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

2009

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

For calendar year 2009, or tax year beginning

, and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE THOMPSON FOUNDATION, INC.			A Employer identification number 72-1389140
	Number and street (or P O box number if mail is not delivered to street address) 2830 CAHABA ROAD		Room/suite	B Telephone number (205) 802-7202
	City or town, state, and ZIP code BIRMINGHAM, AL 35223			C If exemption application is pending, check here ► <input type="checkbox"/>
H Check type of organization:	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method:	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
► \$ 3,177,746.	(Part I, column (d) must be on cash basis)			E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
Revenue	1 Contributions, gifts, grants, etc., received	1,108,000.		
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments	2,704.	2,704.	STATEMENT 1
	3 Dividends and interest from securities	126,410.	126,410.	STATEMENT 2
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	1,340,127.	<282,512.>	
	7 Capital gain net income (from Part IV, line 2)		0.	
	8 Net short-term capital gain			
	9 Income modifications Gross sales less returns			
	10a and allowances			
	b Less Cost of goods sold			
	c Gross profit or (loss)			
	11 Other income	3,795.	3,795.	0. STATEMENT 3
	12 Total. Add lines 1 through 11	958,397.	132,909.	0.
	13 Compensation of officers, directors, trustees, etc	25,783.	12,892.	0. 12,891.
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees OGDEN, UT	8,151.	4,075.	0. 4,076.
	b Accounting fees			
	c Other professional fees			
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy	1,500.	750.	0. 750.	
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	41,955.	40,510.	0. 1,445.	
24 Total operating and administrative expenses. Add lines 13 through 23	77,389.	58,227.	0. 19,162.	
25 Contributions, gifts, grants paid	1,052,686.		1,052,686.	
26 Total expenses and disbursements. Add lines 24 and 25	1,130,075.	58,227.	0. 1,071,848.	
27 Subtract line 26 from line 12:	<171,678.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		74,682.		
c Adjusted net income (if negative, enter -0-)			0.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	33,010.	272,321.	272,309.
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock	3,453,315.	2,897,643.	2,796,785.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►))			
	16	Total assets (to be completed by all filers)	3,486,325.	3,169,964.	3,069,094.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►))			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31				
	27	Capital stock, trust principal, or current funds	3,486,325.	3,169,964.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	Total net assets or fund balances	3,486,325.	3,169,964.	
	31	Total liabilities and net assets/fund balances	3,486,325.	3,169,964.	

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	3,486,325.
2	Enter amount from Part I, line 27a	2	<171,678.>
3	Other increases not included in line 2 (itemize) ►	SEE STATEMENT 6	
4	Add lines 1, 2, and 3	3	29,958.
5	Decreases not included in line 2 (itemize) ►	4	3,344,605.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	5	174,641.
		6	3,169,964.

Form 990-PF (2009)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHMENT					
b ASPEN FUND - K-1					
c HAINES ALL SEASON - K-1					
d POWERSHARES K-1					
e CAPITAL GAINS DIVIDENDS					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,338,694.		1,488,358.		<149,664. >	
b				<2,199. >	
c				<131,857. >	
d				<225. >	
e 1,433.				1,433.	
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				<149,664. >	
b				<2,199. >	
c				<131,857. >	
d				<225. >	
e				1,433.	
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		<282,512. >
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }		3		N/A

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

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

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

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

 Yes No

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

1 Enter the appropriate amount in each column for each year; see 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))
2008	1,273,733.	4,259,212.	.299054
2007	1,355,095.	4,485,976.	.302074
2006	1,196,880.	4,044,959.	.295894
2005	1,379,423.	3,855,858.	.357747
2004	1,570,073.	3,480,632.	.451088

2 Total of line 1, column (d)

2 1.705857

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 .341171

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 3,389,505.

5 Multiply line 4 by line 3

5 1,156,401.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 747.

7 Add lines 5 and 6

7 1,157,148.

8 Enter qualifying distributions from Part XII, line 4

8 1,071,848.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	1 , 494 .
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 ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6 Credits/Payments:		1 , 494 .
a	2009 estimated tax payments and 2008 overpayment credited to 2009	
b	Exempt foreign organizations - tax withheld at source	
c	Tax paid with application for extension of time to file (Form 8868)	
d	Backup withholding erroneously withheld	
7	Total credits and payments. Add lines 6a through 6d	1 , 000 .
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	9 .
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
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ► Refunded ► 11	11

Part VII-A Statements Regarding Activities

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	X	
5	X	
6	X	
7	X	
8a	AL	
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 <i>General Instruction G</i> ? If "No," attach explanation	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	

Part VII-A Statements Regarding Activities (continued)

- | | | |
|----|---|------------------------------|
| 11 | | X |
| 12 | | X |
| 13 | X | |
| 14 | THE THOMPSON FOUNDATION, INC. | Telephone no. (205) 802-7202 |
| | Located at 2830 CAHABA ROAD, BIRMINGHAM, AL | ZIP+4 35223 |
| 15 | ► 15 | N/A |
- 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)
- 12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A
- 14 The books are in care of ► THE THOMPSON FOUNDATION, INC. Telephone no. ► (205) 802-7202 Located at ► 2830 CAHABA ROAD, BIRMINGHAM, AL ZIP+4 ► 35223
- 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

- | | Yes | No |
|---|------------------------------|--|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> X No |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> X No |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> X No |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> X No |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> X No |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> X 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here | N/A | ► |
| 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 2009? | 1b | |
| 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> X No |
| If "Yes," list the years ► _____, _____, _____, _____ | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) | N/A | 2b |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. | | |
| ► _____, _____, _____, _____ | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> X No |
| b If "Yes," did it have excess business holdings in 2009 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 2009.) | N/A | 3b |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | |
| 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 2009? | 4a | X |
| | 4b | X |

Form 990-PF (2009)

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			N/A	5b
Organizations relying on a current notice regarding disaster assistance check here			<input checked="" type="checkbox"/>	
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		N/A	
If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		N/A	7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL D. THOMPSON 1725 SOMERSET CIRCLE BIRMINGHAM, AL BAMA 35213	PRESIDENT 1.00	0.	0.	0.
LISA THOMPSON-SMITH 3323 EAST BRIARCLIFF ROAD BIRMINGHAM, AL BAMA 35223	SECRETARY 1.00	0.	0.	0.
HALL W. THOMPSON, JR. 4948 SUSSEX ROAD BIRMINGHAM, AL BAMA 35242	DIRECTOR 1.00	0.	0.	0.
BETTY D. MORRISON 105 HOLLYWOOD BOULEVARD BIRMINGHAM, AL BAMA 35209	EXECUTIVE DIRECTOR 20.00	25,783.	0.	0.

