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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 JUN 1, 2012 **, and ending** MAY 31, 2013

Name of foundation
THOMAS THOMPSON TRUST

A Employer identification number
03-0179429

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
160 FEDERAL STREET, 15TH FL

B Telephone number
617-951-1151

City or town, state, and ZIP code
BOSTON, MA 02110

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 ☒ 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)* ▶$ 13,783,403.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

			(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			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	384,273.	384,273.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	54,593.			
	b	Gross sales price for all assets on line 6a 415,915.				
	7	Capital gain net income (from Part IV, line 2)		54,593.		
	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	438,866.	438,866.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	62,668.	50,134.		12,534.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	3,680.	0.		3,680.
	c	Other professional fees STMT 3	46,000.	0.		46,000.
	17	Interest				
	18	Taxes STMT 4	27,908.	0.		27,908.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,828.	0.		1,828.
	22	Printing and publications				
	23	Other expenses STMT 5	2,280.	50.		2,230.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	144,364.	50,184.		94,180.
	25	Contributions, gifts, grants paid	519,750.			519,750.
	26	**Total expenses and disbursements.** Add lines 24 and 25	664,114.	50,184.		613,930.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<225,248.>			
	b	**Net investment income** (if negative, enter -0-)		388,682.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.**

C14

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	Assets			
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	1,376,029.	364,997.	364,997.
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 STMT 8	404,451.	404,451.	482,428.
b	Investments - corporate stock STMT 9	5,439,426.	6,159,503.	12,176,093.
c	Investments - corporate bonds STMT 10	580,716.	590,006.	656,325.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 11	63,515.	100,000.	103,560.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers)	7,864,137.	7,618,957.	13,783,403.
	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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
27	Capital stock, trust principal, or current funds	0.	0.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	7,864,137.	7,618,957.	
30	**Total net assets or fund balances**	7,864,137.	7,618,957.	
31	**Total liabilities and net assets/fund balances**	7,864,137.	7,618,957.	

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	7,864,137.
2	Enter amount from Part I, line 27a	2	<225,248.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	900.
4	Add lines 1, 2, and 3	4	7,639,789.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	20,832.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,618,957.

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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	415,915.		361,322.	54,593.

	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				
b				
c				
d				
e				54,593.

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	54,593.
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	620,394.	12,020,705.	.051610
2010	591,542.	12,152,634.	.048676
2009	576,728.	11,870,012.	.048587
2008	759,028.	11,758,394.	.064552
2007	737,481.	15,308,250.	.048175

2	Total of line 1, column (d)	2	.261600
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	.052320
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,699,447.
5	Multiply line 4 by line 3	5	664,435.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,887.
7	Add lines 5 and 6	7	668,322.
8	Enter qualifying distributions from Part XII, line 4	8	613,930.

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 ▶ ☐ and enter 1% of Part I, line 27b	1	7,774.
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	7,774.
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	7,774.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 16,000.		
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	16,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	8,226.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 8,226. **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)? *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.*	1b		X
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) ▶ MA			
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 ▶ WILLIAM B. TYLER, ESQ. Telephone no ▶ (617)951-1145

Located at ▶ 160 FEDERAL STREET, FL 15, BOSTON, MA ZIP+4 ▶ 02110

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

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? ☐ 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

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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 B. TYLER 160 FEDERAL STREET, 15TH FLOOR BOSTON, MA 02110	TRUSTEE 5.00	20,892.	0.	0.
DANIEL W. FAWCETT 31 MILK STREET BOSTON, MA 02109	TRUSTEE 5.00	20,888.	0.	0.
MICHAEL F. O'CONNELL 160 FEDERAL STREET, 15TH FLOOR BOSTON, MA 02110	TRUSTEE 5.00	20,888.	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

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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
NONE		

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.

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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	12,031,645.
b	Average of monthly cash balances		1b	861,195.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	12,892,840.
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	12,892,840.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	193,393.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	12,699,447.
6	**Minimum investment return.** Enter 5% of line 5		6	634,972.

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	634,972.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 7,774.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	7,774.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	627,198.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	627,198.
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	627,198.

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	613,930.
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	613,930.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	613,930.

