Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
WILLIAM S. AND BLAIR Y. THOMPSON FAMILY FOUNDATION

A Employer identification number
27-4278915

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
4 SHERWYN LANE

B Telephone number
314-569-0482

City or town, state or province, country, and ZIP or foreign postal code
CREVE COEUR, MO 63141

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: [X] 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)* ▶$ 1,148,859.

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	16,804.	16,804.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	43,845.			
	b	Gross sales price for all assets on line 6a 145,877.				
	7	Capital gain net income (from Part IV, line 2)		43,845.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total** Add lines 1 through 11	60,649.	60,649.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees				
	17	Interest				
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 2	6,765.	6,765.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,765.	6,765.		0.
	25	Contributions, gifts, grants paid	52,530.			52,530.
	26	**Total expenses and disbursements.** Add lines 24 and 25	59,295.	6,765.		52,530.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	1,354.			
	b	**Net investment income** (if negative, enter -0-)		53,884.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

10430508 131843 098-02144900 2013.03040 WILLIAM S. AND BLAIR Y. THO 098-8DU1

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	7,213.	7,546.	7,546.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 3	955,488.	956,495.	1,141,313.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	962,701.	964,041.	1,148,859.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	962,701.	964,041.	
	30 **Total net assets or fund balances**	962,701.	964,041.	
	31 **Total liabilities and net assets/fund balances**	962,701.	964,041.	

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	962,701.
2	Enter amount from Part I, line 27a	2	1,354.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	964,055.
5	Decreases not included in line 2 (itemize) ▶ 2011 & 2012 UNDERPAYMENT PENALTY	5	14.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	964,041.

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

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE EXHIBIT 1	P		
b	CAPITAL GAINS DIVIDENDS			
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	140,955.		102,032.	38,923.
b	4,922.			4,922.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				38,923.
b				4,922.
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	43,845.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	49,830.	1,026,502.	.048544
2011	50,755.	41,042.	1.236660
2010	0.		
2009			
2008			

2 Total of line 1, column (d)	2	1.285204
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	.428401
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,105,257.
5 Multiply line 4 by line 3	5	473,493.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	539.
7 Add lines 5 and 6	7	474,032.
8 Enter qualifying distributions from Part XII, line 4	8	52,530.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		1	1,078.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,078.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	1,078.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	22.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,100.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BLAIR Y THOMPSON Telephone no. ▶314-569-0482

Located at ▶4 SHEWYN LANE, CREVE COEUR, MO ZIP+4 ▶63141

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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** No: 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 4 SHERWYN LANE CREVE COEUR, MO 63141	PRESIDENT 2.00	0.	0.	0.
BLAIR Y. THOMPSON 4 SHERWYN LANE CREVE COEUR, MO 63141	TREASURER 2.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶	0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,101,702.
b	Average of monthly cash balances	1b	20,386.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,122,088.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,122,088.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) STMT 4	4	16,831.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,105,257.
6	**Minimum investment return.** Enter 5% of line 5	6	55,263.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	55,263.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 1,078.		
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,078.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,185.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	54,185.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	54,185.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	52,530.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	52,530.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	52,530.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					54,185.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009					
c From 2010					
d From 2011	48,476.				
e From 2012					
f Total of lines 3a through e		48,476.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 52,530.					
a Applied to 2012, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2013 distributable amount					52,530.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		1,655.			1,655.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		46,821.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		46,821.			
10 Analysis of line 9:					
a Excess from 2009					
b Excess from 2010					
c Excess from 2011	46,821.				
d Excess from 2012					
e Excess from 2013					

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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

SEE STATEMENT 5

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.

SEE STATEMENT 6

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] 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:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
SEE STMT ATTACHED - EXHIBIT 2 VARIOUS	NONE	PUBLIC CHARITY - EXEMPT ORG	TO FURTHER THE GOALS OF THE CHARITABLE ENDEAVORS OF OTHER 501(C)(3) ORGANIZATIONS LOCATED	52,530.
Total			▶ 3a	52,530.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	16,804.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	43,845.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		60,649.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 60,649.

