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

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, 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

Name of foundation		A Employer identification number		
THE THOMPSON FOUNDATION, INC.		72-1389140		
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 10367		Room/suite		
City or town, state, and ZIP code BIRMINGHAM, AL 35202-0367				
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				
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) _____			
► \$ 2,259,093. (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
Revenue	1 Contributions, gifts, grants, etc., received	0.		
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments	1,207.	1,207.	STATEMENT 1
	3 Dividends and interest from securities	38,737.	38,737.	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	1,284,270.		
	7 Capital gain net income (from Part IV, line 2)		0.	
	8 Net short-term capital gain			
	9 Income modifications Gross sales less returns and allowances			
	10a Less Cost of goods sold			
	c Gross profit or (loss)			
	11 Other income	22,331.	22,331.	0. STATEMENT 3
12 Total. Add lines 1 through 11	<41,719.>	62,275.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	31,083.	15,542.	0. 15,541.
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees			
	b Accounting fees	6,434.	3,217.	0. 3,217.
	c Other professional fees			
	17 Interest			
	18 Taxes	3,042.	0.	0. 0.
	19 Depreciation and depletion			
	20 Occupancy	10 2011		
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses	77,603.	24,917.	0. 52,686.
	24 Total operating and administrative expenses. Add lines 13 through 23	118,162.	43,676.	0. 71,444.
25 Contributions, gifts, grants paid	878,297.		878,297.	
26 Total expenses and disbursements. Add lines 24 and 25	996,459.	43,676.	0. 949,741.	
27 Subtract line 26 from line 12	<1,038,178.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		18,599.		
c Adjusted net income (if negative, enter -0-)			0.	

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments		272,321.	268,376.
	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 ►			
Assets	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	STMT 8		
	b Investments - corporate stock		2,897,643.	1,940,538.
	c Investments - corporate bonds			1,990,717.
	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)		3,169,964.	2,208,914.
	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			
Liabilities	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		3,169,964.	2,208,914.
	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		3,169,964.	2,208,914.
	31 Total liabilities and net assets/fund balances		3,169,964.	2,208,914.

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 3,169,964.
2 Enter amount from Part I, line 27a		2 <1,038,178.>
3 Other increases not included in line 2 (itemize) ►	SEE STATEMENT 7	3 77,128.
4 Add lines 1, 2, and 3		4 2,208,914.
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 2,208,914.

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					
b	SEE ATTACHED STATEMENT				
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					
b					
c					
d					
e	1,284,270.		1,298,835.	<103,994.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e				<103,994.>	
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	<103,994.>
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))
2009	1,071,848.	3,389,505.	.316226
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
2 Total of line 1, column (d)			2 1.570995
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 .314199
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 2,500,346.
5 Multiply line 4 by line 3			5 785,606.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 186.
7 Add lines 5 and 6			7 785,792.
8 Enter qualifying distributions from Part XII, line 4			8 949,741.

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.	(attach copy of letter if necessary-see instructions)	1	186.
Date of ruling or determination letter.			2	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			3	186.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			4	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			5	186.
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:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010		6a	1,520.	
b Exempt foreign organizations - tax withheld at source		6b		
c Tax paid with application for extension of time to file (Form 8868)		6c	1,000.	
d Backup withholding erroneously withheld		6d		
7 Total credits and payments. Add lines 6a through 6d		7	2,520.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	2,334.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax ►		11	0.	

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ 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? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>AL</u>	8b	X
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	9	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV	10	X
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	
Website address ► N/A		
14 The books are in care of ► THE THOMPSON FOUNDATION, INC. Telephone no. ► (205) 802-7202		
Located at ► P.O. BOX 10367, BIRMINGHAM, AL ZIP+4 ► 35202-0367		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? Yes No		
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

	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"/> 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"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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"/> 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"/> 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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> 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 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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"/> No		
b If "Yes," did it have excess business holdings in 2010 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 2010.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

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

Yes No

Yes No

Yes No

Yes No

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

►

c Organizations relying on a current notice regarding disaster assistance check here

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?

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

 Yes No

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
MICHAEL D. THOMPSON 1725 SOMERSET CIRCLE BIRMINGHAM, AL 35213	PRESIDENT 1.00	0.	0.	0.
LISA THOMPSON-SMITH 3323 EAST BRIARCLIFF ROAD BIRMINGHAM, AL 35223	SECRETARY 1.00	0.	0.	0.
HALL W. THOMPSON, JR. 4948 SUSSEX ROAD BIRMINGHAM, AL 35242	DIRECTOR 1.00	0.	0.	0.
BETTY D. MORRISON 105 HOLLYWOOD BOULEVARD BIRMINGHAM, AL 35209	EXECUTIVE DIRECTOR 20.00	25,886.	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 NONE	
	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 NONE	
	0.
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	► 0.

Form 990-PF (2010)

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	2,229,749.
b Average of monthly cash balances	1b	308,673.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	2,538,422.
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	2,538,422.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38,076.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,500,346.
6 Minimum investment return. Enter 5% of line 5	6	125,017.

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	125,017.
2a Tax on investment income for 2010 from Part VI, line 5	2a	186.
b Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	186.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	124,831.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	124,831.
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	124,831.

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	949,741.
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	949,741.
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	186.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	949,555.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				124,831.
2 Undistributed income, if any, as of the end of 2010:			0.	
a Enter amount for 2009 only				
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	1,190,751.			
b From 2006	1,002,865.			
c From 2007	1,137,890.			
d From 2008	1,061,750.			
e From 2009	903,867.			
f Total of lines 3a through e		5,297,123.		
4 Qualifying distributions for 2010 from Part XII, line 4. ► \$ 949,741.			0.	
a Applied to 2009, 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)				
d Applied to 2010 distributable amount				124,831.
e Remaining amount distributed out of corpus				824,910.
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
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 2009 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7				1,190,751.
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				4,931,282.
10 Analysis of line 9				
a Excess from 2006	1,002,865.			
b Excess from 2007	1,137,890.			
c Excess from 2008	1,061,750.			
d Excess from 2009	903,867.			
e Excess from 2010	824,910.			

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>				
REVERSAL OF CHECKS WRITTEN BUT NOT ISSUED OR REFUNDED	NONE	UNKNOWN	N/A	<45. >
SEE ATTACHED LIST	NONE	UNKNOWN	SEE ATTACHED LIST	11,265.
SEE ATTACHED LIST	NONE	UNKNOWN	SEE ATTACHED LIST	402,537.
SEE ATTACHED LIST	NONE	UNKNOWN	SEE ATTACHED LIST	464,540.
Total			► 3a	878,297.
<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	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	1,207.	
4 Dividends and interest from securities			14	38,737.	
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	22,331.	
8 Gain or (loss) from sales of assets other than inventory			18	<103,994. >	
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.		<41,719. >	0.
13 Total. Add line 12, columns (b), (d), and (e)					<41,719. >

Relationship of Activities to the Accomplishment of Exempt Purposes

THE THOMPSON FOUNDATION, INC.

