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Form **990-PF**

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

OMB No 1545-0052

**2012**

Department of the Treasury  
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning 11/1/2012, and ending 10/31/2013

Name of foundation <b>JACK W THOMPSON FOUNDATION</b>		<b>A Employer identification number</b> 81-6010360
Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>Wells Fargo Bank N A 1 W 4th St 4th Floor MAC D4000-041</b>		<b>B Telephone number (see instructions)</b> (888) 730-4933
City or town, state, and ZIP code <b>Winston Salem NC 27101-3818</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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 checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 303,304</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

<b>Part I Analysis of Revenue and Expenses</b> (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)	20,500			
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	7,129	7,090		
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	10,430			
b Gross sales price for all assets on line 6a <b>124,666</b>				
7 Capital gain net income (from Part IV, line 2)		10,430		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 <b>Total.</b> Add lines 1 through 11	38,059	17,520	0	
13 Compensation of officers, directors, trustees, etc	4,127	3,095		1,032
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	600			600
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	461	103		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	1,004			1,004
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	6,192	3,198	0	2,636
25 Contributions, gifts, grants paid	31,418			31,418
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	37,610	3,198	0	34,054
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	449			
b <b>Net investment income</b> (if negative, enter -0-)		14,322		
c <b>Adjusted net income</b> (if negative, enter -0-)			0	

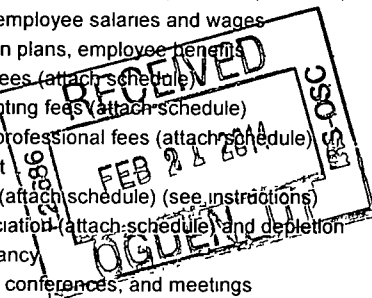
For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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<b>Part II Balance Sheets</b> 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
<b>Assets</b>	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	12,585	12,864	12,864
	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			
	10 a Investments—U S and state government obligations (attach schedule)			
	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)	245,122	245,150	290,440	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ )				
16 <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	257,707	258,014	303,304	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	257,707	258,014	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 <b>Total net assets or fund balances</b> (see instructions)	257,707	258,014		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	257,707	258,014		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
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	257,707
2	Enter amount from Part I, line 27a	2	449
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	258,156
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	142
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	258,014

**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 See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			
(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			0
b			0
c			0
d			0
e			0
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0
b			0
c			0
d			0
e			0
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 10,430
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	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7                 }		3 0

**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	31,523	285,143	0.110552
2010	33,283	297,588	0.111843
2009	20,651	274,557	0.075216
2008	13,569	240,596	0.056397
2007	19,189	315,834	0.060757

2 Total of line 1, column (d)	2 0.414765
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3 0.082953
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4 292,992
5 Multiply line 4 by line 3	5 24,305
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 143
7 Add lines 5 and 6	7 24,448
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8 34,054

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

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		143	
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0	
<b>3</b> Add lines 1 and 2		143	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
<b>5</b> Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		143	
<b>6</b> Credits/Payments			
<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	251	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments Add lines 6a through 6d		251	
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		0	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		108	
<b>11</b> Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 108 Refunded <input type="checkbox"/> 0			

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MT		
<b>b</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? <i>If "No," attach explanation</i>	X	
<b>9</b> 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
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X		
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►		Yes	No
		16		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions )	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012 )	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

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

**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 **N/A**  
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870  Yes  No

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No **7b** N/A

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

**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
Wells Fargo Bank, N A 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee 4 00	4,127		
Masonic Senior Warden of Masonic Blue Lodge BOX 416 GLENDIVE, MT 59330	Administrative Com 1 00	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  0

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

**3 Five highest-paid independent contractors for professional services (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 NONE	
.....	
.....	
2	
.....	
.....	
3	
.....	
.....	
4	
.....	
.....	

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

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

Amount

1 NONE	
.....	
.....	
2	
.....	
.....	
All other program-related investments See instructions	
3 NONE	
.....	
.....	

Total. Add lines 1 through 3 ▶ 0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	281,172
<b>b</b>	Average of monthly cash balances	<b>1b</b>	16,282
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	297,454
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	297,454
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	4,462
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	292,992
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	14,650

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	14,650
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	143
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	143
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	14,507
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	14,507
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	14,507

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	<b>1a</b>	34,054
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	34,054
<b>5</b>	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)	<b>5</b>	143
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	33,911

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				14,507
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010			10,228	
<b>e</b> From 2011			16,850	
<b>f</b> Total of lines 3a through e		27,078		
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 34,054				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				14,507
<b>e</b> Remaining amount distributed out of corpus	19,547			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	46,625			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	46,625			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010			10,228	
<b>d</b> Excess from 2011			16,850	
<b>e</b> Excess from 2012			19,547	

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

N/A

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

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
<b>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

