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 August 1 **, 2012, and ending** July 31 **, 20** 13

Name of foundation: Thrush-Thompson Foundation, Inc.

A Employer identification number: 35-2133120

Number and street (or P O. box number if mail is not delivered to street address): PO Box 670 | Room/suite:

B Telephone number (see instructions): (317) 437-5221

City or town, state, and ZIP code: Westfield, IN 46074-0670

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)* ▶ $ 6,754,226

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	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	198,099	198,099		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	170,028			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		170,028		
	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)				
	12	**Total.** Add lines 1 through 11	368,127	368,127	N/A	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	60,000	24,000		36,000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	7,000			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	481	192		289
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,395	558		837
	24	**Total operating and administrative expenses.** Add lines 13 through 23	68,876	24,750		37,126
	25	Contributions, gifts, grants paid	264,000			264,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	332,876	24,750	N/A	301,126
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	35,251			
	b	**Net investment income** (if negative, enter -0-)		343,377		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
1	Cash—non-interest-bearing	282,941	275,720	275,720
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 ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	4,393,536	4,436,008	6,478,506
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)	4,676,477	4,711,728	6,754,226
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)			
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	4,676,477	4,711,728	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	4,676,477	4,711,728	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,676,477	4,711,728	

Lines 1–16: Assets; lines 17–23: Liabilities; lines 24–31: Net Assets or Fund Balances.

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	4,676,477
2	Enter amount from Part I, line 27a	2	35,251
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,711,728
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	4,711,728

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	Various Long Term Investments - See Attachment	P		
b	Various Long Term Capital Gain Dividends	P		
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	1,058,525		890,837	167,688
b	2,340			2,340
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	170,028
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	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	307,307	6,061,402	5.07%
2010	273,527	6,235,603	4.39%
2009	248,475	5,623,850	4.42%
2008	295,147	5,005,726	5.90%
2007	301,084	6,254,330	4.81%

2	**Total** of line 1, column (d)	2	24.59%
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	4.92%
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,364,703
5	Multiply line 4 by line 3	5	313,143
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,434
7	Add lines 5 and 6	7	316,577
8	Enter qualifying distributions from Part XII, line 4	8	301,126

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	6,868
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	6,868
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	6,868
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 7,305		
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	7,305
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	437
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 437 **Refunded** ▶	11	

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		✔
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✔
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✔
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✔
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		✔
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✔
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✔
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	✔	
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	✔	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ N/A			
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	✔	
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		✔
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✔

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		✔
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		✔
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✔	

Website address ▶ N/A

14 The books are in care of ▶ Steven S Thompson Telephone no. ▶ (317) 437-5221
Located at ▶ PO Box 670 Westfield IN ZIP+4 ▶ 46074-0670

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

			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		✔
	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		
	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		✔
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 ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✔
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		✔

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** | Yes: | No: ✔

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☐ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Schedule 4		60,000	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				

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

Part VIII 'Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 The foundation does not directly participate in charitable activities. The activities of the directors are limited to the administration of grants to qualified 501 C 3 charitable organizations.	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,047,937
b	Average of monthly cash balances	1b	413,690
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,461,627
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,461,627
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	96,924
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,364,703
6	**Minimum investment return.** Enter 5% of line 5	6	318,235

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	318,235
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,868		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,868
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	311,367
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	311,367
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	311,367

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	301,126
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	301,126
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	301,126

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				311,367
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			296,454	
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 301,126				
a	Applied to 2011, but not more than line 2a			296,454	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				4,672
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				306,695
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . . . ▶ N/A

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
2a 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:

Steven Thompson: Thrush-Thompson Foundation, Inc. PO Box 670 Westfield, IN 46074-0670 (317) 437-5221

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 Schedule 3				264,000
Total ▶ 3a				264,000
b *Approved for future payment*				
Total ▶ 3b				0

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				198,099	
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				170,028	
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)				368,127	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 368,127

(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) (See instructions)
	N/A

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)		✔
	(2) Other assets	1a(2)		✔
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✔
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✔
	(3) Rental of facilities, equipment, or other assets	1b(3)		✔
	(4) Reimbursement arrangements	1b(4)		✔
	(5) Loans or loan guarantees	1b(5)		✔
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✔
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✔

