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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning August 1 **, 2014, and ending** July 31 **, 20** 15

Name of foundation: Thrush-Thompson Foundation, Inc.

A Employer identification number: 35-2133120

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

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

City or town, state or province, country, and ZIP or foreign postal code: Westfield, IN 46074-0670

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ $6,749,015

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	207,434	207,434		
	5a	Gross rents				
	b	Net rental income or (loss) 1,886,938				
	6a	Net gain or (loss) from sale of assets not on line 10	77,038			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		77,038		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	284,472	284,472	N/A	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	72,000	28,800		43,200
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	500			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	629	252		377
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,199	480		719
	24	**Total operating and administrative expenses.** Add lines 13 through 23	74,328	29,532		44,296
	25	Contributions, gifts, grants paid	285,000			285,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	359,328	29,532	N/A	329,296
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(74,856)			
	b	**Net investment income** (if negative, enter -0-)		254,940		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing	178,609	634,399	634,399
2	Savings and temporary cash investments			
3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	6,781,600	3,877,990	6,114,616
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	6,960,209	4,512,389	6,749,015
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
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	4,587,245		
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	4,587,245		
31	**Total liabilities and net assets/fund balances** (see instructions)	4,587,245		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,587,245
2	Enter amount from Part I, line 27a	2	(74,856)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,512,389
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,512,389

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	Various Short Term Investments - See Attachment	P	Various	Various
b	Various Long Term Investments - See Attachment	P	Various	Various
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	16,682		51,768	(35,086)
b	1,870,256		1,758,132	112,124
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) 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	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	77,038
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	314,147	6,733,054	4.67%
2012	301,126	6,364,703	4.73%
2011	307,307	6,061,402	5.07%
2010	273,527	6,235,603	4.39%
2009	248,475	5,623,850	4.42%

2	**Total** of line 1, column (d)	2	23 28
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	4.66%
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	6,768,306
5	Multiply line 4 by line 3	5	315,403
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,549
7	Add lines 5 and 6	7	317,952
8	Enter qualifying distributions from Part XII, line 4	8	329,296

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	2,549
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,549
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	2,549
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 3,024		
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	3,024
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	475
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 475 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✔
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✔
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✔
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ **(2)** On foundation managers. ▶ $			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✔
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✔
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✔
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✔
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✔	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	✔	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✔	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		✔
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✔

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

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

Website address ▶ N/A

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✔
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		✔
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☑ No If "Yes," list the years ▶ 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✔
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		✔

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No

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

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Schedule 4		72,000	0	0

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

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

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,528,377
b	Average of monthly cash balances	1b	343,000
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,871,377
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,871,377
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	103,071
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,768,306
6	**Minimum investment return.** Enter 5% of line 5	6	338,415

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	338,415
2a	Tax on investment income for 2014 from Part VI, line 5	2a	2,549		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,549
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	335,866
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	335,866
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	335,866

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	329,296
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	329,296
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	329,296

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 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7				335,866
2	Undistributed income, if any, as of the end of 2014:				
a	Enter amount for 2013 only			325,288	
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2014:				
a	From 2009				
b	From 2010				
c	From 2011				
d	From 2012				
e	From 2013				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2014 from Part XII, line 4: ▶ $				
a	Applied to 2013, but not more than line 2a			325,288	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2014 distributable amount				4,009
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				331,857
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2010				
b	Excess from 2011				
c	Excess from 2012				
d	Excess from 2013				
e	Excess from 2014				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling . . . . . . ▶ N/A

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

Steven S Thompson, Thrush-Thompson Foundation, Inc., PO Box 670, Westfield, IN 46074-0670

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Schedule 3				285,000
Total . . . . . . ▶ **3a**				285,000
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				207,434	
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				77,038	
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)				284,472	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 284,472

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Steven S Thompson | 8/20/15 | Treasurer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