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 HAINES OPPORTUNITY - K-1			
e POWER SHARES - K-1			
f CAPITAL GAINS DIVIDENDS			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 1,275,014.		1,298,835.	<23,821.>
b			<348.>
c			<117,911.>
d			27,508.
e			1,322.
f 9,256.			9,256.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			<23,821.>
b			<348.>
c			<117,911.>
d			27,508.
e			1,322.
f			9,256.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	<103,994.>
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

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

SOURCE	AMOUNT
ASPEN FUND	203.
FIRST COMMERCIAL	709.
HAINES ALL SEASON	91.
HAINES OPPORTUNITY	72.
POWERSHARES	132.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,207.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ASPEN DIVERSIFIED FUND, LLC	2.	0.	2.
NATIONAL ADVISORS TRUST COMPANY	12,861.	1,236.	11,625.
SCHWAB	35,130.	8,020.	27,110.
TOTAL TO FM 990-PF, PART I, LN 4	47,993.	9,256.	38,737.

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	10,929.	10,929.	0.
POWERSHARES - K-1	11,475.	11,475.	0.
HAINES ALL SEASON - K-1	<73.>	<73.>	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	22,331.	22,331.	0.

FORM 990-PF

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,434.	3,217.	0.	3,217.
TO FORM 990-PF, PG 1, LN 16B	6,434.	3,217.	0.	3,217.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	3,042.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	3,042.	0.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	148.	74.	0.	74.
OTHER PROGRAM EXPENSE	51,699.	0.	0.	51,699.
DUES AND SUBSCRIPTIONS	100.	50.	0.	50.
INVESTMENT FEES	15,347.	15,347.	0.	0.
OTHER PORTFOLIO EXPENSES	8,583.	8,583.	0.	0.
OFFICE SUPPLIES	726.	363.	0.	363.
CONSULTING FEES	1,000.	500.	0.	500.
TO FORM 990-PF, PG 1, LN 23	77,603.	24,917.	0.	52,686.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
CURRENT YEAR BOOK TO TAX DIFFERENCES FROM INVESTMENTS	77,128.
TOTAL TO FORM 990-PF, PART III, LINE 3	77,128.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB INVESTMENTS	1,940,538.	1,990,717.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,940,538.	1,990,717.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	9
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NAME OF MANAGER

MICHAEL D. THOMPSON
LISA THOMPSON-SMITH

The Thompson Foundation
General Ledger
As of December 31, 2010

Type	Date	Num	Name	Memo	Split	Paid Amount	Balance
Memorials & Gifts							
Check	01/28/2010	3592	Highland Park Church of Christ	Bangladesh Missions	First Con	200.00	200.00
Check	02/02/2010	3595	Linly Heflin Unit	Ann Adams Pritchard	First Con	200.00	400.00
Check	02/18/2010	3616	Linly Heflin Unit	Ann Adams Pritchard	First Con	200.00	600.00
Check	03/02/2010	3634	Bell Center	Contribution	First Con	5,000.00	5,600.00
Check	03/09/2010	3643	Canterbury United Methodist Church	Genie and Mike Thompson	First Con	200.00	5,800.00
Check	07/07/2010	3733	Lamar Project	In memory of Lamar Herring	First Con	1,000.00	6,800.00
Check	07/07/2010	3734	UAB Department of Neurology	In memory of Betty Evelyn Brinson Holbert	First Con	200.00	7,000.00
Check	07/07/2010	3735	First Presbyterian Church of Camden	In memory of Mrs. Janet Liddle Philippi	First Con	200.00	7,200.00
Check	07/07/2010	3736	Independent Presbyterian Church	In memory of Clinton Taylor	First Con	200.00	7,400.00
Check	07/07/2010	3737	Zeiger Charitable Foundation	In memory of Anne Moor	First Con	200.00	7,600.00
Check	07/07/2010	3738	Greater B'ham Humane Society	In memory of Evan and Peggy Zeiger	First Con	400.00	8,000.00
Check	07/07/2010	3739	Bruno Cancer Center	In memory of Major Bashinsky	First Con	200.00	8,200.00
Check	07/07/2010	3740	Greater B'ham Habitat for Humanity	In memory of Bob Kennedy	First Con	200.00	8,400.00
Check	07/07/2010	3741	Children's Harbor	In memory of William "Bill" Spencer, III	First Con	200.00	8,600.00
Check	07/07/2010	3742	Jewish Federation-Birmingham	In memory of Norval Franklin Springfield	First Con	200.00	8,800.00
Check	07/23/2010	3743	Big Oak Ranch	In memory of Fred Berman	First Con	200.00	9,000.00
Check	07/23/2010	3758	Big Oak Ranch	Dave Edgar Brown Memorial	First Con	200.00	9,200.00
Check	07/23/2010	3760	Wings of Hope, Inc.	Michael Ray Summers memorial	First Con	200.00	9,400.00
Check	07/30/2010	3761	Independent Presbyterian Church	Joseph G. Fabick Memorial	First Con	200.00	9,600.00
Check	08/11/2010	3773	Hope Presbyterian Church	Betty Miller Morrow Memorial	First Con	200.00	9,800.00
Check	08/13/2010	3774	Boy Scouts of America	Asheia Akire Morrow Memorial	First Con	200.00	10,000.00
Check	09/23/2010	3784	Canterbury United Methodist Church	Ralph Stacy memorial	First Con	200.00	10,200.00
Check	09/23/2010	3795	Hopewell Baptist Church	Virginia Lee Miller memorial	First Con	200.00	10,400.00
Check	10/08/2010	3800	Hopewell Baptist Church	Earl Edwards	First Con	0.00	10,400.00
Check	10/08/2010	3801	Garden City Baptist Church	Building Fund - Earl Edwards Memorial	First Con	0.00	10,400.00
Check	10/08/2010	3812	Big Oak Ranch	Earl Edwards Memorial	First Con	65.00	10,465.00
Check	11/04/2010	3819	UAB Neuro Oncology Program	Mr. Walter Scott Wilson, III Memorial	First Con	200.00	10,665.00
Check	11/04/2010	3820	Mondays Morning Quarterback Club	Sherman Sults Memorial	First Con	200.00	10,865.00
Check	12/14/2010	3834	Emmet O'Neal Library Garden Fund	Memorial for Mr. Frank Anderson, III	First Con	200.00	11,065.00
Check	12/14/2010	3835		Memorial for Many Moren Sellers Crommelin	First Con	200.00	11,265.00
Total Memorials & Gifts						11,265.00	11,265.00

The Thompson Foundation
Transaction Detail By Account
January through December 2010