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

Steven S Thompson | 8/16/13 | Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶	Firm's EIN ▶
Firm's address ▶	Phone no

Schedule 1: Part I Line 18 - Taxes

Excise Tax	$ 7,000

Schedule 2: Part I Line 23 – Other Expenses

Office Expense	$ 670
Subscriptions	725
Total	$ 1,395

Schedule 3: Part I Line 25 – Contributions, Gifts, Grants Paid

And Part XV Supplemental Information Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business) a. Approved for the Year	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
ARC of Baldwin County Inc. PO Box 400 Loxley, AL 36551	None	501 C	Unrestricted	$5,000.00
Boomerang Packpacks, Inc. 901 Garden St. Kendallville, IN 46755	None	501 C	Unrestricted	4,000.00
Caney Creek Center 100 Purpose Road Pippa Passes, KY 41844	None	501 C	Unrestricted	2,500.00
Capitol District Christian Men's Fellowship Inc. 4605 S Allendale Dr Trafalgar, IN 46181	None	501 C	Unrestricted	8,000.00
Carmel Lutheran Church 4850 E 131st St Carmel, IN 46033	None	501 C	Unrestricted	32,500.00
Concordia University Wisconsin 12800 North Lake Shore Drive Mequon, WI 53097	None	501 C	Unrestricted	5,000.00
East 91st Street Christian Church 6049 East 91st Street Indianapolis, IN 46250	None	501 C	Unrestricted	4,000.00
Easter Seals – UCP 507 E Armstrong Ave Peoria, IL 61603	None	501 C	Unrestricted	2,500.00
Fellowship of Catholic University Students PO Box 18710 Golden, CO 80402	None	501 C	Unrestricted	4,000.00
Foundation for Lutheran Child and Family Services, Indiana, Inc. 1525 N. Ritter Avenue Indianapolis, IN 46219	None	501 C	Unrestricted	5,000 00
Hands of Care Foundation Inc. 1030 Bard Ln Carmel, IN 46032	None	501 C	Unrestricted	4,000.00
Hope Center, Inc. 10274A State Highway 104 Fairhope, AL 36532	None	501 C	Unrestricted	5,000.00
Lafayette Central Catholic Jr.-Sr. High School 2410 S 9th St Lafayette, IN 47909	None	501 C	Unrestricted	2,500.00

Lutheran High School of Indianapolis 5555 S Arlington Ave Indianapolis, IN 46237	None	501 C	Unrestricted	100,000.00
Miami County YMCA 34 E 6th St Peru, IN 46970	None	501 C	Unrestricted	20,000.00
Mobile Assn for Retarded Citizens 2424 Gordon Smith Dr Mobile, AL 36617	None	501 C	Unrestricted	4,000.00
National Junior Tennis League 911 East 86th St, Suite 31 Indianapolis, IN 4620	None	501 C	Unrestricted	7,500.00
Prevail Incorporated 1100 S 9th St Noblesville, IN 46060	None	501 C	Unrestricted	12,000.00
Programa Velasco 500 El Camino Real Santa Clara, CA 95050	None	501 C	Unrestricted	3,500.00
Sertoma Club of Broad Ripple PO Box 40053 Indianapolis, IN 46240	None	501 C	Unrestricted	2,500.00
Spanish Fort High School Enrichment Foundation Inc. PO Box 7938 Spanish Fort, AL 36577	None	501 C	Unrestricted	10,000.00
St. Jude Catholic Church 10811 N. Knoxville Ave Peoria, IL 61614	None	501 C	Unrestricted	7,500.00
Swedish School of Indianapolis 6625 Chester West Drive Indianapolis, IN 46220-3731	Noe	501 C	Unrestricted	2,500.00
The Lutheran Church Mo. Synod – IN District 1145 South Barr St Fort Wayne, IN 46802-3180	None	501 C	Unrestricted	2,500.00
Wabash College PO Box 352 Crawfordsville, IN 47933	None	501 C	Unrestricted	5,000.00
Wheat Ridge Ministries One Pierce Place, Suite 250E Itasca, IL 60143	None	501 C	Unrestricted	3,000.00
Total Paid for the Year				***$264,000.00***

