Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning JUL 1, 2009, and ending JUN 30, 2010

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 CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 4800 OLD KINGSTON PIKE, SUITE 100

City or town, state, and ZIP code: KNOXVILLE, TN 37919

A Employer identification number: 58-1754763

B Telephone number: 865-588-0491

C If exemption application is pending, check here ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 32,349,757.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,066,417.	1,066,417.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<153,964.>			
	b Gross sales price for all assets on line 6a 1,154,308.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	12,075.	0.	STATEMENT 1	
	12 **Total.** Add lines 1 through 11	924,528.	1,066,417.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	15,274.	7,637.		7,637.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion	1,268.	634.		
	20 Occupancy	16,412.	8,206.		8,206.
	21 Travel, conferences, and meetings	19,979.	9,989.		9,990.
	22 Printing and publications				
	23 Other expenses STMT 3	70,694.	43,342.		27,352.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	123,627.	69,808.		53,185.
	25 Contributions, gifts, grants paid	1,365,315.			1,365,315.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,488,942.	69,808.		1,418,500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<564,414.>			
	b **Net investment income** (if negative, enter -0-)		996,609.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	872,163.	591,882.	591,882.
	2 Savings and temporary cash investments		1,073.	1,073.
	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 STMT 4	12,694,923.	12,910,510.	14,610,753.
	c Investments - corporate bonds STMT 5	21,393,833.	20,894,306.	17,141,702.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 36,407.			
	Less accumulated depreciation ▶ 32,060.	5,613.	4,347.	4,347.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	34,966,532.	34,402,118.	32,349,757.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	34,966,532.	34,402,118.	
	30 **Total net assets or fund balances**	34,966,532.	34,402,118.	
	31 **Total liabilities and net assets/fund balances**	34,966,532.	34,402,118.	

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	34,966,532.
2	Enter amount from Part I, line 27a	2	<564,414.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	34,402,118.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,402,118.

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 ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE-CAPITAL GAIN DIVIDENDS	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	1,152,703.		1,308,272.	<155,569.>
b	1,605.			1,605.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<155,569.>
b				1,605.
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 <153,964.>

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

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	2,098,867.	31,468,195.	.066698
2007	2,334,729.	45,411,308.	.051413
2006	2,688,058.	47,907,827.	.056109
2005	2,349,742.	46,395,847.	.050646
2004	2,380,502.	43,475,136.	.054755

2	**Total** of line 1, column (d)	2	.279621
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	.055924
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	32,086,862.
5	Multiply line 4 by line 3	5	1,794,426.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,966.
7	Add lines 5 and 6	7	1,804,392.
8	Enter qualifying distributions from Part XII, line 4	8	1,418,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	19,932.
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	19,932.
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	19,932.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 16,000.		
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	16,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	66.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	3,998.
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	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DEBBIE BLACK, EXECUTIVE DIRECTOR Telephone no. ▶ (865)588-0491
Located at ▶ 4800 OLD KINGSTON PIKE, SUITE 100, KNOXVILLE, TN ZIP+4 ▶ 37919

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

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 page 20 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (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? 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
SEE STATEMENT 6		0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NOT APPLICABLE	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	32,215,165.
b	Average of monthly cash balances	1b	360,329.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	32,575,494.
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	32,575,494.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	488,632.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,086,862.
6	**Minimum investment return.** Enter 5% of line 5	6	1,604,343.

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	1,604,343.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 19,932.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	19,932.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,584,411.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,584,411.
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	1,584,411.

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	1,418,500.
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	1,418,500.
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	1,418,500.

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				1,584,411.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006 319,396.				
d From 2007 101,854.				
e From 2008 556,651.				
f Total of lines 3a through e	977,901.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,418,500.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				1,418,500.
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).)	165,911.			165,911.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	811,990.			
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	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	811,990.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006 153,485.				
c Excess from 2007 101,854.				
d Excess from 2008 556,651.				
e Excess from 2009				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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 of the person to whom applications should be addressed:

SEE STATEMENT 7

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE			SEE ATTACHED SCHEDULE	1365315.
Total			▶ 3a	1365315.
b Approved for future payment				
SEE ATTACHED SCHEDULE			SEE ATTACHED SCHEDULE	50,000.
Total			▶ 3b	50,000.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,066,417.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	<153,964.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL EXCISE TAX					
b REFUND			14	11,002.	
c CLAT ANNUITY PROCEEDS			14	1,073.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		924,528.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 924,528.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/12/10 Title: PRESIDENT