	Type	Date	Num	Name	Memo	Split	Debit	Credit	Balance
Grant Disbursements									
Food									
	Check	07/23/2010	3750	Jefferson County Council on Aging	Meals on Wheels	First Cr	5,000 00		5,000 00
	Check	10/08/2010	3802	Jimmie Hale Mission	Thanksgiving Dinners	First Cr	2,000 00		7,000 00
	Check	10/08/2010	3810	Magic City Harvest	"Help Stop Hunger Now" event	First Cr	5,000 00		12,000 00
	Check	11/29/2010	3830	ACNRF, Inc	Governor's Hunt for Hunger	First Cr	3,000 00		15,000 00
	Check	12/14/2010	3831	Community Kitchens of Birmingham	Year end gift in honor of Jacob Mai	First Cr	7,500 00		22,500 00
Total Food							22,500 00	0 00	22,500 00
Civic									
	Check	01/12/2010	3578	Rotary Club of Birmingham	Sponsor-Large Club Conference	First Cr	2,500 00		2,500 00
	Check	01/15/2010	3582	Birmingham International Center	annual contribution	First Cr	1,000 00		3,500 00
	Check	01/18/2010	3585	Salvation Army	Habit Aid	First Cr	25,000 00		28,500 00
	Check	01/27/2010	3590	Shelby County Cattlemen's Association	per Lucy Thompson Marsh	First Cr	2,500 00		31,000 00
	Check	02/22/2010	3617	Birmingham Zoo	special event	First Cr	6,882 15		37,882 15
	Check	02/26/2010	3626	Birmingham Truck Club	Buddy Vines	First Cr	100 00		37,782 15
	Check	03/01/2010	3621	Hoover Parks & Recreation Found	supporting city's fishing tournament	First Cr	0 00		37,782 15
	Check	03/01/2010	3624	WBHM 90.3	donation/membership	First Cr	100 00		37,882 15
	Check	03/01/2010	3627	Hoover Parks & Recreation Found	supports Therapeutic Dept	First Cr	300 00		38,182 15
	Check	03/05/2010	0	Heritage Foundation	VOID Donation	First Cr	0 00		38,182 15
	Check	03/08/2010	3641	Heritage Foundation	check written by Monica	First Cr	40,000 00		78,182 15
	Check	03/10/2010	3844	Women's Fund	domestic violence	First Cr	2,500 00		80,682 15
	Check	04/29/2010	3892	Birmingham Marathon	2010 Mercedes Marathon Sponsor	First Cr	546 57		81,228 72
	Check	06/11/2010	3718	Hand In Paw	Mallie Ireland Request - Picasso	First Cr	2,500 00		83,728 72
	Check	08/13/2010	3775	HED/CFC	9th CFC Chanty Golf Tournament	First Cr	1,000 00		84,728 72
	Check	08/18/2010	3778	Jerry Pate National Intercollegiate	2010 Tournament	First Cr	2,500 00		87,228 72
	Check	08/18/2010	3780	U of A Never Should Have Made It	2010 Dues	First Cr	1,000 00		88,228 72
	Check	08/27/2010	3785	Newcomen Society of Alabama	2010 Membership Dues	First Cr	60 00		88,288 72
	Check	09/24/2010	3796	AWC, Ltd	Archer Western golf tournament - 2	First Cr	2,500 00		90,788 72
	Check	09/30/2010	3814	Alabama Wildlife Federation	Contribution - Protect Forever Wild	First Cr	25,000 00		115,788 72
Total Civic							115,788 72	0 00	115,788 72
Cultural									
	Check	03/10/2010	3653	Alzheimer's of Central Alabama		First Cr	1,000 00		1,000 00
	Check	06/11/2010	3721	Friends of Birmingham Botanical	G Donation	First Cr	1,000 00		2,000 00
	Check	06/11/2010	3723	Nature Conservancy of Alabama	Fish Passage Project	First Cr	1,000 00		3,000 00
	Check	06/11/2010	3725	Red Mountain Theatre Company	Bill Mooney request	First Cr	5,000 00		8,000 00
	Check	10/08/2010	3807	Music Club-Birmingham	Tom Broughton Request	First Cr	500 00		8,500 00
	Check	10/08/2010	3808	Montgomery Museum of Fine Arts	Membership Renewal	First Cr	1,000 00		9,500 00
	Check	12/14/2010	3839	Alabama Wildlife Federation	"Celebrate 75"	First Cr	750 00		10,250 00
Total Cultural							10,250 00	0 00	10,250 00
Education									
	Check	01/04/2010	3573	Alabama Humanities Foundation	Scholars/Birmingham & Greene	First Cr	2,500 00		2,500 00
	Check	01/04/2010	3577	Gardendale Area Rotary Club	RI Foundation	First Cr	250 00		2,750 00
	Check	01/12/2010	3579	University of Alabama at Birmingham	Anastasia Arynchyna	First Cr	1,162 50		3,912 50
	Check	02/16/2010	3599	Oxford City Schools Education Fou	Jim Freind	First Cr	500 00		4,412 50
	Check	03/01/2010	3628	Walker County Soil & Water Conse	educational activities	First Cr	500 00		4,912 50
	Check	03/04/2010	3838	Shoal Creek	Benefiting UAB event	First Cr	748 30		5,660 80
	Check	03/10/2010	3645	Alabama Giving	Educational programs & services	First Cr	1,000 00		6,660 80
	Check	03/19/2010	3680	Qing Li MD,PhD	Qing Li, MD, PhD	First Cr	0 00		6,660 80
	Check	03/19/2010	3681	Qing Li MD,PhD	Qing Li, MD PhD	First Cr	0 00		6,660 80
	Check	04/29/2010	3684	Junior Women's Committee of 100	Shaun Gray request to Genie Thor	First Cr	200 00		6,860 80
	Check	04/29/2010	3689	Junior Achievement of North Centr	Goode Price request	First Cr	500 00		7,360 80
	Check	05/12/2010	3699	South GA Technical College	Annual donation	First Cr	2,084 00		9,444 80
	Check	05/28/2010	3706	Tarrant City High School	Mike Reuter request	First Cr	1,000 00		10,444 80
	Check	05/28/2010	3708	Widows Creek	partners in Educatic	First Cr	1,000 00		11,444 80
	Check	06/11/2010	3713	Troy State University	4th payment of a 5-year pledge	First Cr	1,000 00		12,444 80
	Check	06/23/2010	3726	Hope Project	Brian Hamilton request	First Cr	0 00		12,444 80
	Check	06/23/2010	3727	Hope Project	Brian Hamilton request	First Cr	5,000 00		17,444 80
	Check	06/23/2010	3728	Birmingham Theological Society	Frank Whght request	First Cr	200 00		17,644 80
	Check	07/23/2010	3748	Literacy Council of Central Alabama	Don James request	First Cr	1,000 00		18,644 80
	Check	07/23/2010	3751	West Alabama Chamber Foundati	Nucor Steel Tuscaloosa Adopt-A-S	First Cr	625 00		19,269 80
	Check	08/11/2010	3772	Alabama Power Service Organizati	UA College of Engineering Annual	First Cr	0 00		19,269 80
	Check	08/18/2010	3779	My A R T S Kids	2010-2011 operations	First Cr	2,500 00		21,769 80
	Check	08/27/2010	3781	Capstone Foundation	UA College of Engineering	First Cr	1,100 00		22,869 80
	Check	08/27/2010	3783	Thompson Adopt-A-School Progra	Adopt-A-School Program	First Cr	500 00		23,369 80
	Check	09/30/2010	3813	University of AL 'President's Cabin	Michael D. Thompson renewed gift	First Cr	3,000 00		26,369 80
	Check	10/08/2010	3809	Faulkner University	Skip Plumlee Request	First Cr	1,500 00		27,869 80
	Check	12/14/2010	3838	STAIR	Anna James request	First Cr	1,000 00		28,869 80
Total Education							28,869 80	0 00	28,869 80
Health									
	Check	01/04/2010	3571	Oasis Women's Counseling Center	Lessie Brady	First Cr	4,000 00		4,000 00

