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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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning **August 1**, 2016, and ending **July 31**, 20 **17**

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) ▶ \$ 7,205,586	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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	185,141	185,141		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(8,293)			
	b Gross sales price for all assets on line 6a 539,932				
	7 Capital gain net income (from Part IV, line 2)				
	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	176,848	185,141	N/A		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	70,000	28,000		42,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,780			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	994	398		596
	24 Total operating and administrative expenses. Add lines 13 through 23	73,774	28,398		42,596
	25 Contributions, gifts, grants paid	275,000			275,000
26 Total expenses and disbursements. Add lines 24 and 25	348,774	28,398	N/A	317,596	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(171,926)				
b Net investment income (if negative, enter -0-)		156,743			
c Adjusted net income (if negative, enter -0-)			N/A		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2016)

SCANNED AUG 14 2017

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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		166,787	344,176	344,176
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U.S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)		4,109,410	3,760,095	6,861,410
	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) ▶				
Liabilities	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		4,276,197	4,104,271	7,205,586
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
Net Assets or Fund Balances	24 Unrestricted		4,276,197	4,104,271	
	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)		4,276,197	4,104,271	
	31 Total liabilities and net assets/fund balances (see instructions)		4,276,197	4,104,271	

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	4,276,197
2 Enter amount from Part I, line 27a	2	(171,926)
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	
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	4,104,271

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 150,000		150,000	0
b 389,932		398,225	(8,293)
c			
d			
e			

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	(8,293)
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))
2015	335,185	6,365,472	5.27%
2014	329,296	6,768,306	4.87%
2013	314,147	6,733,054	4.67%
2012	301,126	6,364,703	4.73%
2011	307,307	6,061,402	5.07%

2	Total of line 1, column (d)	2	24.61%
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	4.92%
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	6,794,610
5	Multiply line 4 by line 3	5	334,295
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,567
7	Add lines 5 and 6	7	335,862
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	317,596

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		3,135
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		3,135
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		3,135
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a		3,500
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		3,500
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		365
11	Enter the amount of line 10 to be: Credited to 2017 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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Indiana		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	✓	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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? Website address ► N/A	13	✓
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		
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	✓

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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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.) 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____	2b	
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 2016 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 2016.)	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 2016?	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** ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

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 3		70,000	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	6,709,353
b	Average of monthly cash balances	1b	188,728
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,898,081
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	6,898,081
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	(103,471)
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,794,610
6	Minimum investment return. Enter 5% of line 5	6	339,730

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	339,730
2a	Tax on investment income for 2016 from Part VI, line 5	2a	3,135
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,135
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	336,595
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	336,595
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	336,595

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	317,596
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	317,596
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	317,596

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				336,595
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			312,941	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e				
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ _____				
a Applied to 2015, but not more than line 2a			312,941	
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 2016 distributable amount				4,655
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (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 2015. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				331,940
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 2011 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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)	☐ 4942(j)(3) or ☐ 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year (a) 2016	Prior 3 years (b) 2015 (c) 2014 (d) 2013			(e) Total
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 <i>Paid during the year</i> See Schedule 4				275,000
Total ▶ 3a				275,000
b <i>Approved for future payment</i>				
Total ▶ 3b				0

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.		

[illegible]

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

(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.

[Signature] 8/5/17 **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	Pnnt/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Form 990-PF (2016)

Thrush-Thompson Foundation, Inc.

Schedule 1: Part I Line 18 - Taxes

Excise Tax \$ 2,780

Schedule 2: Part I Line 23 – Other Expenses

Office Expense \$ 244

Subscriptions 750

Total \$ 994

Schedule 3: 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
Stanley T Thompson PO Box 670 Westfield, IN 46074	Chairman, President, Secretary and VP Legal 3.0	\$14,000	\$0	\$0
Stuart K Thompson PO Box 670 Westfield, IN 46074	VP of Grant Administration 3.0	\$14,000	\$0	\$0
Steven S Thompson PO Box 670 Westfield, IN 46074	VP of Finance and Treasurer 3.0	\$14,000	\$0	\$0
Sterling A Thompson PO Box 670 Westfield, IN 46074	VP of Income Investments 3.0	\$14,000	\$0	\$0
Scott A Thompson PO Box 670 Westfield, IN 46074	VP of Appreciation Investments 3.0	\$14,000	\$0	\$0
Total		\$70,000	\$0	\$0

Form 990-PF (2016)

Thrush-Thompson Foundation, Inc.