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				627,198.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			531,006.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 613,930.				
a Applied to 2011, but not more than line 2a			531,006.	
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				82,924.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 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				544,274.
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	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

WILLIAM B. TYLER, RACKEMANN, SAWYER & BREWSTER
160 FEDERAL STREET, 15TH FLOOR, BOSTON, MA 02110

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

INITIAL CONTACT BY TELEPHONE

c Any submission deadlines

NONE

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

GRANTS ARE STRICTLY LIMITED TO BRATTLEBORO, VT AND RHINEBECK, NY AND THEIR SURROUNDING AREAS.

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 ATTACHMENT				519,750.
Total			▶ 3a	519,750.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

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	384,273.	
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	54,593.	
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.		438,866.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 438,866.

(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)

223621
12-05-12

Form **990-PF** (2012)

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

Trustee 9-4-13 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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
BARRY CHAIT	BARRY CHAIT	08/29/13		P01452996

Firm's name ▶ MARCUM LLP

Firm's EIN ▶ 11-1986323

Firm's address ▶ 53 STATE STREET, FLOOR 38
BOSTON, MA 02109

Phone no (617)742-9666

THOMAS THOMPSON TRUST

CONTINUATION FOR 990-PF, PART IV
03-0179429 PAGE 1 OF 1

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	100,000 SILICON VALLEY BK 5.7% 6/1/12	P	08/18/09	06/01/12
b	1,000 SHRS SABINE ROYALTY TRUST UNIT BEN INT	P	03/09/12	11/15/12
c	1,000 SHRS ABBOTT LABS	P	VARIOUS	11/15/12
d	1,000 SHRS LINEAR TECHNOLOGY CORP	P	10/23/02	11/15/12
e	.9093 SHRS NUVEEN ENERGY MLP TOTAL	P	05/15/13	05/21/13
f	3,500 SHRS ABB LTD ADR	P	VARIOUS	05/22/13
g	100,000 GENERAL ELECTRIC CO 5% 2/1/13	P	01/28/03	02/01/13
h	GLOBAL CROSSING SECURITIES LITIGATION SETTLEMENT	P	VARIOUS	06/05/12
i	CARDINAL HEALTH INC SECURITIES LITIGATION	P	VARIOUS	04/29/13
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	100,000.		100,000.	0.
b	43,629.		63,515.	<19,886.>
c	62,970.		13,813.	49,157.
d	31,262.		35,529.	<4,267.>
e	20.		17.	3.
f	77,991.		48,838.	29,153.
g	100,000.		99,610.	390.
h	24.			24.
i	19.			19.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				0.
b				<19,886.>
c				49,157.
d				<4,267.>
e				3.
f				29,153.
g				390.
h				24.
i				19.
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	54,593.
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
DIVIDENDS	331,409.	0.	331,409.
TAXABLE INTEREST ON BONDS	43,597.	0.	43,597.
U S TREASURY INTEREST	9,267.	0.	9,267.
TOTAL TO FM 990-PF, PART I, LN 4	384,273.	0.	384,273.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARENT, MCLAUGHLIN & NANGLE - ACCOUNTING FEES	3,580.	0.		3,580.
TAX REPORTING FEE	100.	0.		100.
TO FORM 990-PF, PG 1, LN 16B	3,680.	0.		3,680.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RACKEMANN, SAWYER & BREWSTER - GRANTMAKING EXPENSES	16,000.	0.		16,000.
WILLIAM B. TYLER - GRANTMAKING FEES	10,000.	0.		10,000.
DANIEL W. FAWCETT - GRANTMAKING FEES	10,000.	0.		10,000.
MICHAEL F. O'CONNELL - GRANTMAKING FEES	10,000.	0.		10,000.
TO FORM 990-PF, PG 1, LN 16C	46,000.	0.		46,000.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2012 ESTIMATED FEDERAL TAX	16,000.	0.		16,000.
FOREIGN TAX	6,834.	0.		6,834.
2011 990 PF BALANCE DUE	5,074.	0.		5,074.
TO FORM 990-PF, PG 1, LN 18	27,908.	0.		27,908.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PC FILING FEE - COMM OF MA	125.	50.		75.
CYBERGRANTS	800.	0.		800.
ADMINISTRATIVE FEES/GRANT MAKING	1,200.	0.		1,200.
DEPOSITORY FEE	155.	0.		155.
TO FORM 990-PF, PG 1, LN 23	2,280.	50.		2,230.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
ACCRETED DISCOUNT ON SILICON VY BK 5.7% 6/1/12	900.
TOTAL TO FORM 990-PF, PART III, LINE 3	900.