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

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ William S. Thompson 5/12/2014 ▶ Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KEVIN P. HOGAN	Kevin P. Hogan	5/8/14		P00856509

Firm's name ▶ CLIFTONLARSONALLEN LLP — Firm's EIN ▶ 41-0746749

Firm's address ▶ 600 WASHINGTON AVENUE, SUITE 1800 ST. LOUIS, MO 63101 — Phone no. 314-925-4300

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - SEE STMT ATTACHED - EXHIBIT 2

TO FURTHER THE GOALS OF THE CHARITABLE ENDEAVORS OF OTHER 501(C)(3)

ORGANIZATIONS LOCATED OR BASED OUT OF THE THE ST LOUIS MISSOURI

COMMUNITY

Exhibit I

2013 Tax Information Statement

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

Account Number. 1035001692
Recipient's Tax ID Number: 27-4278915

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
WILLIAM S. AND BLAIR Y. THOMPSON
FAMILY FOUNDATION
4 SHERWYN LANE
CREVE COEUR , MO 63141

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Long Term Sales								
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD					
27.0000	01/28/2013	09/09/2011	2,473 06	1,379.43	0 00	1,093.63	0 00	0 00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD					
23.0000	01/29/2013	09/09/2011	2,112 29	1,175.07	0.00	937.22	0.00	0 00
084670702	BERKSHIRE HATHAWAY INC-CL B		BRK B					
75 0000	02/05/2013	02/15/2011	7,341.92	6,349.50	0.00	992.42	0.00	0.00
249030107	DENTSPLY INTL INC.		XRAY					
75.0000	02/05/2013	12/16/2011	3,170 42	2,637.00	0.00	533.42	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
25.0000	02/05/2013	10/17/2011	2,193.95	1,582.95	0.00	611.00	0.00	0 00
278642103	EBAY INC		EBAY					
17.0000	02/08/2013	08/16/2011	968 58	519 01	0.00	449.57	0.00	0 00
278642103	EBAY INC		EBAY					
58 0000	02/12/2013	08/16/2011	3,302.83	1,770 73	0.00	1,532.10	0.00	0.00
24702R101	DELL INC		DELL					
312.0000	02/13/2013	Various	4,304.15	4,901.15	0.00	-597.00	0.00	0.00
24702R101	DELL INC		DELL					
78.0000	02/15/2013	Various	1,074 03	1,209 34	0 00	-135.31	0 00	0.00

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2013 Tax Information Statement

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4 SHERWYN LANE
CREVE COEUR , MO 63141

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD					
10.0000	02/20/2013	09/09/2011	939.67	510.90	0.00	428.77	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD					
7.0000	02/25/2013	09/09/2011	658.12	357.63	0.00	300.49	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD					
8.0000	02/28/2013	09/09/2011	751.17	408.72	0.00	342.45	0.00	0.00
24702R101	DELL INC		DELL					
385.0000	03/04/2013	Various	5,375.02	5,778.47	0.00	-403.45	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
27.0000	03/20/2013	08/16/2011	1,146.66	915.03	0.00	231.63	0.00	0.00
071813109	BAXTER INTL INC		BAX					
10.0000	04/01/2013	08/16/2011	723.02	533.30	0.00	189.72	0.00	0.00
071813109	BAXTER INTL INC		BAX					
11.0000	04/02/2013	08/16/2011	795.78	586.63	0.00	209.15	0.00	0.00
713448108	PEPSICO INC		PEP					
9.0000	04/11/2013	11/17/2011	719.85	575.24	0.00	144.61	0.00	0.00
713448108	PEPSICO INC		PEP					
15.0000	04/12/2013	11/17/2011	1,199.56	958.72	0.00	240.84	0.00	0.00