Schedule 4: 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)	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. Approved for the Year				
Capitol District Christian Men's Fellowship Inc. 4605 S Allendale Dr Trafalgar, IN 46181	None	501 C	Unrestricted	\$15,500.00
Carmel Lutheran Church 4850 E Main St Carmel, IN 46033	None	501 C	Unrestricted	21,500.00
City of God 3526 Osborne Lane, Suite A Lafayette, IN 47909	None	501 C	Unrestricted	10,000.00
Foundation for Lutheran Child and Family Services, Indiana, Inc. 1525 N. Ritter Avenue Indianapolis, IN 46219	None	501 C	Unrestricted	25,000.00
Gigi's Playhouse, Inc. 2350 W Higgins Rd Hoffman Estates, IL 60169-1339	None	501 C	Unrestricted	3,000.00
Hands of Care Foundation Inc. 1030 Bard Ln Carmel, IN 46032	None	501 C	Unrestricted	2,500.00
Heartland Church 9665 Hague Rd Indianapolis, IN 46256	None	501 C	Unrestricted	20,000.00
International Outreach Ministries Inc PO Box 2140 McComb, MS 39649	None	501 C	Unrestricted	10,000.00
Jubilee Baptist Church 9264 Pleasant Road Daphne, AL 36526	None	501 C	Unrestricted	18,000.00
L'Arche Mobile, Inc. 151 S Ann St Mobile, IN 36604	None	501 C	Unrestricted	10,000.00
Lafayette Central Catholic Jr.-Sr. High School 2410 S 9 th St Lafayette, IN 47909	None	501 C	Unrestricted	25,000.00
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	29,000.00

Miami County YMCA 34 E 6 th 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
National Junior Tennis League of Indianapolis, Inc. 911 East 86th St, Suite 31 Indianapolis, IN 4620	None	501 C	Unrestricted	10,000.00
Prevail Incorporated 1100 S 9th St Noblesville, IN 46060	None	501 C	Unrestricted	5,000.00
Program Velasco 500 El Camino Real Santa Clara, CA 95050	None	501 C	Unrestricted	4,000.00
Ransom Ministries PO Box 851854 Mobile, AL	None	501 C	Unrestricted	2,500.00
Ronald Gray Ministries PO Box 1873 Daphne, AL 36526	None	501 C	Unrestricted	2,500.00
Sertoma Club of Broad Ripple PO Box 40053 Indianapolis, IN 46240	None	501 C	Unrestricted	2,500.00
St. Jude Catholic Church 10811 N. Knoxville Ave Peoria, IL 61615	None	501 C	Unrestricted	10,000.00
St. Thomas Of Canterbury – Uptown Chicago 4827 N. Kenmore Avenue Chicago, IL 60640	None	501 C	Unrestricted	7,500.00
Thrive Counseling Center 120 S Marion St Oak Park, IL 60302	None	501 C	Unrestricted	4,000.00
Wabash College PO Box 352 Crawfordsville, IN 47933	None	501 C	Unrestricted	5,000.00
Total Paid for the Year				\$275,000.00

	Security	Symbol	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
SHORT TERM								
Investment 20077596	BANK OF CHINA NEW 0 6%16CD	9712478	500 000	7/13/2016	10/20/2016	50,000 00	50,000 00	0 00
Investment 20077596	SANTANDER BANK N 0 65%17CD	9756505	1,000 000	7/13/2016	1/20/2017	100,000 00	100,000 00	0 00
TOTAL SHORT TERM						150,000.00	150,000.00	0.00
LONG TERM								
Investment 20077596	3 D SYSTEMS CORP	DDD	1,000 000	3/21/2014	9/15/2016	15,793 69	57,508 95	-41,715 26
Investment 20077596	3 D SYSTEMS CORP	DDD	500 000	3/11/2015	9/15/2016	7,896 84	13,758 95	-5,862 11
Investment 20077596	GOPRO INC	GPRO	1,000 000	3/10/2015	9/15/2016	13,240 76	37,488 95	-24,248 19
Investment 20077596	BAIDU COM	BIDU	456 000	4/25/2012	2/8/2017	82,983 85	59,288 16	23,695 69
Investment 20077596	BAIDU COM	BIDU	44 000	4/25/2012	2/8/2017	8,007 22	5,720 79	2,286 43
Investment 20077596	TABLEAU SOFTWARE INC	DATA	500 000	4/15/2014	5/4/2017	30,014 40	31,258 95	-1,244 55
Investment 20077596	SCHWAB US LARGE CAP ETF	SCHX	4,000 000	8/21/2015	6/1/2017	231,994 94	193,200 00	38,794 94
TOTAL LONG TERM						389,931.70	398,224.75	-8,293.05
OVERALL TOTAL						539,931.70	548,224.75	-8,293.05