**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

JACK W THOMPSON FOUNDATION SCHOLARSHIPS P O BOX 597 HELENA, MT 59624

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

SCHOLARSHIP APPLICATION, SCHOOL TRANSCRIPT, REFERENCES, AND A FINANCIAL AID FORM

**c** Any submission deadlines

APRIL 1ST OF EACH YEAR

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

STUDENTS FROM DAWSON COUNTY FOR SCHOLARSHIPS TO ACCREDITED COLLEGES OR UNIVERSITIES

**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
Name and address (home or business)				
<p><b>a</b> <i>Paid during the year</i> See Attached Statement</p>				
<b>Total</b>				▶ <b>3a</b> 31,418
<p><b>b</b> <i>Approved for future payment</i> NONE</p>				
<b>Total</b>				▶ <b>3b</b> 0





**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012****Name of the organization****Employer identification number**

JACK W THOMPSON FOUNDATION

81-6010360

**Organization type** (check one)**Filers of:****Section:**

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

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

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

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

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

Name of organization <b>JACK W THOMPSON FOUNDATION</b>	Employer identification number 81-6010360
---	--

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GLENDIVE LODGE NO 31 AF & AM BOX 416 GLENDIVE MT 59330 Foreign State or Province _____ Foreign Country _____	\$ 20,500	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

Name of organization JACK W THOMPSON FOUNDATION	Employer identification number 81-6010360
--	--

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

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

<b>Name of organization</b> JACK W THOMPSON FOUNDATION	<b>Employer identification number</b> 81-6010360
---	---

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry  
 For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions ) ▶ \$ ..... 0  
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	..... ..... .....	..... ..... .....	..... ..... .....

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
..... ..... ..... For Prov Country	..... ..... .....

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	..... ..... .....	..... ..... .....	..... ..... .....

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
..... ..... ..... For Prov Country	..... ..... .....

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	..... ..... .....	..... ..... .....	..... ..... .....

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
..... ..... ..... For Prov Country	..... ..... .....

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	..... ..... .....	..... ..... .....	..... ..... .....

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
..... ..... ..... For Prov Country	..... ..... .....

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

SEE ATTACHMENT

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
NONE	SCHOLARSHIP RECIPIENT

Purpose of grant/contribution	Amount
SCHOLARSHIP	31,418

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
--------------	-------------------

Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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## Tax Transaction Detail (Distributions + Beneficiary)

1/6/2014 11:11:22

Main Account Id:

THOMPSON, JACK W FOUNDATION TUA

Account Id: 38549400

Trust Year 11/1/2012 - 10/31/2013

Tax Code/Desc	Paid For	Transactions	Income	Principal
CHARITABLE CONTRIBUTIONS				
12/17/12		0 Units	0 00	-918 00
<b>Added:</b>	FYE 04/08/13	PAYMENT ON GRANT		
<b>Modified:</b>	DRP 03/19/13	SPRING 2013 TUITION FOR CIARA J HUTCHISON DAWSON COMMUNITY COLLEGE 300 COLLEGE DRIVE GLENDDIVE, MT 59330-9976		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000001 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR BRETTE SVENVOLD MONTANA STATE UNIVERSITY BOZEMAN		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000002 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR BRYCE BENSON UNIVERSITY OF MONTANA		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000003 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR CODY SEVIER UNIVERSITY OF MONTANA DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000005 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR DEREK OHS UNIVERSITY OF MONTANA DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000007 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR LEILANI CARNEY MONTANA STATE UNIVERSITY BOZEMAN DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000009 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR LINDSAY TENNANT MONTANA STATE UNIVERSITY- NORTHERN DPR APPROVED 7/3/2013		

## Tax Transaction Detail (Distributions + Beneficiary)

1/6/2014 11:11:22

Main Account Id:

THOMPSON, JACK W FOUNDATION TUA

Account Id. 38549400

Trust Year 11/1/2012 - 10/31/2013

Tax Code/Desc	Paid For	Transactions	Income	Principal
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000011 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR MORGAN OPP MONTANA STATE UNIVERSITY- BILLINGS DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000013 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR HAYLEE LOVATO MONTANA STATE UNIVERSITY- BILLINGS DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000015 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR HANNAH MCPHERSON MONTANA STATE UNIVERSITY DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000017 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR LAYTON HRUBES MONTANA STATE UNIVERSITY DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000019 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR GAVIN GOROSKI MONTANA STATE UNIVERSITY DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000021 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR DAKOTAH DUAN MONTANA STATE UNIVERSITY DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000023 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR KYLE LLOYD SHEPHERD MONTANA TECH OF THE UNIV OF MONTANA DPR APPROVED 7/3/2013		

## Tax Transaction Detail (Distributions + Beneficiary)

1/6/2014 11:11:22

Main Account Id:

THOMPSON, JACK W FOUNDATION TUA

Account Id. 38549400

Trust Year 11/1/2012 - 10/31/2013

Tax Code/Desc	Paid For	Transactions	Income	Principal
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000025 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR AIMEE KUNTZ MONTANA TECH OF THE UNIV OF MONTANA DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000027 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR JORDAN JOHNSON MONTANA TECH OF THE UNIV OF MONTANA DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000029 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR TREVOR CONRAD DICKINSON STATE UNIVERSITY DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000031 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR ALYSSE CHARLESWORTH DICKINSON STATE UNIVERSITY DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000033 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR MEGAN ARMSTRONG UNIVERSITY OF MARY DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000035 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR KARLEE SCHMIDT UNIVERSITY OF MARY DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000037 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR SADIE SAMPSON UNIVERSITY OF MONTANA COLLEGE OF TECHNOLOGY DPR APPROVED 7/3/2013		