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

DESCRIPTION	AMOUNT
SENIOR HOUSING PROPERTIES TRUST - TAX FREE RETURN OF CAPITAL	426.
SENIOR HOUSING PROPERTIES TRUST - TAX FREE RETURN OF CAPITAL	426.
SENIOR HOUSING PROPERTIES TRUST - TAX FREE RETURN OF CAPITAL	437.
ALERIAN MLP ETF - TAX FREE RETURN OF CAPITAL	855.
ALERIAN MLP ETF - TAX FREE RETURN OF CAPITAL	879.
ALERIAN MLP ETF - TAX FREE RETURN OF CAPITAL	893.
CLEARBRIDGE ENERGY MLP TR FD - TAX FREE RETURN OF CAPITAL	1,950.
CLEARBRIDGE ENERGY MLP TR FD - TAX FREE RETURN OF CAPITAL	1,950.
NUVEEN ENERGY MLP TOTAL RET - TAX FREE RETURN OF CAPITAL	1,580.
NUVEEN ENERGY MLP TOTAL RET - TAX FREE RETURN OF CAPITAL	1,580.
NUVEEN ENERGY MLP TOTAL RET - TAX FREE RETURN OF CAPITAL	1,580.
TORTOISE MLP FUND INC - TAX FREE RETURN OF CAPITAL	2,075.
TORTOISE MLP FUND INC - TAX FREE RETURN OF CAPITAL	2,063.
TORTOISE MLP FUND INC - TAX FREE RETURN OF CAPITAL	2,063.
TORTOISE MLP FUND INC - TAX FREE RETURN OF CAPITAL	2,075.
TOTAL TO FORM 990-PF, PART III, LINE 5	20,832.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS-SEE ATTACHED LIST	X		404,451.	482,428.
TOTAL U.S. GOVERNMENT OBLIGATIONS			404,451.	482,428.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			404,451.	482,428.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK-SEE ATTACHED LIST	6,159,503.	12,176,093.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,159,503.	12,176,093.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-SEE ATTACHED LIST	590,006.	656,325.
TOTAL TO FORM 990-PF, PART II, LINE 10C	590,006.	656,325.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER FIXED INCOME-SEE ATTACHED LIST	COST	100,000.	103,560.
TOTAL TO FORM 990-PF, PART II, LINE 13		100,000.	103,560.

