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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

06/01, 2012, and ending

05/31, 2013

ENTER DATE  
SEP 30 2013

Name of foundation

ROYCE R THOMPSON SCHOLARSHIP TRUST 31P007011

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

PO BOX 649

920- 967-5020

City or town, state, and ZIP code

NEENAH, WI 54957-0649

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

H Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 96,001.

J Accounting method.  Cash  Accrual  
 Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

A Employer identification number

39-6462343

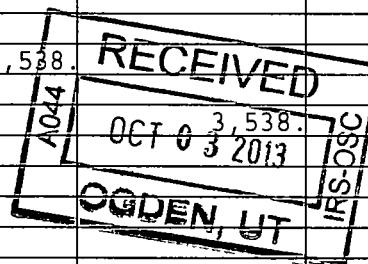
B Telephone number (see instructions)

920- 967-5020

C If exemption application is pending, check here . . . . . ► D 1 Foreign organizations, check here . . . . . ►   
2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . ► E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . ► 

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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				
4 Dividends and interest from securities . . . . .	2,959.	2,959.		STMT 1
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a . . . . .	3,538.			
7 Capital gain net income (from Part IV, line 2) . . . . .				
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) (attach schedule) . . . . .				
11 Other income (attach schedule) . . . . .	44.			STMT 2
12 Total. Add lines 1 through 11 . . . . .	6,541.	6,497.		
13 Compensation of officers, directors, trustees, etc . . . . .	1,411.	1,411.		
14 Other employee salaries and wages . . . . .		NONE	NONE	
15 Pension plans, employee benefits . . . . .		NONE	NONE	
16a Legal fees (attach schedule) . . . . .				
b Accounting fees (attach schedule) . . . . .	850.	850.	NONE	NONE
c Other professional fees (attach schedule) . . . . .				
17 Interest . . . . .				
18 Taxes (attach schedule) (see instructions) . . . . .	485.			485.
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .		NONE	NONE	
22 Printing and publications . . . . .		NONE	NONE	
23 Other expenses (attach schedule) . . . . .				
24 Total operating and administrative expenses.				
Add lines 13 through 23 . . . . .	2,746.	2,261.	NONE	485.
25 Contributions, gifts, grants paid . . . . .	3,600.			3,600.
26 Total expenses and disbursements Add lines 24 and 25	6,346.	2,261.	NONE	4,085.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements . . . . .	195.			
b Net investment income (if negative, enter -0-) . . . . .		4,236.		
c Adjusted net income (if negative, enter -0-) . . . . .				



1647 R

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing . . . . .		2,617.	2,784.	2,784.
	2 Savings and temporary cash investments . . . . .				
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable . . . . .				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►	NONE			
	8 Inventories for sale or use . . . . .				
	9 Prepaid expenses and deferred charges . . . . .				
	10 a Investments- U S and state government obligations (attach schedule) ►	STATEMENT 5	90,070.	90,098.	93,217.
	b Investments - corporate stock (attach schedule) . . . . .				
	c Investments - corporate bonds (attach schedule) . . . . .				
	11 Investments- land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans . . . . .				
	13 Investments - other (attach schedule) . . . . .				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ►) . . . . .				
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		92,687.	92,882.	96,001.
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 (attach schedule) . . . . .				
	22 Other liabilities (describe ►) . . . . .				
	23 Total liabilities (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted . . . . .		92,687.	92,882.	
	25 Temporarily restricted . . . . .				
	26 Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input type="checkbox"/>				
	27 Capital stock, trust principal, or current funds . . . . .				
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .				
	30 Total net assets or fund balances (see instructions) . . . . .		92,687.	92,882.	
	31 Total liabilities and net assets/fund balances (see instructions) . . . . .		92,687.	92,882.	