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
713448108	PEPSICO INC		PEP					
9.0000	04/16/2013	11/17/2011	719.78	575.24	0.00	144.54	0.00	0.00
713448108	PEPSICO INC		PEP					
12.0000	04/18/2013	11/17/2011	963.73	766.98	0.00	196.75	0.00	0.00
713448108	PEPSICO INC		PEP					
25.0000	05/03/2013	Various	2,070.56	1,591.17	0.00	479.39	0.00	0.00
478160104	JOHNSON & JOHNSON		JNJ					
10.0000	05/20/2013	08/16/2011	879.75	643.70	0.00	236.05	0.00	0.00
071813109	BAXTER INTL INC		BAX					
25.0000	05/28/2013	08/16/2011	1,801.72	1,333.25	0.00	468.47	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
25.0000	05/28/2013	08/16/2011	1,036.54	847.25	0.00	189.29	0.00	0.00
26875P101	EOG RESOURCES INC		EOG					
50.0000	05/28/2013	02/15/2011	6,651.24	5,191.50	0.00	1,459.74	0.00	0.00
278642103	EBAY INC		EBAY					
25.0000	05/28/2013	Various	1,395.98	756.65	0.00	639.33	0.00	0.00
66987V109	NOVARTIS AG - ADR		NVS					
50.0000	05/28/2013	Various	3,681.08	2,845.75	0.00	835.33	0.00	0.00

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Exhibit I

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Exhibit I
2013 Tax Information Statement

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NEW YORK, NY 10005

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
743315103	PROGRESSIVE CORP OHIO		PGR					
200.0000	05/28/2013	Various	5,195.28	3,759.60	0.00	1,435.78	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
25.0000	05/28/2013	10/17/2011	2,394.04	1,582 95	0.00	811.09	0.00	0.00
87612E106	TARGET CORP		TGT					
25.0000	05/28/2013	12/16/2011	1,761.37	1,312.25	0.00	449.12	0 00	0 00
902973304	U S BANCORP		USB					
100 0000	05/28/2013	02/15/2011	3,579.94	2,867 02	0 00	712 92	0.00	0.00
931142103	WAL-MART STORES INC		WMT					
25.0000	05/28/2013	09/19/2011	1,938.81	1,311.75	0.00	627.06	0.00	0.00
94106L109	WASTE MANAGEMENT INC		WM					
75.0000	05/28/2013	Various	3,179.54	2,381.55	0 00	797 99	0 00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
95.0000	07/11/2013	Various	6,832.63	4,901 20	0.00	1,931 43	0 00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA					
30.0000	07/12/2013	10/17/2011	734 54	406 35	0 00	328.19	0.00	0.00
713448108	PEPSICO INC		PEP					
20.0000	07/12/2013	08/16/2011	1,680 47	1,271.60	0 00	408.87	0 00	0.00

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140 BROADWAY
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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
4.0000	07/15/2013	09/19/2011	290.12	202.84	0.00	87.28	0.00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA					
17.0000	07/15/2013	10/17/2011	416.19	230.27	0.00	185.92	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
16.0000	07/17/2013	09/19/2011	1,158 86	811.36	0.00	347.50	0.00	0 00
53071M104	LIBERTY INTERACTIVE A		LINTA					
33.0000	07/18/2013	10/17/2011	808 08	446.98	0.00	361 10	0.00	0 00
713448108	PEPSICO INC		PEP					
23.0000	07/18/2013	08/16/2011	1,996.90	1,462.34	0.00	534.56	0 00	0.00
713448108	PEPSICO INC		PEP					
7 0000	07/19/2013	08/16/2011	605 35	445.06	0.00	160.29	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
11.0000	07/23/2013	Various	799 38	554.94	0 00	244.44	0.00	0.00
084670702	BERKSHIRE HATHAWAY INC-CL B		BRK.B					
49 0000	07/23/2013	Various	5,805.16	3,919.86	0.00	1,885 30	0.00	0 00
806407102	HENRY SCHEIN INC COM STK		HSIC					
15.0000	07/23/2013	10/17/2011	1,553.27	949.77	0 00	603.50	0.00	0.00