Schedule 1: Part I Line 18 - Taxes

Excise Tax	$ 500

Schedule 2: Part I Line 23 – Other Expenses

Office Expense	$ 449
Subscriptions	750
Total	$ 1,199

Form 990-PF (2014) **Thrush-Thompson Foundation, Inc.**

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

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

Recipient Name and address (home or business) a. Approved for the Year	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Bethesda Lutheran Communities 6720 Ridgeview Rd Anderson, IN 46013	None	501 C	Unrestricted	2,500.00
Boomerang Backpacks, Inc. 4616 E Dupont Rd, Suite C Fort Wayne, IN 46825	None	501 C	Unrestricted	2,500.00
Buckaroo Foundation Inc 800 Hillcrest Rd, Bldg 1 Mobile, AL 36527-5350	None	501 C	Unrestricted	10,000.00
Caney Creek Center 100 Purpose Road Pippa Passes, KY 41844	None	501 C	Unrestricted	2,500.00
Capitol District Christian Men's Fellowship Inc. 4605 S Allendale Dr Trafalgar, IN 46181	None	501 C	Unrestricted	105,000.00
Carmel Lutheran Church 4850 E Main St Carmel, IN 46033	None	501 C	Unrestricted	5,000.00
City of God 3526 Osborne Lane, Suite A Lafayette, IN 47909	None	501 C	Unrestricted	7,000.00
Fellowship of Catholic University Students PO Box 18710 Golden, CO 80402	None	501 C	Unrestricted	5,000.00
Foundation for Lutheran Child and Family Services, Indiana, Inc. 1525 N. Ritter Avenue Indianapolis, IN 46219	None	501 C	Unrestricted	5,000.00
Gigi's Playhouse, Inc. 2350 W Higgins Rd Hoffman Estates, IL 60169-1339	None	501 C	Unrestricted	5,000.00
Hands of Care Foundation Inc. 1030 Bard Ln Carmel, IN 46032	None	501 C	Unrestricted	5,000.00
Heartland Church 9665 Hague Rd Indianapolis, IN 46256	None	501 C	Unrestricted	7,000.00
Indiana District, Lutheran Church Missouri Synod 1145 S Barr St Fort Wayne, IN 46802-3180	None	501 C	Unrestricted	5,000.00

International Outreach Ministries Inc PO Box 2140 McComb, MS 39649	None	501 C	Unrestricted	5,000.00
International Student Ministry, Inc. PO Box 22 Stevens Point, WI 54481-0022	None	501 C	Unrestricted	2,500.00
L'Arche Mobile, Inc. 151 S Ann St Mobile, IN 36604	None	501 C	Unrestricted	5,000.00
Lafayette Central Catholic Jr.-Sr. High School 2410 S 9th St Lafayette, IN 47909	None	501 C	Unrestricted	10,000.00
Lutheran Central School 415 N Elm St Brownstown, IN 46237	None	501 C	Unrestricted	5,000.00
Lutheran High School of Indianapolis 5555 S Arlington Ave Indianapolis, IN 46237	None	501 C	Unrestricted	27,500.00
Miami County Historical Society, Inc. 51 N Broadway Peru, IN 46970-2237	None	501 C	Unrestricted	2,500.00
Miami County YMCA 34 E 6th St Peru, IN 46970	None	501 C	Unrestricted	20,000.00
Mobile Assn for Retarded Citizens 2424 Gordon Smith Dr Mobile, AL 36617	None	501 C	Unrestricted	5,000.00
Mobile Symphony, Inc. PO Box 3127 Mobile, AL 36652	None	501 C	Unrestricted	2,500.00
Prevail Incorporated 1100 S 9th St Noblesville, IN 46060	None	501 C	Unrestricted	6,000.00
Roberts Park United Methodist Church 401 N Delaware St Indianapolis, IN 46204	None	501 C	Unrestricted	2,500.00
Sertoma Club of Broad Ripple PO Box 40053 Indianapolis, IN 46240	None	501 C	Unrestricted	5,000.00
Sisters of Mary Mother of the Eucharist 4597 Warren Rd Ann Arbor, MI 48105- 9718	None	501 C	Unrestricted	10,000.00
The Children's Museum of Indianapolis, Inc. 3000 N Meridian St Indianapolis, IN 46204	None	501 C	Unrestricted	2,500.00
Wabash College PO Box 352 Crawfordsville, IN 47933	None	501 C	Unrestricted	5,000.00
Wheat Ridge Ministries One Pierce Place, Suite 250E Itasca, IL 60143	None	501 C	Unrestricted	2,500.00
Total Paid for the Year				***$285,000.00***