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

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

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

0

Form 990-PF (2009)

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

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

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

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

1

0

Part IX-A | Summary of Direct Charitable Activities

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

Expenses

1 **NONE**

0.

2

3

4

Part IX-B | Summary of Program-Related Investments

Summary of program-related investments

Amount

1 **NONE**

9.

2

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

Form 990-PF (2009)

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	2,684,603.
b Average of monthly cash balances	1b	756,519.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	3,441,122.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	3,441,122.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	51,617.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,389,505.
6 Minimum investment return. Enter 5% of line 5	6	169,475.

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	169,475.
2a Tax on investment income for 2009 from Part VI, line 5	2a	1,494.
b Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,494.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	167,981.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	167,981.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	167,981.

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	1,071,848.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,071,848.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,071,848.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				167,981.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	1,397,021.			
b From 2005	1,190,751.			
c From 2006	1,002,865.			
d From 2007	1,137,890.			
e From 2008	1,061,750.			
f Total of lines 3a through e	5,790,277.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 1,071,848.			0.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				167,981.
e Remaining amount distributed out of corpus				0.
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	903,867.			
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,694,144.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	1,397,021.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	5,297,123.			
10 Analysis of line 9:				
a Excess from 2005	1,190,751.			
b Excess from 2006	1,002,865.			
c Excess from 2007	1,137,890.			
d Excess from 2008	1,061,750.			
e Excess from 2009	903,867.			

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

N/A

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 the instructions.)

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 9

- 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 of the person to whom applications should be addressed:

N/A

- 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED LIST	NONE	UNKNOWN	SEE ATTACHED LIST	334,032.
SEE ATTACHED LIST	NONE	UNKNOWN	SEE ATTACHED LIST	753,500.
SEE ATTACHED LIST	NONE	UNKNOWN	SEE ATTACHED LIST	6,000.
REVERSAL OF CHECKS WRITTEN BUT NOT ISSUED OR REFUNDED	NONE	UNKNOWN	N/A	<40,846.>
Total			► 3a	1052686.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	2,704.	
4 Dividends and interest from securities			14	126,410.	
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			01	3,795.	
8 Gain or (loss) from sales of assets other than inventory			18	<282,512.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		<149,603.>	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	<149,603.>
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

- a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
 - (2) Other assets

- ## b Other transactions

- (1) Sales of assets to a noncharitable exempt organization**

- (2) Purchases of assets from a noncharitable exempt organization**

- (3) Rental of facilities, equipment, or other assets**

- #### (4) Reimbursement arrangements

- (5) Loans or loan guarantees**

- (6) Performance of services or membership or fundraising solicitations**

- a. Sharing of facilities, equipment, mailing lists, other assets, or paid employees**

- 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.

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

- b If "Yes," complete the following schedule.

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Sign Here		Date	Date	Date
Paid Preparer's Use Only	Preparer's signature ► <i>J. C. Brown</i>	Date <i>10/22/10</i>	Check if self- employed ► <input type="checkbox"/>	Preparer's identifying number <i>P00058113L</i>
Firm's name (or yours if self-employed), address, and ZIP code ►	WARREN, AVERETT, KIMBROUGH & MARINO, LLC 2500 ACTON ROAD BIRMINGHAM, ALABAMA 35243		EIN ► <i>63-1259824</i>	Phone no (205) 979-4100

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No. 1545-0047

2009**Name of the organization****THE THOMPSON FOUNDATION, INC.****Employer identification number****72-1389140****Organization type (check one):****Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

THE THOMPSON FOUNDATION, INC.

72-1389140

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MICHAEL THOMPSON 1725 SOMERSET CIRCLE BIRMINGHAM, AL 35213	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	THOMPSON TRACTOR COMPANY, INC. P.O BOX 10367 BIRMINGHAM, AL 35202	\$ 1,058,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

The Thompson Foundation
Transaction Detail By Account
January through December 2009

Type	Date	Num	Adj	Name	Memo	Clr	Split	Debit	Credit	Balance
Grant Disbursements										
Civic										
Check	1/8/09	3246		History Museu...	/Bayard Ty...				15,000.00	
Check	1/12/09	3257		Birmingham Zoo	Zoo Light ...				4,217.50	
Check	1/30/09	3268		WBHM 90.3	contribution				19,417.50	
Check	1/30/09	3272		Birmingham Int.	annual co...				20,417.50	
Check	2/25/09	3293		Mercedes Mara...	Rental equ...	X			1,000.00	
Check	2/25/09	3295		Mercedes Mara...	rental equi...				0.00	
Check	3/3/09	3308		NCC / UNBOUND	First Comm ...				493.75	
Check	3/3/09	3312		Huntsville Bota...	First Comm ...				250.00	
Check	3/24/09	3333		Regions Charity ..	First Comm ...				1,000.00	
Check	3/24/09	3337		Alabama Assoc...	First Comm ...				3,750.00	
Check	3/25/09	3341		Southern Wom...	First Comm ...				1,210.00	
Check	4/9/09	3349		Zamora Shrine ..	First Comm ...				1,200.00	
Check	4/13/09	3350		Land Trust of H...	First Comm ...				3,000.00	
Check	4/30/09	3364		AP&EA	First Comm ...				1,500.00	
Check	4/30/09	3369		Alabama Apple ..	First Comm ...				300.00	
Check	6/12/09	3398		Sloss Furnaces ...	First Comm ...				500.00	
Check	6/16/09	3401		WBHM 90.3	Stokin' Th ..				5,000.00	
Check	6/18/09	3421		Assistance Lea...	donation/...				90.00	
Check	6/29/09	3423		HED/CFC	First Comm ...				1,000.00	
Check	8/6/09	3457		Alabama Wildlif...	Roby Mo ..				1,000.00	
Check	9/1/09	3469		Ace Hardware ..	conservation				250.00	
Check	9/10/09	3474		Birmingham Zoo	Silver Spo...				300.00	
Check	9/10/09	3474		Botanical Garde...	Zoo Galia				3,500.00	
Check	9/16/09	3485		Southern Pover.	contributio...				1,000.00	
Check	9/17/09	3496		Tarrant City Fir ..	contribution				500.00	
Check	12/3/09	3548		Tarrant City Poll.	contribution				1,000.00	
	12/3/09	3549		Thompson...	First Comm ...				1,000.00	
Total Civic										48,261.25
										0.00
										48,261.25