## Tax Transaction Detail (Distributions + Beneficiary)

1/6/2014 11.11:22

Main Account Id:

THOMPSON, JACK W FOUNDATION TUA

Account Id: 38549400

Trust Year 11/1/2012 - 10/31/2013

Tax Code/Desc	Paid For	Transactions	Income	Principal
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000039 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR KATELYN PETERSON ROCKY MOUNTAIN COLLEGE DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000041 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR KAYLEE PATTERSON DAWSON COMMUNITY COLLEGE DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000043 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR KYLA JOHNSON BLACK HILLS STATE UNIVERSITY DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000045 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR ALEX KURTZ CAROLL COLLEGE DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000047 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR RIANN HARPSTER ST CLOUD STATE UNIVERSITY DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,000 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000049 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR SETH GEORGE ST CLOUD STATE UNIVERSITY DPR APPROVED 7/3/2013		
07/05/13		0 Units	0 00	-1,500 00
<b>Added:</b>	071 08/04/13	CASH DISBURSEMENT TRAN # XA000013000051 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR MARK A SIMONTON UNIVERSITY OF MONTANA DPR APPROVED 7/3/2013		

Tax Transaction Detail (Distributions + Beneficiary)

1/6/2014 11:11:22

Main Account Id:

THOMPSON, JACK W FOUNDATION TUA

Account Id. 38549400

Trust Year 11/1/2012 - 10/31/2013

Tax Code/Desc	Paid For	Transactions	Income	Principal
07/05/13 Added: 071 08/04/13		0 Units Reg Code 000 CASH DISBURSEMENT TRAN # XA000013000053 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP EMILY CROSS UNIVERSITY OF CALIFORNIA IRVINE DPR APPROVED 7/3/2013	0 00	-1,000 00
07/23/13 Added: 071 08/04/13		0 Units Reg Code 000 CASH DISBURSEMENT TRAN # EA030808000001 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP STEFANIE HUSCHKA SSN0898 MCNALLY SMITH COLLEGE OF MUSIC 19 EXCHANGE ST E SAINT PAUL, MN 55101-2220 PER DDR APPROVED 07/03/2013	0 00	-1,000 00
07/23/13 Added: 071 08/04/13		0 Units Reg Code 000 CASH DISBURSEMENT TRAN # XA000069000007 DISCRETIONARY DISTRIBUTION 2013/2014 SCHOLARSHIP FOR JOSIE WETZ DAWSON COMMUNITY COLLEGE DPR APPROVED 7/3/2013	0 00	-1,000 00
<b>Total For: CHARITABLE CONTRIBUTIONS</b>			0 00	-31,418 00
<b>Total for Taxcode: 149</b>			0 00	-31,418 00
<b>Total for Distributions.</b>			0 00	-31,418 00