The Thompson Foundation
Transaction Detail By Account
January through December 2010

Type	Date	Num	Name	Memo	Split	Debit	Credit	Balance
Check	01/04/2010	3572	UAB Comprehensive Cancer Cent	ArtBlink Gala	First Cr	5,000.00		9,000.00
Check	01/04/2010	3575	UAB Center for Palliative Care	Title Sponsor	First Cr	10,000.00		19,000.00
Check	01/15/2010	3581	Parent Advocates Down Syndrome	Christian Maniscalco	First Cr	500.00		18,500.00
Check	01/28/2010	3593	National Multiple Sclerosis Society	Dana Dockey	First Cr	200.00		18,700.00
Check	02/17/2010	3613	American Cancer Society	Relay for Life	First Cr	200.00		18,900.00
Check	02/18/2010	3614	American Cancer Society	Relay for Life	First Cr	200.00		20,100.00
Check	02/26/2010	3619	Breast Cancer Research Foundation	Breast Cancer Research	First Cr	1,000.00		21,100.00
Check	03/01/2010	3623	American Cancer Society	Wright Brothers	First Cr	200.00		21,300.00
Check	03/01/2010	3625	Alabama Chapter Arthritis Foundation	membership	First Cr	100.00		21,400.00
Check	03/05/2010	3640	Alabama Lion Sight Conservation	/ Melissa Kendrick	First Cr	200.00		21,600.00
Check	03/10/2010	3649	Laps for Cystic Fibrosis	Emily Schreiber	First Cr	500.00		22,100.00
Check	03/10/2010	3651	Breast Cancer Research Foundation	Breast Cancer Research	First Cr	1,000.00		23,100.00
Check	03/26/2010	3666	Children's Miracle New-WalMart	Children's Miracle Network	First Cr	0.00		23,100.00
Check	03/26/2010	3667	Children's Miracle Net-2010	Rich Rawls	First Cr	500.00		23,600.00
Check	03/26/2010	3669	Children's Miracle New-WalMart	Children's Miracle Network	First Cr	500.00		24,100.00
Check	04/14/2010	3673	Cahaba Valley Health Care	Edwina Taylor	First Cr	5,000.00		29,100.00
Check	04/29/2010	3679	United Cerebral Palsy of Greater B	Don Garrett request	First Cr	1,000.00		30,100.00
Check	04/29/2010	3683	UAB Comprehensive Cancer Cent	Fiesta Ball sponsorship	First Cr	1,000.00		31,100.00
Check	04/29/2010	3685	Kid One	Donation	First Cr	1,000.00		32,100.00
Check	04/29/2010	3686	American Heart Association	2010 Heart Ball Sponsorship	First Cr	5,000.00		37,100.00
Check	04/29/2010	3687	Alabama Kidney Foundation	contribution	First Cr	500.00		37,600.00
Check	04/29/2010	3688	Cystic Fibrosis Foundation	donation-Great Stides Walks	First Cr	5,000.00		42,600.00
Check	04/29/2010	3694	UAB Department of Neurology	Edwin M Dixon Memorial	First Cr	200.00		42,800.00
Check	05/12/2010	3696	VMC Fundraising Account	Casey Black/Cancer Research	First Cr	500.00		43,300.00
Check	05/12/2010	3697	Breast Cancer Research Foundation	Breast Cancer Research	First Cr	200.00		43,500.00
Check	05/12/2010	3703	Norma Livingston Ovarian Foundation	Mother Walk/Ovarian Cancer	First Cr	1,000.00		44,500.00
Check	06/11/2010	3711	Sight Savers of Alabama	2nd payment of a 5 year pledge	First Cr	0.00		44,500.00
Check	06/11/2010	3712	Sight Savers of Alabama	2nd payment of a 5 year pledge	First Cr	5,000.00		49,500.00
Check	06/11/2010	3715	Crisis Center	Charlie Brown request	First Cr	1,000.00		50,500.00
Check	06/11/2010	3719	National Multiple Sclerosis Society	John Johns request - Legacy of Le.	First Cr	3,000.00		53,500.00
Check	06/11/2010	3722	Leukemia & Lymphoma Society	Brucie Mancuso request	First Cr	1,000.00		54,500.00
Check	06/11/2010	3724	Autism Society of Alabama	Donation	First Cr	500.00		55,000.00
Check	07/23/2010	3747	ALS Walk to Defeat	Dell Brooke request - contribution	First Cr	2,000.00		57,000.00
Check	07/23/2010	3749	UAB School of Nursing	Donation	First Cr	1,000.00		58,000.00
Check	07/30/2010	3763	Road to Hope Charly Golf Toumar	Regional Rehab Center in Tupelo,	First Cr	2,000.00		60,000.00
Check	07/30/2010	3765	Navigator	Nursing / Nancy Dunlap Johns req	First Cr	1,000.00		61,000.00
Check	07/31/2010	3768	Glenwood, Inc	Hole Sponsor for 18th Annual Kath	First Cr	1,000.00		62,000.00
Check	07/31/2010	3769	AFSP/BC/JDRF/MAW Chanties	5th Annual B&G BBQ Cook-off	First Cr	500.00		62,500.00
Check	07/31/2010	3771	Amelia Center	Baby Steps Memorial Fun Run	First Cr	200.00		62,700.00
Check	08/31/2010	3788	OUR KIDS, Inc	Contribution	First Cr	4,500.00		67,200.00
Check	09/24/2010	3797	Saint Vincent's Hospital Foundation	22nd annual golf classic for St. Vin	First Cr	950.00		68,150.00
Check	09/24/2010	3798	Ace Hardware Foundation	Ace Hardware Foundation golf tour	First Cr	300.00		68,450.00
Check	10/08/2010	3803	Providence Hospital Foundation	Compassionate Care Unit	First Cr	2,000.00		70,450.00
Check	10/08/2010	3804	Community Grief Support Service	John Darnall request	First Cr	1,000.00		71,450.00
Check	10/08/2010	3805	Juvenile Diabetes Research Found	Debbie Long Request	First Cr	2,000.00		73,450.00
Check	10/08/2010	3811	Bayside Medical Missions	Children's Hospital in Ecuador	First Cr	5,000.00		78,450.00
Check	11/29/2010	3829	Decatur General Hospital Foundation	2010 Gala	First Cr	350.00		78,800.00
Check	12/14/2010	3836	Alabama AFSP Chapter	Year end gift	First Cr	1,000.00		79,800.00
Check	12/14/2010	3837	CARE Alabama	Ben & Luanne Russell Matching gift	First Cr	500.00		80,300.00
Total Health						80,300.00	0.00	80,300.00
Literacy								
	Check	03/19/2010	3658	Rotaract Club of Birmingham Foun	Libraries in 3rd grade classes of Bi	First Cr	5,000.00	5,000.00
Total Literacy						5,000.00	0.00	5,000.00
Religion								
	Check	01/28/2010	3591	Festival of Hope (Mobile)	Moffett Road Assembly of God	First Cr	710.00	710.00
	Check	04/29/2010	3690	Young Life-Birmingham	Steve Ambrose	First Cr	200.00	910.00
	Check	05/28/2010	3705	Young Life-Birmingham	John Bradford Memorial	First Cr	200.00	1,110.00
	Check	07/31/2010	3767	Canterbury United Methodist Chur	Final payment on a 3-year pledge	First Cr	35,000.00	36,110.00
	Check	07/31/2010	3770	North Park Baptist Church	Serving You Ministries Golf Touma	First Cr	200.00	36,310.00
Total Religion						36,310.00	0.00	36,310.00
Shelter								
	Check	01/04/2010	3574	Lovelady Center	Donation	First Cr	5,000.00	5,000.00
	Check	01/26/2010	3587	Greater B'ham Habitat for Humanit	per Lucy Thompson Marsh	First Cr	897.85	5,997.85
	Check	02/05/2010	3598	Alabama Wildlife Federation	Wild About Chocolate	First Cr	300.00	6,297.85
	Check	03/10/2010	3647	First Light	Rev Susan Clayton	First Cr	1,000.00	7,297.85
	Check	04/09/2010	3672	Episcopal Place	Donation	First Cr	250.00	7,547.85
	Check	04/20/2010	3677	Ronald Mc Donald House 2010 Ch	Sims Garrison	First Cr	1,500.00	9,047.85
	Check	05/28/2010	3707	Greater B'ham Habitat for Humanit	Dean Wiseman request	First Cr	200.00	9,247.85
	Check	06/11/2010	3716	Changed Lives Chnstian Center	Tommy Brigham request	First Cr	2,000.00	11,247.85
	Check	06/11/2010	3720	Pathways		First Cr	5,000.00	16,247.85
	Check	11/29/2010	3824	Greater B'ham Habitat for Humanit	2010 Home for the Holidays	First Cr	4,000.00	20,247.85