Security	Symbol	Shares	Quote/Pri ..	Cost Basis	Gain/Loss	Balance
(No Type)						
-Cash-				344,176.07	0.00	344,176.07
TOTAL (No Type)				344,176.07	0.00	344,176.07
Mutual Fund						
ALPS TRUST ETF SECTOR DIVIDEND DOGS	SDOG	9,080,000	43.090	343,621.20	47,636.00	391,257.20
GLOBAL X ETF SUPERDIVIDEND US	DIV	12,000,000	25.580	343,559.77	-36,599.77	306,960.00
ISHARES S&P U S PFD FUND	PFF	5,450,000	39.250	212,848.88	1,063.62	213,912.50
POWERSHARES ETF - S&P 500 HIGH DIVIDEND	SPHD	10,480,000	40.400	342,411.60	80,980.40	423,392.00
POWERSHES EXCH TRAD FD TRPREFERRED PORTFOLIO .	PGX	9,900,000	15.140	142,956.00	6,930.00	149,886.00
SENIOR HOUSING PPTYS TR REIT	SNH	5,100,000	19.450	118,989.06	-19,794.06	99,195.00
VANGUARD INFO TECHNOLOGY	VGT	3,000,000	146.660	97,508.95	342,471.05	439,980.00
VANGUARD MID CAP	VO	2,500,000	145.090	136,626.85	226,098.15	362,725.00
VANGUARD REIT	VNQ	2,500,000	84.260	90,008.95	120,641.05	210,650.00
VANGUARD SMALL CAP	VB	1,000,000	137.150	40,517.90	96,632.10	137,150.00
VANGUARD SMALL CAP GRWTH	VBK	2,000,000	147.720	117,316.85	178,123.15	295,440.00
TOTAL Mutual Fund				1,986,366.01	1,044,181.69	3,030,547.70
Stock						
A T & T	T	3,000,000	39.000	91,613.90	25,386.10	117,000.00
ALPHABET INC CLASS A	GOOGL	100,000	945.500	19,535.69	75,014.31	94,550.00
ALPHABET INC CLASS C	GOOG	100,000	930.500	19,473.26	73,576.74	93,050.00
APPLE INC	AAPL	4,550,000	148.730	129,870.40	546,851.10	676,721.50
C V S CAREMARK CORP	CVS	1,500,000	79.930	159,608.95	-39,713.95	119,895.00
CELGENE CORP	CELG	1,300,000	135.410	146,258.95	29,774.05	176,033.00
CHEVRON CORPORATION	CVX	2,500,000	109.190	118,273.69	154,701.31	272,975.00
CHUBB CORPORATION	CB	1,504,000	146.460	76,463.88	143,811.96	220,275.84
DISNEY WALT CO	DIS	2,000,000	109.930	153,617.90	66,242.10	219,860.00
EXXON MOBIL CORPORATION	XOM	3,000,000	80.040	26,823.45	213,296.55	240,120.00
GILEAD SCIENCES INC	GILD	1,000,000	76.090	108,508.95	-32,418.95	76,090.00
HANESBRANDS INC	HBI	4,000,000	22.920	88,408.95	3,271.05	91,680.00
INTUITIVE SURGICAL	ISRG	200,000	938.260	57,008.95	130,643.05	187,652.00
JOHNSON & JOHNSON	JNJ	2,000,000	132.720	26,400.11	239,039.89	265,440.00
JPMORGAN CHASE & CO	JPM	2,500,000	91.800	103,917.90	125,582.10	229,500.00
PROCTER & GAMBLE	PG	2,000,000	90.820	73,874.63	107,765.37	181,640.00
SCHWAB US SMALL CAP ETF	SCHA	2,000,000	64.640	110,500.00	18,780.00	129,280.00
SIMON PPTY GROUP	SPG	750,000	158.500	111,121.45	7,753.55	118,875.00
TRAVELERS COMPANIES INC	TRV	2,500,000	128.090	152,447.90	167,777.10	320,225.00
TOTAL Stock				1,773,728.91	2,057,133.43	3,830,862.34
TOTAL Investments				4,104,270.99	3,101,315.12	7,205,586.11