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

Name and address	Title and Average Hours Per Week Devoted	Compensation	Contribution To EBP & DC	Expense Account / Other
Jerry T Thompson PO Box 670 Westfield, IN 46074	Chairman and President 3.0	$12,000	$0	$0
Stanley T Thompson PO Box 670 Westfield, IN 46074	Secretary and VP Legal 3.0	$12,000	$0	$0
Stuart K Thompson PO Box 670 Westfield, IN 46074	VP of Grant Administration 3.0	$12,000	$0	$0
Steven S Thompson PO Box 670 Westfield, IN 46074	VP of Finance and Treasurer	$12,000	$0	$0
Sterling A Thompson PO Box 670 Westfield, IN 46074	VP of Income Investments	$12,000	$0	$0
Scott A Thompson PO Box 670 Westfield, IN 46074	VP of Appreciation Investments	$12,000	$0	$0
Total		***$72,000***	***$0***	***$0***

Capital Gains

8/1/2014 through 7/31/2015

Account	Secunty	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
SHORT TERM							
Investment 20077596	DIANA CONTAINERSHIP	55 000	11/7/2013	10/21/2014	120.97	230.23	-109 26
Investment 20077596	DIANA CONTAINERSHIP	2.000	11/7/2013	10/21/2014	4.40	8 40	-4 00
Investment 20077596	DIANA CONTAINERSHIP	800 000	11/7/2013	10/21/2014	1,759 59	3,348.74	-1,589.15
Investment 20077596	DIANA CONTAINERSHIP	100.000	11/7/2013	10/21/2014	219.95	418.59	-198 64
Investment 20077596	DIANA CONTAINERSHIP	100.000	11/7/2013	10/21/2014	219 95	418.59	-198 64
Investment 20077596	DIANA CONTAINERSHIP	100.000	11/7/2013	10/21/2014	219.95	418 59	-198 64
Investment 20077596	DIANA CONTAINERSHIP	2.000	11/7/2013	10/21/2014	4 40	8 37	-3 97
Investment 20077596	DIANA CONTAINERSHIP	100.000	11/7/2013	10/21/2014	219 95	418.59	-198 64
Investment 20077596	DIANA CONTAINERSHIP	2 000	11/7/2013	10/21/2014	4 40	8.37	-3 97
Investment 20077596	DIANA CONTAINERSHIP	58.000	11/7/2013	10/21/2014	127 57	242.78	-115 21
Investment 20077596	DIANA CONTAINERSHIP	90.000	11/7/2013	10/21/2014	197 95	376.73	-178 78
Investment 20077596	DIANA CONTAINERSHIP	100 000	11/7/2013	10/21/2014	219.95	418.59	-198 64
Investment 20077596	DIANA CONTAINERSHIP	3,241.000	11/8/2013	10/21/2014	7,128 52	13,556 33	-6,427.81
Investment 20077596	BOX SHIPS INC	3,492.000	11/8/2013	10/21/2014	4,186 70	21,418.65	-17,231 95
