOUNDATION GUIDELINES**

Adopted by the Board of Trustees of the W.B. and Candace Thoman
Foundation, December 10, 1968

* * *

- "FIRST: Foundation money should be used for the education and benefit of the young. Any deviation from this rule must be justified by exceptional circumstances.
- SECOND: The young people must be orphans or from very poor families. . .
- THIRD: The young people helped must, in the opinion of the trustees, have potential and ambition. They must have not only the ability to progress, but also an intense desire to better themselves. . .
- FOURTH: These young people should be helped as far and so long as they are willing and have ability. This means that the foundation aid will not necessarily be cut off upon the completion of grammar or high school education. Those who, in the trustees' opinion, have the ability and willingness, can go on to college and even graduate school with the assistance of the foundation. . .
- FIFTH: There shall be no limitation as to race, nationality, color, country of origin or creed. . .
- SIXTH: Care must be taken in the selection of the ones helped and the foundation must insure that it continues to supervise those receiving aid. . .
- SEVENTH: Local charities may be considered as objects of aid . . . aid to these charities should be considered secondary, however, as the primary purpose of the foundation will be to provide assistance for poor children with ability. . .
- EIGHT: No relative of any trustee or any employee of the foundation will ever be helped."

ORGANIZATIONS THAT ARE EXCLUDED

- Organizations to which contributions are not tax deductible according to Internal Revenue Service regulations;
- Political organizations or organizations whose purposes are to influence legislation; and
- Churches and religious organizations or programs.

**INFORMATION TO BE SUPPLIED BY ORGANIZATIONS
REQUESTING GRANTS**

If problems are encountered in developing any of the following information, please contact Benjamin O. Schwendener, Jr., President of the Foundation.

1. A description of the project, its goals and purposes. (Generally, organizations whose activities are concentrated in the Ingham, Eaton and Clinton County areas of Michigan will receive a higher priority);
2. The total budget for the project (include direct and indirect costs);
3. The projected source of funds for the project, naming donors and anticipated donors (include direct financial grants and grants of services and materials needed for project);
4. The reasons why the project needs to be undertaken;
5. Whether professional outside consultants or fundraisers are to be hired to assist with the project and the fees paid (within the last 12 months) and fees to be paid;
6. A current (within the last three months) balance sheet and income statement for the organization and balance sheet and income statements for the last three fiscal years;
7. A copy of the organization's Federal 990 forms* (applicable in the case of foundations, charitable trusts, charitable corporations and other tax exempt organizations);
8. A copy of the organization's tax exemption letter (indicating tax exemption under IRC Section 501(c)(3));
9. A verification, signed by the chief executive officer personally in charge of operations of the organization, stating that such person has personally examined all of the information in the grant request, including accompanying schedules and statements, and to the best of such person's knowledge and belief, the information contained therein is true, correct and complete. (A verification signed by the titular head of an organization who is not directly and personally involved with the daily operations of the organization is not acceptable.)

* One or more of the following forms are applicable to tax exempt organizations:

Form 990:	Return of Organization Exempt From Income Tax Under Section 501(c) (except black lung benefit or trust or private foundation) of the Internal Revenue Code or Section 4947(a)(1) Trust
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Form 990,
Schedule A

Organization Exempt Under 501(c)(3) (Supplementary
Information)

Form 990-PF:

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

Form 990-T:

Exempt Organization Business Income Tax Return

Form 990-W

Estimated Tax on Unrelated Business Taxable Income for Tax-
Exempt Trusts

* * *

Trustees of the Thoman Foundation:

Benjamin O. Schwendener, Jr., President

Frederick M. Baker, Jr., Trustee

Louis E. Legg, Trustee

Helen Pratt Mickens, Trustee

Rebecca Corner, Trustee

Eva L. Evans, Ph.D., Trustee

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W.B. & Candace Thoman Foundation
Form 990-PF, Y/E 12/31/12, 23-7029842
Statement Pursuant to Reg. 53.4942(a)-3(b)(7)(ii)

The following project grants were subject to a cash set aside for the year ended 12/31/08:

Happendance	2008-2009 funding for group to provide dance experiences with audience involvement in Ingham, Eaton & Clinton County schools	\$4,000
Camp Highfields	Support for Art Program	1,000
Lansing School District Gifted and Talented Program	Support for INSIGHTS Elementary Talent Development Program	25,326
Literacy Volunteers of America - Capitol Area Literacy Coalition	2008-2009 funding for Read to Succeed Program	55,000
Ingham Intermediate School District - GATE	2008-2009 funding for gifted and talented programs	28,000
Michigan State University Gifted and Talented Program Division of Honors College Michigan State University	2008-2009 funding for gifted and talented programs	22,000
Impression Five Museum	Children's Education Admission Program	3,000
		<u>\$138,326</u>

The amounts set aside above as of 12/31/08 were all paid in January, 2009.

Prior Year Sec. 4942(d) distributable amounts and actual cash payments for exempt purposes:

The foundation was formed in 1965 by W B Thoman who managed it until his death in 1979. The foundation's tax returns for the years 1965 - 1978 that were filed by W B Thoman cannot be located. Thus the statement below does not include each year of the foundation's start-up and full-payment periods as required by Reg. 53.4942(a)-3(b)(7)(ii)(d) & (e). However, the foundation's assets prior to 1979 are believed to have been less than \$50,000 and the foundation has consistently distributed amounts in excess of its required annual Sec. 4942(d) distributable amount. In fact, for the period 1983 -1997, \$688,264 of the foundation's distributions expired unused against the Sec. 4942(d) minimum distribution amount.

<u>Year Ended</u>	<u>Sec. 4942 (d) Distributable Amount</u>	<u>Actual Cash Payments</u>
12/31/79	1,808	500
12/31/80	2,068	4,142
12/31/81	7,721	8,000
12/31/82	29,894	21,311
12/31/83	29,701	68,143
12/31/84	31,767	53,550
12/31/85	33,915	55,082
12/31/86	102,347	163,420
12/31/87	124,432	117,263
12/31/88	124,502	166,956
12/31/89	132,347	220,112
12/31/90	136,420	104,385
12/31/91	110,299	132,599
12/31/92	117,647	265,379
12/31/93	119,902	220,217
12/31/94	113,348	133,642
12/31/95	116,312	245,507
12/31/96	120,302	171,051
12/31/97	128,962	179,076
12/31/98	138,147	103,202
12/31/99	140,289	130,612
12/31/00	134,671	156,560
12/31/01	137,938	182,347
12/31/02	136,097	121,181
12/31/03	126,346	100,358
12/31/04	135,566	12,400
12/31/05	139,235	236,337
12/31/06	142,159	150,065
12/31/07	145,862	148,757
12/31/08	144,168	9,330