The Thompson Foundation
Transaction Detail By Account
January through December 2010

Type	Date	Num	Name	Memo	Split	Debit	Credit	Balance
Check	12/14/2010	3833	Salvation Army	Year-end gift in honor of Wayne Gi	First Cr	5,000.00	25,247.85	
Total Shelter								
Youth								
Check	01/18/2010	3584	Love a Child	Children in Haiti	First Cr	25,000.00	25,000.00	
Check	02/11/2010	3598	Steven Judd Memorial Golf Tourna	Rod Tuggle	First Cr	300.00	25,300.00	
Check	02/16/2010	3602	YWCA Purse & Passion	Purse & Passion	First Cr	1,000.00	26,300.00	
Check	02/16/2010	3605	Cahaba Girl Scout Council	5th & Final payment on 5-year Ple	First Cr	1,500.00	27,800.00	
Check	02/18/2010	3815	Church of the Highlands	Mission trp to help youth	First Cr	200.00	28,000.00	
Check	03/01/2010	3622	Boy Scouts of American/Mobile Art	Tobie Shields	First Cr	100.00	28,100.00	
Check	03/02/2010	3630	Gateway	Walker Jones	First Cr	1,000.00	29,100.00	
Check	03/02/2010	3631	Children's Dance Foundation	Donation	First Cr	200.00	29,300.00	
Check	03/02/2010	3632	Children's Aid Society	Genie Thompson	First Cr	5,000.00	34,300.00	
Check	03/02/2010	3633	Special Olympics Activities Fund	donation	First Cr	200.00	34,500.00	
Check	03/02/2010	3635	Regional Child Advocacy Center, Inc.	Sponsorship	First Cr	250.00	34,750.00	
Check	03/04/2010	3637	Eclectic Youth Ball League	Rich Ryals	First Cr	300.00	35,050.00	
Check	03/10/2010	3655	Girl's Inc	9th Annual Girls INcredible Event	First Cr	1,000.00	36,050.00	
Check	03/11/2010	3650	DCH Foundation, Inc	donation	First Cr	500.00	36,550.00	
Check	03/19/2010	3662	YMCA Strong Kids Campaign	APSO Power Run	First Cr	200.00	36,750.00	
Check	03/23/2010	3664	Log a Load for Kids	donation	First Cr	5,000.00	41,750.00	
Check	04/09/2010	3671	Boy Scouts/Greater Alabama Cour	Sporting Clays	First Cr	1,500.00	43,250.00	
Check	04/29/2010	3680	Alabama Sports Hall of Fame Four	Jennifer Chandler	First Cr	0.00	43,250.00	
Check	04/29/2010	3681	Alabama Sports Hall of Fame Four	Jennifer Chandler	First Cr	0.00	43,250.00	
Check	04/29/2010	3682	Alabama Sports Hall of Fame Four	Jennifer Chandler	First Cr	1,000.00	44,250.00	
Check	04/29/2010	3691	Boys & Girls Clubs of Central Alab	Linda Israel request	First Cr	1,000.00	45,250.00	
Check	04/29/2010	3693	Children First Foundation	Charles McCrary request-Joe Nam	First Cr	2,500.00	47,750.00	
Check	05/12/2010	3695	Melina Allen Christmas for Kids	Sammy Dean Request	First Cr	1,520.00	49,270.00	
Check	06/11/2010	3710	Boys & Girls Clubs of Southeast Al	2nd payment of a 5 year pledge	First Cr	1,000.00	50,270.00	
Check	06/11/2010	3717	Boy Scouts of America/Black Warr	Larry Drummond request	First Cr	5,000.00	55,270.00	
Check	06/23/2010	3729	AG Gaston Boys and Girls Club, In Dr	Rice event / contribution	First Cr	1,000.00	56,270.00	
Check	06/23/2010	3730	Hargis Retreat	Club Car Sale, ID No. WH217	First Cr	2,500.00	58,770.00	
Check	07/23/2010	3744	Bryan Elementary School	RJR Mining Company request	First Cr	5,000.00	63,770.00	
Check	07/23/2010	3745	Childcare Resources	Donation Annual Fund	First Cr	2,500.00	66,270.00	
Check	07/23/2010	3746	Boys & Girls Clubs of North Alab	Leaders & Legends Dinner	First Cr	1,000.00	67,270.00	
Check	07/23/2010	3752	Camp Smile-A-Mile	2010 Smile-A-Mile Charit	First Cr	1,500.00	68,770.00	
Check	07/30/2010	3762	APSO-Gorgas Chapter	2010 APSO Gorgas Classic Golf T	First Cr	500.00	69,270.00	
Check	07/30/2010	3764	Boy Scouts of America WD Boyce	Jim Owens Honorary	First Cr	2,000.00	71,270.00	
Check	08/27/2010	3784	Camp Smile-A-Mile	Golf Tournament event sponsor	First Cr	500.00	71,770.00	
Check	09/01/2010	3787	Children's Harbor	2010 Davenport/Dixon Golf Touma	First Cr	500.00	72,270.00	
Check	10/08/2010	3808	Boys Choir Birmingham	Mike Rooney Request	First Cr	1,000.00	73,270.00	
Total Youth						73,270.00	0.00	73,270.00
Grant Disbursements - Other								
Check	03/10/2010	3652	Alys Stephens Center	contribution	First Cr	5,000.00	5,000.00	
Check	11/29/2010	3818			First Commercial Bank	5,000.00		
Total Grant Disbursements - Other						5,000.00	0.00	5,000.00
Total Grant Disbursements						402,536.37	0.00	402,536.37
						402,536.37	0.00	402,536.37