Schedule 4: Part VIII Line 1 – List of Officers, Directors, Trustees, and Key Employees

Name and address	Title and Average Hours Per Week Devoted	Compensation	Contribution To EBP & DC	Expense Account / Other
Jerry T Thompson PO Box 670 Westfield, IN 46074	Chairman and President 3.0	$10,000	$0	$0
Stanley T Thompson PO Box 670 Westfield, IN 46074	Secretary and VP Legal 3.0	$10,000	$0	$0
Stuart K Thompson PO Box 670 Westfield, IN 46074	VP of Investment Management 3.0	$10,000	$0	$0
Steven S Thompson PO Box 670 Westfield, IN 46074	VP of Finance and Treasurer	$10,000	$0	$0
Sterling A Thompson PO Box 670 Westfield, IN 46074	VP of Income Investments	$10,000	$0	$0
Scott A Thompson PO Box 670 Westfield, IN 46074	VP of Appreciation Investments	$10,000	$0	$0
Total		***$60,000***	***$0***	***$0***

Capital Gains

8/1/2012 through 7/31/2013

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
LONG TERM							
Investment 20077596	ISHARES TR GS INVESTOP	285 000	9/21/2009	9/7/2012	34,220 96	30,461 66	3,759 30
Investment 20077596	ISHARES TR GS INVESTOP	288.000	10/5/2009	9/7/2012	34,581 18	30,782.31	3,798 87
Investment 20077596	ISHARES TR GS INVESTOP	77 000	11/1/2009	9/7/2012	9,245 66	8,229.99	1,015 67
Investment 20077596	ISHARES TR GS INVESTOP	123 000	11/1/2009	9/18/2012	14,813 18	13,146 61	1,666 57
Investment 20077596	ISHARES TR GS INVESTOP	172 000	11/5/2009	9/18/2012	20,714 37	18,383 88	2,330.49
Investment 20077596	ISHARES TR GS INVESTOP	5 000	9/24/2010	9/18/2012	602 16	534 42	67 74
Investment 20077596	ISHARES TR GS INVESTOP	300 000	9/24/2010	9/18/2012	36,129 72	32,064 90	4,064 82
Investment 20077596	DOW CHEMICAL COMPANY	500 000	10/15/2008	12/11/2012	15,498 76	11,962 98	3,535 78
Investment 20077596	DOW CHEMICAL COMPANY	2,000 000	11/13/2008	12/11/2012	61,995 03	42,008.95	19,986 08
Investment 20077596	DOW CHEMICAL COMPANY	600 000	11/18/2008	12/11/2012	18,598 51	12,266 95	6,331 56
Investment 20077596	DOW CHEMICAL COMPANY	400 000	11/20/2008	12/11/2012	12,399 01	7,356 95	5,042 06
Investment 20077596	DOW CHEMICAL COMPANY	1,000 000	11/21/2008	12/11/2012	30,997 52	16,778 95	14,218 57
Investment 20077596	DOW CHEMICAL COMPANY	500 000	1/5/2009	12/11/2012	15,498 76	7,708 95	7,789 81
Investment 20077596	BP	1,500 000	9/23/2011	12/12/2012	62,269 65	52,793 95	9,475 70
Investment 20077596	WISDOMTREE INDIA EARNI	6,000 000	11/16/2010	12/19/2012	115,488 46	156,608.95	-41,120 49
Investment 20077596	POWERSHARES INDIA ETF	1,500 000	5/6/2010	1/2/2013	27,897 59	30,308 95	-2 411 36
Investment 20077596	POWERSHARES INDIA ETF	6,000 000	5/6/2010	1/2/2013	111,590 34	127,808 95	-16,218 61
Investment 20077596	PROCTER & GAMBLE	1,500 000	7/31/1996	1/23/2013	105,740 92	55,405 98	50,334 94
Investment 20077596	PROCTER & GAMBLE	500 000	7/31/1996	1/23/2013	35,246 97	18,468 66	16,778 31
Investment 20077596	GOLDMAN SACHS GROUP I	600 000	8/17/2009	2/1/2013	89,392 03	95,408 95	-6,016 92
Investment 20077596	GOLDMAN SACHS GROUP I	300 000	7/13/2011	2/1/2013	44,696 02	38,948 95	5,747 07
Investment 20077596	SEACUBE CONTAINER	332 000	9/19/2011	4/10/2013	7,632 04	3,955 39	3,676 65
Investment 20077596	SEACUBE CONTAINER	1,014 000	9/19/2011	4/10/2013	23,309 92	12,080 63	11,229 29
Investment 20077596	SEACUBE CONTAINER	100 000	9/19/2011	4/10/2013	2,298 81	1,191 38	1,107.43
Investment 20077596	SEACUBE CONTAINER	100 000	9/19/2011	4/10/2013	2,298 81	1,191.38	1,107 43
Investment 20077596	SEACUBE CONTAINER	454 000	9/19/2011	4/10/2013	10,436 59	5,408 88	5,027 71
Investment 20077596	SEACUBE CONTAINER	400 000	9/20/2011	4/10/2013	9,195 23	4,765 54	4,429.69
Investment 20077596	SEACUBE CONTAINER	97 000	9/20/2011	4/10/2013	2,229 84	1,155 64	1,074 20
Investment 20077596	SEACUBE CONTAINER	100 000	9/20/2011	4/10/2013	2,298 81	1,191 38	1,107 43
Investment 20077596	SEACUBE CONTAINER	288 000	9/20/2011	4/10/2013	6,620 56	3,431 19	3,189 37
Investment 20077596	SEACUBE CONTAINER	200 000	9/20/2011	4/10/2013	4,597 62	2,382 77	2,214 85
Investment 20077596	SEACUBE CONTAINER	300 000	9/20/2011	4/10/2013	6,896 43	3,574 15	3,322 28
Investment 20077596	SEACUBE CONTAINER	32 000	9/20/2011	4/10/2013	735 61	381 24	354 37
Investment 20077596	SEACUBE CONTAINER	84 000	9/20/2011	4/10/2013	1,931 00	1,000 76	930 24
Investment 20077596	SEACUBE CONTAINER	316 000	9/20/2011	4/10/2013	7,264 23	3,764 77	3,499 46