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Capital Gains/Losses		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss
								Gross Sales	Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	
Totals								124,666	0	114,236	0	10,430		
1	Long Term CG Distributions							289	383	289			114	
2	Short Term CG Distributions												196	
3	WF ADV INDEX FUND-ADMIN	94975G686			7/21/2013		7/11/2013	289	383	289			114	
4	WF ADV INDEX FUND-ADMIN	94975G686			10/22/2008		7/11/2013	3,214	5,210	3,214			1,996	
5	WF ADV C & B LARGE CAP VA	94975J268			2/12/2013		5/7/2013	858	925	858			67	
6	WF ADV C & B LARGE CAP VA	94975J268			2/12/2013		7/11/2013	1,544	1,358	1,544			186	
7	WF ADV C & B LARGE CAP VA	94975J268			2/6/2009		7/11/2013	2,744	2,744	1,401			1,343	
8	WF CORE BD FDI #944	94975J581			11/16/2012		2/8/2013	1,101	1,101	1,156			-57	
9	WF CORE BD FDI #944	94975J581			8/13/2012		5/7/2013	2,311	2,311	2,377			-66	
10	WF CORE BD FDI #944	94975J581			11/16/2012		5/7/2013	6,409	6,409	6,662			-273	
11	WF CORE BD FDI #944	94975J581			5/11/2012		5/7/2013	647	647	656			-9	
12	WF CORE BD FDI #944	94975J581			2/4/2011		7/11/2013	1,175	1,175	1,241			-66	
13	WELLS FARGO ADV SP SIC V	94975P447			8/13/2012		2/8/2013	1,588	1,588	1,581			7	
14	WELLS FARGO ADV EMIG MK	94975P751			2/12/2013		2/8/2013	3,028	3,028	2,647			381	
15	WELLS FARGO ADV INTL BON	94985D582			2/12/2013		10/9/2013	1,759	1,759	1,799			-40	
16	WELLS FARGO ADV HI INC-IN	949917538			10/8/2010		2/8/2013	938	967	938			29	
17	WELLS FARGO ADV HI INC-IN	949917538			2/4/2011		11/16/2012	231	203	223			8	
18	WELLS FARGO ADV HI INC-IN	949917538			4/28/2011		11/16/2012	2	2	2			0	
19	WELLS FARGO ADV HI INC-IN	949917538			8/14/2006		11/16/2012	871	871	860			11	
20	WELLS FARGO ADV HI INC-IN	949917538			5/11/2012		11/16/2012	2	2	2			0	
21	WELLS FARGO ADV HI INC-IN	949917538			5/3/2010		2/8/2013	1,131	1,098	1,098			33	
22	WF ADV GOVT SECURITIES-I	949917579			5/11/2012		2/8/2013	478	478	442			36	
23	WF ADV GOVT SECURITIES-I	949917579			5/11/2012		11/16/2012	1,879	1,856	1,856			23	
24	WF ADV GOVT SECURITIES-I	949917579			8/13/2012		11/16/2012	2,510	2,503	2,503			7	
25	WF ADV GOVT SECURITIES-I	949917579			2/4/2011		11/16/2012	3,335	3,128	3,128			207	
26	WF ADV GOVT SECURITIES-I	949917579			7/23/2009		2/8/2013	2,710	2,610	2,610			100	
27	WF ADV GOVT SECURITIES-I	949917579			2/4/2011		2/8/2013	2,068	2,068	2,008			60	
28	WF ADV GOVT SECURITIES-I	949917579			6/5/1980		2/8/2013	956	759	759			197	
29	WF ADV GOVT SECURITIES-I	949917579			3/11/1980		5/7/2013	9,054	7,157	7,157			1,897	
30	ADM MANAGED FUTURES ST	02035H599			7/11/2013		10/9/2013	2,769	2,859	2,859			299	
31	INVESCO INTL GROWTH-Y #8	008882532			5/11/2012		10/9/2013	638	638	560			78	
32	INVESCO INTL GROWTH-Y #8	008882532			5/11/2012		10/9/2013	897	747	747			150	
33	ARTISAN MID CAP FUND-INS	04314H600			7/11/2013		10/9/2013	523	591	591			32	
34	ARTISAN MID CAP FUND-INS	04314H600			5/11/2012		10/9/2013	307	247	247			60	
35	CREDIT SUISSE COMM RET S	22544R305			10/8/2010		10/9/2013	2,555	3,141	3,141			-586	
36	DIAMOND HILL LONG-SHORT	25264S633			5/3/2010		2/8/2013	493	402	402			91	
37	DIAMOND HILL LONG-SHORT	25264S633			5/3/2010		7/11/2013	2,024	1,546	1,546			478	
38	DODGE & COX INCOME FD C	256210105			5/9/2013		7/11/2013	3,222	3,329	3,329			-107	
39	DREYFUS EMG MKT DEBT LO	261980494			10/8/2010		2/8/2013	2,033	1,975	1,975			58	
40	DREYFUS EMG MKT DEBT LO	261980494			10/8/2010		10/10/2013	1,883	1,883	1,883			-113	
41	DREYFUS EMG MKT DEBT LO	261980494			10/8/2010		10/10/2013	1,091	1,148	1,148			-57	
42	DREYFUS EMG MKT DEBT LO	261980494			8/9/2011		10/10/2013	1,395	1,460	1,460			-65	
43	JP MORGAN MID CAP VALUE	33912R100			8/9/2011		7/11/2013	303	195	195			108	
44	GATEWAY FUND - Y #1888	367829884			8/13/2012		7/11/2013	7,180	6,956	6,956			184	
45	GATEWAY FUND - Y #1888	367829884			2/12/2013		7/11/2013	3,116	3,075	3,075			41	
46	HUSSMAN STRATEGIC GROW	448108100			2/6/2009		2/8/2013	570	682	682			-112	
47	HUSSMAN STRATEGIC GROW	448108100			7/23/2009		2/8/2013	366	469	469			-103	
48	HUSSMAN STRATEGIC GROW	448108100			10/19/2009		2/8/2013	1,029	1,268	1,268			-239	
49	HUSSMAN STRATEGIC GROW	448108100			5/3/2010		2/8/2013	489	591	591			-102	
50	HUSSMAN STRATEGIC GROW	448108100			10/8/2010		2/8/2013	260	328	328			-68	
51	HUSSMAN STRATEGIC GROW	448108100			11/19/2010		2/8/2013	302	373	373			-71	
52	HUSSMAN STRATEGIC GROW	448108100			2/4/2011		2/8/2013	1,045	1,200	1,200			-155	
53	HUSSMAN STRATEGIC GROW	448108100			4/28/2011		2/8/2013	239	278	278			-39	
54	HUSSMAN STRATEGIC GROW	448108100			5/11/2012		2/8/2013	930	1,048	1,048			-118	
55	ISHARES RUSSELL 2000 GRO	464287648			11/16/2012		2/8/2013	4,018	3,414	3,414			604	
56	ISHARES RUSSELL 2000 GRO	464287648			12/19/2012		2/8/2013	3,709	3,433	3,433			276	
57	PIMCO FOREIGN BD FD USO	69339D892			8/9/2011		2/8/2013	777	763	763			14	
58	T ROWE PRICE BLUE CHIP OF	77954Q105			2/12/2013		5/7/2013	819	774	774			45	
59	T ROWE PRICE BLUE CHIP OF	77954Q106			5/11/2012		7/11/2013	5,876	4,800	4,800			1,076	
60	T ROWE PRICE BLUE CHIP OF	77954Q106			2/12/2013		10/9/2013	1,004	870	870			134	
61	SPDR DJ WILSHIRE INTERNA	78463X963			4/29/2011		5/7/2013	648	581	581			67	
62	SPDR DJ WILSHIRE INTERNA	78463X963			4/28/2011		5/7/2013	648	576	576			72	
63	TCW SMALL CAP GROWTH FL	87234N849			5/3/2010		11/16/2012	3,090	3,318	3,318			-228	
64	TCW SMALL CAP GROWTH FL	87234N849			5/3/2010		12/19/2012	464	471	471			-7	
65	TCW SMALL CAP GROWTH FL	87234N849			7/21/2010		12/19/2012	510	435	435			75	
66	TCW SMALL CAP GROWTH FL	87234N849			8/9/2011		12/19/2012	2,306	2,188	2,188			118	
67	TCW SMALL CAP GROWTH FL	87234N849			5/3/2010		12/19/2012	421	426	426			-5	
68	TEMPLETON FOREIGN FD - A	860196506			5/11/2012		11/16/2012	426	413	413			13	