Investment 20077596	BOX SHIPS INC	1,500.000	11/8/2013	10/21/2014	1,798.41	9,200 45	-7,402 04
Investment 20077596	BOX SHIPS INC	200 000	11/8/2013	10/21/2014	239 78	1,226.73	-986 95
Investment 20077596	BOX SHIPS INC	8.000	11/8/2013	10/21/2014	9.59	49 07	-39 48
TOTAL SHORT TERM					**16,682.03**	**51,767.80**	**-35,085.77**
LONG TERM							
Investment 20077596	ISHARES S&P U S PFD FUND	750.000	5/3/2010	9/9/2014	29,479.41	28,903 89	575.52
Investment 20077596	ISHARES S&P U S PFD FUND	300.000	5/3/2010	9/9/2014	11,792.06	11,561.56	230 50
Investment 20077596	ISHARES S&P U S PFD FUND	630.000	9/1/2010	9/9/2014	24,763 33	25,114 45	-351.12
Investment 20077596	ISHARES S&P U S PFD FUND	160.000	9/2/2010	9/9/2014	6,289.10	6,365.14	-76 04
Investment 20077596	ISHARES S&P U S PFD FUND	338 000	9/2/2010	9/9/2014	13,285 72	13,446.34	-160 62
Investment 20077596	ISHARES S&P U S PFD FUND	242.000	9/2/2010	9/9/2014	9,512.26	9,627.27	-115 01
Investment 20077596	ISHARES S&P U S PFD FUND	330 000	9/3/2010	9/9/2014	12,971 27	13,138.69	-167 42
Investment 20077596	DIANA CONTAINERSHIP	1,700 000	4/9/2012	10/21/2014	3,739.12	10,173.53	-6,434 41
Investment 20077596	DIANA CONTAINERSHIP	321.000	4/9/2012	10/21/2014	706 03	1,921 00	-1,214 97
Investment 20077596	DIANA CONTAINERSHIP	1,279.000	4/10/2012	10/21/2014	2,813.14	7,688.58	-4,875 44
Investment 20077596	DIANA CONTAINERSHIP	500 000	4/10/2012	10/21/2014	1,099 74	3,005.71	-1,905 97
Investment 20077596	DIANA CONTAINERSHIP	600.000	4/10/2012	10/21/2014	1,319.69	3,606 85	-2,287.16
Investment 20077596	DIANA CONTAINERSHIP	1,250 000	4/10/2012	10/21/2014	2,749.35	7,514.27	-4,764 92
Investment 20077596	DIANA CONTAINERSHIP	600 000	4/10/2012	10/21/2014	1,319.69	3,606.85	-2,287.16
Investment 20077596	DIANA CONTAINERSHIP	600.000	4/10/2012	10/21/2014	1,319 69	3,606 85	-2,287.16
Investment 20077596	DIANA CONTAINERSHIP	400 000	4/10/2012	10/21/2014	879.79	2,404.57	-1,524 78
Investment 20077596	DIANA CONTAINERSHIP	400 000	4/10/2012	10/21/2014	879.79	2,404 57	-1,524.78
Investment 20077596	DIANA CONTAINERSHIP	600 000	4/10/2012	10/21/2014	1,319 69	3,606 85	-2,287.16
Investment 20077596	DIANA CONTAINERSHIP	100 000	4/10/2012	10/21/2014	219 95	601.14	-381 19

