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## Return of Private Foundation

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

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OMB No 1545-0052

2013

Open to Public Inspection

Form 990-PF

Department of the Treasury  
Internal Revenue Service

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

THE WILLIAM S. AND NANCY E. THOMPSON  
FOUNDATION

A Employer identification number

20-6371108

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

Room/suite

610 NEWPORT CENTER DRIVE

1220

B Telephone number

949-209-6201

City or town, state or province, country, and ZIP or foreign postal code

NEWPORT BEACH, CA 92660

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)

\$

51,052,574. (Part I, column (d) must be on cash basis)

J Accounting method:

☐

Cash

☒

Accrual

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

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received	3,956,553.		N/A	
	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	948,014.	896,312.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,449,152.			
	b	Gross sales price for all assets on line 6a	12,332,213.			
	7	Capital gain net income (from Part IV, line 2)		2,199,960.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	13,695.	18,314.		STATEMENT 2
	12	Total. Add lines 1 through 11	7,367,414.	3,114,586.		
	13	Compensation of officers, directors, trustees, etc	101,200.	0.		101,200.
	14	Other employee salaries and wages	14,422.	0.		14,422.
	15	Pension plans, employee benefits				
	16a	Legal fees	18,529.	0.		18,529.
	b	Accounting fees	26,470.	0.		26,470.
	c	Other professional fees	246,131.	246,131.		0.
	17	Interest				
	18	Taxes	20,020.	13,262.		20,206.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	24,906.	0.		24,906.
	22	Printing and publications				
	23	Other expenses	8,045.	0.		8,045.
	24	Total operating and administrative expenses. Add lines 13 through 23	459,723.	259,393.		213,778.
	25	Contributions, gifts, grants paid	1,042,405.			1,497,140.
	26	Total expenses and disbursements. Add lines 24 and 25	1,502,128.	259,393.		1,710,918.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	5,865,286.			
	b	Net investment income (if negative, enter -0-)		2,855,193.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

323501  
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

**THE WILLIAM S. AND NANCY E. THOMPSON  
FOUNDATION**

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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		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	7,922,753.	5,072,062.	5,072,062.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		19,043.	19,043.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock <span style="float:right">STMT 10</span>	3,040,202.	1,662,426.	1,662,426.
	c Investments - corporate bonds			
	<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other <span style="float:right">STMT 11</span>		32,030,917.	44,229,079.	44,229,079.
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ <span style="float:right">STATEMENT 12</span> )		0.	69,964.	69,964.
16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)		42,993,872.	51,052,574.	51,052,574.
17 Accounts payable and accrued expenses				
18 Grants payable			3,998,554.	
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶ <span style="float:right">STATEMENT 13</span> )	0.	14,000.		
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	4,012,554.		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted	42,993,872.	47,040,020.	
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	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 <b>Total net assets or fund balances</b>	42,993,872.	47,040,020.		
31 <b>Total liabilities and net assets/fund balances</b>	42,993,872.	51,052,574.		

**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	42,993,872.
2 Enter amount from Part I, line 27a	2	5,865,286.
3 Other increases not included in line 2 (itemize) ▶ <span style="float:right">SEE STATEMENT 9</span>	3	3,187,189.
4 Add lines 1, 2, and 3	4	52,046,347.
5 Decreases not included in line 2 (itemize) ▶ <b>SEC 481 (A) ADJUSTMENT</b>	5	5,006,327.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	47,040,020.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b <b>SEE ATTACHED STATEMENTS</b>			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e <b>12,332,213.</b>		<b>10,134,563.</b>	<b>2,199,960.</b>

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			<b>2,199,960.</b>

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	<b>2,199,960.</b>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	<b>N/A</b>

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ 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))
2012	<b>2,884,484.</b>	<b>40,307,631.</b>	<b>.071562</b>
2011	<b>1,956,900.</b>	<b>41,651,362.</b>	<b>.046983</b>
2010	<b>1,079,673.</b>	<b>33,753,324.</b>	<b>.031987</b>
2009	<b>1,163,058.</b>	<b>22,236,123.</b>	<b>.052305</b>
2008	<b>1,502,750.</b>	<b>19,931,964.</b>	<b>.075394</b>

2 Total of line 1, column (d)	2	<b>.278231</b>
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	<b>.055646</b>
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	<b>43,088,075.</b>
5 Multiply line 4 by line 3	5	<b>2,397,679.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>28,552.</b>
7 Add lines 5 and 6	7	<b>2,426,231.</b>
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	<b>6,710,918.</b>

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	28,552.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	28,552.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	28,552.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	47,595.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	39,100.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	86,695.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	58,143.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 58,143. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

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## THE WILLIAM S. AND NANCY E. THOMPSON

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## FOUNDATION

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>JENNIFER T. LAVENSON</u> Telephone no. ► <u>949-209-6201</u> Located at ► <u>610 NEWPORT CENTER DRIVE #1220, NEWPORT BEACH, CA</u> ZIP+4 ► <u>92660</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input 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	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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. ►		
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 2013 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 2013.)	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 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM S. THOMPSON	TRUSTEE			
610 NEWPORT CENTER DRIVE, STE 1220				
NEWPORT BEACH, CA 92660	1.00	0.	0.	0.
NANCY E. THOMPSON	TRUSTEE			
610 NEWPORT CENTER DRIVE, STE 1220				
NEWPORT BEACH, CA 92660	1.00	0.	0.	0.
JENNIFER T. LAVENSON	CFO			
610 NEWPORT CENTER DRIVE, STE 1220				
NEWPORT BEACH, CA 92660	20.00	31,200.	0.	0.
DONALD C. THOMPSON	DIRECTOR			
610 NEWPORT CENTER DRIVE, STE 1220				
NEWPORT BEACH, CA 92660	30.00	70,000.	0.	0.

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

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

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

0

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**(c) Compensation**

221,302.

0

## Expenses

4

## Amount

5,000,000.

**3**

5,000,000.

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**THE WILLIAM S. AND NANCY E. THOMPSON  
FOUNDATION**

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**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>	40,744,037.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	3,000,202.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	43,744,239.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	43,744,239.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	656,164.
<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>	43,088,075.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	2,154,404.

**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>	2,154,404.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	28,552.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	28,552.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	2,125,852.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	2,125,852.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	2,125,852.

**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>	1,710,918.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	5,000,000.
<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>	6,710,918.
<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	<b>5</b>	28,552.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	6,682,366.

**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.

Form **990-PF** (2013)

**THE WILLIAM S. AND NANCY E. THOMPSON  
FOUNDATION**

Form 990-PF (2013)

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**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				2,125,852.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008	235,103.			
<b>b</b> From 2009	62,438.			
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012	890,454.			
<b>f</b> Total of lines 3a through e	1,187,995.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	6,710,918.			
<b>a</b> Applied to 2012, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				2,125,852.
<b>e</b> Remaining amount distributed out of corpus	4,585,066.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<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	5,773,061.			
<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		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	235,103.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,537,958.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009	62,438.			
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012	890,454.			
<b>e</b> Excess from 2013	4,585,066.			

**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 2013, 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)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
- b** 85% of line 2a
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities.

[illegible]

- 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).)

SEE STATEMENT 14

- 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 address of the person to whom applications should be addressed:

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

- c Any submission deadlines:**

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

## THE WILLIAM S. AND NANCY E. THOMPSON

Form 990-PF (2013)

## FOUNDATION

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**Part XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
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
<b>a Paid during the year</b>				
SEE ATTACHED	NONE	PUBLIC	GENERAL SUPPORT	1,497,140.
<b>Total</b>			<b>3a</b>	1,497,140.
<b>b Approved for future payment</b>				
UNIVERSITY OF CALIFORNIA IRVINE FOUNDATION 510 ALDRICH HALL IRVINE, CA 92697	NONE	PUBLIC	GENERAL SUPPORT	4,000,000.
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866	NONE	PUBLIC	GENERAL SUPPORT	400,000.
<b>Total</b>			<b>3b</b>	4,400,000.

(See worksheet in line 13 instructions to verify calculations.)