**The Thompson Foundation
Transaction Detail By Account
January through December 2009**

Type	Date	Num	Adj	Name	Memo	Clr	Split	Debit	Credit	Balance
Cultural				Alabama Shake..	Donation		First Comm ..	1,000.00	1,000.00	1,000.00
Check	3/4/09	3323		Huntsville Bota ..	Donation	X	First Comm ..	0.00		1,000.00
Check	3/12/09	3327		Birmingham Mu..	Museum B..		First Comm...	1,500.00		2,500.00
Check	3/27/09	3342		Alabama Symp..	Anastasia ...		First Comm...	140.00		2,640.00
Check	4/2/09	3346		Red Mountain T..	Beth Pitm..		First Comm ..	2,500.00		5,140.00
Check	4/13/09	3351		Alys Stephens ..	2009-2010...		First Comm ..	3,000.00		8,140.00
Check	4/30/09	3365		Montgomery M....	Leader Me...		First Comm ..	1,000.00		9,140.00
Check	6/10/09	3395		Alabama Symp...	Maestro's ..		First Comm...	10,000.00		19,140.00
Check	6/18/09	3414		Alabama Ballet	donation		First Comm ..	1,000.00		20,140.00
Check	6/18/09	3415		Birmingham Mu...	Sankofa S...		First Comm ..	500.00		20,640.00
Check	7/29/09	3440		Metropolitan Yo..	donation		First Comm ..	500.00		21,140.00
Check	9/17/09	3493		Virginia Samfor ..	Good Job!		First Comm ..	5,000.00		26,140.00
	11/30/09	3536						26,140.00		26,140.00
Total Cultural										
Education										
Check	1/8/09	3236		University of AL	Anastasia ...		First Comm...	1,539.50		1,539.50
Check	1/8/09	3238		Faulkner Univer...	Skip Plumli...	X	First Comm...	0.00		1,539.50
Check	1/8/09	3239		Faulkner Univer ..	Skip Plumli...		First Comm...	1,500.00		3,039.50
Check	2/24/09	4000		University of AL..	Scholarshi ..		First Comm...	10,400.00		13,439.50
Check	2/25/09	3288		Junior Women's..	Wilder Aw..		First Comm.	200.00		13,639.50
Check	2/25/09	3290		TVAWidows Cr..	Golf Tourn..	X	First Comm ..	1,000.00		14,639.50
Check	3/3/09	3305		Restoration Aca..	Donation		First Comm ..	1,000.00		15,639.50
Check	3/3/09	3306		Stillman Founda..	Donation		First Comm ..	1,000.00		16,639.50
Check	3/3/09	3314		Mitchell's Place	Donation		First Comm ..	500.00		17,139.50
Check	3/4/09	3317		Preschool Part ..	Donation		First Comm.	3,000.00		20,139.50
Check	3/4/09	3318		Alabama Indep ..	Scholarshi ..		First Comm ..	5,000.00		25,139.50
Check	3/24/09	3338		Capstone Engin..	Capstone ...		First Comm ..	1,000.00		26,139.50
Check	4/2/09	3344		Widows Creek ..	Robby Mo...	X	First Comm ..	0.00		26,139.50
Check	4/21/09	3357		South GA Tech ..	Bob Bacon		First Comm ..	2,084.00		28,223.50
Check	4/30/09	3370		Oxford City Sch..	Jim Friend		First Comm ..	500.00		28,723.50
Check	5/14/09	3375		Hope Project	Brian Ham...		First Comm ..	5,000.00		33,723.50
Check	5/14/09	3376		Locust Fork Bo..	Buddy Vines		First Comm ..	400.00		34,123.50
Check	6/4/09	3392		University of AL ..	Anastasia ...		First Comm ..	500.00		34,623.50
Check	6/9/09	3394		Adopt A School ..	Matching ...		First Comm ..	500.00		35,123.50
Check	6/17/09	3404		University of AL ..	Anastasia ..		First Comm ..	200.00		35,323.50
Check	6/18/09	3410		Literacy Council ..	annual do...		First Comm ..	1,000.00		36,323.50
Check	7/31/09	3449		World of Opport ..	essentials ..		First Comm ..	3,000.00		39,323.50
	8/11/09	3462		University of AL ..	1/2 tuition ..		First Comm ..	1,814.00		41,137.50

**The Thompson Foundation
Transaction Detail By Account
January through December 2009**

Type	Date	Adj	Num	Name	Memo	Clr	Split	Debit	Credit	Balance
Check	8/24/09		3465	West Alabama ...	Nucor Ste...		First Comm...	625.00		41,762.50
Check	9/11/09		3479	Linly Heflin Unit	3rd of 5-ye...	X	First Comm...	2,000.00		43,762.50
Check	9/17/09		3497	STAIR - IPC Re...	Anna James		First Comm...	1,000.00		44,762.50
Check	10/22/09		3515	LAMP Charity ...	Scholarshi...		First Comm...	550.00		45,312.50
Check	10/27/09		3518	Partners-In-Edu...	Samuel D...		First Comm...	2,000.00		47,312.50
Check	10/28/09		3521	Decatur Genera...	Kim Battles		First Comm...	350.00		47,662.50
Check	11/17/09		3525	Hope Project	Brian Ham .		First Comm.	500.00		48,162.50
Check	12/3/09		3550	Tarrant City Ele...	contribution		First Comm.	300.00		48,462.50
Check	12/3/09		3551	Tarrant City Mid...	contribution		First Comm.	300.00		48,762.50
Check	12/3/09		3552	Tarrant City Hig...	contribution		First Comm.	300.00		49,062.50
Check	12/4/09		3541	Cornerstone Sc.	Donation		First Comm...	5,000.00		54,062.50
Total Education								54,062.50	0.00	54,062.50
Health										
Check	1/8/09		3240	American Heart ...	donation/n...		First Comm...	4,000.00		4,000.00
Check	1/8/09		3248	UAB Comprehe...	donation-...		First Comm...	1,000.00		5,000.00
Check	1/30/09		3269	National Multipl...	Statue hon ..		First Comm...	3,000.00		8,000.00
Check	2/25/09		3283	UAB Departme ..	April 6th F...		First Comm ...	1,000.00		9,000.00
Check	2/26/09		3297	Laps for Cystic ...	Emily Schr...		First Comm .	250.00		9,250.00
Check	2/26/09		3298	Oasis Women's...	/no table		First Comm .	1,000.00		10,250.00
Check	3/3/09		3307	Community Gr...	Donation		First Comm...	1,000.00		11,250.00
Check	3/4/09		3320	Breast Cancer ...	Breast Ca...		First Comm...	1,000.00		12,250.00
Check	3/4/09		3322	Kid One	Donation		First Comm...	1,500.00		13,750.00
Check	3/17/09		3330	March of Dimes ..	donation		First Comm ..	1,000.00		14,750.00
Check	3/18/09		3331	American Canc ..	Stacey law...		First Comm ..	200.00		14,950.00
Check	3/19/09		3332	Boswell Charity ..	Callahan ...		First Comm.	1,500.00		16,450.00
Check	4/9/09		3348	United Cerebral..	Judy Hood...		First Comm.	750.00		17,200.00
Check	4/14/09		3354	United Cerebral..	Cindy Che...		First Comm .	500.00		17,700.00
Check	4/16/09		3356	Alabama Chapt...	Alabama ...		First Comm ..	500.00		18,200.00
Check	4/28/09		3358	Children's Mirac ..	Brundidge ...		First Comm ..	1,000.00		19,200.00
Check	4/28/09		3359	Cahaba Valley .	Edwina Ta...		First Comm...	5,000.00		24,200.00
Check	4/30/09		3371	Cystic Fibrosis .	donation		First Comm...	5,000.00		29,200.00
Check	5/6/09		3372	UAB Comprehe...	Fiesta Ball		First Comm...	1,000.00		30,200.00
Check	5/14/09		3373	American Canc ..	Vulcan's 2...		First Comm...	500.00		30,700.00
Check	6/18/09		3408	Crisis Center	donation		First Comm...	1,000.00		31,700.00
Check	6/18/09		3409	Cystic Fibrosis ..	Tobie Sheils		First Comm...	200.00		31,900.00
Check	6/18/09		3411	UAB Minority H...	Dr. Mona ...		First Comm...	1,000.00		32,900.00
Check	6/18/09		3416	Alabama Head li...	donation		First Comm...	250.00		33,150.00
Check	6/18/09		3417	UAB Liver Center	donation		First Comm .	1,000.00		34,150.00