## 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	92,687.
2 Enter amount from Part I, line 27a . . . . .	2	195.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3 . . . . .	4	92,882.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	92,882.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 135,650.		132,112.	3,538.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
(i) 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	3,538.		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }		<b>2</b>	3,538.	
<b>3</b> 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 . . . . .			<b>3</b>		

**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?  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part. Yes  No

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	2,786.	93,350.	0.029845	
2010	3,863.	89,692.	0.043070	
2009	4,185.	74,730.	0.056002	
2008	6,379.	71,178.	0.089620	
2007	8,278.	97,993.	0.084475	
<b>2</b> Total of line 1, column (d)			2	0.303012
<b>3</b> 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	0.060602
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4	94,170.
<b>5</b> Multiply line 4 by line 3			5	5,707.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			6	42.
<b>7</b> Add lines 5 and 6			7	5,749.
<b>8</b> Enter qualifying distributions from Part XII, line 4			8	4,085.
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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	}	1	85.
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> 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-) . . .		2	
3	Add lines 1 and 2 . . . . .		3	85.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	85.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a	244.	
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d	Backup withholding erroneously withheld . . . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . . . .		7	244.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		10	159.
11	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ► 88. Refunded ► 11			71.

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .	X	
1c	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	X	
2	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	X	
3	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
4a	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
4b			
5	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	X	
6	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	X	
7	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	X	
8a	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	X	
8b	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i> . . . . .	X	
9	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
10	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> . . . . .	X	
	Enter the states to which the foundation reports or with which it is registered (see instructions) ► WI		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i> . . . . .	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	X	

Form 990-PF (2012)

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

11		X
12		
13	X	
Website address ► <u>N/A</u>		
14 The books are in care of ► <u>LEGACY PRIVATE TRUST COMPANY</u> Telephone no ► <u>(920) 967-5020</u> Located at ► <u>PO BOX 649, NEENAH, WI</u> ZIP+4 ► <u>54957-0649</u>		
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. ► <u>15</u>		
16	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? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-221. 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? . . . . .	<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	
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? . . . . . If "Yes," list the years ► <u>  </u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>  </u>		
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	
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		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .						
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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? . . . . .					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 5a(1)-(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .					5b
Organizations relying on a current notice regarding disaster assistance check here . . . . . ►						
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .		<input type="checkbox"/> Yes	<input type="checkbox"/> 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? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .					6b
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? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .					7b

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LEGACY PRIVATE TRUST COMPANY TWO NEENAH CENTER, SUITE 501, NEENAH, WI 54956	TRUSTEE 1	1,411.	-0-	-0-
-----				
-----				
-----				
-----				

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

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

**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		NONE
	</td	

Total number of others receiving over \$50,000 for professional services . . . . . ► **NONE**

## **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
<b>1</b>	<b>NONE</b>	
<b>2</b>		
<b>3</b>		
<b>4</b>		

**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
<b>1</b> <u>NONE</u> ----- -----	
<b>2</b> ----- -----	
All other program-related investments See instructions	
<b>3</b> <u>NONE</u> ----- -----	
<b>Total.</b> 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	93,273.
b Average of monthly cash balances . . . . .	1b	2,331.
c Fair market value of all other assets (see instructions) . . . . .	1c	NONE
d <b>Total</b> (add lines 1a, b, and c) . . . . .	1d	95,604.
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	NONE
3 Subtract line 2 from line 1d . . . . .	3	95,604.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4	1,434.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	94,170.
6 <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6	4,709.

**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	4,709.
2a Tax on investment income for 2012 from Part VI, line 5 . . . . .	2a	85.
b Income tax for 2012 (This does not include the tax from Part VI.) . . . . .	2b	
c Add lines 2a and 2b . . . . .	2c	85.
3 Distributable amount before adjustments Subtract line 2c from line 1 . . . . .	3	4,624.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4	NONE
5 Add lines 3 and 4 . . . . .	5	4,624.
6 Deduction from distributable amount (see instructions) . . . . .	6	NONE
7 <b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7	4,624.

**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	4,085.
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	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required) . . . . .	3a	NONE
b Cash distribution test (attach the required schedule) . . . . .	3b	NONE
4 <b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4	4,085.
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	N/A
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6	4,085.