## Part XVII

**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

- | 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?  | Yes   | No |
|----------|--|-------|----|
|          |  |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|          | (1) Cash   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</b> | Other transactions:  |       |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | 1b(1) | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | 1b(2) | X  |
|          | (3) Rental of facilities, equipment, or other assets   | 1b(3) | X  |
|          | (4) Reimbursement arrangements   | 1b(4) | X  |
|          | (5) Loans or loan guarantees   | 1b(5) | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | 1b(6) | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| <b>d</b> | 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. |       |    |

[illegible]

- 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, this true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <i>Jennifer Laccant Laverne</i>		Date <i>11/17/14</i>	Title <i>CFO</i>		
Paid Preparer Use Only	Print/Type preparer's name <b>CHERYL J. SCHAFFER, C.P.A., M.S.T.</b>		Preparer's signature <i>[Signature]</i>	Date <i>11/17/14</i>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00066920</b>
	Firm's name ▶ <b>WRIGHT FORD YOUNG &amp; CO. CPA'S</b>					Firm's EIN ▶ <b>95-3288054</b>
	Firm's address ▶ <b>16140 SAND CANYON AVENUE IRVINE, CA 92618-3715</b>					Phone no. <b>(949) 910-2727</b>

Form **990-PF** (2013)

**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	FIDELITY 8360 SHORT TERM COVERED (SEE ATTACHED)	P	VARIOUS	12/31/13
b	FIDELITY 8360 SHORT TERM NONCOVERED (SEE ATTACHED)	P	VARIOUS	12/31/13
c	FIDELITY 8360 LONG TERM COVERED (SEE ATTACHED)	P	VARIOUS	12/31/13
d	FIDELITY 8360 LONG TERM COVERED WASH SALE LOSS DI		VARIOUS	12/31/13
e	FIDELITY 8360 LONG TERM NONCOVERED (SEE ATTACHED)	P	VARIOUS	12/31/13
f	FIDELITY 8360 LONG TERM NONCOVERED-COST UNKNOWN (	P	VARIOUS	12/31/13
g	FIDELITY 9755 SHORT TERM COVERED (SEE ATTACHED)	P	VARIOUS	12/31/13
h	FIDELITY 9755 LONG TERM COVERED (SEE ATTACHED)	P	VARIOUS	12/31/13
i	FIDELITY 9755 LONG TERM NONCOVERED (SEE ATTACHED)	P	VARIOUS	12/31/13
j	THE NIPPON VALUE INVESTORS		VARIOUS	12/31/13
k	THE NIPPON VALUE INVESTORS		VARIOUS	12/31/13
l	FIDELITY 8360 LONG TERM NONCOVERED WASH SALE LOS		VARIOUS	12/31/13
m	CAPITAL GAINS DIVIDENDS			
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,635,705.		1,519,397.	116,308.
b 1,641.		1,905.	<264.>
c 762,425.		766,978.	<4,553.>
d			558.
e 8,636,658.		7,213,170.	1,423,488.
f 353,589.		265,800.	87,789.
g 15,315.		15,358.	<43.>
h 13,848.		14,672.	<824.>
i 377,241.		333,158.	44,083.
j		304.	<304.>
k		3,821.	<3,821.>
l			1,752.
m 535,791.			535,791.
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			116,308.
b			<264.>
c			<4,553.>
d			558.
e			1,423,488.
f			87,789.
g			<43.>
h			<824.>
i			44,083.
j			<304.>
k			<3,821.>
l			1,752.
m			535,791.
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,199,960.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

**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.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

THE WILLIAM S. AND NANCY E. THOMPSON  
FOUNDATION

Employer identification number

20-6371108

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)



## Name of organization

THE WILLIAM S. AND NANCY E. THOMPSON  
FOUNDATION

## Employer identification number

20-6371108

**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	THOMPSON FAMILY CHARITABLE LEAD TRUST C/O WST PTNRS, 610 NEWPORT CTR DR., 1220  NEWPORT BEACH, CA 92660	\$ 435,841.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	WILLIAM S. & NANCY E. THOMPSON  610 NEWPORT CENTER DRIVE, SUITE 1220  NEWPORT BEACH, CA 92660	\$ 3,520,712.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

THE WILLIAM S. AND NANCY E. THOMPSON  
FOUNDATION

Employer identification number

20-6371108

**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
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

**THE WILLIAM S. AND NANCY E. THOMPSON  
FOUNDATION**

Employer identification number

**20-6371108****Part III**

*Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that 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) ▶ \$

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

The Thompson Foundation

FEIN 20-6371108

990-PF Page 3 Part IV Capital Gains and Losses for Tax on Investment Income

**Fidelity 8360**

Realized Gain Loss

Short Term covered	116,308
Short Term noncovered	(264)
Long term covered	(4,555)
Long term covered Wash sale loss disallowed	558
Long Term Noncovered	1,423,490
Long term noncovered Wash sale loss disallowed	1,752
Long Term Noncovered-Cost Unknown	87,789
Capital Gain Distribution	<u>428,723</u>

**Fidelity 9755**

Realized Gain Loss

Short Term covered	(43)
Short Term noncovered	-
Long Term Covered	(824)
Long Term Noncovered	44,082
Long Term Noncovered Wash Sale Loss disallowed	-
Capital Gain Distribution	<u>38,864</u>

**Emerging Market Growth Fund**

Capital Gain Distribution	68,205
---------------------------	--------

**K-1 from The Nippon Value Investors**

Short Term Capital Loss	(304)
Long Term Capital Loss	(3,821)

**990-PF Pg 3 Part IV 2**

2,199,960

**The William S. and Nancy E. Thompson Foundation**  
**FEIN 20-6371108**  
**Year Ended December 31, 2013**

Payment Date	Check #	Organization	Tax Status	Purpose	Amount	Address
01/10/2013	1407	Pacific Symphony	501(c)3	Program Support	10,000	3631 S Harbor Blvd, Suite 100, Santa Ana, CA 92704
01/14/2013	1408	Wounded Warrior Project	501(c)3	Program Support	2,500	4899 Belfort Road, Suite 300, Jacksonville, Florida 32256
05/15/2013	1414	South County Outreach	501(c)3	Program Support	1,140	26776 Vista Terrace Lake Forest, CA 92630
06/27/2013	1418	University of California Irvine	501(c)3	Program Support	1,000,000	University Advancement Office of Donor Relations 100 Theory, Ste 250, Irvine, CA 92617
07/10/2013	1420	University of California Irvine	501(c)3	Program Support	2,500	University Advancement Office of Donor Relations 100 Theory, Ste 250, Irvine, CA 92617
09/15/2013	1429	Taller San Jose	501(c)3	Program Support	5,000	801 North Broadway, Santa Ana, CA 92701
09/15/2013	1430	Laura's House	501(c)3	Program Support	5,000	999 Corporate Dr, Suite 225, Ladera Ranch, CA 92694
09/15/2013	1431	Oakview Renewal Partnership	501(c)3	Program Support	10,000	P O Box 3476, Huntington Beach, CA 92605
09/15/2013	1432	Lestonnac Free Clinic	501(c)3	Program Support	10,000	1215 E Chapman Avenue Orange CA 92328
09/16/2013	1427	Menlo Park Atherton Education Foundation	501(c)3	Program Support	6,000	P O Box 584, Menlo Park, CA 94026
09/24/2013	1426	Affton School Distnd	501(c)3	Program Support	60,000	8701 Mackenzie Road, Saint Louis, MO 63123
12/02/2013	1437	Chapman University	501(c)3	Program Support	200,000	One University Dr Orange CA 92866
12/02/2013	1438	Families Forward	501(c)3	Program Support	2,500	8 Thomas, Irvine, CA 92618
12/10/2013	1440	Working Wardrobes	501(c)3	Program Support	10,000	3030 Pullman St, Costa Mesa, CA 92626
12/10/2013	1441	Let's Share Inc	501(c)3	Program Support	5,000	3334 E Coast Hwy, Ste 189, Corona Del Mar, CA 92625
12/10/2013	1442	El Viento	501(c)3	Program Support	10,000	PO Box 3897, Huntington Beach, CA 92605-3897
12/10/2013	1443	Orangewood Children's Foundation	501(c)3	Program Support	25,000	1575 E 17th Street Santa Ana, CA 92705-8506
12/10/2013	1444	Oakview Renewal Partnership	501(c)3	Program Support	25,000	PO Box 3476, Huntington Beach, CA 92605
12/10/2013	1445	Growth Opportunities Through Athletics Learning & Service - GOALS	501(c)3	Program Support	15,000	1170 N La Palma Parkway, Anaheim, CA 92801
12/10/2013	1446	Illumination Foundation	501(c)3	Program Support	10,000	2691 Richter Ave, Suite 107, Irvine, CA 92606
12/10/2013	1447	Kidwoks	501(c)3	Program Support	10,000	1902 W Chestnut Santa Ana, CA 92703
12/10/2013	1448	Laura's House	501(c)3	Program Support	5,000	999 Corporate Dr, Suite 225, Ladera Ranch, CA 92694
12/10/2013	1449	South County Outreach	501(c)3	Program Support	5,000	26776 Vista Terrace Lake Forest, CA 92630
12/10/2013	1450	Taller San Jose	501(c)3	Program Support	10,000	801 North Broadway, Santa Ana, CA 92701
12/10/2013	1451	Someone Cares - Soup Kitchen	501(c)3	Program Support	5,000	PO Box 11267, Costa Mesa, CA 92627
12/10/2013	1453	Ronal McDonald House	501(c)3	Program Support	25,000	3501 Lansing Ave Columbia, MO 65201
12/10/2013	1454	High School Inc Academies Foundation	501(c)3	Program Support	10,000	365-B Clinton St Costa Mesa, CA 92626
12/10/2013	1455	Alzheimers Family Services	501(c)3	Program Support	2,500	9451 Indianapolis Ave, Huntington Beach, CA 92646
12/16/2013	1457	Oakview Renewal Partnership	501(c)3	Program Support	5,000	P O Box 3476, Huntington Beach, CA 92605
12/16/2013	1458	Oakview Elementary - Special Needs	501(c)3	Program Support	5,000	17200 Pinehurst LaneHuntington Beach, CA 92647
					1,497,140	



# 2013 TAX REPORTING STATEMENT

WILLIAM SINANCY E THOMPSON FND Account No 614-498360 Customer Service 800-437-6385  
Recipient ID No 43-2068652 Payer's Fed ID Number 04-3523567