Capital Gains

8/1/2014 through 7/31/2015

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Investment 20077596	DIANA CONTAINERSHIP	100 000	6/26/2012	10/21/2014	219.95	716 43	-496 48
Investment 20077596	DIANA CONTAINERSHIP	2,000.000	6/26/2012	10/21/2014	4,398 97	14,328 52	-9,929 55
Investment 20077596	DIANA CONTAINERSHIP	3,900.000	4/18/2013	10/21/2014	8,577 98	20,015.95	-11,437.97
Investment 20077596	BOX SHIPS INC	250.000	4/15/2013	10/21/2014	299.73	1,533 41	-1,233 68
Investment 20077596	BOX SHIPS INC	1,300 000	4/15/2013	10/21/2014	1,558 62	7,973.73	-6,415.11
Investment 20077596	BOX SHIPS INC	400.000	4/15/2013	10/21/2014	479.58	2,453.45	-1,973 87
Investment 20077596	BOX SHIPS INC	300 000	4/15/2013	10/21/2014	359.68	1,840.09	-1,480 41
Investment 20077596	BOX SHIPS INC	200 000	4/15/2013	10/21/2014	239.79	1,226.73	-986 94
Investment 20077596	BOX SHIPS INC	900.000	4/15/2013	10/21/2014	1,079 05	5,520 27	-4,441 22
Investment 20077596	BOX SHIPS INC	100.000	4/15/2013	10/21/2014	119.89	613 36	-493 47
Investment 20077596	SMS MGMT & TECH	3,500 000	4/3/2012	10/21/2014	12,261 05	21,307.51	-9,046 46
Investment 20077596	CALUMET SPECIALTY PROD	100.000	9/23/2013	10/22/2014	2,729 58	3,011 36	-281 78
Investment 20077596	CALUMET SPECIALTY PROD	2,400.000	9/23/2013	10/22/2014	65,509 96	72,272.59	-6,762 63
Investment 20077596	BUCKEYE PARTNERS	1,200 000	10/9/2013	11/20/2014	98,460.87	76,124.95	22,335 92
Investment 20077596	SHIP FINANCE INTL	1,403.000	1/25/2013	11/20/2014	23,328 34	22,564 43	763 91
Investment 20077596	SHIP FINANCE INTL	700.000	1/25/2013	11/20/2014	11,639 23	11,258.09	381.14
Investment 20077596	SHIP FINANCE INTL	897.000	1/25/2013	11/20/2014	14,914.85	14,426.44	488.41
Investment 20077596	SHIP FINANCE INTL	1,150.000	4/15/2013	11/20/2014	19,121 60	19,823 45	-701 85
Investment 20077596	CORNING INC	1,062.000	12/2/2011	12/3/2014	22,723.13	13,511.81	9,211.32
Investment 20077596	CORNING INC	1,338 000	12/2/2011	12/3/2014	28,628.57	17,023 35	11,605 22
Investment 20077596	CORNING INC	600 000	12/2/2011	12/3/2014	12,837 93	7,633.79	5,204.14
Investment 20077596	T C PIPELINES LP	100.000	1/5/2010	12/4/2014	7,464.56	3,745.95	3,718 61
Investment 20077596	T C PIPELINES LP	600.000	1/6/2010	12/4/2014	44,787.34	22,786.13	22,001 21
Investment 20077596	COACH INC	2,000.000	1/23/2013	12/12/2014	70,389 49	102,308.95	-31,919 46
Investment 20077596	PEABODY ENERGY CORP	3,000.000	12/22/2008	12/19/2014	25,490.49	64,508 95	-39,018 46
Investment 20077596	FORD MOTOR COMPANY	4,000.000	2/3/2011	1/2/2015	61,955.37	60,408.95	1,546 42
Investment 20077596	FORD MOTOR COMPANY	2,000 000	3/4/2011	1/2/2015	30,977.69	28,608 95	2,368.74
Investment 20077596	FORD MOTOR COMPANY	5,000.000	4/5/2013	1/2/2015	77,444.22	61,008 95	16,435 27
Investment 20077596	SMS MGMT & TECH	100 000	4/3/2012	1/9/2015	287.32	608.79	-321 47
Investment 20077596	SMS MGMT & TECH	3,400 000	5/9/2012	1/9/2015	9,768 73	20,050.95	-10,282 22
Investment 20077596	VERIZON COMMUNICATIONS	1,000.000	6/19/2008	1/13/2015	47,482 99	36,606.95	10,876 04
Investment 20077596	VERIZON COMMUNICATIONS	500.000	9/17/2009	1/13/2015	23,741.49	15,002.24	8,739.25
Investment 20077596	WESTPORT INNOVATION N ..	750 000	10/4/2011	2/5/2015	3,557.95	17,633.95	-14,076 00
Investment 20077596	WESTPORT INNOVATION N...	750.000	5/10/2012	2/5/2015	3,557.95	18,758 95	-15,201 00
Investment 20077596	LIQUIDITY SERVICES INC	2,000 000	2/1/2013	2/5/2015	17,990.65	68,088.95	-50,098 30
Investment 20077596	VERIZON COMMUNICATIONS	1,500 000	9/17/2009	2/6/2015	74,030 91	45,006.71	29,024.20
Investment 20077596	ARM HOLDINGS	2,000.000	8/2/2011	2/18/2015	102,389.17	54,008 95	48,380 22
Investment 20077596	DONNELLEY R R & SONS CO	100 000	12/21/2010	2/19/2015	1,786 77	1,719 39	67.38
Investment 20077596	DONNELLEY R R & SONS CO	400.000	12/21/2010	2/19/2015	7,147 07	6,877 56	269 51
Investment 20077596	DONNELLEY R R & SONS CO	1,800 000	12/21/2010	2/19/2015	32,161 84	30,949 00	1,212 84
Investment 20077596	DONNELLEY R R & SONS CO	700 000	8/19/2011	2/19/2015	12,507.38	9,570.95	2,936 43