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		
											Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
	Long Term CG Distributions	1,296									124,666	114,238	10,430
	Short Term CG Distributions	0									0	0	0
69	X	TEMPLETON FOREIGN FD - A			5/11/2012		7/11/2013	1,446	1,174				272
70	X	TEMPLETON FOREIGN FD - A			5/11/2012		10/9/2013	1,410	1,048				362
71	X	VANGUARD FTSE EMERGING			5/7/2013		10/9/2013	369	399				-30
72	X	VANGUARD FTSE EMERGING			2/8/2013		10/9/2013	1,638	1,771				-133
73	X	VANGUARD REIT VIPER			11/16/2012		2/8/2013	479	428				51
74	X	VANGUARD REIT VIPER			5/5/2009		2/8/2013	68	31				37
75	X	VANGUARD REIT VIPER			5/5/2009		5/7/2013	685	276				409
76	X	VANGUARD REIT VIPER			7/21/2009		5/7/2013	76	29				47
77	X	WF ADV INDEX FUND-ADMIN			7/21/2010		5/7/2013	649	472				177

**Part I, Line 16b (990-PF) - Accounting Fees**

		600	0	0	600
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	600			600

**Part I, Line 18 (990-PF) - Taxes**

		461	103	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	103	103		
2	PY EXCISE TAX DUE	107			
3	ESTIMATED EXCISE PAYMENTS	251			

**Part I, Line 23 (990-PF) - Other Expenses**

		1,004	0	0	1,004
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	OTHER EXPENSES	1,004			1,004

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

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**Line 5 - Decreases not included in Part III, Line 2**