Paid Preparer's Use Only

Preparer's signature	MARK W. KING, CPA, CPA	Date 11/10/10	Check if self-employed ☐	Preparer's identifying number P00153636
Firm's name (or yours if self-employed), address, and ZIP code	LATTIMORE BLACK MORGAN & CAIN, P.C. 10024 INVESTMENT DRIVE, STE 200 KNOXVILLE, TN 37932	EIN ▶	Phone no. (865) 691-9000

923622
02-02-10

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL EXCISE TAX REFUND	11,002.	0.	
CLAT ANNUITY PROCEEDS	1,073.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	12,075.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	15,274.	7,637.		7,637.
TO FORM 990-PF, PG 1, LN 16B	15,274.	7,637.		7,637.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,312.	656.		656.
INVESTMENT EXPENSE	15,990.	15,990.		0.
MANAGEMENT FEE	44,614.	22,307.		22,307.
MISCELLANEOUS EXPENSE	37.	18.		19.
OFFICE EXPENSES	4,186.	2,093.		2,093.
TELEPHONE	4,555.	2,278.		2,277.
TO FORM 990-PF, PG 1, LN 23	70,694.	43,342.		27,352.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS PER ATTACHED SCHEDULE	12,910,510.	14,610,753.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,910,510.	14,610,753.

FORM 990-PF CORPORATE BONDS STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS PER ATTACHED SCHEDULE	20,894,306.	17,141,702.
TOTAL TO FORM 990-PF, PART II, LINE 10C	20,894,306.	17,141,702.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 6

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MERLE D. WOLFE 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	PRESIDENT 3.00	0.	0.	0.
CARL ENSOR, JR. 7113 WELLINGTON DR. KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
DEBBIE BLACK 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	EXECUTIVE DIRECTOR 20.00	0.	0.	0.
SYLVIA M. THOMPSON 4500 CAMERON VALLEY PKWAY #450 CHARLOTTE, NC 28211	DIRECTOR 1.00	0.	0.	0.
GREGORY E. ERICKSON P.O. BOX 23530 KNOXVILLE, TN 37933	DIRECTOR 1.00	0.	0.	0.

GINNY THOMPSON 216 PERRIN PLACE CHARLOTTE, NC 28207	DIRECTOR 1.00	0.	0.	0.
JESSIE L. THOMPSON 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
JOANNE T. MANOFSKY 11 BROOKLAWN CHASE ASHEVILLE, NC 28803	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 7
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DEBBIE BLACK, EXECUTIVE DIRECTOR
4800 OLD KINGSTON PIKE, SUITE 100
KNOXVILLE, TN 37919

TELEPHONE NUMBER

865-588-0491

FORM AND CONTENT OF APPLICATIONS

LETTER OF NOT MORE THAN TWO PAGES DESCRIBING THE PROJECT

ANY SUBMISSION DEADLINES

MARCH 31, JUNE 30, SEPTEMBER 30, DECEMBER 31

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO ENDOWMENTS OR FUNDS TO SUPPORT OPERATING DEFICITS
GEORGRAPHIC AREAS CONSISTING OF:
TENNESSEE: KNOX, ANDERSON, SCOTT, AND BLOUNT COUNTIES
KENTUCKY: BELL, CLAY, LAUREL, AND LESLIE COUNTIES
VIRGINIA: BUCHANAN AND TAZEWELL COUNTIES

SCHEDULE TO FORM 990-PF
THE THOMPSON CHARITABLE FOUNDATION
JUNE 30, 2010

Part II, Lines 10b and 10c

	June 30, 2010		June 30, 2009	
	Cost	Market	Cost	Market
Bonds				
J P Morgan Inst Bond Fund	$ 8,837,633	$ 6,709,575	S 8,516,062	$ 5,915,453
Morgan Stanley Institutional Fund	12,056,673	10,432,127	12,877,771	10,263,582
Totals	20,894,306	17,141,702	21,393,833	16,179,035
Stocks				
Dodge & Cox International Stock Fund	3,004,790	2,323,941	2,969,591	2,052,209
Vanguard PAC Stock Index Fund	2,721,460	2,191,100	2,660,814	2,075,250
Vanguard Instl Index Fund	6,500,128	8,531,062	6,304,372	7,453,843
SUNOCO	684,132	1,564,650	760,146	1,160,000
Totals	12,910,510	14,610,753	12,694,923	12,741,302
Totals	33,804,816	$ 31,752,455	S 34,088,756	$ 28,920,337