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
806407102	HENRY SCHEIN INC COM STK		HSIC					
5.0000	07/25/2013	10/17/2011	515.50	316.59	0.00	198.91	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
4.0000	07/31/2013	08/16/2011	290.10	191 36	0.00	98.74	0.00	0.00
084670702	BERKSHIRE HATHAWAY INC-CL B		BRK.B					
6.0000	08/05/2013	Various	710 76	450.14	0.00	260.62	0.00	0.00
478160104	JOHNSON & JOHNSON		JNJ					
25.0000	08/05/2013	Various	2,343.07	1,607.65	0.00	735.42	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
3 0000	08/05/2013	10/17/2011	314.62	189.95	0.00	124.67	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
5.0000	08/06/2013	Various	524.97	316.03	0.00	208.94	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
7.0000	08/08/2013	12/16/2011	738.64	441.91	0.00	296 73	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
20.0000	08/13/2013	08/16/2011	1,456.10	956.80	0.00	499 30	0 00	0 00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
26 0000	09/10/2013	08/16/2011	1,921.80	1,243.84	0.00	677 96	0.00	0.00

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2013 Tax Information Statement

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NEW YORK, NY 10005

Account Number: 1035001692
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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
14.0000	09/11/2013	08/16/2011	1,028.22	669 76	0.00	358.46	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
14.0000	09/16/2013	08/16/2011	1,039.84	669 76	0.00	370.08	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
21.0000	09/17/2013	08/16/2011	1,553.80	1,004.64	0.00	549.16	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
11.0000	10/16/2013	08/16/2011	489 31	372 79	0 00	116.52	0 00	0.00
249030107	DENTSPLY INTL INC		XRAY					
19.0000	10/17/2013	08/16/2011	844 95	643 91	0.00	201.04	0.00	0.00
26875P101	EOG RESOURCES INC		EOG					
25 0000	10/18/2013	12/16/2011	4,588 89	2,429.00	0.00	2,159.89	0 00	0.00
249030107	DENTSPLY INTL INC		XRAY					
35 0000	10/21/2013	08/16/2011	1,606.03	1,186 15	0.00	419 88	0.00	0.00
38259P508	GOOGLE INC CL A		GOOG					
8 0000	10/21/2013	Various	8,024.36	4,848 61	0.00	3,175 74	0 00	0.00
249030107	DENTSPLY INTL INC		XRAY					
10.0000	10/24/2013	08/16/2011	451.78	338.90	0.00	112.88	0 00	0.00

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2013 Tax Information Statement

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Recipient's Name and Address:
WILLIAM S. AND BLAIR Y. THOMPSON
FAMILY FOUNDATION
4 SHERWYN LANE
CREVE COEUR , MO 63141

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
806407102	HENRY SCHEIN INC COM STK		HSIC					
4.0000	10/24/2013	12/16/2011	444.39	252 52	0.00	191 87	0 00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
5 0000	10/25/2013	12/16/2011	554.91	315.65	0 00	239 26	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
7 0000	10/28/2013	08/16/2011	314.94	237 23	0.00	77.71	0 00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
6.0000	10/28/2013	12/16/2011	666.59	378.78	0.00	287.81	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
13.0000	10/29/2013	08/16/2011	586 06	440.57	0.00	145.49	0 00	0.00
94106L109	WASTE MANAGEMENT INC		WM					
45.0000	11/05/2013	09/19/2011	1,967 60	1,408.38	0.00	559 22	0.00	0.00
66987V109	NOVARTIS AG - ADR		NVS					
3.0000	11/18/2013	08/16/2011	235.63	168 18	0.00	67 45	0 00	0.00
66987V109	NOVARTIS AG - ADR		NVS					
12.0000	11/19/2013	08/16/2011	941.16	672 72	0.00	268.44	0 00	0 00
94106L109	WASTE MANAGEMENT INC		WM					
30.0000	11/19/2013	09/19/2011	1,355.92	938.92	0.00	417.00	0.00	0.00

This is important tax information and is being furnished to you

Exhibit I

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Exhibit I

2013 Tax Information Statement

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

Account Number: 1035001692
Recipient's Tax ID Number: 27-4278915

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
WILLIAM S. AND BLAIR Y THOMPSON
FAMILY FOUNDATION
4 SHERWYN LANE
CREVE COEUR , MO 63141