FORM 1099-B

## 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP		1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	6 Wash Sale Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
HARBOR CAPITAL APPRECIAT INSTL, HACAX, 411511504											
Sale	04/25/13	various		11,529,835	532,325.91	504,034.92	28,290.99				
HARDING LOEVNER INTL EQUITY PORT INSTL, HLMIX, 412295107											
Sale	04/25/13	various		26,161,889	431,928.45	393,148.13	38,780.32				
Sale	06/20/13	various		28,094,606	442,189.10	422,192.05	19,997.05				
Subtotals					874,117.55	815,340.18					
VANGUARD INDEX FDS VANGUARD TOTAL STK MK, VTI, 922908769											
Sale	10/09/13	01/10/13		2,652,000	229,261.41	200,021.79	29,239.62				
TOTALS					1,635,704.87	1,519,396.89					
Box A Short-Term Realized Gain							116,307.88				
Box A Short-Term Realized Loss							0.00				
Box A Wash Sale Loss Disallowed								0.00			

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# 2013 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No. 614-498360 Customer Service: 800-437-6385  
Recipient ID No 43-2068652 Payer's Fed ID Number. 04-3523567

## FORM 1099-B: 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part I

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP		1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
SPDR GOLD TR GOLD SHS, GLD, 78463V107											
Principal		01/07/13	03/14/12	0.000	82.57	82.12	0.45				
Principal		02/21/13	03/14/12	0.000	85.32	88.53	-3.21				
Principal		03/12/13	03/14/12	0.000	82.89	85.09	-2.20				
Principal		04/09/13	03/21/13	0.000	86.40	88.45	-2.05				
Principal		04/09/13	04/09/13	0.000	88.07	88.46	-0.39				
Principal		05/10/13	03/21/13	0.000	89.16	100.93	-11.77				
Principal		05/10/13	04/09/13	0.000	90.90	100.94	-10.04				
Principal		06/17/13	03/21/13	0.000	77.98	90.93	-12.95				
Principal		06/17/13	04/09/13	0.000	79.50	90.94	-11.44				
Principal		07/10/13	03/21/13	0.000	76.78	98.71	-21.93				
Principal		07/10/13	04/09/13	0.000	78.27	98.71	-20.44				
Principal		08/15/13	03/21/13	0.000	70.67	85.81	-15.14				
Principal		08/15/13	04/09/13	0.000	72.05	85.82	-13.77				
Principal		09/19/13	03/21/13	0.000	74.95	88.62	-13.67				
Principal		09/19/13	04/09/13	0.000	76.40	88.63	-12.23				
Principal		10/14/13	03/21/13	0.000	77.10	96.84	-19.74				
Principal		10/14/13	04/09/13	0.000	78.61	96.85	-18.24				
Principal		11/13/13	03/21/13	0.000	69.00	87.55	-18.55				
Principal		11/13/13	04/09/13	0.000	70.34	87.55	-17.21				
Principal		12/17/13	03/21/13	0.000	66.32	86.93	-20.61				
Principal		12/17/13	04/09/13	0.000	67.59	86.93	-19.34				
Subtotals					1,640.87	1,906.34					

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# 2013 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND  
Account No. 614-498380 Customer Service. 800-437-6385  
Recipient ID No. 43-2068652 Payer's Fed ID Number. 04-3523567

FORM 1099-B

## 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Short-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box B checked and/or Schedule D, Part I  
(This Label is a Substitute for Boxes 1c & e)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP		1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
TOTALS					1,640.87	1,905.34	0.46		0.00		
Box B Short-Term Realized Gain							-284.92				
Box B Short-Term Realized Loss											
Box B Wash Sale Loss Disallowed								0.00			

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# 2013 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No. 614-498360 Customer Service. 800-437-6385  
Recipient ID No. 43-2068652 Payer's Fed ID Number: 04-3523567

FORM 1099-B\*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP										15 State Tax Withheld
Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	
DOUBLELINE TOTAL RETURN BOND FD CL I, DBLTX, 258620103										
Sale	09/19/13	05/31/12	22,851.920	249,980.00	255,809.47	-5,829.47	392.56			
Sale	10/09/13	05/31/12	22,831.050	249,980.00	255,605.42	-5,625.42	165.56			
Subtotals				499,960.00	511,414.89		558.12			
NEUBERGER BERMAN EQUITY INCOME INSTL, NBHIX, 641224498										
Sale	06/20/13	03/14/12	21,114.865	249,980.00	242,535.67	7,444.33				
PIMCO TOTAL RETURN INSTL, PTRX, 693390700										
Sale	09/19/13	various	604.824	6,507.39	6,809.51	-302.12				
Sale	10/09/13	various	552.457	5,977.11	6,219.89	-242.78				
Subtotals				12,484.50	13,029.40					
TOTALS				762,424.50	766,979.96					0.00
				Box D Long-Term Realized Gain		7,444.33				
				Box D Long-Term Realized Loss		-11,998.79				
				Box D Wash Sale Loss Disallowed			558.12			

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# 2013 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No 614-498360 Customer Service. 800-437-6385  
Recipient ID No 43-2088662 Payer's Fed ID Number 04-3523567

**FORM 1099-B** 2013 Proceeds from Broker and Barter Exchange Transactions Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II  
(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (a)	3 Cost or Other Basis (b)	6 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld
ARTISAN INTL VALUE FUND INV CL, ARTIX, 04314H881								
Sale	06/20/13	various	15,309 247	500,000.00	358,401 32	141,598 68		
BERKSHIRE HATHAWAY INC DEL CL A FRMLY CO, BRKA, 084670108								
Sale	07/17/13	03/31/09	1,000	176,794.27	88,600 05	88,194 22		
HARBOR CAPITAL APPRECIAT INSTL, HACAX, 411511504								
Sale	04/25/13	various	23,577.196	1,088,545 71	750,615.46	337,930 25		
HARDING LOEVNER INTL EQUITY PORT INSTL, HLMIX, 412295107								
Sale	04/25/13	various	94,976.815	1,568,051 55	1,233,641 08	334,410 47		
NEUBERGER BERMAN HIGH INC BOND INSTL, NHILX, 64128K868								
Sale	01/10/13	11/04/11	20,876.827	199,980 00	188,657 58	11,322 42		
PIMCO TOTAL RETURN INSTL, PTRRX, 693390700								
Sale	04/09/13	03/02/10	22,123 894	249,980 00	241,946 09	8,033 91		
Sale	04/25/13	various	44,169 611	499,980 00	483,037 23	16,942 77		
Sale	07/17/13	09/08/10	23,105 360	249,980 00	252,679.36	-2,699.36	70 66	
Sale	09/19/13	various	22,629 377	243,472.61	247,474.03	-4,001 42	97 69	
Sale	10/09/13	various	22,552 903	244,002.89	246,637.71	-2,634.82	23 35	
Subtotals				1,487,415.50	1,471,774.42	191.70		
SOUND SHORE FD INC, SSHFX, 836083105								
Sale	10/09/13	various	5,706 460	250,000 00	178,647.38	71,352.62		

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# 2013 TAX REPORTING STATEMENT

WILLIAM SINANCY E THOMPSON FND  
Account No 614-498360 Customer Service: 800-437-6385  
Recipient ID No 43-2068662 Payer's Fed ID Number 04-3523567

## FORM 1099-B 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP		1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
SPDR GOLD TR GOLD SHS, GLD, 78463V107											
Principal	01/07/13	07/01/10		0.000	87.08	63.72	23.36				
Principal	01/07/13	09/01/10		0.000	64.66	48.98	15.68				
Principal	01/07/13	12/14/11		0.000	68.75	65.65	3.10				
Principal	02/21/13	07/01/10		0.000	89.99	68.70	21.29				
Principal	02/21/13	09/01/10		0.000	66.81	52.80	14.01				
Principal	02/21/13	12/14/11		0.000	71.04	70.78	0.26				
Principal	03/12/13	07/01/10		0.000	87.43	66.03	21.40				
Principal	03/12/13	09/01/10		0.000	64.91	50.75	14.16				
Principal	03/12/13	12/14/11		0.000	69.03	68.03	1.00				
Principal	04/09/13	07/01/10		0.000	89.53	68.34	21.19				
Principal	04/09/13	09/01/10		0.000	66.47	52.52	13.95				
Principal	04/09/13	12/14/11		0.000	70.69	70.41	0.28				
Principal	04/09/13	03/14/12		0.000	84.89	88.07	-3.18				
Sale	04/15/13	07/01/10		1,658.000	220,503.21	193,048.33	27,454.88				
Sale	04/15/13	09/01/10		597.000	79,397.12	71,953.06	7,444.06				
Principal	05/10/13	09/01/10		0.000	35.33	30.87	4.46				
Principal	05/10/13	12/14/11		0.000	72.95	80.34	-7.39				
Principal	05/10/13	03/14/12		0.000	87.60	100.49	-12.89				
Principal	06/17/13	09/01/10		0.000	30.90	27.81	3.09				
Principal	06/17/13	12/14/11		0.000	63.80	72.36	-8.58				
Principal	06/17/13	03/14/12		0.000	76.62	90.53	-13.91				
Principal	07/10/13	09/01/10		0.000	30.42	30.19	0.23				

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# 2013 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No 614-498360 Customer Service. 800-437-6385  
Recipient ID No. 43-2088652 Payer's Fed ID Number 04-3523567