Realized Gain and Loss Details

July 01, 2009 - June 30, 2010

03-33229 THOMPSON CHAR FDN FUNDS

Description	Shares/ Par/Units	Trade Price	Date Sold	Date Acquired	Sale Proceeds	Cost Basis	Gain (Loss)
Long Term Capital Gains and Losses							
Trade Activity							
MFO MORGAN STANLEY INSTL FD CORE PLUS FXD INC INSTL (MPFIX)	104,821 80	9 5400	05/03/10	**	1,000,000 00	1,232,257 41	(232,257 41)
Other							
#REORG/ MERRILL LYNCH & CO INC COM STK EFF DT 01/02/2009 (MER)			03/12/10		322 35		322 35
#REORG TIME WARNER STK MERGER TO AOL TIME WARNER INC 2157776 @1 5 1/11/01 (TWX)			01/27/10		824 90		824 90
UNITEDHEALTH GROUP INC COM (UNH)			12/24/09		457 99		457 99
Total Long Term Capital Gains and Losses							**(230,652.17)**
Total Capital Gains and Losses for Account 03-33229							**(230,652.17)**

Realized Gain/Loss figures on this statement are preliminary and approximate, and should not be used for income tax purposes

Realized Gain and Loss Details

July 01, 2009 - June 30, 2010

03-33230 THOMPSON CH FDN SUNOCO

Description	Shares/ Par/Units	Trade Price	Date Sold	Date Acquired	Sale Proceeds	Cost Basis	Gain (Loss)
Long Term Capital Gains and Losses							
Trade Activity							
SUNOCO INC COM (SUN)	5,000 00	30 5914	10/15/09	**	152,703 06	76,014 64	76,688 42
Total Long Term Capital Gains and Losses							**76,688.42**
Total Capital Gains and Losses for Account 03-33230							**76,688 42**
Total Capital Gains and Losses for all Accounts							**(153,963.75)**

***Acquisition date not known*

Please note that this report has been prepared using best available data This report may also contain information provided by third parties, derived by third parties or derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction - Northern Trust assumes no responsibility for the accuracy, timeliness or completeness of any such information Northern Trust assumes no responsibility for the consequences of investment decisions made in reliance on information contained in this report If you have questions regarding third party data or direction as it relates to this report, please contact your Northern Trust relationship team

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Realized Gain/Loss figures on this statement are preliminary and approximate, and should not be used for income tax purposes

SCHEDULE TO FORM 990-PF
THE THOMPSON CHARITABLE FOUNDATION
JUNE 30, 2010

Part II, Lines 10b and 10c

	June 30, 2010		June 30, 2009	
	Cost	Market	Cost	Market
Bonds				
J P Morgan Inst Bond Fund	$ 8,837,633	$ 6,709,575	S 8,516,062	$ 5,915,453
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Totals	12,910,510	14,610,753	12,694,923	12,741,302
Totals	33,804,816	$ 31,752,455	S 34,088,756	$ 28,920,337