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
53071M104	LIBERTY INTERACTIVE A		LINTA					
18.0000	11/20/2013	10/17/2011	500.27	243 81	0.00	256.46	0.00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA					
18.0000	11/21/2013	10/17/2011	497.78	243.81	0.00	253.97	0 00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA					
23.0000	11/25/2013	10/17/2011	634.98	311.54	0.00	323.44	0.00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA					
31.0000	11/26/2013	10/17/2011	856.23	419.89	0.00	436 34	0.00	0.00
94106L109	WASTE MANAGEMENT INC		WM					
8 0000	11/26/2013	08/19/2011	365 82	250 38	0 00	115.44	0.00	0.00
94106L109	WASTE MANAGEMENT INC		WM					
32.0000	11/27/2013	Various	1,463.25	998.85	0.00	464.40	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
40.0000	12/24/2013	Various	1,946.73	1,354.86	0 00	591.87	0.00	0.00
Total Long Term Sales			140,955.39	102,031.78	0.00	38,923 60	0 00	0.00

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This is important tax information and is being furnished to you

Exhibit I

Exhibit II
William S Blair Y Thompson Family Foundation
Schedule of Grants Contributions Paid
For the year ended December 31, 2013

Name	Amount	Check #	Date
St. Louis Symphony	$ 500	1198	1/19/2013
Rustic Pathways Foundation	$ 1,100	1199	2/8/2013
March of Dimes	$ 50	1202	3/12/2013
Municipal Theatre Assoc. of St. Louis	$ 500	1201	3/12/2013
Wildlife Rescue Center	$ 100	1203	3/12/2013
Foxcroft School	$ 100	1212	6/14/2013
Missouri Botanical Gardens	$ 95	1205	6/14/2013
Missouri History Museum	$ 90	1207	6/14/2013
Repertory Theatre of St. Louis	$ 175	1208	6/14/2013
St. Louis Art Museum Foundation	$ 150	1209	6/14/2013
St. Louis Science Center	$ 85	1206	6/14/2013
St. Louis Zoo Friends Association	$ 2,000	1210	6/14/2013
Shakespeare Festival of St. Louis	$ 75	1211	6/14/2013
Fair St. Louis Foundation	$ 250	1213	6/20/2013
Special Olympics of Missouri	$ 300	1240	11/10/2013
American Cancer Society	$ 200	1215	11/15/2013
American Heart Association	$ 100	1216	11/15/2013
American Lung Association	$ 150	1217	11/15/2013
American Red Cross	$ 1,500	1218	11/15/2013
Barnes Jewish Hospital	$ 1,000	1219	11/15/2013
Conservation Federation of Missouri	$ 100	1220	11/15/2013
Doctors Without Boarders	$ 500	1221	11/15/2013
Forest Park Forever	$ 300	1222	11/15/2013
Epworth Children & Family Services	$ 150	1250	11/19/2013
Galapagos Conservancy	$ 200	1223	11/19/2013
Habitat for Humanity	$ 100	1224	11/19/2013
Humane Society of Missouri	$ 350	1225	11/19/2013
Humane Society of United States	$ 150	1226	11/19/2013
Make a Wish Foundation	$ 200	1227	11/19/2013
March of Dimes	$ 50	1228	11/19/2013
Marine Toys for Tots Foundation	$ 300	1229	11/19/2013
Metro Theatre Company	$ 100	1230	11/19/2013
Muscular Dystrophy Association	$ 500	1231	11/19/2013
National Wildlife Federation	$ 50	1232	11/19/2013
Nine Network	$ 500	1233	11/19/2013
Operation Food Search	$ 1,000	1234	11/19/2013
Oxfam America	$ 500	1235	11/19/2013
Planned Parenthood Federation of America	$ 100	1236	11/19/2013
Planned Parenthood - St. Louis	$ 300	1237	11/19/2013
St. Jude's Children's Research Hospital	$ 1,000	1241	11/19/2013
St. Louis Area Foodbank	$ 1,000	1242	11/19/2013