The Thompson Foundation
Transaction Detail By Account
January through December 2010

	Type	Date	Num	Name	Memo	Split	Debit	Credit	Balance
Pledges									
Civic									
	Check	02/16/2010	3603	American Village	5th & Final on 5-year pledge	First Co	10,000.00		10,000.00
	Check	02/16/2010	3611	Vulcan Park Foundation	5th Payment on a 10 year pledge	First Co	2,500.00		12,500.00
	Bill	07/21/2010		Opelika Sportsplex & Aquatics Center	4th payment on a 5-year pledge	Pledge	3,000.00		15,500.00
	Bill	07/21/2010		Sloss Furnaces Foundation	4th payment on a 5-year pledge	Pledge	5,000.00		20,500.00
	Check	08/13/2010	3776	Opelika Sportsplex & Aquatics Center	Reissued 3rd payment of pledge	First Co	3,000.00		23,500.00
	Bill	08/20/2010		YMCA	50K/5 years	Pledge	10,000.00		33,500.00
	Bill	09/15/2010		Ruffne Mountain Nature Center	Final payment on a 5-year pledge	Pledge	10,000.00		43,500.00
Total Civic							43,500.00	0.00	43,500.00
Cultural									
	Check	02/16/2010	3607	Junior Museum of Bay County	3rd payment of 5-year pledge	First Co	1,000.00		1,000.00
	Check	03/10/2010	3646	Red Mountain Theatre Company	1st payment of 3-year pledge	First Co	5,000.00		6,000.00
	Check	05/12/2010	3701	Alabama Symphony	1st of a 2 year pledge	First Co	30,000.00		36,000.00
	Bill	07/21/2010		Fine Arts of Shelby County	4th payment on a 5-year pledge	Pledge	2,000.00		38,000.00
	Check	07/23/2010	3753	Birmingham Zoo	3rd payment on a 5-year pledge	First Co	60,000.00		98,000.00
	Check	11/29/2010	3827	Birmingham Museum of Art	3rd payment on a 5-year pledge	First Co	25,000.00		123,000.00
Total Cultural							123,000.00	0.00	123,000.00
Education									
	Check	01/26/2010	3588	UAB Athletic Investor Fund	7th of 10-year pledge	First Co	20,000.00		20,000.00
	Check	02/16/2010	3604	Bryant Jordan Foundation	5th & Final payment of 5-year pledge	First Co	10,000.00		30,000.00
	Check	02/16/2010	3606	Exceptional Foundation	5th payment of 5-year pledge	First Co	5,000.00		35,000.00
	Check	02/16/2010	3612	University of Alabama	5th payment of 5-year pledge	First Co	50,000.00		85,000.00
	Deposit	04/23/2010	14008	Auburn University Foundation	Return Gift	First Commercial Ba	40,000.00		45,000.00
	Check	05/12/2010	3700	Alabama School of Fine Arts Foundation	4th payment of 5-year pledge	First Co	5,000.00		50,000.00
	Check	05/12/2010	3704	Miles College	4th payment of 5-year pledge	First Co	5,000.00		55,000.00
	Bill	07/23/2010		UAB - School of Engineering	Ongoing pledge	Pledge	21,000.00		76,000.00
	Bill	08/20/2010		Success by Six		Pledge	10,000.00		86,000.00
	Bill	08/27/2010		Partners for Progress	Jefferson State Community College	Fc Pledge	15,000.00		101,000.00
	Bill	11/17/2010		Parnell Memorial Library Foundation	4th payment on a 5-year pledge	Pledge	2,000.00		103,000.00
	Check	12/14/2010	3840	Rotary Club of Birmingham Foundation	PreSchool Learning Initiative	First Co	2,000.00		105,000.00
	Bill	12/14/2010		Alabama School of Math & Science		Pledge	2,500.00		107,500.00
Total Education							147,500.00	40,000.00	107,500.00
Health									
	Check	02/16/2010	3608	Juvenile Diabetes Research Foundation	5th & Final of 5-year pledge	First Co	10,000.00		10,000.00
	Check	02/16/2010	3609	Sickle Cell Foundation	3rd payment of 5-year pledge	First Co	5,000.00		15,000.00
	Check	03/02/2010	3634	Bell Center	no table	First Commercial Bank			15,000.00
	Check	08/31/2010	3791	UAB Rays of Hope	Final Payment on a 5-year pledge	First Co	20,000.00		35,000.00
	Bill	09/15/2010		Lakeshore Foundation	Final payment on a 5-year pledge	Pledge	8,000.00		43,000.00
	Bill	10/13/2010		Bell Center	3rd payment on a 5-year pledge	Pledge	5,000.00		48,000.00
	Bill	10/13/2010		Children's Hospital Foundation	3rd payment on a 10-year pledge	Pledge	100,000.00		146,000.00
	Bill	12/15/2010		Alabama Juvenile Arthritis Initiative	Final Payment on a 5-year pledge	Pledge	5,000.00		151,000.00
Total Health							151,000.00	0.00	151,000.00
Shelter									
	Check	05/12/2010	3702	Children's Harbor	4th payment of 5-year pledge	First Co	2,000.00		2,000.00
Total Shelter							2,000.00	0.00	2,000.00
Youth									
	Check	03/10/2010	3648	Boys & Girls Clubs of North Alabama	1st payment of 5-year pledge	First Co	2,000.00		2,000.00
	Check	03/10/2010	3654	CASA	1st payment of 3-year pledge	First Co	3,300.00		5,300.00
	Check	03/22/2010	3663	Miracle League of Gardendale	2nd payment of 5-year pledge	First Co	2,000.00		7,300.00
	Check	04/29/2010	3678	Boys & Girls Clubs of North Alabama	Charlie Swindle/Arts Hardwick Athens	First Co	240.00		7,540.00
	Bill	07/21/2010		YWCA	4th payment on a 5-year pledge	Pledge	20,000.00		27,540.00
	Bill	08/18/2010		Alabama 4-H Club Foundation, Inc.	3rd payment on a 5-year pledge	Pledge	5,000.00		32,540.00
	Check	08/31/2010	3792	Alabama 4-H Club Foundation, Inc.	Payment should have been received if First Co	5,000.00			37,540.00
Total Youth							37,540.00	0.00	37,540.00
Total Pledges							504,540.00	40,000.00	464,540.00
							504,540.00	40,000.00	464,540.00