The Thompson Charitable Foundation	
Grants Paid July 1, 2009 thru June 30, 2010	
Aid to Distressed Families of Appalachian Counties	$ 5,000
Attn: Liz Herbes, Social Services Program Director	
P O. Box 5953	
Oak Ridge, TN 37831	
Alice Lloyd College	$ 50,000
Attn. Joe Alan Stepp, President	
100 Purpose Road	
Pippa Passes, KY 41844	
Appalachia Service Project	$ 50,000
Attn: Susan C Crow, President & CEO	
4523 Bristol Highway	
Johnson City, TN 37601	
Autism Society of East Tennessee	$ 3,000
Attn: Brook Dickerson, Executive Director	
2890 Alcoa Highway	
Knoxville, TN 37920	
Bell-Whitley Community Action Agency, Inc.	$ 20,000
Attn. Peggy S Capps, Executive Director	
P. O. Box 159	
Pineville, KY 40977	
Big Brothers Big Sisters of East Tennessee	$ 5,000
Attn. Myra V. Yeatman, CEO	
4928 Homberg Drive, Suite B3	
Knoxville, TN 37919	
Bluefield College	$ 50,000
Attn: David W. Olive, President	
3000 College Drive	
Bluefield, VA 24605	
Buchanan County Public Service Authority	$ 125,000
Attn: Darrell Cantrell, Executive Director	
P O Box 30	
Vansant, VA 24656	
Buchanan County Youth, Inc.	$ 18,000
Attn Frannie B. Minton, R N.	
18765 Riverview Drive	
Vansant, VA 24656	

Buchanan Neighbors United, Inc	$	20,000
Attn. Gertrude Hibbitts, Executive Director		
P. O Box 1463		
Grundy, VA 24614		
Catholic Charities of East Tennessee, Inc	$	20,000
Attn Fr Ragan Schriver, Executive Director		
3009 Lake Brook Boulevard		
Knoxville, TN 37909		
Center for Christian Action	$	5,500
Attn· Sister Jane McDowell, Program Director		
P. O. Box 608		
Pacahontas, VA 24635		
Come-Unity Cooperative Care	$	15,000
Attn Linda Gilreath, Executive Director		
P O. Box 56		
London, KY 40743-0056		
Community School of the Arts	$	5,000
Attn: Jennifer Willard, Executive Director		
620 State Street		
Knoxville, TN 37902		
Crutcher Memorial Youth Enrichment Center	$	5,000
Attn. April A. Walker, Program Director		
P. O. Box 6747		
Knoxville, TN 37914-0747		
Cumberland College	$	10,000
Attn: Dr Jim Taylor, President		
6191 College Station Drive		
Williamsburg, KY 40969		
Cumberland River Comprehensive Care Center	$	5,000
Attn. Barbara Lipps, ADT Instructor		
565 Muddy Gap Road		
Manchester, KY 40962		
Dogwood Arts Festival	$	1,000
Attn· Lynda Evans, Director of Development		
106 W. Summit Hill Drive		
Knoxville, TN 37902		
Eastern Kentucky University	$	50,000
Attn· Terry Gray, Director		
50 University Drive		
Manchester, KY 40962		

Fish Hospitality Pantries, Inc	$ 50,000
Attn Jim Wright, Director	
800 Northshore Drive	
Knoxville, TN 37919	
Friends of Tennessee's Babies with Special Needs	$ 3,000
Attn: Don Thompson, Executive Director	
P. O. Box 544	
Alcoa, TN 37701-0544	
Hearing and Speech Foundation	$ 15,000
Attn: Amanda Womac, Executive Director	
1619 E Broadway Avenue	
Maryville, TN 37804	
Helen Ross McNabb Center	$ 50,000
Attn Andy Black, President	
201 W Springdale Avenue, N.E.	
Knoxville, TN 37917	
Historic Crab Orchard Museum & Pioneer Park, Inc.	$ 15,000
Attn Charlotte G. Whitted, Executive Director	
3663 Crab Orchard Road	
Tazewell, VA 24651	
Industrial Development Authority of Buchanan County	$ 50,000
Attn. Craig Horn, Executive Director	
4313 Slate Creek Road	
Grundy, VA 24614	
Interfaith Health Clinic	$ 25,000
Attn: Kelly E. Mainor, Assistant Director	
315 Gill Avenue	
Knoxville, TN 37917	
Knox County Community Action Committee Office on Aging	$ 20,000
Attn: Barbara Monty, Director	
P. O Box 51650	
Knoxville, TN 37950	
Knoxville Habitat for Humanity	$ 6,000
Attn: Robert A. Ellis, Jr , Chief Development Officer	
P. O Box 27478	
Knoxville, TN 37927	
Leslie County High School	$ 18,700
Attn. William Todd Horton, Assistant Principal	
P. O Box 970	
Hyden, KY 41749	