Exhibit II

William S Blair Y Thompson Family Foundation

Schedule of Grants Contributions Paid

For the year ended December 31, 2013

St. Louis Children's Hospital Foundation	$	500	1243	11/19/2013
St. Louis Crisis Nursery	$	300	1244	11/19/2013
Salvation Army	$	500	1238	11/19/2013
Shriner's Hospital for Children	$	500	1239	11/19/2013
United Way of Greater St. Louis	$	2,000	1245	11/19/2013
US Lacrosse Foundation	$	250	1246	11/19/2013
USO of Missouri	$	200	1247	11/19/2013
World Wildlife Fund	$	200	1248	11/19/2013
Wounded Warrior Project	$	100	1249	11/19/2013
100 Neediest Cases	$	1,000	1251	11/19/2013
American Diabetes Association	$	150	1252	11/30/2013
Ducks Unlimited	$	50	1253	11/30/2013
One Heart Family Ministries Inc	$	500	1254	11/30/2013
St. Louis Effort for AIDS	$	150	1255	11/30/2013
Sunshine Ministries	$	250	1256	11/30/2013
Veiled Prophet Foundation	$	500	1257	11/30/2013
Ranken Jordan Pediatric Specialty Hospital	$	300	1258	12/9/2013
The Churchill School	$	2,000	1263	12/20/2013
Connecticut College	$	2,500	1264	12/20/2013
Foxcroft School	$	3,000	1265	12/20/2013
Latin School of Chicago	$	3,000	1266	12/20/2013
Lynn University	$	2,500	1267	12/20/2013
MICDS	$	4,000	1268	12/20/2013
Missouri State University Foundation	$	2,000	1269	12/20/2013
SMU Fund	$	2,500	1270	12/20/2013
Washington University	$	1,500	1271	12/20/2013
ASPCA	$	100	1262	12/20/2013
National Trust for Historic Preservation	$	30	1260	12/20/2013
The Nature Conservancy	$	30	1261	12/20/2013
Susan G Komen for the Cure	$	400	1259	12/20/2013
University of Missouri (Tiger Scholar Foundation)	$	650	1273	12/21/2013
Backstoppers	$	300	1274	12/21/2013
Missouri Parks Association	$	250	1275	12/21/2013
St. Louis Learning Disabilities Association	$	500	1276	12/21/2013
Wild Bird Sanctuary	$	250	1272	12/21/2013
The Arthritis Foundation	$	500	1279	12/30/2013
Just Because We Care	$	1,000	1278	12/30/2013
Rainbow Village	$	500	1281	12/30/2013
The Rustic Pathways Foundation	$	1,100	1277	12/30/2013
St. Partrick's Center	$	500	1280	12/30/2013
Totals	$	52,530		

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
BROWN BROTHERS HARRIMAN	21,726.	4,922.	16,804.	16,804.	
TO PART I, LINE 4	21,726.	4,922.	16,804.	16,804.	

FORM 990-PF OTHER EXPENSES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	1,000.	1,000.		0.
INVESTMENT EXPENSES	4,257.	4,257.		0.
FOREIGN TAXES	386.	386.		0.
OTHER EXCISE TAX	1,122.	1,122.		0.
TO FORM 990-PF, PG 1, LN 23	6,765.	6,765.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 3

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BROWN BROTHER HARRIMAN	COST	956,495.	1,141,313.
TOTAL TO FORM 990-PF, PART II, LINE 13		956,495.	1,141,313.

FORM 990-PF CASH DEEMED CHARITABLE EXPLANATION STATEMENT STATEMENT 4
PART X, LINE 4

100 PERCENT OF THE ORGANIZATIONS FUNDS HAVE BEEN SET ASIDE TO FUND FUTURE CHARITABLE BEQUESTS.

FORM 990-PF PART XV - LINE 1A STATEMENT 5
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

WILLIAM S THOMPSON
BLAIR Y. THOMPSON

FORM 990-PF PART XV - LINE 1B STATEMENT 6
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

WILLIAM S THOMPSON
BLAIR Y. THOMPSON