Charles D. Haines, LLC
 REALIZED GAINS AND LOSSES
The Thompson Foundation (Schwab)
Account # 8858-8520
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
AOL, Inc.							
04-29-10							
09-16-03	04-29-10	3 000	AOL, Inc.	78.41	62.41		-16 00
		3 000		78.41	62.41		-16 00
American Growth Fund Of America F1							
03-24-10							
02-16-07	03-24-10	1,242 542	American Growth Fund Of America F1	41,650.00	34,940.28		-6,709.72
12-18-07	03-24-10	250 711	American Growth Fund Of America F1	8,321.11	7,049.99		-1,271.12
12-18-07	03-24-10	45.048	American Growth Fund Of America F1	1,495.13	1,266.75		-228.38
12-18-06	03-24-10	90.036	American Growth Fund Of America F1	2,957.69	2,531.81		-425.88
12-18-06	03-24-10	23.876	American Growth Fund Of America F1	784.33	671.39		-112.94
12-19-05	03-24-10	38 835	American Growth Fund Of America F1	1,190.67	1,092.04		-98.63
12-19-05	03-24-10	33.950	American Growth Fund Of America F1	1,040.91	954.67		-86.24
12-23-03	03-24-10	337 591	American Growth Fund Of America F1	8,142.70	9,493.07		1,350.37
		2,062 589		65,582.54	58,000.00		-7,582.54
		2,062.589		65,582.54	58,000.00		-7,582.54
Artio Intl Equity Fund II							
03-24-10							
12-29-09	03-24-10	364.688	Artio Intl Equity Fund II	4,299.67	4,219.44	-80.23	
08-22-08	03-24-10	1,623.212	Artio Intl Equity Fund II	22,854.82	18,780.56		-4,074.26
		1,987 900		27,154.49	23,000.00	-80.23	-4,074.26
04-29-10							
08-22-08	04-29-10	5,876.788	Artio Intl Equity Fund II	82,745.18	69,111.03		-13,634.15
12-29-08	04-29-10	253.160	Artio Intl Equity Fund II	2,465.78	2,977.16		511.38
		6,129.948		85,210.96	72,088.19		-13,122.77
		8,117.848		112,365.45	95,088.19	-80.23	-17,197.03
Aspen Diversified Fund							
11-17-10							
04-23-07	11-17-10	24 980	Aspen Diversified Fund	2,794.90	3,240.71		445.81
10-10-06	11-17-10	1,022 660	Aspen Diversified Fund	109,999.99	132,671.35		22,671.36
		1,047 640		112,794.89	135,912.06		23,117.17
		1,047.640		112,794.89	135,912.06		23,117.17
Dodge & Cox Stock Fund							
08-18-10							
09-27-07	08-18-10	2.173	Dodge & Cox Stock Fund	345.10	201.51		-143.59
03-29-07	08-18-10	4 651	Dodge & Cox Stock Fund	719.26	431.29		-287.97
03-29-07	08-18-10	0 645	Dodge & Cox Stock Fund	99.74	59.81		-39.93
03-29-07	08-18-10	5 898	Dodge & Cox Stock Fund	912.02	546.93		-365.09
12-28-06	08-18-10	27 693	Dodge & Cox Stock Fund	4,266.72	2,568.02		-1,698.70
12-28-06	08-18-10	1 068	Dodge & Cox Stock Fund	164.54	99.04		-65.50
12-28-06	08-18-10	2 335	Dodge & Cox Stock Fund	359.72	216.53		-143.19
09-28-06	08-18-10	3 777	Dodge & Cox Stock Fund	569.52	350.25		-219.27
12-28-07	08-18-10	2 535	Dodge & Cox Stock Fund	352.99	235.07		-117.92
12-28-07	08-18-10	3.671	Dodge & Cox Stock Fund	511.16	340.42		-170.74
12-28-07	08-18-10	55.836	Dodge & Cox Stock Fund	7,774.03	5,177.76		-2,596.27
03-27-08	08-18-10	0.309	Dodge & Cox Stock Fund	36.30	28.65		-7.65
03-27-08	08-18-10	25.741	Dodge & Cox Stock Fund	3,022.04	2,387.01		-635.03
03-27-08	08-18-10	3.471	Dodge & Cox Stock Fund	407.48	321.87		-85.61
12-23-03	08-18-10	37 511	Dodge & Cox Stock Fund	4,245.63	3,478.46		-767.17
06-26-08	08-18-10	3.649	Dodge & Cox Stock Fund	408.31	338.38		-69.93

Report generated at 11:22 AM on 4/28/2011

Note: Do not use the information on this report for Haines All-Seasons, Haines Opportunity Portfolio, Aspen Diversified, and Powershares Commodity. Taxable activity will appear on their Schedule K-1.

Charles D. Haines, LLC
 REALIZED GAINS AND LOSSES
The Thompson Foundation (Schwab)
Account # 8858-8520
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-23-02	08-18-10	13.868	Dodge & Cox Stock Fund	1,454.89	1,286.00		-168.89
		194.831		25,649.45	18,067.00		-7,582.45
		194.831		25,649.45	18,067.00		-7,582.45
Hussman Strategic Growth							
03-24-10							
12-31-09	03-24-10	7 610	Hussman Strategic Growth	97.26	96.99	-0.27	
10-15-08	03-24-10	4,523.075	Hussman Strategic Growth	66,147.74	57,649.71		-8,498.03
12-31-08	03-24-10	19 054	Hussman Strategic Growth	233.03	242.86		9.83
11-14-08	03-24-10	1,124.309	Hussman Strategic Growth	13,480.46	14,330.09		849.63
11-14-08	03-24-10	122.983	Hussman Strategic Growth	1,474.57	1,567.50		92.93
		5,797.031		81,433.06	73,887.15	-0.27	-7,545.64
		5,797.031		81,433.06	73,887.15	-0.27	-7,545.64
PIMCO Short-Term Fd Inst							
01-28-10							
11-30-09	01-28-10	7 198	PIMCO Short-Term Fd Inst	70.90	70.88	-0.02	
11-03-09	01-28-10	8,073.856	PIMCO Short-Term Fd Inst	79,391.00	79,502.60	111.60	
12-09-09	01-28-10	20 894	PIMCO Short-Term Fd Inst	205.18	205.74	0.56	
12-31-09	01-28-10	8 607	PIMCO Short-Term Fd Inst	84.52	84.75	0.23	
		8,110.555		79,751.60	79,863.97	112.37	
		8,110.555		79,751.60	79,863.97	112.37	
PIMCO Total Return Inst.							
08-18-10							
04-30-10	08-18-10	70 499	PIMCO Total Return Inst	784.65	806.70	22.05	
11-30-09	08-18-10	91.385	PIMCO Total Return Inst	1,008.89	1,045.70	36.81	
03-31-10	08-18-10	68.834	PIMCO Total Return Inst	759.93	787.65	27.72	
02-26-10	08-18-10	65 696	PIMCO Total Return Inst	722.00	751.75	29.75	
01-29-10	08-18-10	66 681	PIMCO Total Return Inst	730.82	763.01	32.19	
10-30-09	08-18-10	73 862	PIMCO Total Return Inst	808.05	845.19	37.14	
		436.957		4,814.34	5,000.00	185.66	
		436.957		4,814.34	5,000.00	185.66	
Powershares DB Cmdty Idx ETF							
04-29-10							
05-16-07	04-29-10	615 000	Powershares DB Cmdty Idx ETF	14,940.19	14,893.21	-46.98	
02-16-07	04-29-10	248 000	Powershares DB Cmdty Idx ETF	5,712.21	6,005.72	293.51	
02-16-07	04-29-10	500.000	Powershares DB Cmdty Idx ETF	11,516.56	12,108.30	591.74	
02-16-07	04-29-10	400 000	Powershares DB Cmdty Idx ETF	9,213.25	9,686.64	473.39	
02-16-07	04-29-10	300.000	Powershares DB Cmdty Idx ETF	6,909.93	7,264.97	355.04	
02-16-07	04-29-10	250 000	Powershares DB Cmdty Idx ETF	5,758.28	6,054.14	295.86	
02-16-07	04-29-10	165 000	Powershares DB Cmdty Idx ETF	3,800.46	3,995.74	195.28	
02-16-07	04-29-10	145 000	Powershares DB Cmdty Idx ETF	3,339.80	3,511.41	171.61	
02-16-07	04-29-10	107 000	Powershares DB Cmdty Idx ETF	2,464.54	2,591.17	126.63	
02-16-07	04-29-10	100 000	Powershares DB Cmdty Idx ETF	2,303.31	2,421.65	118.34	
02-16-07	04-29-10	80 000	Powershares DB Cmdty Idx ETF	1,842.65	1,937.32	94.67	
02-16-07	04-29-10	20.000	Powershares DB Cmdty Idx ETF	460.46	484.33	23.87	
02-16-07	04-29-10	70.000	Powershares DB Cmdty Idx ETF	1,611.62	1,695.16	83.54	
		3,000.000		69,873.27	72,649.76		2,776.49
		3,000.000		69,873.27	72,649.76		2,776.49
Schwab Hedged Equity Fund							
01-28-10							
03-10-09	01-28-10	3,302.025	Schwab Hedged Equity Fund	36,190.19	46,261.37	10,071.18	