1	PY RETURN OF CAPITAL ADJUSTMENT	1	130
2	ROUNDING	2	12
3	Total	3	142

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	9,134		Gains Minus Excess of FMV Over Adjusted Basis or Losses
										1,255	0	
Long Term CG Distributions												
Short Term CG Distributions												
1	WF ADV INDEX FUND-ADMIN #88	84975G686	7/21/2013	7/11/2013	383			269	114	0	0	9,134
2	WF ADV INDEX FUND-ADMIN #88	84975G686	10/22/2008	7/11/2013	5,210			3,214	1,996	0	0	114
3	WF ADV C & B LARGE CAP VAL-L #1868	84975J268	2/1/2013	5/7/2013	925			858	67	0	0	1,996
4	WF ADV C & B LARGE CAP VAL-L #1868	84975J268	2/1/2013	7/11/2013	1,544			1,358	186	0	0	67
5	WF ADV C & B LARGE CAP VAL-L #1868	84975J268	2/6/2009	7/11/2013	2,744			1,401	1,343	0	0	186
6	WFA CORE BD FDI #944	84975J581	1/16/2012	2/8/2013	1,101			1,158	-57	0	0	1,343
7	WFA CORE BD FDI #944	84975J581	8/13/2012	5/7/2013	2,311			2,377	-66	0	0	-57
8	WFA CORE BD FDI #944	84975J581	1/16/2012	7/11/2013	6,409			6,682	-273	0	0	-66
9	WFA CORE BD FDI #944	84975J581	5/11/2012	5/7/2013	647			656	-9	0	0	-66
10	WFA CORE BD FDI #944	84975J581	5/11/2012	7/11/2013	1,175			1,241	-66	0	0	-9
11	WFA CORE BD FDI #944	84975J581	2/4/2011	7/11/2013	1,588			1,581	7	0	0	7
12	WELLS FARGO ADV SP SIC VALS #4143	84975P447	8/13/2012	2/8/2013	3,028			2,647	381	0	0	381
13	WELLS FARGO ADV EMG MK E-INS #41	84975P571	2/12/2013	10/9/2013	1,759			1,799	-40	0	0	-40
14	WELLS FARGO ADV INTL BOND-INS #470	84985D582	7/21/2010	2/8/2013	938			938	0	0	0	0
15	WELLS FARGO ADV HI INC-INS 3110	949917538	10/8/2011	1/16/2012	231			223	8	0	0	8
16	WELLS FARGO ADV HI INC-INS 3110	949917538	2/4/2011	1/16/2012	203			200	3	0	0	3
17	WELLS FARGO ADV HI INC-INS 3110	949917538	4/28/2011	1/16/2012	2			2	0	0	0	0
18	WELLS FARGO ADV HI INC-INS 3110	949917538	8/14/2006	1/16/2012	871			860	11	0	0	11
19	WELLS FARGO ADV HI INC-INS 3110	949917538	5/11/2012	1/16/2012	2			2	0	0	0	0
20	WELLS FARGO ADV HI INC-INS #3110	949917538	5/11/2012	2/8/2013	1,131			1,098	33	0	0	33
21	WELLS FARGO ADV HI INC-INS #3110	949917538	5/3/2010	2/8/2013	1,879			1,856	23	0	0	23
22	WFA ADV GOVT SECURITIES-1 3101	949917579	5/11/2012	1/16/2012	2,510			2,503	7	0	0	7
23	WFA ADV GOVT SECURITIES-1 3101	949917579	8/13/2012	1/16/2012	2,510			2,503	7	0	0	7
24	WFA ADV GOVT SECURITIES-1 3101	949917579	2/4/2011	1/16/2012	3,325			3,128	207	0	0	207
25	WFA ADV GOVT SECURITIES-1 3101	949917579	7/23/2009	2/8/2013	2,710			2,610	100	0	0	100
26	WFA ADV GOVT SECURITIES-1 3101	949917579	2/4/2011	2/8/2013	2,068			2,008	60	0	0	60
27	WFA ADV GOVT SECURITIES-1 3101	949917579	6/5/1980	2/8/2013	956			759	197	0	0	197
28	WFA ADV GOVT SECURITIES-1 3101	949917579	6/5/1980	7/11/2013	9,054			8,54	1,897	0	0	1,897
29	WFA ADV GOVT SECURITIES-1 3101	949917579	3/11/1980	5/7/2013	615			615	0	0	0	0
30	AQR MANAGED FUTURES STR4 #15213	00203H659	7/11/2013	10/9/2013	2,759			2,859	-90	0	0	-90
31	INVECO INTL GROWTH-Y #8516	008882532	5/11/2012	7/11/2013	638			560	78	0	0	78
32	INVECO INTL GROWTH-Y #8516	008882532	5/11/2012	10/9/2013	897			747	150	0	0	150
33	ARTISAN MID CAP FUND-INS #1333	04314H600	7/11/2013	10/9/2013	623			591	32	0	0	32
34	ARTISAN MID CAP FUND-INS #1333	04314H600	5/11/2012	10/9/2013	307			247	60	0	0	60
35	CREDIT SUISSE COMM RET ST4 #2156	22544R305	10/8/2010	10/9/2013	2,555			3,141	-586	0	0	-586
36	DIAMOND HILL LONG-SHORT FD CL1 #	25264S933	5/3/2010	2/8/2013	493			402	91	0	0	91
37	DIAMOND HILL LONG-SHORT FD CL1 #	25264S933	5/3/2010	7/11/2013	2,024			1,546	478	0	0	478