Schedule C - Investment Detail

May 31, 2013

TRUST U/W/O THOMAS THOMPSON, WILLIAM
B.TYLER, DANIEL W. FAWCETT, AND
MICHAEL F. O'CONNELL TTEES
Account Number: XX0660

Par Value/ Shares	Description	CUSIP	Schedule C Book Value	Tax Cost	Current Price	Market Value	Estimated Annual Income
Cash and Equivalents							
	CASH BALANCE		$0.00	0.00		$0.00	$0.00
360,494.110	STATE STREET INT BRG DEM DEP ACCOUNT	857949BL4	360,494.11	360,494.11	1.00	360,494.11	252.35
Total Cash and Equivalents			**$360,494.11**	**$360,494.11**		**$360,494.11**	**$252.35**
Government and Agency Issues							
325,227.000	US TSY INFL INDEX 2.125% 1/15/19	912828JX9	$304,893.55	325,227.00	$116.58	$379,143.13	$6,911.07
100,000.000	US TSY NTS 2.25% 1/31/15	912828MH0	99,557.81	99,557.81	103.29	103,285.00	2,250.00
Total Government and Agency Issues			**$404,451.36**	**$424,784.81**		**$482,428.13**	**$9,161.07**
Corporate Bonds							
100,000.000	FORTUNE BRANDS INC 4.875% 12/01/13	349631AK7	$94,691.00	94,691.00	$101.91	$101,914.00	$4,875.00
100,000.000	GENERAL ELEC CAP CORP V/R 12/31/39	369622SP1	104,500.00	104,500.00	110.75	110,750.00	6,250.00
100,000.000	GOLDMAN SACHS GRP IN 5.625% 1/15/17	38141GEU4	92,711.00	92,711.00	111.10	111,104.00	5,625.00
100,000.000	MORGAN STANLEY MTN 6% 4/28/15	61747YCE3	99,101.00	99,101.00	108.48	108,483.00	6,000.00
100,000.000	PRUDENTIAL FINL INC 5.875% 9/15/42	744320AL6	103,500.00	103,500.00	108.13	108,125.00	5,875.00
100,000.000	WELLPOINT INC 5.875% 6/15/17	94973VAM9	95,503.00	95,503.00	115.95	115,949.00	5,875.00
Total Corporate Bonds			**$590,006.00**	**$590,006.00**		**$656,325.00**	**$34,500.00**
Other Fixed Income							
4,000.000	COHEN & STEERS LIMITED DURAT	19248C105	$100,000.00	100,000.00	$25.89	$103,560.00	$7,488.00
Total Other Fixed Income			**$100,000.00**	**$100,000.00**		**$103,560.00**	**$7,488.00**
Equities							
3,500.000	ALERIAN MLP ETF	00162Q866	$57,047.80	57,047.80	$17.40	$60,882.50	$3,615.50
5,000.000	ABBOTT LABORATORIES	002824100	33,132.87	32,554.88	36.67	183,350.00	2,800.00
5,000.000	ABBVIE INC	00287Y109	35,929.77	35,302.99	42.69	213,450.00	8,000.00
4,000.000	ANNALY CAPITAL MGMT INC	035710409	65,224.00	65,224.00	13.58	54,320.00	7,200.00
550.000	APPLE INC	037833100	244,884.67	244,884.67	449.74	247,354.25	6,710.00
6,000.000	AUTOMATIC DATA PROCESSING INC	053015103	30,117.45	30,117.45	68.72	412,320.00	10,440.00
2,000.000	BB&T CORPORATION 5.625% SER E PFD	054937404	50,479.80	50,479.80	24.83	49,660.00	2,812.00
1,000.000	BB&T CORPORATION 5.2% SER G PFD	054937800	25,177.00	25,177.00	25.01	25,010.00	1,300.00
1,000.000	BOSTON PROPERTIES INC	101121408	25,396.00	25,396.00	24.95	24,950.00	1,313.00
1,000.000	CAPITAL ONE FINANCIAL CORP	14040H105	63,329.70	63,329.70	60.93	60,930.00	1,200.00
1,500.000	CENTURYLINK INC	156700106	58,527.45	58,527.45	34.15	51,225.00	3,240.00
2,000.000	CHEVRON CORP	166764100	230,898.50	230,898.50	122.75	245,500.00	8,000.00
6,000.000	CLEARBRIDGE ENERGY MLP TR FD	18469Q108	116,100.00	116,100.00	23.05	138,300.00	7,920.00
10,000.000	COLGATE PALMOLIVE CO	194162103	81,252.03	69,132.35	57.84	578,400.00	13,600.00
1,000.000	CONOCOPHILLIPS	20825C104	59,094.88	59,094.88	61.34	61,340.00	2,640.00