FORM 1099-B\*

## 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld
SPDR GOLD TR GOLD SHS, GLD, 78463V107									
Principal	07/10/13	12/14/11	0.000	62.82	78.57	-15.75			
Principal	07/10/13	03/14/12	0.000	75.44	98.28	-22.84			
Principal	08/15/13	09/01/10	0.000	28.00	26.24	1.76			
Principal	08/15/13	12/14/11	0.000	57.82	68.30	-10.48			
Principal	08/15/13	03/14/12	0.000	69.44	85.44	-16.00			
Principal	09/19/13	09/01/10	0.000	29.70	27.10	2.60			
Principal	09/19/13	12/14/11	0.000	61.32	70.54	-9.22			
Principal	09/19/13	03/14/12	0.000	73.64	88.24	-14.60			
Principal	10/14/13	09/01/10	0.000	30.55	29.62	0.93			
Principal	10/14/13	12/14/11	0.000	63.08	77.09	-14.01			
Principal	10/14/13	03/14/12	0.000	75.75	96.42	-20.67			
Principal	11/13/13	09/01/10	0.000	27.34	26.77	0.57			
Principal	11/13/13	12/14/11	0.000	56.45	69.68	-13.23			
Principal	11/13/13	03/14/12	0.000	67.79	87.16	-19.37			
Principal	12/17/13	09/01/10	0.000	26.28	26.58	-0.30			
Principal	12/17/13	12/14/11	0.000	54.26	69.19	-14.93			
Principal	12/17/13	03/14/12	0.000	65.16	86.55	-21.39			
Subtotals				302,204.07	267,380.66				
TEMPLETON GLOBAL BOND ADVISOR CLASS, TGBAX, 980208400									
Sale	07/17/13	08/04/11	19,113.150	249,980.00	262,676.39	-12,696.39			903.50
Sale	09/19/13	08/04/11	18,996.960	249,980.00	261,079.57	-11,099.57			656.37

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03/08/2014 9001027019

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Pages 8 of 22



# 2013 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No. 614-498360 Customer Service 800-437-6385  
Recipient ID No. 43-2068652 Payer's Fed ID Number 04-3523567

## FORM 1099-B

### 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	6 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
TEMPLETON GLOBAL BOND ADVISOR CLASS, TGBAX, 880208400										
Sale	10/09/13	08/04/11	19,215 988	249,980 00	264,089.72	-14,109.72				
<b>Subtotals</b>				<b>749,940.00</b>	<b>787,945.68</b>		<b>1,559.87</b>			
VANGUARD INDEX FDS VANGUARD TOTAL STK MK, VTI, 922308769										
Sale	05/02/13	07/27/11	10,000	822.53	679.32	143.21				
Sale	05/02/13	07/27/11	2,409 000	198,130.54	163,648.58	34,481.96				
Sale	05/02/13	08/04/11	1,228 000	100,998.05	77,183.84	23,814.21				
Sale	06/20/13	08/04/11	1,191 000	98,967.23	74,858.26	24,108.97				
Sale	06/20/13	08/10/11	1,819 000	151,151.46	105,502.00	45,649.46				
Sale	10/09/13	08/10/11	100,000	8,637.09	5,800.00	2,837.09				
Sale	10/09/13	08/10/11	2,391 000	206,700.74	138,678.00	68,022.74				
Sale	10/09/13	08/10/11	940 000	81,262.52	54,803.74	26,458.78				
Sale	10/09/13	08/10/11	3,348 000	289,429.56	195,194.61	94,234.95				
<b>Subtotals</b>				<b>1,136,099.72</b>	<b>816,348.35</b>					
VANGUARD INTL EQUITYINDEX FDS FTSE PAC E, VPL, 922042866										
Sale	05/02/13	03/02/11	44 000	2,676.24	2,585.09	91.15				
Sale	05/02/13	03/02/11	402 000	24,465.17	23,618.31	846.86				
Sale	05/02/13	03/02/11	3,492 000	212,375.60	205,162.05	7,213.55				
Sale	05/02/13	03/07/11	4,300 000	261,516.34	249,966.95	11,549.39				
Sale	05/02/13	03/15/11	1,207 000	73,407.03	63,671.27	9,735.76				
Sale	05/03/13	03/15/11	3,532 000	216,430.37	186,318.93	30,111.44				
Sale	05/03/13	03/22/11	1,363 000	83,520.56	75,377.05	8,143.51				

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# 2013 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No 614-498380 Customer Service: 800-437-6385  
Recipient ID No 43-2088652 Payer's Fed ID Number: 04-3523567

FORM 1099-B\*

2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO: 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP									
Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	6 Wash Sale Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld
VANGUARD INTL EQUITYINDEX FDS FTSE PAC E, VPL, 922042866									
Sale	05/03/13	03/22/11	2,072 000	127,238.67	114,586.40	12,652.27			
Sale	05/03/13	08/04/11	1,879 000	115,386.80	99,970.75	15,416.05			
Sale	05/03/13	08/10/11	987 000	60,610.31	49,999.50	10,610.81			
Subtotals				1,177,627.08	1,071,266.30				
TOTALS				8,636,657.91	7,213,168.17	1,470,989.76			0.00
				Box E Long-Term Realized Gain		-47,480.02			
				Box E Long-Term Realized Loss					
				Box E Wash Sale Loss Disallowed			1,751.57		

\* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.





# 2013 TAX REPORTING STATEMENT

WILLIAM SINANCY E THOMPSON FND Account No 614-498360 Customer Service: 800-437-6385  
Recipient ID No. 43-2068652 Payer's Fed ID Number 04-3523567

**FORM 1099-B** 2013 Proceeds from Broker and Barter Exchange Transactions Copy B for Recipient OMB NO 1545-0715

Transactions for which basis is not reported to the IRS and Term is Unknown--report on Form 8949 with Box B or E checked and/or Schedule D, Part I or II as appropriate (This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP		1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Disallowed	6 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
BERKSHIRE HATHAWAY INC DEL CL A FRMLY CO, BRKA, 084670108											
Sale	07/17/13	Unknown		2.000	353,588.55	265,800	87,789				
<b>TOTALS</b>					<b>353,588.55</b>	<b>265,800</b>	<b>87,789</b>				<b>0.00</b>

For any transaction listed on Form 1099-B in a section indicating that "basis is reported to the IRS", we are reporting to the IRS: 1c type of gain or loss (i.e. short-term or long-term), 6 basis reported to IRS, 8 Description, 1d Stock or other symbol, the CUSIP number, and columns 1a, 1b, 2a and 2b, 3, 4, 5, 13, 14 and 15. We are not reporting to the IRS: the Action, the Gain / Loss, and all subtotals and totals

For any transaction listed on Form 1099-B in a section indicating that "basis is not reported to the IRS", we are reporting to the IRS: 8 Noncovered security 8 Description, 1d Stock or other symbol, the CUSIP number, and columns 1a, 1b, 2a and 2b, 4, 13, 14 and 15. We are not reporting to the IRS: 1c type of gain or loss (i.e. short-term or long-term), the Action, the Gain / Loss, columns 1b, 3, 6, and all subtotals and totals

Although Fidelity makes every effort to provide accurate information, please bear in mind that you, the taxpayer, are ultimately responsible for the accuracy of your tax returns

(a) Gross proceeds less commissions

(b) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers

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# 2013 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND Account No 646-459766 Customer Service CALL ADVISOR  
Recipient ID No. 43-2068652 Payer's Fed ID Number 04-3523567

## FORM 1099-B\*

### 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO 1545-0715

Short-term transactions for which basis is reported to the IRS --report on Form 8949 with Box A checked and/or Schedule D, Part I

(This Label is a Substitute for Boxes 1c & e)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP									
Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Disallowed	4 Federal Income Tax Withheld	15 State Tax Withheld
BLACKROCK GLOBAL ALLOCATION CL A, MDLOX, 09251T103									
Sale	02/21/13	various	71,004	1,430.74	1,365.95	64.79			
DAVIS APPRECIATION AND INCOME CLASS A, RPFXX, 239103880									
Sale	10/14/13	various	48,322	1,559.36	1,373.83	185.53			
FORWARD CREDIT ANALYLONG/SHORT INVESTOR, FLSRX, 349913475									
Sale	10/31/13	various	972,868	7,393.78	7,940.63	-546.85			
OAKMARK EQUITY & INCOME FD I, OAKBX, 413838400									
Sale	02/13/13	12/13/12	164,766	4,931.46	4,677.70	253.76			
TOTALS				15,315.34	15,358.11			0.00	
Box A Short-Term Realized Gain						504.08			
Box A Short-Term Realized Loss						-546.85			
Box A Wash Sale Loss Disallowed							0.00		

\* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.







# 2013 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND  
Account No 846-459755 Customer Service. CALL ADVISOR  
Recipient ID No 43-2088652 Payer's Fed ID Number 04-3523567

## FORM 1099-B\* 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient OMB NO. 1545-0715

Long-term transactions for which basis is reported to the IRS --report on Form 8949 with Box D checked and/or Schedule D, Part II

(This Label is a Substitute for Boxes 1c & 6)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP		1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (a)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	15 State Tax Withheld
DAVIS APPRECIATION AND INCOME CLASS A, RPFEX, 239103880											
Sale	10/14/13	various		32 255	1,040 87	917.03	123 84				
FORWARD CREDIT ANALYLONG/SHORT INVESTOR, FLSRX, 349913475											
Sale	10/31/13	various		1,685 209	12,807 60	13,754 79	-947 19				
TOTALS					13,848.47	14,671.82				0.00	
Box D Long-Term Realized Gain							123.84				
Box D Long-Term Realized Loss							-947.19				
Box D Wash Sale Loss Disallowed								0.00			

\* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.