10/19/10

The Thompson Foundation
Transaction Detail By Account
 January through December 2009

Type	Date	Adj	Num	Name	Memo	Clr	Split	Debit	Credit	Balance
Check	6/18/09		3418	Huntsville Hospi...	Business ...					35,150.00
Check	6/18/09		3420	Hand In Paw	donation					37,650.00
Check	7/2/09		3424	Camp Smile-A-...	Charitable ...					39,650.00
Check	7/23/09		3436	Road to Hope C...	Regional ...					41,650.00
Check	7/29/09		3441	UAB Center for ...	art supplie...					41,850.00
Check	8/6/09		3453	March of Dimes	Dr. Westm...					46,850.00
Check	8/28/09		3468	American Heart ...	Team & H...					47,475.00
Check	9/16/09		3488	Leukemia & Ly...	Ben Pitts					47,725.00
Check	9/17/09		3491	Rotary Club of ...	Sri Lanka ...					52,725.00
Check	9/17/09		3492	Community Gr...	Donation					53,725.00
Check	9/17/09		3495	Seasoned Perfo...	Barbara Si...					54,725.00
Check	9/17/09		3498	DCH Foundatio...	Cancer Ce...					55,725.00
Check	10/12/09		3512	Children's Mirac...	Rich Rawls					56,225.00
Check	12/4/09		3545	Magic Moments	Magic Mo...					57,225.00
Total Health								57,225.00	0.00	57,225.00
Religion			3258	Caritas Foundat...	donation f...					
Check	1/21/09		3367	Springville Cam...	donation					4,000.00
Check	4/30/09		3428	Canterbury Unit.	Genie and ...					4,200.00
Check	7/8/09		3546	Sharon Heights ...	Mission Tri.					39,200.00
Total Religion								39,600.00	0.00	39,600.00
Shelter			3237	Greater B'ham ...	Equipment ...					
Check	1/8/09		3245	River City Charl...	Group ho...					2,277.53
Check	1/8/09		3259	Alabama Wildlf	Wild About...					1,000.00
Check	1/21/09		3309	Episcopal Place	Donation					300.00
Check	3/3/09		3310	Connection, Inc.	Donation					250.00
Check	3/3/09		3311	Pathways	Donation					1,000.00
Check	3/4/09		3316	Cullman FHA	KimBattles					5,000.00
Check	3/4/09		3319	YWCA Purse & ...	Purse & P...					200.00
Check	3/4/09		3321	Lovelady Center	Donation					1,000.00
Check	4/14/09		3352	Ronald Mc Don .	Sims Garn...					5,000.00
Check	4/16/09		3355	Rise 2009/Gen...	Gene Stall ...					1,500.00
Check	5/26/09		3388	Greater B'ham .	per Lucy T...					500.00
Check	7/30/09		3442	American Red ...	Used Cus...					1,140.29
Check	8/7/09		3458	ARC of Jefferso...	Hole spon...					9,500.00
Check	8/10/09		3460	First Light	Rev. Susa. .					350.00
Total Shelter								39,600.00	0.00	39,600.00

10/19/10

The Thompson Foundation
Transaction Detail By Account
 January through December 2009