Leslie County Little League	$ 4,000
Attn: Wallace Barger, Vice President	
P. O Box 1755	
Hyden, KY 41749	
Manchester Memorial Hospital	$ 20,000
Attn: Dennis Meyers, President	
210 Marie Langdon Drive	
Manchester, KY 40962	
Maryville College	$ 100,000
Attn: Holly Jackson-Ludlow, Interim Vice President for Advancement	
602 E Lamar Alexander Parkway	
Maryville, TN 37804-5907	
Mercy Health Partners Foundation ***($100,000 - Check Voided 6/15/10)***	$ -
Attn: Carlton Long, Regional V.P. for Philanthropy	
101 Blount Avenue, Suite 530	
Knoxville, TN 37920	
Middlesboro Primary School	$ 10,000
Attn: Raydean Huddleston, Teacher	
3400 West Cumberland Avenue	
Middlesboro, KY 40965	
Mount Olive Music Academy	$ 3,000
Attn: Mary P. Cherry-Marks, Manager	
1601 Dandridge Avenue	
Knoxville, TN 37915	
New Opportunity School of Women, Inc.	$ 15,000
Attn: Janet L. Gill, Executive Director	
204 Chestnut Street	
Berea, KY 40403	
Panco Youth Center	$ 12,115
Attn: Jerry Rice, Director	
9626 Hwy 1482	
Oneida, KY 40972	
Reddy Tri-County Health Clinic	$ 25,000
Attn: Mary Ann Sizemore, Executive Director	
P O Box 202	
Richlands, VA 24641	
Salvation Army	$ 10,000
Attn. Major Don Vick, Area Commander	
409 N Broadway	
Knoxville, TN 37917	

Saving Little Hearts	$ 10,000
Attn Karin Coulter, Executive Director	
5629 Barineau Lane	
Knoxville, TN 37920	
Scott County Homeless Shelter	$ 20,000
Attn: Gerald Voiles, Executive Director	
1513 Jeffers Road	
Huntsville, TN 37756	
Second Harvest Food Bank	$ 10,000
Attn Patty Ford, Grants Administrator	
922 Delaware Avenue	
Knoxville, TN 37921	
Senior Citizens Home Assistance Service	$ 120,000
Attn: Timothy A. Howell, CEO	
815 North Broadway	
Knoxville, TN 37917	
Sertoma Center, Inc.	$ 5,000
Becky Massey, Executive Director	
1400 East Fifth Avenue	
Knoxville, TN 37917	
Stone Mountain Health Services	$ 150,000
Attn Malcolm L. Perdue, President & CEO	
602 West Morgan Avenue, Suite 3	
Pennington Gap, VA 24277	
S.W. Virginia Second Harvest Food Bank	$ 10,000
Attn Pamela Irvine, President & CEO	
1025 Electric Road	
Salem, VA 24153	
Tennessee Baptist Adult Homes	$ 5,000
Attn Jim Highland, Director of Development	
P. O Box 728	
Brentwood, TN 37024-0728	
Town of Richlands	$ 50,000
Attn: Timothy L. Taylor, Town Manager	
200 Washington Square	
Richlands, VA 24641	
Wesley House Community Center	$ 12,000
Attn: Richard Gibson, Executive Director	
923 Dameron Avenue	
Knoxville, TN 37921	

The Wellness Community of East Tennessee	$ 10,000
Attn Beth Hamil, Executive Director	
2230 Sutherland Avenue	
Knoxville, TN 37919	
YMCA of Buchanan County, Inc	$ 45,000
Attn· Carol Bozzer, Executive Director	
P. O Box 1450	
Grundy, VA 24614	
Youth Transitions, Inc.	$ 4,000
Attn. Chris Harper, Sr., President	
4941 Angelia Drive	
Knoxville, TN 37921	
Total:	**$ 1,365,315**

ADDITIONAL SCHEDULES - Continued
THE THOMPSON CHARITABLE FOUNDATION 58-1754763
FORM 990 PF
Year Ended June 30, 2010

PART XV, ITEM 3, LINE b - CONTRIBUTIONS AND GRANTS APPROVED FOR FUTURE PAYMENT

Recipient	Purpose of Grant		Amount
Industrial Development Authority of Buchanan County Craig Horn, Executive Director 4313 Slate Creek Road Grundy, VA 24614	Linn Camp Water Project	$	50,000 00
	Total		50,000 00