# 2013 TAX REPORTING STATEMENT

WILLIAM S/NANCY E THOMPSON FND  
Account No 848-489765 Customer Service CALL ADVISOR  
Recipient ID No 43-2088652 Payer's Fed ID Number: 04-3523567

## FORM 1099-B

### 2013 Proceeds from Broker and Barter Exchange Transactions

Copy B for Recipient: OMB NO. 1545-0715

Long-term transactions for which basis is not reported to the IRS --report on Form 8949 with Box E checked and/or Schedule D, Part II

(This label is a Substitute for Boxes 1c & e)

(IRS Form 1099-B box numbers are shown below in bold type)

8 Description, 1d Stock or Other Symbol, CUSIP

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc. (e)	3 Cost or Other Basis (b)	Gain/Loss (-)	5 Wash Sale Disallowed	4 Federal Income Tax Withheld	13 State Tax Withheld	16 State Tax Withheld
BLACKROCK GLOBAL ALLOCATION CL A, MDLOX, 09251T103										
Sale	02/21/13	various	5,877.762	118,436.89	107,327.12	11,109.77				
DAVIS APPRECIATION AND INCOME CLASS A, RPFEX, 239103880										
Sale	10/02/13	various	1,841.707	59,063.53	48,004.94	11,058.59				
Sale	10/14/13	various	1,090.580	35,193.01	28,426.48	6,766.53				
Subtotals				94,256.54	76,431.42					
FORWARD CREDIT ANALYLONG/SHORT INVESTOR, FLSRX, 349913475										
Sale	10/31/13	various	3,155.103	23,978.79	24,821.38	-842.59				
OAKMARK EQUITY & INCOME FD I, OAKBX, 413838400										
Sale	01/28/13	05/18/10	178.814	5,283.94	4,740.81	543.13				
Sale	02/13/13	various	4,520.035	135,284.63	119,837.46	15,447.17				
Subtotals				140,568.57	124,578.27					
TOTALS				377,240.79	333,158.19					

0.00

44,926.19

-842.59

0.00

Box E Long-Term Realized Gain

Box E Long-Term Realized Loss

Box E Wash Sale Loss Disallowed

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# Application for Change in Accounting Method

OMB No 1545-0152

Name of filer (name of parent corporation if a consolidated group) (see instructions)		Identification number (see instructions) 20-6371108	
THE WILLIAM S. AND NANCY E. THOMPSON FOUNDATION		Principal business activity code number (see instructions)	
Number, street, and room or suite no. If a P O box, see the instructions		Tax year of change begins (MM/DD/YYYY) 01/01/2013	
610 NEWPORT CENTER DRIVE, STE 1220		Tax year of change ends (MM/DD/YYYY) 12/31/2013	
City or town, state, and ZIP code		Name of contact person (see instructions)	
NEWPORT BEACH, CA 92660		CHERYL SCHAFER	
Name of applicant(s) (if different than filer) and identification number(s) (see instructions)		Contact person's telephone number (949) 910-2727	

If the applicant is a member of a consolidated group, check this box ☐

If Form 2848, Power of Attorney and Declaration of Representative, is attached (see instructions for when Form 2848 is required), check this box ☒

**Check the box to indicate the type of applicant.**

<input type="checkbox"/> Individual	<input type="checkbox"/> Cooperative (Sec. 1381)
<input type="checkbox"/> Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> Controlled foreign corporation (Sec. 957)	<input type="checkbox"/> S corporation
<input type="checkbox"/> 10/50 corporation (Sec. 904(d)(2)(E))	<input type="checkbox"/> Insurance co. (Sec. 816(a))
<input type="checkbox"/> Qualified personal service corporation (Sec. 448(d)(2))	<input type="checkbox"/> Insurance co. (Sec. 831)
	<input type="checkbox"/> Other (specify) ▶

☒ Exempt organization. Enter Code section ▶ 501(c)(3)

**Check the appropriate box to indicate the type of accounting method change being requested.** (see instructions)

<input type="checkbox"/> Depreciation or Amortization
<input type="checkbox"/> Financial Products and/or Financial Activities of Financial Institutions
<input type="checkbox"/> Other (specify) ▶

**Caution.** To be eligible for approval of the requested change in method of accounting, the taxpayer must provide all information that is relevant to the taxpayer or to the taxpayer's requested change in method of accounting. This includes all information requested on this Form 3115 (including its instructions), as well as any other information that is not specifically requested.

The taxpayer must attach all applicable supplemental statements requested throughout this form.

Part I Information For Automatic Change Request		Yes	No
1	Enter the applicable designated automatic accounting method change number for the requested automatic change. Enter only one designated automatic accounting method change number, except as provided for in guidance published by the IRS. If the requested change has no designated automatic accounting method change number, check "Other," and provide both a description of the change and citation of the IRS guidance providing the automatic change. See instructions.  ▶ (a) Change No. 122 (b) Other <input type="checkbox"/> Description ▶		
2	Do any of the scope limitations described in section 4.02 of Rev. Proc. 2008-52 cause automatic consent to be unavailable for the applicant's requested change? If "Yes," attach an explanation.		X
<b>Note.</b> Complete Part II below and then Part IV, and also Schedules A through E of this form (if applicable).			
Part II Information For All Requests		Yes	No
3	Did or will the applicant cease to engage in the trade or business to which the requested change relates, or terminate its existence, in the tax year of change (see instructions)? If "Yes," the applicant is not eligible to make the change under automatic change request procedures.		X
4a	Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) under examination (see instructions)? If "No," go to line 5.		X
b	Is the method of accounting the applicant is requesting to change an issue (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) either (i) under consideration or (ii) placed in suspense (see instructions)?		X

Signature (see instructions)

Under penalties of perjury, I declare that I have examined this application, including accompanying schedules and statements, and to the best of my knowledge and belief, the application contains all the relevant facts relating to the application, and it is true, correct, and complete. Declaration of preparer (other than applicant) is based on all information of which preparer has any knowledge.

Filer

Preparer (other than filer/applicant)

Signature and date  
WILLIAM S. THOMPSON, TRUSTEE  
Name and title (print or type)

Signature of individual preparing the application and date  
CHERYL J. SCHAFER, CPA, MST  
Name of individual preparing the application (print or type)  
WRIGHT FORD YOUNG & CO. CPA'S  
Name of firm preparing the application

Client Copy

**Part II Information For All Requests (continued)**

- 4c** Is the method of accounting the applicant is requesting to change an issue pending (with respect to either the applicant or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) for any tax year under examination (see instructions)?
- d** Is the request to change the method of accounting being filed under the procedures requiring that the operating division director consent to the filing of the request (see instructions)?  
If "Yes," attach the consent statement from the director.
- e** Is the request to change the method of accounting being filed under the 90-day or 120-day window period?  
If "Yes," check the box for the applicable window period and attach the required statement (see instructions).  
☐ 90 day ☐ 120 day: Date examination ended ► \_\_\_\_\_
- f** If you answered "Yes" to line 4a, enter the name and telephone number of the examining agent and the tax year(s) under examination.  
Name ► \_\_\_\_\_ Telephone number ► \_\_\_\_\_ Tax year(s) ► \_\_\_\_\_
- g** Has a copy of this Form 3115 been provided to the examining agent identified on line 4f?
- 5a** Does the applicant (or any present or former consolidated group in which the applicant was a member during the applicable tax year(s)) have any Federal income tax return(s) before Appeals and/or a Federal court?  
If "Yes," enter the name of the (check the box) ☐ Appeals officer and/or ☐ counsel for the government, telephone number, and the tax year(s) before Appeals and/or a Federal court.  
Name ► \_\_\_\_\_ Telephone number ► \_\_\_\_\_ Tax year(s) ► \_\_\_\_\_
- b** Has a copy of this Form 3115 been provided to the Appeals officer and/or counsel for the government identified on line 5a?
- c** Is the method of accounting the applicant is requesting to change an issue under consideration by Appeals and/or a Federal court (for either the applicant or any present or former consolidated group in which the applicant was a member for the tax year(s) the applicant was a member) (see instructions)?  
If "Yes," attach an explanation
- 6** If the applicant answered "Yes" to line 4a and/or 5a with respect to any present or former consolidated group, attach a statement that provides each parent corporation's (a) name, (b) identification number, (c) address, and (d) tax year(s) during which the applicant was a member that is under examination, before an Appeals office, and/or before a Federal court.
- 7** If, for federal income tax purposes, the applicant is either an entity (including a limited liability company) treated as a partnership or an S corporation, is it requesting a change from a method of accounting that is an issue under consideration in an examination, before Appeals, or before a Federal court, with respect to a Federal income tax return of a partner, member, or shareholder of that entity?  
If "Yes," the applicant is **not** eligible to make the change.
- 8a** Does the applicable revenue procedure (advance consent or automatic consent) state that the applicant does not receive audit protection for the requested change (see instructions)?
- b** If "Yes," attach an explanation.
- 9a** Has the applicant, its predecessor, or a related party requested or made (under either an automatic change procedure or a procedure requiring advance consent) a change in method of accounting within the past 5 years (including the year of the requested change)?
- b** If "Yes," for each trade or business, attach a description of each requested change in method of accounting (including the tax year of change) and state whether the applicant received consent.
- c** If any application was withdrawn, not perfected, or denied, or if a Consent Agreement granting a change was not signed and returned to the IRS, or the change was not made or not made in the requested year of change, attach an explanation.
- 10a** Does the applicant, its predecessor, or a related party currently have pending any request (including any concurrently filed request) for a private letter ruling, change in method of accounting, or technical advice?
- b** If "Yes," for each request attach a statement providing the name(s) of the taxpayer, identification number(s), the type of request (private letter ruling, change in method of accounting, or technical advice), and the specific issue(s) in the request(s).
- 11** Is the applicant requesting to change its **overall** method of accounting?  
If "Yes," check the appropriate boxes below to indicate the applicant's present and proposed methods of accounting. Also, complete Schedule A on page 4 of this form
- Present method:** ☒ Cash ☐ Accrual ☐ Hybrid (attach description)
- Proposed method:** ☐ Cash ☒ Accrual ☐ Hybrid (attach description)