Type	Date	Num	Adj	Name	Memo	Clr	Split	Debit	Credit	Balance
Check	9/17/09	3489		Magic City Harv .	contribution...	First Comm...			34,517.82	
Check	10/2/09	3516		Ronald McDona...	Taylor Dav...	First Comm...		500.00	35,017.82	
Check	11/3/09	3538		Grace Food Pa...	Food	First Comm...		5,000.00	40,017.82	
Check	11/3/09	3539		Big Oak Ranch	Merry Chri...	First Comm...		2,500.00	42,517.82	
Check	11/3/09	3542		Community Kitc.	Food contr...	First Comm...		5,000.00	47,517.82	
Check	11/3/09	3543		Hunt for Hunger	Hunt for H...	First Comm...		3,000.00	50,517.82	
Check	12/4/09	3537		Shelby Humane...	3 \$800 trips	First Comm...		2,400.00	52,917.82	
Check	12/4/09	3540		Jimmie Hale Ml...	food, tool	First Comm...		1,000.00	53,917.82	
Check	12/4/09	3544		Salvation Army	Food & Sh...	X	First Comm...	0.00	53,917.82	
Check	12/4/09	3556		This Workplace ..	Lucy Tho...	X	First Comm...	0.00	53,917.82	
Check	12/16/09	3567		Salvation Army	Food & Sh...	First Comm...		5,000.00	58,917.82	
Check	12/30/09	3569		Greater B'ham ...	Lucy Tho .	First Comm .		195.00	59,112.82	
Total Shelter								59,112.82	0.00	59,112.82
Youth				Lifeline Children...	donation	First Comm...		1,000.00		1,000.00
Check	1/8/09	3241		Greater AL Cou .	Tuesday, ...	First Comm...		5,000.00		6,000.00
Check	1/8/09	3242		Friends of BiCe...	After scho...	First Comm...		2,500.00		8,500.00
Check	1/8/09	3243		AHAEFF Youth ...	Alabama ..	First Comm...		250.00		8,750.00
Check	1/15/09	3247		N-POWER	DONATION	First Comm...		1,000.00		9,750.00
Check	1/21/09	3249		Girl's Inc.	Contribution	First Comm...		1,000.00		10,750.00
Check	1/30/09	3252		Special Olympic ..	donation	First Comm...		200.00		10,950.00
Check	1/30/09	3262		Regional Child ..	Sponsorship	First Comm...		250.00		11,200.00
Check	1/30/09	3265		Girl's Inc.	8th Annual...	First Comm...		1,000.00		12,200.00
Check	1/30/09	3266		PACT Family R ..	Sammy D .	First Comm...		200.00		12,400.00
Check	2/11/09	3287		CSH FFA Show...	Mark Sloc...	First Comm...		200.00		12,600.00
Check	2/13/09	3285		Eclectic Youth ..	Rich Ryals	First Comm ...		250.00		12,850.00
Check	2/27/09	3299		Fraternal Order ..	20 for Chil...	First Comm...		120.00		12,970.00
Check	3/2/09	3301		Birmingham Yo...	Trevor Shaw	First Comm...		500.00		13,470.00
Check	3/3/09	3302		Childcare Reso...	Donation	First Comm...		2,500.00		15,970.00
Check	3/3/09	3303		AG Gaston Boy...	Donation	First Comm...		1,000.00		16,970.00
Check	3/3/09	3304		Childcare Reso...	Donation	First Comm...		1,000.00		17,970.00
Check	3/3/09	3313		Christmas for Ki...	Christmas ...	First Comm...		1,440.00		19,410.00
Check	4/2/09	3345		Boy Scouts of A ..	Sporting C ..	First Comm...		1,500.00		20,910.00
Check	4/9/09	3347		Log a Load for ..	donation	First Comm...		5,000.00		25,910.00
Check	4/14/09	3353		Children's Aid S ..	per Lucy T ..	First Comm...		5,000.00		30,910.00
Check	4/30/09	3362		Cullman County ..	donation 2 ..	First Comm...		120.00		31,030.00
Check	4/30/09	3363		Muscular Dystr ..	Summer C ..	First Comm...		800.00		31,830.00
Check	4/30/09	3366		Junior Achieve.	donation	First Comm...		500.00		32,330.00

10/19/10

The Thompson Foundation
Transaction Detail By Account
 January through December 2009

Type	Date	Num	Adj	Name	Memo	Clr	Split	Debit	Credit	Balance
Check	5/20/09	3382		Alabama Sports...	Jennifer C ..				1,000.00	33,330.00
Check	6/2/09	3389		Washington Co...	Shared gift...				300.00	33,630.00
Check	6/16/09	3399		Boy Scouts of A...	Elbert A. D...				5,000.00	38,630.00
Check	6/16/09	3400		Dream Garden	5 scholars...				500.00	39,130.00
Check	6/18/09	3412		Alabama Birthd...	Children's ..				250.00	39,380.00
Check	6/18/09	3419		Grace House M...	donation				250.00	39,630.00
Check	7/17/09	3434		Jerry Pate Natio...	oct 11-13				2,500.00	42,130.00
Check	8/5/09	3450		My A.R.T.S. Kids	In-school ...				2,500.00	44,630.00
Check	9/15/09	3483		Serving You Mi...	sponsor a ...				300.00	44,930.00
Check	9/15/09	3484		Mickey Cowart ..	Salvation ...				500.00	45,430.00
Check	9/16/09	3486		Gateway	Camera V...				500.00	45,930.00
Check	9/16/09	3487		Boy Scouts of A...	Russell La...				1,500.00	47,430.00
Check	9/17/09	3494		Boys & Girls Cl...	Lex Willia.				1,000.00	48,430.00
Check	9/24/09	3501		Serving You Mi...	Team for c ...				200.00	48,630.00
Check	11/4/09	3523		Cahaba Girl Sc...	4th payme...		X		0.00	48,630.00
Check	12/1/09	3547		Montgomery Y...	Skip Pluml ..				1,000.00	49,630.00
				Total Youth					49,630.00	49,630.00
				Total Grant Disbursements					0.00	
				TOTAL					334,031.57	334,031.57

10/19/10

The Thompson Foundation
Transaction Detail By Account
 January through December 2009

Type	Date	Num	Adj	Name	Memo	Cir	Split	Debit	Credit	Balance
Pledges										
Civic										
Check	2/4/09	3274		Junior League o...	replaces c...					10,000.00
Check	2/4/09	3275		Vulcan Park Fo...	4th payme...					12,500.00
Check	2/4/09	3280		American Village	4th payme ...					22,500.00
Check	7/8/09	3430		Sloss Furnaces ...	3rd payme...					27,500.00
Check	7/24/09	3438		City of Fayette	2nd and fi...	X				27,500.00
Check	7/31/09	3444		Alabama Pals	4th of 5-ye...	X				27,500.00
Check	7/31/09	3446		Opelika Sportsp...	3rd of 5-ye...	X				27,500.00
Check	9/10/09	3473		Birmingham Zoo	Trails of Af...					87,500.00
Check	9/10/09	3475		Ruffne Mountain...	Pledge 3rd...					97,500.00
Check	9/10/09	3478		Civil Rights Insti...	4th of 5-ye ...					107,500.00
Check	12/8/09	3558		United Way of ...	Contributio...					257,500.00
Total Civic								257,500.00		257,500.00
Cultural										
Check	1/30/09	3271		Birmingham Mu...	Pledge inc...					25,000.00
Check	5/14/09	3379		Alabama Symp...	Summer S...					40,000.00
Check	5/20/09	3383		Junior Museum .	replaces c...					41,000.00
Check	7/8/09	3432		Fine Arts of She...	3rd payme...					43,000.00
Total Cultural								43,000.00		43,000.00
Education										
Check	2/4/09	3278		Exceptional Fou...	3rd payme...					5,000.00
Check	2/4/09	3279		Bryant Jordan F...	4th payme...					15,000.00
Check	5/14/09	3377		Miles College	3rd payme...					20,000.00
Check	5/14/09	3380		Alabama Schoo ...	3rd payme					25,000.00
Check	6/16/09	3402		A Plus Educatio...	5th and fin...					30,000.00
Check	6/16/09	3403		Troy State Univ...	3rd payme...					31,000.00
Check	7/2/09	3425		UAB AthleticsE...	6th payme...					51,000.00
Check	7/23/09	3435		UAB School of ...	Industrial ...					72,000.00
Check	7/31/09	3446		Linly Heflin Unit	3rd of 5-ye...	X				74,000.00
Check	8/6/09	3454		Auburn Universi...	School of ..					114,000.00
Check	8/6/09	3456		Rotary Club of ..	Success b...	X				114,000.00
Check	8/7/09	3459		Rotary Club of ..	Success b...					116,000.00
Check	8/24/09	3463		Rotary Club of ..	1st payme...	X				116,000.00
Check	11/4/09	3524		Parnell Memori...	3rd payme ..					118,000.00
Check	12/8/09	3560		Mountain Brook...	Last payme...					128,000.00