Capital Gains
8/1/2014 through 7/31/2015

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Investment 20077596	DONNELLEY R R & SONS CO	50.000	4/23/2012	2/23/2015	904 83	589.86	314 97
Investment 20077596	DONNELLEY R R & SONS CO	900 000	4/23/2012	2/23/2015	16,286 97	10,617 44	5,669.53
Investment 20077596	DONNELLEY R R & SONS CO	200 000	4/23/2012	2/23/2015	3,619.33	2,359 43	1,259.90
Investment 20077596	DONNELLEY R R & SONS CO	100.000	4/23/2012	2/23/2015	1,809.66	1,179.72	629 94
Investment 20077596	DONNELLEY R R & SONS CO	1,700 000	4/17/2013	2/23/2015	30,764.28	20,119 95	10,644.33
Investment 20077596	SODASTREAM INTL	1,000.000	1/5/2011	3/13/2015	18,490.71	28,508.95	-10,018 24
Investment 20077596	MC DONALDS CORP	1,000.000	3/22/2012	3/23/2015	98,689 23	96,038.95	2,650 28
Investment 20077596	VANGUARD EMERGING MA. .	382 000	8/29/2008	4/1/2015	15,852.08	15,739.82	112.26
Investment 20077596	T C PIPELINES LP	700 000	1/6/2010	4/1/2015	45,625 20	26,583.82	19,041.38
Investment 20077596	T C PIPELINES LP	200.000	5/3/2010	4/1/2015	13,035.77	7,855.16	5,180 61
Investment 20077596	VANGUARD EMERGING MA...	18 000	8/29/2008	4/1/2015	746 96	741 67	5.29
Investment 20077596	VANGUARD EMERGING MA ..	2,000.000	8/29/2008	4/1/2015	82,995.16	82,407.46	587.70
Investment 20077596	VANGUARD EMERGING MA...	2,000.000	9/15/2008	4/1/2015	82,995 16	71,008.95	11,986 21
Investment 20077596	VANGUARD EMERGING MA...	1,000 000	11/20/2008	4/1/2015	41,497.58	19,938 95	21,558.63
Investment 20077596	ISHARES TR S&P LATN AME ..	2,243.000	1/20/2009	4/6/2015	70,197.91	52,717.19	17,480.72
Investment 20077596	ISHARES TR S&P LATN AME ..	133 000	1/20/2009	4/6/2015	4,162 43	3,125.90	1,036.53
Investment 20077596	ISHARES TR S&P LATN AME...	624.000	1/20/2009	4/6/2015	19,528.98	14,665 86	4,863.12
Investment 20077596	CATERPILLAR INC	500.000	9/18/2008	4/27/2015	42,437.43	30,658.95	11,778.48
Investment 20077596	CATERPILLAR INC	500.000	9/24/2008	4/27/2015	42,437.43	31,008 95	11,428 48
Investment 20077596	CATERPILLAR INC	500 000	10/16/2008	4/27/2015	42,437.43	20,008 95	22,428.48
Investment 20077596	CATERPILLAR INC	500 000	10/23/2008	4/27/2015	42,437.43	17,258.95	25,178.48
Investment 20077596	CATERPILLAR INC	500 000	3/20/2013	4/27/2015	42,437.43	43,258.95	-821.52
TOTAL LONG TERM					**1,870,255.94**	**1,758,131.82**	**112,124.12**
OVERALL TOTAL					**1,886,937.97**	**1,809,899.62**	**77,038.35**