Yes	No
	X
	X
	X
N/A	
	X
N/A	
	X
N/A	
	X
N/A	
	X
X	

**Part II Information For All Requests (continued)****Yes No**

- 12** If the applicant is either (i) **not** changing its overall method of accounting, or (ii) is changing its overall method of accounting and also changing to a special method of accounting for one or more items, attach a detailed and complete description for each of the following
- a** The item(s) being changed
  - b** The applicant's present method for the item(s) being changed.
  - c** The applicant's proposed method for the item(s) being changed.
  - d** The applicant's present overall method of accounting (cash, accrual, or hybrid).

- 13** Attach a detailed and complete description of the applicant's trade(s) or business(es), and the principal business activity code for each. If the applicant has more than one trade or business as defined in Regulations section 1.446-1(d), describe whether each trade or business is accounted for separately, the goods and services provided by each trade or business and any other types of activities engaged in that generate gross income, the overall method of accounting for each trade or business; and which trade or business is requesting to change its accounting method as part of this application or a separate application.

- 14** Will the proposed method of accounting be used for the applicant's books and records and financial statements? For insurance companies, see the instructions . . . . .  
If "No," attach an explanation.

- 15a** Has the applicant engaged, or will it engage, in a transaction to which section 381(a) applies (e.g., a reorganization, merger, or liquidation) during the proposed tax year of change determined without regard to any potential closing of the year under section 381(b)(1)? . . . . .

- b** If "Yes," for the items of income and expense that are the subject of this application, attach a statement identifying the methods of accounting used by the parties to the section 381(a) transaction immediately before the date of distribution or transfer and the method(s) that would be required by section 381(c)(4) or (c)(5) absent consent to the change(s) requested in this application.

- 16** Does the applicant request a conference with the IRS National Office if the IRS proposes an adverse response?

- 17** If the applicant is changing to either the overall cash method, an overall accrual method, or is changing its method of accounting for any property subject to section 263A, any long-term contract subject to section 460, or inventories subject to section 474, enter the applicant's gross receipts for the 3 tax years preceding the tax year of change.

1st preceding year ended mo 12	Yr 2012	2nd preceding year ended mo 12	Yr 2011	3rd preceding year ended mo 12	Yr 2010
\$	15,546,305	\$	12,751,142	\$	15,451,514

**Part III Information For Advance Consent Request****Yes No**

- 18** Is the applicant's requested change described in any revenue procedure, revenue ruling, notice, regulation, or other published guidance as an automatic change request? . . . . .

If "Yes," attach an explanation describing why the applicant is submitting its request under advance consent request procedures.

- 19** Attach a full explanation of the legal basis supporting the proposed method for the item being changed. Include a detailed and complete description of the facts that explains how the law specifically applies to the applicant's situation and that demonstrates that the applicant is authorized to use the proposed method. Include all authority (statutes, regulations, published rulings, court cases, etc.) supporting the proposed method. Also, include either a discussion of the contrary authorities or a statement that no contrary authority exists.

- 20** Attach a copy of all documents related to the proposed change (see instructions).

- 21** Attach a statement of the applicant's reasons for the proposed change.

- 22** If the applicant is a member of a consolidated group for the year of change, do all other members of the consolidated group use the proposed method of accounting for the item being changed? . . . . .

If "No," attach an explanation.

- 23a** Enter the amount of **user fee** attached to this application (see instructions). ► \$

- b** If the applicant qualifies for a reduced user fee, attach the required information or certification (see instructions).

**Part IV Section 481(a) Adjustment****Yes No**

- 24** Does the applicable revenue procedure, revenue ruling, notice, regulation, or other published guidance require the applicant to implement the requested change in method of accounting on a cut-off basis rather than a section 481(a) adjustment? . . . . .

If "Yes," do not complete lines 25, 26, and 27 below.

- 25** Enter the section 481(a) adjustment. Indicate whether the adjustment is an increase (+) or a decrease (-) in income. ► \$ - 5,006,327 Attach a summary of the computation and an explanation of the methodology used to determine the section 481(a) adjustment. If it is based on more than one component, show the computation for each component. If more than one applicant is applying for the method change on the same application, attach a list of the name, identification number, principal business activity code (see instructions), and the amount of the section 481(a) adjustment attributable to each applicant.

<b>Part IV Section 481(a) Adjustment (continued)</b>		<b>Yes</b>	<b>No</b>
<b>26</b>	If the section 481(a) adjustment is an increase to income of less than \$25,000, does the applicant elect to take the entire amount of the adjustment into account in the year of change?		
<b>27</b>	Is any part of the section 481(a) adjustment attributable to transactions between members of an affiliated group, a consolidated group, a controlled group, or other related parties? If "Yes," attach an explanation.	N/A	

**Schedule A—Change in Overall Method of Accounting** (If Schedule A applies, Part I below must be completed.)

<b>Part I Change in Overall Method (see instructions)</b>		<b>Amount</b>
<b>1</b>	Enter the following amounts as of the close of the tax year preceding the year of change. If none, state "None." Also, attach a statement providing a breakdown of the amounts entered on lines 1a through 1g.	
<b>a</b>	Income accrued but not received (such as accounts receivable)	\$ 30,472
<b>b</b>	Income received or reported before it was earned (such as advanced payments). Attach a description of the income and the legal basis for the proposed method	0
<b>c</b>	Expenses accrued but not paid (such as accounts payable)	5,084,394
<b>d</b>	Prepaid expenses previously deducted	47,595
<b>e</b>	Supplies on hand previously deducted and/or not previously reported	0
<b>f</b>	Inventory on hand previously deducted and/or not previously reported. Complete Schedule D, Part II	0
<b>g</b>	Other amounts (specify). Attach a description of the item and the legal basis for its inclusion in the calculation of the section 481(a) adjustment. ▶	
<b>h</b>	<b>Net section 481(a) adjustment</b> (Combine lines 1a–1g.) Indicate whether the adjustment is an increase (+) or decrease (–) in income. Also enter the net amount of this section 481(a) adjustment amount on Part IV, line 25.	\$ -5,006,327
<b>2</b>	Is the applicant also requesting the recurring item exception under section 461(h)(3)? <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>	
<b>3</b>	Attach copies of the profit and loss statement (Schedule F (Form 1040) for farmers) and the balance sheet, if applicable, as of the close of the tax year preceding the year of change. Also attach a statement specifying the accounting method used when preparing the balance sheet. If books of account are not kept, attach a copy of the business schedules submitted with the Federal income tax return or other return (e.g., tax-exempt organization returns) for that period. If the amounts in Part I, lines 1a through 1g, do not agree with those shown on both the profit and loss statement and the balance sheet, attach a statement explaining the differences.	

<b>Part II Change to the Cash Method For Advance Consent Request (see instructions)</b> N/A	
Applicants requesting a change to the cash method must attach the following information:	
<b>1</b>	A description of inventory items (items whose production, purchase, or sale is an income-producing factor) and materials and supplies used in carrying out the business
<b>2</b>	An explanation as to whether the applicant is required to use the accrual method under any section of the Code or regulations.