10/19/10

The Thompson Foundation
Transaction Detail By Account
 January through December 2009

Type	Date	Num	Adj	Name	Memo	Clr	Split	Debit	Credit	Balance
Check	12/8/09	3562		Auburn Universi...	School of ..			40,000.00		168,000.00
Check	12/8/09	3563		Alabama Schoo...	4th payme...			2,500.00		170,500.00
Total Education								170,500.00		170,500.00
Health										
Check	1/27/09	3261		Juvenile Diabet...	replacing I...				10,000.00	10,000.00
Check	2/4/09	3276		SCDAA-Central...	2nd paym...				5,000.00	15,000.00
Check	2/4/09	3281		Juvenile Diabet...	Regular p...	X			10,000.00	25,000.00
Check	3/16/09	3329		Saint Vincent's ..	last payme...				25,000.00	
Check	5/14/09	3381		Alabama Ear In ..	4th payme...	X			50,000.00	
Check	6/18/09	3422		Sight Savers of ...	1st payme...				50,000.00	
Check	7/17/09	3433		UAB Rays of H...	radiology/ ..				55,000.00	
Check	7/31/09	3443		Sickle Cell Foun...	2nd paym...				20,000.00	
Check	9/10/09	3476		Lakeshore Fou...	3rdpayme ..				80,000.00	
Check	10/1/09	3509		UAB Departme...	-Gorie Pr...				86,000.00	
Check	10/9/09	3506		Bell Center	-MULTIPLE-				91,000.00	
Check	10/9/09	3507		Children's Hosp.	Second pa...				96,000.00	
Check	11/19/09	3526		Bell Center	Mary Ann ...				196,000.00	
Check	12/8/09	3564		Glenwood, Inc.	5th payme...				196,000.00	
Check	12/15/09	3566		Alabama Juventi ..	program fo ..				206,000.00	
Total Health								211,000.00		211,000.00
Shelter										
Check	1/8/09	3244		Ronald McDona ..	4th payme...				13,500.00	13,500.00
Check	5/14/09	3378		Children's Harbor	3rd payme...				2,000.00	15,500.00
Check	8/6/09	3455		King's Ranch & ..	5th and fin...				5,000.00	20,500.00
Check	12/8/09	3559		Ronald McDona ..	3rd payme...				13,500.00	34,000.00
Check	12/8/09	3561		Humane Society	4th payme...				3,000.00	37,000.00
Total Shelter								37,000.00		37,000.00

10/19/10

**The Thompson Foundation
Transaction Detail By Account
January through December 2009**

Type	Date	Num	Adj	Name	Memo	Split	Clr	Debit	Credit	Balance
Youth										
Check	2/11/09	3286		Cahaba Girl Sc...	Luncheon	First Comm...		1,500.00		1,500.00
Check	2/25/09	3291		Junior Museum ...	2nd paym...	X	First Comm...	0.00		1,500.00
Check	3/3/09	3315		Miracle League ...	1st payme...		First Comm...	2,000.00		3,500.00
Check	6/18/09	3413		Boys & Girls Cl...	1st payme...		First Comm...	1,000.00		4,500.00
Check	7/8/09	3429		YWCA Pledge ...	3rd payme...		First Comm...	20,000.00		24,500.00
Check	7/31/09	3445		City of Fayette	2nd and fi...	X	First Comm...	0.00		24,500.00
Check	9/10/09	3477		Junior League o...	Playground	X	First Comm...	0.00		24,500.00
Check	9/14/09	3480		YWCA	3rd payme...	X	First Comm...	0.00		24,500.00
Check	10/9/09	3508		McWane Center	12nd pay...		First Comm...	5,000.00		29,500.00
Check	11/24/09	3531		Mountain Brook...	Replacing ..		First Comm.	5,000.00		34,500.00
								34,500.00		34,500.00
Pledges - Other										
Check	7/31/09	3444		Alabama Pals	VOID 4th ...		First Comm...	0.00		0.00
Total Pledges - Other								0.00		0.00
Total Pledges								753,500.00		753,500.00
TOTAL								753,500.00		753,500.00

10/19/10

The Thompson Foundation
Transaction Detail By Account
January through December 2009