Schedule C - Investment Detail

May 31, 2013

TRUST U/W/O THOMAS THOMPSON, WILLIAM
B.TYLER, DANIEL W. FAWCETT, AND
MICHAEL F. O'CONNELL TTEES
Account Number: XX0660

Par Value/ Shares	Description	CUSIP	Schedule C Book Value	Tax Cost	Current Price	Market Value	Estimated Annual Income
Equities (Continued)							
1,000.000	CULLEN/FROST BANKERS INC 5.375% PFD	229899208	26,004.30	26,004.30	25.01	25,010.00	1,344.00
2,000.000	DOMINION RESOURCES INC	25746U109	61,478.40	61,478.40	56.55	113,100.00	4,500.00
7,000.000	DOVER CORP	260003108	23,906.28	23,906.28	78.25	547,750.00	9,800.00
2,000.000	EXELON CORP	30161N101	96,710.00	96,710.00	31.34	62,680.00	2,480.00
4,000.000	EXXON MOBIL CORP	30231G102	10,410.94	10,410.94	90.47	361,880.00	10,080.00
14,000.000	GENERAL ELECTRIC CO	369604103	85,553.61	85,553.61	23.32	326,480.00	10,640.00
200.000	GOOGLE INC-A	38259P508	98,380.12	98,380.12	871.22	174,243.60	0.00
8,000.000	HOME DEPOT INC	437076102	90,616.46	74,109.03	78.66	629,280.00	12,480.00
6,000.000	ILLINOIS TOOL WORKS INC	452308109	215,356.10	215,356.10	70.13	420,780.00	9,120.00
3,500.000	JP MORGAN CHASE & CO	46625H100	139,974.95	139,974.95	54.59	191,065.00	5,320.00
5,500.000	JOHNSON & JOHNSON	478160104	123,771.16	97,249.53	84.18	462,990.00	14,520.00
3,000.000	KAYNE ANDERSON MDSTM ENERGY FUND	48661E108	90,111.20	90,111.20	34.80	104,400.00	5,400.00
750.000	KIMBERLY CLARK CORP	494368103	53,916.60	53,916.60	96.83	72,622.50	2,430.00
2,000.000	MCDONALDS CORP	580135101	117,455.20	117,455.20	96.57	193,140.00	6,160.00
1,500.000	METLIFE INC	59156R108	58,002.15	58,002.15	44.21	66,315.00	1,650.00
10,000.000	MICROSOFT CORP	594918104	30,389.20	25,322.66	34.90	349,000.00	9,200.00
750.000	NATIONAL OILWELL VARCO INC	637071101	52,898.03	52,898.03	70.30	52,725.00	780.00
1,000.000	NEXTERA ENERGY INC	65339F101	60,288.70	60,288.70	75.62	75,620.00	2,640.00
3,000.000	NORTHERN TRUST CORP	665859104	150,116.40	150,116.40	58.15	174,450.00	3,720.00
5,077.000	NUVEEN ENERGY MLP TOTAL RET	67074U103	95,242.94	90,501.56	20.56	104,383.12	6,417.33
2,000.000	PPL CORP	69351T106	56,658.20	56,658.20	29.70	59,400.00	2,940.00
5,000.000	PEPSICO INC	713448108	241,105.00	241,105.00	80.77	403,850.00	11,350.00
500.000	PHILLIPS 66-W/I	718546104	18,633.62	18,633.62	66.57	33,285.00	625.00
1,500.000	PRAXAIR INC	74005P104	130,837.35	130,837.35	114.33	171,495.00	3,600.00
6,000.000	PROCTER & GAMBLE CO	742718109	6,383.22	6,383.22	76.76	460,560.00	14,436.00
150.000	QUALCOMM INC	747525103	9,920.51	9,920.51	63.48	9,522.00	210.00
3,000.000	SENIOR HOUSING PROPERTIES TRUST	81721M109	63,833.47	63,833.47	25.85	77,550.00	4,680.00
1,500.000	SOUTHERN CO	842587107	67,617.15	67,617.15	43.90	65,850.00	3,045.00
5,000.000	STRYKER CORP	863667101	55,822.92	43,546.87	66.39	331,950.00	5,300.00
5,000.000	SYSCO CORP	871829107	109,435.62	80,109.37	33.80	169,000.00	5,600.00
4,000.000	3M CO	88579Y101	19,439.43	19,439.43	110.27	441,080.00	10,160.00
5,000.000	TORTOISE MLP FUND INC	89148B101	115,511.20	106,135.70	28.35	141,750.00	8,350.00
4,000.000	UNITED TECHNOLOGIES CORP	913017109	226,386.50	226,386.50	94.90	379,600.00	8,560.00
10,000.000	VANGUARD FTSE EMERGING MARKETS ETF	922042858	448,926.75	448,926.75	41.54	415,390.00	10,330.00
1,500.000	VERIZON COMMUNICATIONS INC	92343V104	58,677.15	58,677.15	48.48	72,720.00	3,090.00