**Schedule B—Change to the Deferral Method for Advance Payments** (see instructions) N/A

<b>1</b>	If the applicant is requesting to change to the Deferral Method for advance payments described in section 5 02 of Rev. Proc 2004-34, 2004-1 C B 991, attach the following information: <ul style="list-style-type: none"> <li><b>a</b> A statement explaining how the advance payments meet the definition in section 4 01 of Rev. Proc 2004-34.</li> <li><b>b</b> If the applicant is filing under the automatic change procedures of Rev. Proc. 2008-52, the information required by section 8 02(3)(a)-(c) of Rev. Proc 2004-34</li> <li><b>c</b> If the applicant is filing under the advance consent provisions of Rev. Proc 97-27, the information required by section 8 03(2)(a)-(f) of Rev. Proc 2004-34</li> </ul>
<b>2</b>	If the applicant is requesting to change to the deferral method for advance payments described in Regulations section 1.451-5(b)(1)(ii), attach the following: <ul style="list-style-type: none"> <li><b>a</b> A statement explaining how the advance payments meet the definition in Regulations section 1.451-5(a)(1)</li> <li><b>b</b> A statement explaining what portions of the advance payments, if any, are attributable to services, whether such services are integral to the provisions of goods or items, and whether any portions of the advance payments that are attributable to non-integral services are less than five percent of the total contract prices. See Regulations sections 1.451-5(a)(2)(i) and (3)</li> <li><b>c</b> A statement explaining that the advance payments will be included in income no later than when included in gross receipts for purposes of the applicant's financial reports. See Regulations section 1.451-5(b)(1)(ii)</li> <li><b>d</b> A statement explaining whether the inventorable goods exception of Regulations section 1.451-5(c) applies and if so, when substantial advance payments will be received under the contracts, and how the exception will limit the deferral of income.</li> </ul>

**Schedule C—Changes Within the LIFO Inventory Method** (see instructions)**Part I General LIFO Information**

Complete this section if the requested change involves changes within the LIFO inventory method. Also, attach a copy of all **Forms 970, Application To Use LIFO Inventory Method**, filed to adopt or expand the use of the LIFO method

- 1 Attach a description of the applicant's present and proposed LIFO methods and submethods for each of the following items:
  - a Valuing inventory (e.g., unit method or dollar-value method).
  - b Pooling (e.g., by line or type or class of goods, natural business unit, multiple pools, raw material content, simplified dollar-value method, inventory price index computation (IPIC) pools, vehicle-pool method, etc.).
  - c Pricing dollar-value pools (e.g., double-extension, index, link-chain, link-chain index, IPIC method, etc.).
  - d Determining the current-year cost of goods in the ending inventory (i.e., most recent acquisitions, earliest acquisitions during the current year, average cost of current-year acquisitions, or other permitted method).
- 2 If any present method or submethod used by the applicant is not the same as indicated on Form(s) 970 filed to adopt or expand the use of the method, attach an explanation
- 3 If the proposed change is not requested for all the LIFO inventory, attach a statement specifying the inventory to which the change is and is not applicable.
- 4 If the proposed change is not requested for all of the LIFO pools, attach a statement specifying the LIFO pool(s) to which the change is applicable
- 5 Attach a statement addressing whether the applicant values any of its LIFO inventory on a method other than cost. For example, if the applicant values some of its LIFO inventory at retail and the remainder at cost, identify which inventory items are valued under each method.
- 6 If changing to the IPIC method, attach a completed Form 970.

**Part II Change in Pooling Inventories**

- 1 If the applicant is proposing to change its pooling method or the number of pools, attach a description of the contents of, and state the base year for, each dollar-value pool the applicant presently uses and proposes to use.
- 2 If the applicant is proposing to use natural business unit (NBU) pools or requesting to change the number of NBU pools, attach the following information (to the extent not already provided) in sufficient detail to show that each proposed NBU was determined under Regulations section 1.472-8(b)(1) and (2)
  - a A description of the types of products produced by the applicant. If possible, attach a brochure.
  - b A description of the types of processes and raw materials used to produce the products in each proposed pool.
  - c If all of the products to be included in the proposed NBU pool(s) are not produced at one facility, state the reasons for the separate facilities, the location of each facility, and a description of the products each facility produces
  - d A description of the natural business divisions adopted by the taxpayer. State whether separate cost centers are maintained and if separate profit and loss statements are prepared.
  - e A statement addressing whether the applicant has inventories of items purchased and held for resale that are not further processed by the applicant, including whether such items, if any, will be included in any proposed NBU pool
  - f A statement addressing whether all items including raw materials, goods-in-process, and finished goods entering into the entire inventory investment for each proposed NBU pool are presently valued under the LIFO method. Describe any items that are not presently valued under the LIFO method that are to be included in each proposed pool.
  - g A statement addressing whether, within the proposed NBU pool(s), there are items both sold to unrelated parties and transferred to a different unit of the applicant to be used as a component part of another product prior to final processing
- 3 If the applicant is engaged in manufacturing and is proposing to use the multiple pooling method or raw material content pools, attach information to show that each proposed pool will consist of a group of items that are substantially similar. See Regulations section 1.472-8(b)(3).
- 4 If the applicant is engaged in the wholesaling or retailing of goods and is requesting to change the number of pools used, attach information to show that each of the proposed pools is based on customary business classifications of the applicant's trade or business. See Regulations section 1.472-8(c).

<b>Part I</b>	<b>Change in Reporting Income From Long-Term Contracts</b> (Also complete Part III on pages 7 and 8.)
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- Part II**
- Change in Valuing Inventories Including Cost Allocation Changes**
- (Also complete Part III on pages 7 and 8.)

- 4a** Check the appropriate boxes below.

Cost	
Cost or market, whichever is lower	
Retail cost	
Retail, lower of cost or market	
Other (attach explanation)	

[illegible]

- Form
- 3115**
- (Rev. 12-2009)



**Part III Method of Cost Allocation** (Complete this part if the requested change involves either property subject to section 263A or long-term contracts as described in section 460 (see instructions)).

**Section A—Allocation and Capitalization Methods**

Attach a description (including sample computations) of the present and proposed method(s) the applicant uses to capitalize direct and indirect costs properly allocable to real or tangible personal property produced and property acquired for resale, or to allocate and, where appropriate, capitalize direct and indirect costs properly allocable to long-term contracts. Include a description of the method(s) used for allocating indirect costs to intermediate cost objectives such as departments or activities prior to the allocation of such costs to long-term contracts, real or tangible personal property produced, and property acquired for resale. The description must include the following

- 1 The method of allocating direct and indirect costs (i.e., specific identification, burden rate, standard cost, or other reasonable allocation method)
- 2 The method of allocating mixed service costs (i.e., direct reallocation, step-allocation, simplified service cost using the labor-based allocation ratio, simplified service cost using the production cost allocation ratio, or other reasonable allocation method).
- 3 The method of capitalizing additional section 263A costs (i.e., simplified production with or without the historic absorption ratio election, simplified resale with or without the historic absorption ratio election including permissible variations, the U.S. ratio, or other reasonable allocation method)

**Section B—Direct and Indirect Costs Required To Be Allocated**

Check the appropriate boxes showing the costs that are or will be fully included, to the extent required, in the cost of real or tangible personal property produced or property acquired for resale under section 263A or allocated to long-term contracts under section 460. Mark "N/A" in a box if those costs are not incurred by the applicant. If a box is not checked, it is assumed that those costs are not fully included to the extent required. Attach an explanation for boxes that are not checked.

	Present method	Proposed method
1 Direct material		
2 Direct labor		
3 Indirect labor		
4 Officers' compensation (not including selling activities)		
5 Pension and other related costs		
6 Employee benefits		
7 Indirect materials and supplies		
8 Purchasing costs		
9 Handling, processing, assembly, and repackaging costs		
10 Offsite storage and warehousing costs		
11 Depreciation, amortization, and cost recovery allowance for equipment and facilities placed in service and not temporarily idle		
12 Depletion		
13 Rent		
14 Taxes other than state, local, and foreign income taxes		
15 Insurance		
16 Utilities		
17 Maintenance and repairs that relate to a production, resale, or long-term contract activity		
18 Engineering and design costs (not including section 174 research and experimental expenses)		
19 Rework labor, scrap, and spoilage		
20 Tools and equipment		
21 Quality control and inspection		
22 Bidding expenses incurred in the solicitation of contracts awarded to the applicant		
23 Licensing and franchise costs		
24 Capitalizable service costs (including mixed service costs)		
25 Administrative costs (not including any costs of selling or any return on capital)		
26 Research and experimental expenses attributable to long-term contracts		
27 Interest		
28 Other costs (Attach a list of these costs.)		

**Part III Method of Cost Allocation** (see instructions) (continued)**Section C—Other Costs Not Required To Be Allocated** (Complete Section C only if the applicant is requesting to change its method for these costs )

	Present method	Proposed method
1 Marketing, selling, advertising, and distribution expenses . . . . .		
2 Research and experimental expenses not included in Section B, line 26 . . . . .		
3 Bidding expenses not included in Section B, line 22 . . . . .		
4 General and administrative costs not included in Section B . . . . .		
5 Income taxes . . . . .		
6 Cost of strikes . . . . .		
7 Warranty and product liability costs . . . . .		
8 Section 179 costs . . . . .		
9 On-site storage . . . . .		
10 Depreciation, amortization, and cost recovery allowance not included in Section B, line 11 . . . . .		
11 Other costs (Attach a list of these costs ) . . . . .		

**Schedule E—Change in Depreciation or Amortization** (see instructions)

Applicants requesting approval to change their method of accounting for depreciation or amortization complete this section. Applicants **must** provide this information for each item or class of property for which a change is requested.

**Note.** See the **List of Automatic Accounting Method Changes** in the instructions for information regarding automatic changes under sections 56, 167, 168, 197, 1400I, 1400L, or former section 168. Do not file Form 3115 with respect to certain late elections and election revocations (see instructions).