Memorials & Gifts	Type	Date	Num	Adj	Name	Memo	Clr	Split	Debit	Credit	Balance
Check	Check	1/21/09	3251		Mountain Brook..	Genie and...			200.00		200.00
Check	Check	1/30/09	3264		South Presbyter..	Margaret ...	X		0.00		200.00
Check	Check	1/30/09	3267		Saint Stephen'..	Patricia St...			200.00		400.00
Check	Check	2/4/09	3273		South Highland ...	Margaret ...			200.00		600.00
Check	Check	2/13/09	3284		Birmingham-So...	In memory...			200.00		800.00
Check	Check	3/10/09	3324		Community Fou...	William R ...			200.00		1,000.00
Check	Check	3/13/09	3325		Independent Fr...	Mrs. Darden			200.00		1,200.00
Check	Check	3/24/09	3334		South Highland ...	Memorial			200.00		1,400.00
Check	Check	3/25/09	3339		Monday Mornin ..	BB Mitchell			200.00		1,600.00
Check	Check	3/25/09	3340		Walker County ..	Memorial			200.00		1,800.00
Check	Check	5/21/09	3384		UAB Comprehe...	Don Cecil ...			200.00		2,000.00
Check	Check	6/9/09	3393		Canterbury Unit.	Jeanne Su...			200.00		2,200.00
Check	Check	6/17/09	3406		American Diabe.	Dr. Luke ...			200.00		2,400.00
Check	Check	7/29/09	3439		Fundacion Alun.	Audrey An...			200.00		3,400.00
Check	Check	7/31/09	3448		Nellie B. Connal...	Nellie B. C...			200.00		3,600.00
Check	Check	8/24/09	3464		Rotary Club of ...	notice to			200.00		3,800.00
Check	Check	9/3/09	3472		Foundry Rescu...	Memorial ...	X		200.00		4,000.00
Check	Check	10/1/09	3504		Lamar Project ..	Lamar Her...			0.00		4,000.00
Check	Check	10/1/09	3505		UAB Center for ...	Mary B. S...			200.00		4,200.00
Check	Check	10/2/09	3510		Ridgecrest Bapt...	William Sa ..			200.00		4,400.00
Check	Check	11/1/09/09	3526		Bell Center	Sims Garr...			200.00		4,600.00
Check	Check	11/24/09	3532		VSA Arts of Ala ..	Holly Bacon	X		200.00		4,800.00
Check	Check	11/24/09	3533		VSA Arts of Ala ..	Holly Bacon			0.00		4,800.00
Check	Check	11/30/09	3533		Saint Martin's in...	Muriel Sch...			200.00		5,000.00
Check	Check	11/30/09	3534		Greater B'ham ..	James Hu...			200.00		5,200.00
Check	Check	11/30/09	3535		Greater B'ham ..	Russell Ro...			200.00		5,400.00
Check	Check	12/4/09	3553		Canterbury Unit ..	Genie and...			200.00		5,600.00
Check	Check	12/4/09	3554		Canterbury Unit ..	Donald Sl ...			200.00		5,800.00
Check	Check	12/4/09	3555		Canterbury Unit ..	Genie and ...			200.00		6,000.00
Total Memorials & Gifts										0.00	6,000.00
TOTAL										0.00	6,000.00

Charles D. Haines, LLC
 REALIZED GAINS AND LOSSES
The Thompson Foundation (Schwab)
Account # 8858-8520
From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
Aspen Diversified Fund							
12-21-09							
04-23-07	12-21-09	460 456	Aspen Diversified Fund	51,518 24	58,000 00		6,481 76
		460 456		51,518 24	58,000 00		6,481 76
Hussman Strategic Growth							
05-19-09							
10-09-08	05-19-09	2,452 096	Hussman Strategic Growth	36,880 00	31,737 01	-5,142 99	
10-15-08	05-19-09	1,024 738	Hussman Strategic Growth	14,986 29	13,262 99	-1,723 30	
		3,476 834		51,866 29	45,000 00	-6,866 29	
		3,476 834		51,866 29	45,000 00	-6,866 29	
Rice Hall James Micro Cap Inst							
03-09-09							
08-22-08	03-09-09	2,933 507	Rice Hall James Micro Cap Inst	45,000 00	22,676 01	-22,323 99	
02-16-07	03-09-09	182 198	Rice Hall James Micro Cap Inst	3,745 99	1,408 39	-2,337 60	
12-14-06	03-09-09	90 918	Rice Hall James Micro Cap Inst	1,853 81	702 80	-1,151 01	
12-15-05	03-09-09	412 147	Rice Hall James Micro Cap Inst	8,040 99	3,185 90	-4,855 09	
12-15-05	03-09-09	143 346	Rice Hall James Micro Cap Inst	2,796 68	1,108 06	-1,688 62	
12-13-07	03-09-09	149 222	Rice Hall James Micro Cap Inst	2,603 92	1,153 49	-1,450 43	
12-13-07	03-09-09	73 531	Rice Hall James Micro Cap Inst	1,283 12	568 39	-714 73	
11-19-02	03-09-09	696 915	Rice Hall James Micro Cap Inst	8,760 22	5,387 15	-3,373 07	
		4,681 784		74,084 73	36,190 19	-22,323 99	-15,570 55
		4,681 784		74,084 73	36,190 19	-22,323 99	-15,570 55
Royce Special Equity Fd Investment Cl							
05-19-09							
11-19-02	05-19-09	1,094 595	Royce Special Equity Fd Investment Cl	15,291 49	15,968 73	677 24	
12-09-08	05-19-09	57 714	Royce Special Equity Fd Investment Cl	760 09	841 97	81 88	
12-09-08	05-19-09	17 478	Royce Special Equity Fd Investment Cl	230 19	254 98	24 79	
12-09-08	05-19-09	4 430	Royce Special Equity Fd Investment Cl	58 34	64 63	6 29	
		1,174 217		16,340 11	17,130 31	112 96	677 24
		1,174 217		16,340 11	17,130 31	112 96	677 24
Schwab Value Advantage Money Fund							
07-23-09							
10-14-08	07-23-09	15,000 000	Schwab Value Advantage Money Fund	15,000 00	15,000 00		
09-17-09							
10-14-08	09-17-09	200,000 000	Schwab Value Advantage Money Fund	200,000 00	200,000 00		
10-30-09							
11-17-08	10-30-09	977 400	Schwab Value Advantage Money Fund	977 40	977 40		
12-31-08	10-30-09	565 990	Schwab Value Advantage Money Fund	565 99	565 99		
01-15-09	10-30-09	146 060	Schwab Value Advantage Money Fund	146 06	146 06		
02-17-09	10-30-09	218 840	Schwab Value Advantage Money Fund	218 84	218 84		
03-16-09	10-30-09	111 710	Schwab Value Advantage Money Fund	111 71	111 71		
04-15-09	10-30-09	80 980	Schwab Value Advantage Money Fund	80 98	80 98		
05-15-09	10-30-09	71 040	Schwab Value Advantage Money Fund	71 04	71 04		
06-15-09	10-30-09	51 300	Schwab Value Advantage Money Fund	51 30	51 30		
07-15-09	10-30-09	25 520	Schwab Value Advantage Money Fund	25 52	25 52		
08-17-09	10-30-09	5 100	Schwab Value Advantage Money Fund	5 10	5 10		
09-15-09	10-30-09	2 320	Schwab Value Advantage Money Fund	2 32	2 32		
10-15-09	10-30-09	0 770	Schwab Value Advantage Money Fund	0 77	0 77		
10-14-08	10-30-09	86,858 280	Schwab Value Advantage Money Fund	86,858 28	86,858 28		0 00
10-15-08	10-30-09	276 710	Schwab Value Advantage Money Fund	276 71	276 71		0 00
		89,392 020		89,392 02	89,392 02		0 00
		304,392 020		304,392 02	304,392 02		0 00
Time Warner Cable							
04-17-09							
09-16-03	04-17-09	0 367	Time Warner Cable	17 45	10 04		-7 41