**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 . . . . .				4,624.
2 Undistributed income, if any, as of the end of 2012			NONE	
a Enter amount for 2011 only . . . . .				
b Total for prior years 20 10,20 20 . . . . .		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .	2,188.			
b From 2008 . . . . .	2,944.			
c From 2009 . . . . .	561.			
d From 2010 . . . . .	NONE			
e From 2011 . . . . .	NONE			
f Total of lines 3a through e . . . . .	5,693.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ . . . . .				4,085.
a Applied to 2011, but not more than line 2a . . . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2012 distributable amount . . . . .				4,085.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a))	539.			539.
6 Enter the net total of each column as indicated below:	5,154.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
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) . . . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	1,649.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	3,505.			
10 Analysis of line 9				
a Excess from 2008 . . . . .	2,944.			
b Excess from 2009 . . . . .	561.			
c Excess from 2010 . . . . .	NONE			
d Excess from 2011 . . . . .	NONE			
e Excess from 2012 . . . . .	NONE			

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

NOT APPLICABLE

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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
a					
b					
c					
d					
e					
3					
a					
(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) )

N/A

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

N/A

**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 STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

**Part XV Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
MELISSA WYSOCKI UW EAU CLAIRE 105 GARFIELD AVE EAU CLAIRE WI 54701	NONE		EDUCATION	1,200.
SAVANNAH HAUGE WELLESLEY COLLEGE 106 CENTRAL ST WELLESLEY MA 02482	NONE		EDUCATION	1,200.
BENJAMIN LEPAK C/O ST. NORBERT COLLEGE 100 GRANT ST DE PERE WI 54115	NONE		EDUCATION	1,200.
<b>Total . . . . .</b>			► 3a	3,600.
<b>b Approved for future payment</b>				
<b>Total . . . . .</b>			► 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) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>			14	2,959.	
<b>5 Net rental income or (loss) from real estate:</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>			18	3,538.	
<b>8 Gain or (loss) from sales of assets other than inventory</b>					
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue a</b>			14	44.	
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>				6,541.	
<b>13 Total Add line 12, columns (b), (d), and (e)</b>				13	6,541.

**Part VI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

NOT APPLICABLE

**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.		

**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

**Sign** \_\_\_\_\_  
Under penalty 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

<b>Sign Here</b>	correct, and complete Declaration of premer (other than taxpa  <b>Dale P. Parker</b> <small>Signature of officer or trustee</small>
----------------------	---

09/26/2013

Dat-

## Tax Officer

**Title**

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ISHARES BARCLAYS TIPS BONDS	81.	81.
ISHARES TR S&P 500 INDEX	52.	52.
ISHARES IBOXX INVESTMENT GRADE CORP BOND	133.	133.
ISHARES BARCLAYS 20+ YR TR BD	51.	51.
ISHARES BARCLAYS 7-10 YR TR BD	104.	104.
ISHARES TR S&P MIDCAP 400	45.	45.
ISHARES COHEN & STEERS REIT ETF	99.	99.
ISHARES TR S&P SMLCAP 600	51.	51.
ISHARES JP MORGAN USD EMERGING MKTS BOND	226.	226.
ISHARES IBOXX H/Y CORP BOND	295.	295.
ISHARES INTERMEDIATE CREDIT BOND ETF	50.	50.
ISHARES BARCLAYS 10-20 YR	168.	168.
ISHARES US PREFERRED STOCK ETF	686.	686.
ISHARES CORE LONG TERM US BOND ETF	210.	210.
ISHARES 10 PLUS YR CREDIT BD FD ETF	273.	273.
ISHARES FLOATING RATE BOND ETF	4.	4.
ISHARES MSCI USA MINIMUM VOLATILITY	61.	61.
POWERSHARES FTSE RAFI US 1000 PORT	265.	265.
POWERSHARES S&P500 LOW VOL ETF	84.	84.
SPDR BARCLAYS INTERMEDIATE TERM TREASURY	21.	21.
TOTAL	2,959.	2,959.

## FORM 990PF, PART I - OTHER INCOME

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DESCRIPTION

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TOTALS

REVENUE  
AND  
EXPENSES  
PER BOOKS

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44.

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STATEMENT 2

## FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	850.	850.		
TOTALS	850.	850.	NONE	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FEDERAL TAX PAYMENT - PRIOR YE	241.	241.
FEDERAL ESTIMATES - INCOME	244.	244.
TOTALS	485.	485.

## FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
RIVUS BOND FUND - 350 SHS		1,370.	1,418.
GUGGENHEIM S&P WGHT HEALTHCARE		1,424.	1,498.
GUGGENHEIM S&P EQ WGHT CONS D		10,218.	10,687.
ISHARES US PREFERRED STOCK		1,275.	1,396.
BARCLAYS ETN PLUS S&P VEQTOR E	384.		
ISHARES BARCLAYS TIPS BONDS	11,562.		
ISHARES BARCLAYS 10-20 YER	11,506.		
ISHARES BARCLAYS 7-10 YR TR BD	11,757.		
ISHARES IBOXX H/Y CORP BOND	12,124.		
ISHARES TR BARCLAYS CREDIT BD	11,792.		
ISHARES TR COHEN & STEERS	3,060.		
ISHARES TR S&P MIDCAP 400	2,955.		
ISHARES TR S&P SMLCAP 600	2,870.		
ISHARES TR S&P 500 INDEX	2,394.		
POWERSHARES FTSE US 1000 PORT	13,231.		
POWERSHARES S&P 500 HIGH BETA	2,343.		
POWERSHARES S&P 500 LOW VOL	6,092.		
IPATH S&P 500 DYNAMIC		1,869.	1,405.
ISHARES FLOATING RATE BOND ETF		12,525.	12,518.
ISHARES IBOXX INVEST GR		10,394.	10,253.
ISHARES INTERMEDIATE CREDIT BD		10,515.	10,459.
ISHARES JP MORGAN USD EMERG		10,701.	10,123.
ISHARES MSCI US MINIMUM VOL		3,739.	4,176.
ISHARES US TECHNOLOGY		1,424.	1,535.
SELECT SECTOR SPDR		1,406.	1,362.
TOTALS	90,070.	90,098.	93,217.

Royce R Thompson Scholarship Trust

**39-6462343**

Average Monthly FMV - 990PF - Part X, Lines 1a-1c

<u>Month</u>	<u>Line 1a-FMV Securities</u>	<u>Line 1b-FMV Cash Balances</u>
January	92,771	1,165
February	92,168	2,474
March	93,103	2,584
April	94,464	2,796
May	93,218	2,784
June	92,836	3,493
July	95,606	2,456
August	93,575	2,425
September	93,677	1,377
October	93,299	1,276
November	92,485	2,428
December	<u>92,067</u>	<u>2,708</u>
 Total	<u>1,119,269</u>	<u>27,966</u>
 Average FMV	93,272	2,331

Statement 6

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RECIPIENT NAME:

SCHOLARSHIP COMMITTEES OF PORT WASHINGTON H. S.  
ADDRESS:

427 WEST JACKSON ST  
PORT WASHINGTON, WI 53074

RECIPIENT'S PHONE NUMBER: 262-268-5500

FORM, INFORMATION AND MATERIALS:

AVAILABLE THROUGH THE SCHOLARSHIP COMMITTEE  
SUBMISSION DEADLINES:

AVAILABLE THROUGH THE SCHOLARSHIP COMMITTEE  
RESTRICTIONS OR LIMITATIONS ON AWARDS:

GRADUATING SENIORS FROM PORT WASHINGTON  
H. S., PLAINFIELD H. S. AND RIPON H.S. ARE THE ONLY  
PERSONS ELIGIBLE FOR SCHOLARSHIPS

**SCHEDULE D  
(Form 1041)**Department of the Treasury  
Internal Revenue Service**Capital Gains and Losses**

OMB No 1545-0092

► Attach to Form 1041, Form 5227, or Form 990-T.  
► Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041).

**2012**

Name of estate or trust

ROYCE R THOMPSON SCHOLARSHIP TRUST 31P007011

Employer identification number

39-6462343

Note: Form 5227 filers need to complete only Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	1b				-353 .
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	2				
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	3				
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet . . . . .	4				( )
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ►	5				-353 .