Portfolio Value - As of 7/31/2015

As of 7/31/2015

Security	Shares	Quote/Price est	Cost Basis	Gain/Loss	Balance
(No Type)					
-Cash-			634,399.59	0 00	634,399 59
TOTAL (No Type)			**634,399.59**	**0.00**	**634,399.59**
Mutual Fund					
ALPS TRUST ETF SECTOR DIVIDEND DOGS	7,350.000	36.450	283,365.30	-15,457.80	267,907.50
GLOBAL X ETF SUPERDIVIDEND US	9,600.000	26.280	283,073 22	-30,785 22	252,288 00
ISHARES S&P U S PFD FUND	5,450.000	39 520	212,848.88	2,535.12	215,384 00
POWERSHARES ETF - S&P 500 HIGH DIVIDEND	8,600 000	32.800	282,242 65	-162 65	282,080.00
POWERSHS EXCH TRAD FD TRPREFERRED PORTFOLIO ..	9,900.000	14.700	142,956.00	2,574.00	145,530.00
SENIOR HOUSING PPTYS TR REIT	5,100 000	17.270	119,654.90	-31,577.90	88,077.00
VANGUARD INFO TECHNOLOGY	3,000.000	108 640	97,508.95	228,411.05	325,920 00
VANGUARD MID CAP	2,500 000	128.920	136,626 85	185,673.15	322,300 00
VANGUARD REIT	2,500.000	79 000	90,008.95	107,491.05	197,500.00
VANGUARD SMALL CAP	1,000 000	121.120	40,517.90	80,602 10	121,120.00
VANGUARD SMALL CAP GRWTH	2,000.000	134 910	117,316 85	152,503.15	269,820.00
TOTAL Mutual Fund			**1,806,120.45**	**681,806.05**	**2,487,926.50**
Stock					
3 D SYSTEMS CORP	1,500.000	13.160	71,267.90	-51,527 90	19,740.00
A T & T	3,000.000	34 740	91,613.90	12,606.10	104,220.00
APPLE INC	4,550.000	121.300	129,870 40	422,044 60	551,915 00
BAIDU COM	500.000	172 660	65,008.95	21,321.05	86,330.00
CELGENE CORP	1,300.000	131.250	146,258 95	24,366 05	170,625.00
CHEVRON CORPORATION	2,500.000	88.480	118,273.69	102,926.31	221,200.00
CHUBB CORPORATION	2,500.000	124.330	110,862.53	199,962 47	310,825.00
COMMUNICATIONS SALES	2,099.000	20.850	72,138.36	-28,374.21	43,764.15
DISNEY WALT CO	2,000.000	120.000	153,617 90	86,382.10	240,000.00
EXTERRAN PARTNERS LP	4,250.000	20.620	110,545.15	-22,910.15	87,635 00
EXXON MOBIL CORPORATION	3,000 000	79.210	26,823 45	210,806 55	237,630.00
GOOGLE INC CLASS A	100 000	657 500	19,535.69	46,214.31	65,750.00
GOOGLE INC CLASS C	100.000	625.610	19,473.26	43,087.74	62,561.00
GOPRO INC	1,000.000	62 100	37,488.95	24,611.05	62,100 00
INTL BUSINESS MACHINES	700.000	161.990	85,617.90	27,775 10	113,393.00
INTUITIVE SURGICAL	200.000	533 170	57,008.95	49,625.05	106,634.00
JOHNSON & JOHNSON	2,000.000	100.210	26,400.11	174,019.89	200,420.00
JPMORGAN CHASE & CO	2,500.000	68 530	103,917.90	67,407.10	171,325 00
PROCTER & GAMBLE	2,000 000	76.700	73,874.63	79,525.37	153,400.00
SEADRILL LTD	2,950.000	8.910	110,303.75	-84,019 25	26,284 50
SIMON PPTY GROUP	750 000	187.220	111,121.45	29,293 55	140,415.00
T C PIPELINES LP	900.000	57 300	38,947.74	12,622.26	51,570.00
TABLEAU SOFTWARE INC	500 000	104 740	31,258.95	21,111.05	52,370.00

Portfolio Value - As of 7/31/2015

As of 7/31/2015

Security	Shares	Quote/Price est	Cost Basis	Gain/Loss	Balance
TRAVELERS COMPANIES INC	2,500 000	106.120	152,447.90	112,852 10	265,300 00
WHOLE FOODS MARKET INC	2,000 000	36 400	85,008 95	-12,208 95	72,800 00
WINDSTREAM HOLDINGS INC	1,749 000	4 850	23,181 88	-14,699 23	8,482 65
TOTAL Stock			**2,071,869.19**	**1,554,820.11**	**3,626,689.30**
TOTAL Investments			**4,512,389.23**	**2,236,626.16**	**6,749,015.39**