Charles D. Haines, LLC
 REALIZED GAINS AND LOSSES
The Thompson Foundation (Schwab)
Account # 8858-8520
From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-19-09							
09-16-03	05-19-09	8 000	Time Warner Cable	380 32	249 04		-131 28
		8 367		397 77	259 08		-138 69
Time Warner Inc New							
04-03-09							
09-16-03	04-03-09	0 333	Time Warner Inc New	12 07	7 22		-4 85
		0 333		12 07	7 22		-4 85
Westcore Small Cap Value Inst							
03-09-09							
08-22-08	03-09-09	5,169 039	Westcore Small Cap Value Inst	60,271 00	27,112 92	-33,158 08	
12-29-08	03-09-09	97 531	Westcore Small Cap Value Inst	714 90	511 57	-203 33	
		5,266 570		60,985 90	27,624 49	-33,361 41	
		5,266 570		60,985 90	27,624 49	-33,361 41	
TOTAL GAINS						112 96	7,159 00
TOTAL LOSSES						-62,551 69	-15,714 09
319,460.581				559,597.13	488,603.31	-62,438.73	-8,555.09
TOTAL REALIZED GAIN/LOSS		-70,993 82					

Charles D. Haines, LLC
 REALIZED GAINS AND LOSSES
Thompson Foundation (NATC)
Account # 11535000889
From 01-01-09 Through 12-31-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
Federated Prime Obligations Fd Inst Svc							
01-06-09							
01-05-09	01-06-09	19 600	Federated Prime Obligations Fd Inst Svc	19 60	19 60		
01-23-09							
01-05-09	01-23-09	25 480	Federated Prime Obligations Fd Inst Svc	25 48	25 48		
		45 080		45 08	45 08		
Haines All-Seasons Select Fund I							
08-19-09							
04-25-06	08-19-09	30,675 910	Haines All-Seasons Select Fund I	354,000 00	302,464 47		-51,535 53
05-25-06	08-19-09	793 922	Haines All-Seasons Select Fund I	9,161 86	7,828 07		-1,333 79
		31,469 832		363,161 86	310,292 54		-52,869 32
11-18-09							
05-25-06	11-18-09	14,685 921	Haines All-Seasons Select Fund I	169,475 53	144,803 18		-24,672 35
		46,155.753		532,637 39	455,095 72		-77,541 67
Haines Opportunity Portfolio I-B							
09-30-09							
07-03-06	09-30-09	9,803 922	Haines Opportunity Portfolio I-B	111,078 44	110,000 00		-1,078 44
		9,803 922		111,078 44	110,000 00		-1,078 44
PIMCO Short-Term Fd Inst							
12-01-09							
11-24-09	12-01-09	28,960 874	PIMCO Short-Term Fd Inst	285,000 00	284,950 00	-50 00	
		28,960 874		285,000 00	284,950 00	-50 00	
TOTAL GAINS							
TOTAL LOSSES							
		84,965.629		928,760.91	850,090.80	-50.00	-78,620.11
TOTAL REALIZED GAIN/LOSS							
		-78,670 11				-50.00	-78,620.11
Total -				1,488,358	1,338,694	(150,163)	

THE THOMPSON FOUNDATION, INC.

72-1389140

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ASPEN FUND	695.
FIRST COMMERCIAL	838.
HAINES ALL SEASON	723.
HAINES OPPORTUNITY	277.
POWERSHARES	171.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,704.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HAINES ALL SEASON	102,315.	0.	102,315.
NATIONAL ADVISORS TRUST COMPANY	3,701.	570.	3,131.
SCHWAB	21,827.	863.	20,964.
TOTAL TO FM 990-PF, PART I, LN 4	127,843.	1,433.	126,410.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ASPEN FUND - K-1	<8,175.>	<8,175.>	0.
POWERSHARES - K-1	15,547.	15,547.	0.
HAINES ALL SEASON - K-1	<3,577.>	<3,577.>	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	3,795.	3,795.	0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,151.	4,075.	0.	4,076.
TO FORM 990-PF, PG 1, LN 16B	8,151.	4,075.	0.	4,076.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	78.	39.	0.	39.
OTHER PROGRAM EXPENSE	298.	0.	0.	298.
DUES AND SUBSCRIPTIONS	2,216.	1,108.	0.	1,108.
INVESTMENT FEES	29,357.	29,357.	0.	0.
OTHER PORTFOLIO EXPENSES	10,006.	10,006.	0.	0.
TO FORM 990-PF, PG 1, LN 23	41,955.	40,510.	0.	1,445.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
CURRENT YEAR BOOK TO TAX DIFFERENCES FROM INVESTMENTS	29,958.
TOTAL TO FORM 990-PF, PART III, LINE 3	29,958.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
EQUITY ADJUSTMENT NOT AFFECTING TAXABLE INCOME	174,641.
TOTAL TO FORM 990-PF, PART III, LINE 5	174,641.

THE THOMPSON FOUNDATION, INC.

72-1389140

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB INVESTMENTS	2,897,643.	2,905,423.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,897,643.	2,905,423.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGER

MICHAEL D. THOMPSON
LISA THOMPSON-SMITH

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)		
Type or print	Name of Exempt Organization THE THOMPSON FOUNDATION, INC.	Employer identification number 72-1389140
File by the extended due date for filing the return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions 2830 CAHABA ROAD	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions BIRMINGHAM, AL 35223	

Check type of return to be filed (File a separate application for each return):

- | | | | | | |
|--------------------------------------|---|---|--------------------------------------|------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 5227 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-BL | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 6069 | |

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

THE THOMPSON FOUNDATION, INC.

- The books are in the care of ► **2830 CAHABA ROAD - BIRMINGHAM, AL 35223**

Telephone No ► **(205) 802-7202** FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010**.

5 For calendar year **2009**, or other tax year beginning _____, and ending _____

6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL TIME NEEDED TO GATHER THE INFORMATION NECESSARY TO
FILE A COMPLETE AND ACCURATE RETURN.**

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	1,000.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

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

Signature ►

Title ►

COPY

Date ►

Form 8868 (Rev. 4-2009)