Schedule C - Investment Detail

May 31, 2013

TRUST U/W/O THOMAS THOMPSON, WILLIAM
B.TYLER, DANIEL W. FAWCETT, AND
MICHAEL F. O'CONNELL TTEES
Account Number: XX0660

Par Value/ Shares	Description	CUSIP	Schedule C Book Value	Tax Cost	Current Price	Market Value	Estimated Annual Income
Equities (Continued)							
1,000.000	VORNADO REALTY TRUST 5.4% SER L PFD	929042844	25,109 30	25,109 30	24 50	24,500.00	1,350.00
2,000.000	VORNADO REALTY TRUST 5.7% SER K PFD	929042851	50,100.00	50,100 00	25.38	50,760 00	2,850 00
5,000.000	WALGREEN CO	931422109	154,265.71	152,664 00	47.76	238,800.00	5,500 00
4,000.000	WELLS FARGO & CO	949746101	25,308 87	23,894 23	40 55	162,200.00	4,800 00
Total Equities			$4,741,146.63	$4,620,991.05		$10,624,167.97	$306,247.83
Foreign Assets							
3,500.000	ABB LTD ADR	000375204	$48,837.60	43,255.80	$21.79	$76,265.00	$2,464.00
2,500.000	ASTRAZENECA GROUP PLC ADR	046353108	109,091.45	109,091.45	51.25	128,125 00	7,000.00
1,500.000	BCE INC	05534B760	62,965.95	62,965.95	44.68	67,020.00	3,484 50
2,000.000	BANK OF MONTREAL	063671101	120,189.90	120,189 90	59 08	118,160.00	5,692 00
3,000.000	BHP BILLITON LTD ADR	088606108	195,455.00	195,455.00	65.32	195,960.00	6,840.00
1,500.000	GLAXO SMITHKLINE PLC ADR	37733W105	67,047.90	67,047.90	51.77	77,655.00	3,520 50
2,000.000	NOVARTIS AG ADR	66987V109	84,806.90	84,806.90	71.76	143,520.00	4,114 00
2,000 000	ROGERS COMMUNICATIONS INC-B	775109200	77,319.40	77,319 40	45 31	90,620.00	3,392 00
1,500.000	SANOFI-AVENTIS ADR	80105N105	57,372.45	57,372.45	53.09	79,635.00	1,882.50
3,000 000	SCHLUMBERGER LTD	806857108	240,919 60	240,919.60	73 03	219,090 00	3,750 00
3,000.000	TOTAL SA-SPONSORED ADR	89151E109	160,072.30	160,072 30	49 85	149,550.00	7,716.00
4,500.000	TRANSCANADA CORP	89353D107	194,281 05	194,281.05	45 85	206,325 00	8,118 00
Total Foreign Assets			$1,418,359.60	$1,412,777.70		$1,551,925.00	$57,973.50
Total Equities			$ 6,159,503	$ 6,033,769		$ 12,176,093	
Cash and Cash Equivalents			$ 4,503	$ 4,503		$ 4,503	
TOTAL Account Holdings			$ 7,618,957	$ 7,513,557		$ 13,783,403	

The Thomas Thompson Trust
Statement - Payment to Beneficiaries
FYE 5/31/2013

Date	Organization	Location	Purpose	Amount
2/7/2013	Alana Community Organization	Brattleboro, VT	Diversity Day Community Celebration	$1,000.00
10/12/2012	Bonnyvale Environmental Education Center	Brattleboro, VT	New Building and Renovation Feasibility Study	$5,000.00
10/22/2012	Brattleboro Area Adult Day Services d/b/a The Gathering Place	Brattleboro, VT	TGP Facility Upgrades	$10,000.00
11/27/2012	Brattleboro Area Adult Day Services d/b/a The Gathering Place	Brattleboro, VT	TGP Facility Upgrades	$5,000.00
1/31/2013	Brattleboro Area Affordable Housing Corporation	Brattleboro, VT	Mobile Homes Loan Program	$10,000.00
10/22/2012	Brattleboro Area Hospice	Brattleboro, VT	Planned Giving Program Support	$5,000.00
5/20/2013	Brattleboro Arts Initiative	Brattleboro, VT	A Campaign for The Heavens and The Earth	$25,000.00
12/19/2012	Brattleboro Museum & Art Center, Inc.	Brattleboro, VT	Bridge to Sustainability	$7,500.00
6/7/2012	Brattleboro Mutual Aid Association Inc.	Brattleboro, VT	Cooler and Greener Project	$15,000.00
11/1/2012	Brattleboro Retreat	Brattleboro, VT	Next 100 Initiative	$25,000.00
2/7/2013	Camp Waubanong Inc.	Brattleboro, VT	Camp Building and Facilities Improvement	$7,000.00
12/20/2012	Compass School Inc.	Westminster, VT	Compass Arts Addition and Campus Improvements	$15,000.00
2/7/2013	Forest Moon, Inc.	Brattleboro, VT	Cancer Survivors Programs	$2,500.00
11/2/2012	Friends of Algiers Village, Inc.	Guilford, VT	Guilford Country Store renovation project	$11,000.00
1/7/2013	Friends of the West River Trail	S. Londonderry, VT	Completion of the Lower Section of the West River Trail (stage 1)	$10,000.00
4/18/2013	Green Mountain Community Medical and Social Services, Inc.	Londonderry, VT	Developing a Strong Volunteer Program	$10,000.00
8/1/2012	KidsPLAYce	Brattleboro, VT	Project: Bringing new interactive exhibits into our	$6,000.00
2/7/2013	Our Place Drop-In Center	Bellows Falls, VT	Fundraising and Strategic Plan Development	$11,600.00
8/2/2012	Southeastern Vermont Community Action, Inc.	Westminister, VT	Emergency Home Repair program	$25,000.00