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	6b				3,891 .
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	7				
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	8				
9 Capital gain distributions . . . . .	9				
10 Gain from Form 4797, Part I . . . . .	10				
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet . . . . .	11				( )
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ►	12				3,891 .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		<b>(1) Beneficiaries' (see instr.)</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
13	Net short-term gain or (loss) . . . . .	13		-353.
14	Net long-term gain or (loss):			
a	Total for year . . . . .	14a		3,891.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.) . . . . .	14b		
c	28% rate gain . . . . .	14c		
15	<b>Total net gain or (loss).</b> Combine lines 13 and 14a ►	15		3,538.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

#### **Part IV Capital Loss Limitation**

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	( )
a	The loss on line 15, column (3) or b \$3,000		

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

#### **Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19		
20	Add lines 18 and 19 . . . . .	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ►	21		
22	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	22		
23	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	23		
24	Enter the smaller of the amount on line 17 or \$2,400 . . . . .	24		
25	Is the amount on line 23 equal to or more than the amount on line 24?			
	<input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box.	25		
	<input type="checkbox"/> No. Enter the amount from line 23 . . . . .	26		
26	Subtract line 25 from line 24 . . . . .	26		
27	Are the amounts on lines 22 and 26 the same?			
	<input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	28		
29	Subtract line 28 from line 27 . . . . .	29		
30	Multiply line 29 by 15% (.15) . . . . .		30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .		31	
32	Add lines 30 and 31 . . . . .		32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .		33	
34	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .		34	

**SCHEDULE D-1  
(Form 1041)**Department of the Treasury  
Internal Revenue Service**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2012**

► Attach to Schedule D to list additional transactions for lines 1a and 6a.  
 ► Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041)

Name of estate or trust

ROYCE R THOMPSON SCHOLARSHIP TRUST 31P007011

Employer identification number  
39-6462343**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 109. ISHARES TR BARCLYS CR FUND	01/03/2012	06/04/2012	11,988.00	11,792.00	196.00
53. POWERSHARES S&P 500 HI	02/07/2012	06/05/2012	932.00	1,165.00	-233.00
133. ISHARES IBOXX H/Y COR	04/19/2012	06/07/2012	11,750.00	12,124.00	-374.00
54. POWERSHARES S&P 500 HI	04/19/2012	06/12/2012	975.00	1,178.00	-203.00
101. ISHARES BARCLAYS TIPS	01/03/2012	06/26/2012	12,086.00	11,562.00	524.00
2. ISHARES BARCLAYS 7-10 Y	02/07/2012	07/17/2012	218.00	210.00	8.00
2. ISHARES COHEN & STEERS	08/31/2011	07/17/2012	163.00	140.00	23.00
3. ISHARES BARCLAYS 10-20	02/07/2012	07/17/2012	416.00	393.00	23.00
1. ISHARES CORE LONG TERM	06/26/2012	07/17/2012	65.00	64.00	1.00
6. POWERSHARES S&P500 LOW	11/22/2011	07/17/2012	166.00	146.00	20.00
94. ISHARES BARCLAYS 20+ Y	07/17/2012	08/16/2012	11,407.00	11,760.00	-353.00
1. BARCLAYS ETN PLUS S&P V	07/17/2012	08/23/2012	128.00	129.00	-1.00
1. ISHARES TR S&P 500 INDE	07/17/2012	08/23/2012	142.00	137.00	5.00
1. ISHARES BARCLAYS 7-10 Y	01/03/2012	08/23/2012	108.00	105.00	3.00
2. ISHARES TR S&P MIDCAP 4	07/17/2012	08/23/2012	194.00	191.00	3.00
1. ISHARES COHEN & STEERS	08/31/2011	08/23/2012	79.00	70.00	9.00
2. ISHARES TR S&P SMLCAP 6	07/17/2012	08/23/2012	150.00	148.00	2.00
10. ISHARES US PREFERRED S	07/17/2012	08/23/2012	395.00	389.00	6.00
1. ISHARES CORE LONG TERM	06/26/2012	08/23/2012	64.00	64.00	
16. POWERSHARES FTSE RAFI	03/14/2012	08/23/2012	957.00	970.00	-13.00
65. POWERSHARES S&P500 LOW	11/22/2011	08/23/2012	1,794.00	1,584.00	210.00
1. ISHARES TR S&P SMLCAP 6	10/18/2011	09/26/2012	77.00	64.00	13.00
1. ISHARES 10 PLUS YR CRED	08/23/2012	09/26/2012	63.00	62.00	1.00
31. POWERSHARES FTSE RAFI	04/19/2012	09/26/2012	1,904.00	1,871.00	33.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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Schedule D-1 (Form 1041) 2012