38	DODGE & COX INCOME FD COM #147	256210105	5/9/2013	7/11/2013	3,222			3,329	-107	0	0	-107
39	DREYFUS EMG MKT DEBT LOC C1 #608	261980484	10/8/2010	2/8/2013	2,033			1,975	58	0	0	58
40	DREYFUS EMG MKT DEBT LOC C1 #608	261980484	10/8/2010	10/10/2013	1,883			1,996	-113	0	0	-113
41	DREYFUS EMG MKT DEBT LOC C1 #608	261980484	10/8/2010	10/10/2013	1,091			1,148	-57	0	0	-57
42	DREYFUS EMG MKT DEBT LOC C1 #608	261980484	8/9/2011	10/10/2013	1,395			1,460	-65	0	0	-65
43	JP MORGAN MID CAP VALUE-I #758	339128100	8/9/2011	7/11/2013	303			303	0	0	0	0
44	GATEWAY FUND - Y #1986	367823884	8/13/2012	7/11/2013	7180			6,996	184	0	0	184
45	GATEWAY FUND - Y #1986	367823884	2/16/2011	7/11/2013	3,116			3,075	41	0	0	41
46	HUSSMAN STRATEGIC GROWTH FUND	448108100	2/6/2009	2/8/2013	570			682	-112	0	0	-112
47	HUSSMAN STRATEGIC GROWTH FUND	448108100	7/23/2009	2/8/2013	366			469	-103	0	0	-103
48	HUSSMAN STRATEGIC GROWTH FUND	448108100	10/19/2009	2/8/2013	1,029			1,268	-239	0	0	-239
49	HUSSMAN STRATEGIC GROWTH FUND	448108100	5/3/2010	2/8/2013	489			591	-102	0	0	-102
50	HUSSMAN STRATEGIC GROWTH FUND	448108100	10/8/2010	2/8/2013	280			328	-48	0	0	-48
51	HUSSMAN STRATEGIC GROWTH FUND	448108100	11/19/2010	2/8/2013	302			373	-71	0	0	-71
52	HUSSMAN STRATEGIC GROWTH FUND	448108100	2/4/2011	2/8/2013	1,045			1,200	-155	0	0	-155
53	HUSSMAN STRATEGIC GROWTH FUND	448108100	4/28/2011	2/8/2013	239			278	-39	0	0	-39
54	HUSSMAN STRATEGIC GROWTH FUND	448108100	5/11/2012	2/8/2013	930			1,048	-118	0	0	-118
55	SHARES RUSSELL 2000 GROWTH	464287648	1/16/2012	2/8/2013	4,018			3,433	604	0	0	604
56	PIMCO FOREIGN BD USD HNST #1	693350882	12/19/2012	2/8/2013	3,709			3,433	276	0	0	276
57	PIMCO FOREIGN BD USD HNST #1	693350882	8/9/2011	2/8/2013	777			763	14	0	0	14
58	T ROWE PRICE BLUE CHIP GROWTH #837754Q109	801955016	2/12/2013	5/7/2013	819			774	45	0	0	45
59	T ROWE PRICE BLUE CHIP GROWTH #837754Q109	801955016	2/12/2013	7/11/2013	9,875			4,800	5,075	0	0	5,075
60	T ROWE PRICE BLUE CHIP GROWTH #837754Q109	801955016	2/12/2013	10/9/2013	1,004			870	134	0	0	134
61	SPDR DL WILSHIRE INTERNATIONAL R784613X653	828433668	4/29/2011	5/7/2013	581			581	0	0	0	0
62	SPDR DL WILSHIRE INTERNATIONAL R784613X653	828433668	4/29/2011	5/7/2013	648			576	72	0	0	72
63	TCW SMALL CAP GROWTH FUND - 4728723AN849	822043858	5/3/2010	1/15/2012	3,080			3,318	-238	0	0	-238
64	TCW SMALL CAP GROWTH FUND - 4728723AN849	822043858	5/3/2010	12/19/2012	464			471	-7	0	0	-7
65	TCW SMALL CAP GROWTH FUND - 4728723AN849	822043858	7/21/2010	12/19/2012	2,106			435	1,671	0	0	1,671
66	TCW SMALL CAP GROWTH FUND - 4728723AN849	822043858	6/9/2011	12/19/2012	3,306			2,188	1,118	0	0	1,118
67	TCW SMALL CAP GROWTH FUND - 4728723AN849	822043858	5/3/2010	12/19/2012	421			426	-5	0	0	-5
68	TEMPLETON FOREIGN ED ADV #84	801955016	5/11/2012	1/15/2012	436			413	23	0	0	23
69	TEMPLETON FOREIGN ED ADV #84	801955016	5/11/2012	7/11/2013	1,174			1,174	0	0	0	0
70	TEMPLETON FOREIGN ED ADV #84	801955016	5/11/2012	10/9/2013	1,410			1,048	362	0	0	362
71	VANGUARD FTSE EMERGING MARKET	822043858	5/7/2013	10/9/2013	359			399	-30	0	0	-30
72	VANGUARD FTSE EMERGING MARKET	822043858	2/8/2013	10/9/2013	1,938			1,771	167	0	0	167
73	VANGUARD RET VIPER	822008553	1/16/2012	2/8/2013	479			431	48	0	0	48
74	VANGUARD RET VIPER	822008553	9/5/2009	2/8/2013	681			681	0	0	0	0
75	VANGUARD RET VIPER	822008553	7/21/2009	5/7/2013	685			276	409	0	0	409
76	VANGUARD RET VIPER	822008553	7/21/2009	5/7/2013	29			29	0	0	0	0
77	WF ADV INDEX FUND-ADMIN #88	84975G686	7/21/2010	5/7/2013	849			472	377	0	0	377