The Thomas Thompson Trust
Statement - Payment to Beneficiaries
FYE 5/31/2013

Date	Organization	Location	Purpose	Amount
5/20/2013	Southern Vermont Health Services Inc.	Brattleboro, VT	BMH Emergency Department and MRI Renovation & Expansion	$25,000.00
10/22/2012	The Vermont Association for the Blind and Visually Impaired	S. Burlington, VT	The Peer Assisted Learning and Support (PALS) Program (Brattleboro Branch)	$5,000.00
4/8/2013	Town of Brattleboro	Brattleboro, VT	NEA Our Town: The Brattleboro Project	$7,500.00
4/16/2013	Town of Brattleboro Recreation & Parks Dept.	Brattleboro, VT	Development of West River Park	$20,000.00
8/2/2012	Turning Point of Windham County	Brattleboro, VT	Volunteer Coordinator for Recovery Support Services	$10,000.00
3/20/2013	United Way of Windham County	Brattleboro, VT	Community Impact 2020	$10,000.00
8/2/2012	Vermont Independent Media	Brattleboro, VT	The Media Mentoring Program	$4,200.00
2/15/2013	Vermont Jazz Center	Brattleboro, VT	Vermont Jazz Center Community Scholarship Fund	$3,350.00
1/11/2013	Westminster Cares, Inc.	Westminster, VT	Westminster Cares Challenge 2012	$10,000.00
7/19/2012	Windham Child Care Association	Brattleboro, VT	Bookmobile Program transition	$10,000.00
2/11/2013	Windham Child Care Association	Brattleboro, VT	Early Learning Express Expansion	$15,000.00
2/7/2013	Windham County Safe Place Child Advocacy Center and the Southeastern Unit for Special Investigations	Brattleboro, VT	Child Forensic Interview Specialist Support Funding	$5,100.00
6/7/2012	Windham Southeast Supervisory Union	Brattleboro, VT	Social Competency Development Curriculum	$15,000.00
8/2/2012	Young Rhinebeck	Rhinebeck, NY	Rhinebeck Youth Programming	$13,000.00
8/2/2012	Reformed Protestant Dutch Church of Rhinebeck Flatts	Rhinebeck, NY	New handicapped accessible ramp	$10,000.00
6/7/2012	Northern Dutchess Hospital Foundation	Rhinebeck, NY	Burning the Thompson House Mortgage	$75,000.00
10/9/2012	Town of Rhinebeck	Rhinebeck, NY	Thompson Mazzarella Park Improvements	$75,000.00
			Total Paid	**$519,750.00**

The Thomas Thompson Trust
FYE 5/31/2013

	Securities	Invested Cash	Mkt Value
June	10,854,647	1,263,856	12,118,503
July	11,083,870	1,283,057	12,366,927
August	11,679,914	800,893	12,480,807
September	11,903,668	818,028	12,721,696
October	11,727,752	743,954	12,471,706
November	11,714,470	808,804	12,523,274
December	11,763,574	803,547	12,567,121
January	12,300,297	799,894	13,100,191
February	12,366,669	878,434	13,245,103
March	12,661,950	888,148	13,550,098
April	12,904,528	880,731	13,785,259
May	13,418,406	364,997	13,783,403
	144,379,745	10,334,343	154,714,088
Average	12,031,645	861,195	12,892,840