- 1 Is depreciation for the property determined under Regulations section 1.167(a)-11 (CLADR)? ☐ Yes ☐ No  
If "Yes," the only changes permitted are under Regulations section 1.167(a)-11(c)(1)(iii).
- 2 Is any of the depreciation or amortization required to be capitalized under any Code section (e.g., section 263A)? ☐ Yes ☐ No  
If "Yes," enter the applicable section ► \_\_\_\_\_
- 3 Has a depreciation, amortization, or expense election been made for the property (e.g., the election under sections 168(f)(1), 179, or 179C)? ☐ Yes ☐ No  
If "Yes," state the election made ► \_\_\_\_\_
- 4a To the extent not already provided, attach a statement describing the property being changed. Include in the description the type of property, the year the property was placed in service, and the property's use in the applicant's trade or business or income-producing activity.
- b If the property is residential rental property, did the applicant live in the property before renting it? ☐ Yes ☐ No
- c Is the property public utility property? ☐ Yes ☐ No
- 5 To the extent not already provided in the applicant's description of its present method, attach a statement explaining how the property is treated under the applicant's present method (e.g., depreciable property, inventory property, supplies under Regulations section 1.162-3, nondepreciable section 263(a) property, property deductible as a current expense, etc.).
- 6 If the property is not currently treated as depreciable or amortizable property, attach a statement of the facts supporting the proposed change to depreciate or amortize the property.
- 7 If the property is currently treated and/or will be treated as depreciable or amortizable property, provide the following information for both the present (if applicable) and proposed methods:
  - a The Code section under which the property is or will be depreciated or amortized (e.g., section 168(g)).
  - b The applicable asset class from Rev. Proc. 87-56, 1987-2 C.B. 674, for each asset depreciated under section 168 (MACRS) or under section 1400L; the applicable asset class from Rev. Proc. 83-35, 1983-1 C.B. 745, for each asset depreciated under former section 168 (ACRS); an explanation why no asset class is identified for each asset for which an asset class has not been identified by the applicant.
  - c The facts to support the asset class for the proposed method.
  - d The depreciation or amortization method of the property, including the applicable Code section (e.g., 200% declining balance method under section 168(b)(1)).
  - e The useful life, recovery period, or amortization period of the property.
  - f The applicable convention of the property.
  - g A statement of whether or not the additional first-year special depreciation allowance (for example, as provided by section 168(k), 168(l), 168(m), 168(n), 1400L(b), or 1400N(d)) was or will be claimed for the property. If not, also provide an explanation as to why no special depreciation allowance was or will be claimed.

## Attachment to Form 3115

Organization: The William S. and Nancy E. Thompson Foundation

TIN: 20-6371108

Tax Year Ended: December 31, 2013

### **Statement I** - Schedule A Attachment

The cash method of accounting was used when preparing the balance sheet for the period ending December 31, 2012.

#### Profit and Loss Statement For the Year Ended December 31, 2012

Contributions	\$4,435,841
Interest & Dividend Income	\$985,930
Capital Gain/(Losses)	\$716,358
Grants and Expenses	\$3,125,833
Federal Excise Tax (Refund) Expense	<u>\$22,000</u>
Change in Net Assets	\$2,990,296
Net Assets, beginning of the year	<u>\$40,003,576</u>
Net Assets, end of the year	\$42,993,872

#### Balance Sheet For the Year Ended December 31, 2012

Savings & Temporary Investments	\$7,922,753
Investments	<u>\$35,071,119</u>
Total Assets	\$42,993,872
Net Assets - Unrestricted	\$42,993,872

**Statement II** - Schedule A, Part I, Line 1, Detail

Income accrued but not received:	
Dividends receivable	<u>\$30,472</u>
	<u>\$30,472</u>
Prepaid expenses previously deducted:	
Prepaid Federal excise taxes	<u>\$47,595</u>
	<u>\$47,595</u>
Expenses and disbursements accrued but not paid at December 31, 2012:	
Deferred Federal excise tax	\$56,000
Grants payable	<u>\$5,028,394</u>
	<u>\$5,084,394</u>

**Statement III** - Schedule A, Part I, Line 2

The William S. and Nancy E. Thompson Foundation is requesting permission to adopt the recurring item exception as part of its application to change from cash to accrual method of accounting. This exception will be used with respect to all activities of The William S. and Nancy E. Thompson Foundation and with respect to all types of items within such activities.

**Statement IV** - Information Required by Rev. Proc. 2011-14, Sec. 5.01

The William S. and Nancy E. Thompson Foundation, hereby agrees to all of the conditions of Rev. Proc. 2011-14, including the requirement to take the Section 481(a) adjustment into account over the four-year period beginning with 2013, as required by Section 5.04 of that revenue procedure for net-positive adjustments and over one taxable year (year of change) for a net negative adjustments.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
EMERGING MARKET GROWTH FUND	90,939.	68,204.	22,735.	22,735.		
FIDELITY 8360	1,193,589.	428,723.	764,866.	764,866.		
FIDELITY 9755	69,187.	38,864.	30,323.	29,238.		
WEATHERLOW OFFSHORE INVESTMENT	50,617.	0.	50,617.	0.		
WONDERWORK	79,473.	0.	79,473.	79,473.		
TO PART I, LINE 4	1,483,805.	535,791.	948,014.	896,312.		

FORM 990-PF	OTHER INCOME			STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
OTHER INCOME FROM THE NIPPON VALUE INVESTORS	13,695.	18,314.			
TOTAL TO FORM 990-PF, PART I, LINE 11	13,695.	18,314.			

FORM 990-PF	LEGAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL	18,529.	0.		18,529.	
TO FM 990-PF, PG 1, LN 16A	18,529.	0.		18,529.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	26,470.	0.		26,470.	
TO FORM 990-PF, PG 1, LN 16B	26,470.	0.		26,470.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEE	246,131.	246,131.		0.	
TO FORM 990-PF, PG 1, LN 16C	246,131.	246,131.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
DEFERRED TAXES	<42,000.>	0.		0.	
FOREIGN TAXES	13,262.	13,262.		0.	
TAXES	28,552.	0.		0.	
PAYROLL TAXES	20,206.	0.		20,206.	
TO FORM 990-PF, PG 1, LN 18	20,020.	13,262.		20,206.	

FORM 990-PF

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STAFF DEVELOPMENT	270.	0.		270.
SUPPLIES	49.	0.		49.
INSURANCE	6,632.	0.		6,632.
PAYROLL PROCESSING	1,090.	0.		1,090.
POSTAGE AND DELIVERY	4.	0.		4.
TO FORM 990-PF, PG 1, LN 23	8,045.	0.		8,045.

FOOTNOTES

STATEMENT

8

PART III, LINE 5:

THE SECTION 481(A) ADJUSTMENT REPORTED ON THIS LINE IS RELATED TO THE CHANGE OF OF ACCOUNTING METHOD FROM CASH TO ACCRUAL. THE FORM 3115 WAS FILED AND ACCEPTED BY THE INTERNAL REVENUE SERVICE FOR THIS CHANGE. THE FORM 3115 IS ATTACHED TO THIS RETURN.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
UNREALIZED GAIN ON INVESTMENTS - PRIOR YEAR		1,778,877.	
UNREALIZED GAIN ON INVESTMENTS - CURRENT YEAR		1,408,312.	
TOTAL TO FORM 990-PF, PART III, LINE 3		3,187,189.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
FIDELITY STOCKS X8360	1,662,426.	1,662,426.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,662,426.	1,662,426.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIDELITY MUTUAL FUNDS X8360	COST	26,406,583.	26,406,583.
FIDELITY MUTUAL FUNDS X9755	COST	1,854,338.	1,854,338.
EMERGING MARKETS GROWTH FUND	COST	1,806,573.	1,806,573.
WEATHERLOW OFFSHORE FUND I	COST	4,075,814.	4,075,814.
FORESTER DIVERSIFIED LTD	COST	4,218,033.	4,218,033.
THE NIPPON VALUE INVESTORS	COST	1,409,419.	1,409,419.
WONDERWORK, INC. - PRI	COST	4,458,319.	4,458,319.
TOTAL TO FORM 990-PF, PART II, LINE 13		44,229,079.	44,229,079.

FORM 990-PF	OTHER ASSETS	STATEMENT	12
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	0.	23,915.	23,915.
INTEREST RECEIVABLE	0.	46,049.	46,049.
TO FORM 990-PF, PART II, LINE 15	0.	69,964.	69,964.



FORM 990-PF

OTHER LIABILITIES

STATEMENT 13

DESCRIPTION

BOY AMOUNT

EOY AMOUNT

DEFERRED FEDERAL EXCISE TAXES

0.

56,000.

FEDERAL EXCISE TAXES PAYABLE

0.

&lt;42,000.&gt;

TOTAL TO FORM 990-PF, PART II, LINE 22

0.

14,000.

FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 14

NAME OF MANAGER

WILLIAM S. THOMPSON

NANCY E. THOMPSON

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. <b>THE WILLIAM S. AND NANCY E. THOMPSON FOUNDATION</b>	Employer identification number (EIN) or <b>20-6371108</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>610 NEWPORT CENTER DRIVE, NO. 1220</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEWPORT BEACH, CA 92660</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**JENNIFER T. LAVENSON**

- The books are in the care of **610 NEWPORT CENTER DRIVE #1220 - NEWPORT BEACH, CA 92660**  
Telephone No. **949-209-6201** Fax No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**
- 5 For calendar year **2013**, or other tax year beginning ☐, and ending ☐
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension  
**ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐ Title ☐ Date ☐

Form 8868 (Rev. 1-2014)