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	4,127	0	0
2	Masonic Senior Warden of Masonic		BOX 416	GLENDIVE	MT	59330		Administrative Committee	1 00	0		

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	3/11/2013	251
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		251

Name: JACK W. THOMPSON FOUNDATION  
 Account # 38549400  
 FYE: 10/31/2013

Account #	Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
38549400	Total Cash	81-6010360			\$ -	-	\$ -
38549400	Invest - Other	81-6010360	256210105	DODGE & COX INCOME FD COM #147	\$ 19,233.16	1,410.06	\$ 19,567.74
38549400	Invest - Other	81-6010360	589509108	MERGER FD SH BEN INT #260	\$ 8,735.36	536.90	\$ 8,499.80
38549400	Invest - Other	81-6010360	693390882	PIMCO FOREIGN BD FD USD H-INST #103	\$ 5,753.40	541.24	\$ 5,735.88
38549400	Invest - Other	81-6010360	77954Q106	T ROWE PRICE BLUE CHIP GRWTH #93	\$ 20,789.09	343.74	\$ 15,439.74
38549400	Invest - Other	81-6010360	880196506	TEMPLETON FOREIGN FD - ADV #604	\$ 13,753.73	1,616.18	\$ 9,680.94
38549400	Invest - Other	81-6010360	94975G686	WF ADV INDEX FUND-ADMIN #88	\$ 5,504.52	93.38	\$ 3,118.05
38549400	Invest - Other	81-6010360	04314H600	ARTISAN MID CAP FUND-INS #1333	\$ 11,881.57	232.06	\$ 9,229.06
38549400	Invest - Other	81-6010360	315920702	FID ADV EMER MKTS INC- CL I #607	\$ 4,436.02	323.33	\$ 4,390.75
38549400	Invest - Other	81-6010360	277923728	EATON VANCE GLOBAL MACRO - I #0088	\$ 2,781.70	295.61	\$ 2,855.60
38549400	Invest - Other	81-6010360	008882532	INVESCO INTL GROWTH-Y #8516	\$ 13,611.43	407.28	\$ 10,862.26
38549400	Invest - Other	81-6010360	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	\$ 10,393.61	722.28	\$ 10,388.68
38549400	Invest - Other	81-6010360	262028855	DRIEHAUS ACTIVE INCOME FUND	\$ 14,738.68	1,368.49	\$ 14,543.62
38549400	Invest - Other	81-6010360	339128100	JP MORGAN MID CAP VALUE-I #758	\$ 7,886.85	223.68	\$ 4,253.67
38549400	Invest - Other	81-6010360	638727885	ASG GLOBAL ALTERNATIVES-Y #1993	\$ 8,695.58	747.04	\$ 8,576.05
38549400	Invest - Other	81-6010360	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	\$ 6,022.46	530.61	\$ 5,913.15
38549400	Invest - Other	81-6010360	94975J581	WFA CORE BD FD-I #944	\$ 19,187.20	1,527.64	\$ 18,369.30
38549400	Invest - Other	81-6010360	94975P751	WELLS FARGO ADV EMG MK E-INS #4146	\$ 9,883.77	432.36	\$ 9,616.45
38549400	Invest - Other	81-6010360	94975J268	WF ADV C & B LARGE CAP VAL-I #1868	\$ 13,629.75	1,213.69	\$ 6,642.28
38549400	Invest - Other	81-6010360	922908553	VANGUARD REIT VIPER	\$ 10,715.15	155.00	\$ 5,129.08
38549400	Invest - Other	81-6010360	94975P447	WELLS FARGO ADV SP S/C VA-IS #4143	\$ 6,085.72	190.54	\$ 4,348.04
38549400	Invest - Other	81-6010360	922042858	VANGUARD FTSE EMERGING MARKETS ETF	\$ 9,838.27	235.00	\$ 6,989.33
38549400	Invest - Other	81-6010360	949917652	WF ADV SHORT-TERM BOND FUND-#3102	\$ 17,608.56	2,000.97	\$ 17,420.89
38549400	Invest - Other	81-6010360	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	\$ 10,701.20	248.00	\$ 8,236.01
38549400	Invest - Other	81-6010360	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	\$ 5,975.18	272.47	\$ 4,498.94
38549400	Invest - Other	81-6010360	949917538	WELLS FARGO ADV HI INC-INS #3110	\$ 14,871.78	1,918.94	\$ 12,279.50
38549400	Invest - Other	81-6010360	949921571	WFA SMALL COMPANY GROWTH -#3162	\$ 6,256.93	151.35	\$ 4,976.48
38549400	Invest - Other	81-6010360	22544R305	CREDIT SUISSE COMM RET ST-I #2156	\$ 11,468.98	1,590.71	\$ 13,588.50
<b>Total Invest - Other</b>					<b>\$ 290,439.65</b>	<b>19,328.55</b>	<b>\$ 245,149.79</b>

38549400	Savings & Temp Inv	81-6010360	VP0528308	FEDERATED TREAS OBL FD 68	\$	8,496.03	8,496.03	\$	8,496.03
38549400	Savings & Temp Inv	81-6010360	VP0528308	FEDERATED TREAS OBL FD 68	\$	4,367.75	4,367.75	\$	4,367.75
	<b>Total Savings &amp; Temp Inv</b>				\$	<b>12,863.78</b>	<b>12,863.78</b>	\$	<b>12,863.78</b>

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<b>Grand Total</b>					\$	<b>303,303.43</b>	<b>32,192.33</b>	\$	<b>258,013.57</b>
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