Capital Gains

8/1/2012 through 7/31/2013

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Investment 20077596	SEACUBE CONTAINER	83 000	9/20/2011	4/10/2013	1,908 01	988 85	919 16
Investment 20077596	SEACUBE CONTAINER	17 000	9/20/2011	4/10/2013	390 80	202 54	188 26
Investment 20077596	SEACUBE CONTAINER	83 000	9/20/2011	4/10/2013	1,908 01	988 85	919 16
Investment 20077596	SEACUBE CONTAINER	217 000	10/19/2011	4/10/2013	4,988 42	2,585 30	2,403.12
Investment 20077596	SEACUBE CONTAINER	500 000	10/19/2011	4/10/2013	11,494 04	5,956 92	5,537 12
Investment 20077596	SEACUBE CONTAINER	283 000	10/19/2011	4/10/2013	6,505 63	3,371 62	3,134 01
Investment 20077596	SEACUBE CONTAINER	500 000	10/19/2011	4/10/2013	11,494 04	5,956 92	5,537 12
Investment 20077596	SEACUBE CONTAINER	90 000	10/19/2011	4/10/2013	2,068 93	1,072 25	996 68
Investment 20077596	SEACUBE CONTAINER	772 000	10/19/2011	4/10/2013	17,746 79	9,197 48	8,549 31
Investment 20077596	SEACUBE CONTAINER	438 000	10/19/2011	4/11/2013	10,063 25	5,218 26	4,844 99
Investment 20077596	SEACUBE CONTAINER	200 000	10/19/2011	4/11/2013	4,595 09	2,382 77	2,212 32
TOTAL LONG TERM					**1,058,525.31**	**890,837.70**	**167,687.61**
OVERALL TOTAL					**1,058,525.31**	**890,837.70**	**167,687.61**