**SCHEDULE D-1  
(Form 1041)**Department of the Treasury  
Internal Revenue Service**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2012**

► Attach to Schedule D to list additional transactions for lines 1a and 6a.  
 ► Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041)

Name of estate or trust

ROYCE R THOMPSON SCHOLARSHIP TRUST 31P007011

Employer identification number  
39-6462343**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co )	(b) Date acquired (mo , day, yr )	(c) Date sold (mo , day, yr )	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 2 . POWERSHARES S&P500 LOW	11/22/2011	09/26/2012	56.00	49.00	7.00
6 . ISHARES US PREFERRED ST	05/30/2012	10/31/2012	240.00	231.00	9.00
3 . ISHARES CORE LONG TERM	06/26/2012	10/31/2012	193.00	191.00	2.00
6 . ISHARES 10 PLUS YR CRED	08/23/2012	10/31/2012	383.00	373.00	10.00
1 . POWERSHARES FTSE RAFI U	04/19/2012	10/31/2012	61.00	59.00	2.00
2 . POWERSHARES S&P500 LOW	11/22/2011	10/31/2012	56.00	49.00	7.00
1 . ISHARES BARCLAYS 7-10 Y	03/14/2012	11/26/2012	108.00	103.00	5.00
1 . ISHARES JP MORGAN USD E BOND FUND ETF	11/26/2012	12/05/2012	122.00	122.00	
1 . ISHARES TR S&P 500 INDE	09/26/2012	01/08/2013	146.00	144.00	2.00
9 . ISHARES JP MORGAN USD E BOND FUND ETF	11/26/2012	01/08/2013	1,100.00	1,095.00	5.00
31 . ISHARES US PREFERRED S	12/05/2012	01/08/2013	1,240.00	1,200.00	40.00
11 . ISHARES CORE LONG TERM	06/26/2012	01/08/2013	689.00	701.00	-12.00
14 . ISHARES 10 PLUS YR CRE ETF	12/05/2012	01/08/2013	872.00	859.00	13.00
1 . ISHARES BARCLAYS 10-20	03/14/2012	01/31/2013	132.00	127.00	5.00
173 . ISHARES CORE LONG TER ETF	06/26/2012	01/31/2013	10,579.00	11,022.00	-443.00
1 . ISHARES TR S&P 500 INDE	09/26/2012	02/12/2013	153.00	144.00	9.00
3 . ISHARES US PREFERRED ST	05/30/2012	02/12/2013	120.00	116.00	4.00
11 . ISHARES MSCI USA MINIM VOLATILITY	01/08/2013	02/12/2013	339.00	327.00	12.00
1 . SPDR BARCLAYS INTERMEDI TREASURY ETF	01/08/2013	02/12/2013	60.00	61.00	-1.00
176 . ISHARES 10 PLUS YR CR ETF	02/12/2013	03/14/2013	10,521.00	10,765.00	-244.00
1 . ISHARES IBOXX H/Y CORP	01/31/2013	03/19/2013	94.00	94.00	
5 . ISHARES MSCI USA MINIMU	01/08/2013	03/19/2013	159.00	149.00	10.00
2 . BARCLAYS ETN PLUS S&P V	07/17/2012	04/23/2013	270.00	257.00	13.00
5 . IPATH S&P 500 DYNAMIC V	08/23/2012	04/23/2013	198.00	283.00	-85.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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Schedule D-1 (Form 1041) 2012

**Name of estate or trust**

Employer identification number  
39-6462343

Name of trustee or trust

ROYCE R THOMPSON SCHOLARSHIP TRUST 31P007011  
P.O. Box 8175, Suite 100, Minneapolis, MN 55441-8175

Employer identification number  
39-6462343

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . -353.00

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

**Schedule D-1 (Form 1041) 2012**

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Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

**Employer identification number**

ROYCE R THOMPSON SCHOLARSHIP TRUST 31P007011

39-6462343

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . 3,891.00

**Schedule D-1 (Form 1041) 2012**