Report generated at 11:22 AM on 4/28/2011

Note: Do not use the information on this report for Haines All-Seasons, Haines Opportunity Portfolio, Aspen Diversified, and Powershares Commodity. Taxable activity will appear on their Schedule K-1.

Charles D. Haines, LLC
 REALIZED GAINS AND LOSSES
The Thompson Foundation (Schwab)
Account # 8858-8520
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Gain Or Loss		
					Proceeds	Short Term	Long Term
03-10-09	01-28-10	2,520.483	Schwab Hedged Equity Fund	27,624.49	35,311.97	7,687.48	
		5,822.508		63,814.68	81,573.34	17,758.66	
		5,822.508		63,814.68	81,573.34	17,758.66	
Time Warner Inc New							
04-29-10							
09-16-03	04-29-10	33 000	Time Warner Inc New	1,116.75	1,093.56		-23.19
		33 000		1,116.75	1,093.56		-23.19
William Blair Int'l Growth N							
03-24-10							
02-16-07	03-24-10	1,549.823	William Blair Int'l Growth N	44,944.87	29,415.64		-15,529.23
12-19-07	03-24-10	192.537	William Blair Int'l Growth N	5,408.36	3,654.35		-1,754.01
12-19-07	03-24-10	21.103	William Blair Int'l Growth N	592.77	400.53		-192.24
12-19-07	03-24-10	1 060	William Blair Int'l Growth N	29.77	20.12		-9.65
12-20-06	03-24-10	2.503	William Blair Int'l Growth N	68.32	47.51		-20.81
12-20-06	03-24-10	162.426	William Blair Int'l Growth N	4,432.60	3,082.85		-1,349.75
12-20-06	03-24-10	21.228	William Blair Int'l Growth N	579.32	402.91		-176.41
08-22-08	03-24-10	683.672	William Blair Int'l Growth N	15,533.03	12,976.09		-2,556.94
		2,634.352		71,589.03	50,000.00		-21,589.03
		2,634.352		71,589.03	50,000.00		-21,589.03
TOTAL GAINS					18,056.71	28,754.78	
TOTAL LOSSES						-80.52	-64,397.00
37,260.311				688,863.47	671,197.44	17,976.19	-35,642.22
TOTAL REALIZED GAIN/LOSS							
-17,666.03							

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Charles D. Haines, LLC
 REALIZED GAINS AND LOSSES
Thompson Foundation (NATC)
Account # 11535000889
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
Haines All-Seasons Select Fund I							
03-26-10							
03-29-07	03-26-10	4,780.417	Haines All-Seasons Select Fund I	62,958.09	45,509.57		-17,448.52
06-28-10							
03-29-07	06-28-10	1,521.042	Haines All-Seasons Select Fund I	20,032.12	14,480.32		-5,551.80
10-18-10							
03-29-07	10-18-10	762.122	Haines All-Seasons Select Fund I	10,037.15	7,240.16		-2,796.99
12-30-10							
03-29-07	12-30-10	1,309.251	Haines All-Seasons Select Fund I	17,242.84	12,411.70		-4,831.14
		8,372.832		110,270.20	79,641.75		-30,628.45
Haines Opportunity Portfolio I-B							
05-14-10							
07-03-06	05-14-10	21,493.612	Haines Opportunity Portfolio I-B	243,522.62	250,000.00		6,477.38
		21,493.612		243,522.62	250,000.00		6,477.38
Ivy Global Natural Resources I							
12-06-10							
08-19-10	12-06-10	1,392.415	Ivy Global Natural Resources I	23,385.33	29,717.00	6,331.67	
		1,392.415		23,385.33	29,717.00	6,331.67	
PIMCO Short-Term Fd Inst							
11-04-10							
08-19-10	11-04-10	4,770.333	PIMCO Short-Term Fd Inst	47,299.00	47,439.81	140.81	
		4,770.333		47,299.00	47,439.81	140.81	
PIMCO Total Return Inst.							
08-19-10							
04-30-10	08-19-10	61.093	PIMCO Total Return Inst	679.97	703.42	23.45	
05-28-10	08-19-10	15.211	PIMCO Total Return Inst.	168.84	175.14	6.30	
11-30-09	08-19-10	15.110	PIMCO Total Return Inst	166.81	173.97	7.16	
03-31-10	08-19-10	59.651	PIMCO Total Return Inst	658.55	686.81	28.26	
11-24-09	08-19-10	3,934.699	PIMCO Total Return Inst.	43,364.56	45,303.66	1,939.10	
		4,085.764		45,038.73	47,043.00	2,004.27	
11-04-10							
11-24-09	11-04-10	12,744.265	PIMCO Total Return Inst.	140,455.33	149,975.00	9,519.67	
		16,830.029		185,494.06	197,018.00	11,523.94	
TOTAL GAINS						17,996.42	6,477.38
TOTAL LOSSES							-30,628.45
		52,859.221		609,971.21	603,816.56	17,996.42	-24,151.07
TOTAL REALIZED GAIN/LOSS		-6,154.65					
TOTALS:							
				688,863.47 +	671,197.44 +	17,976.19 +	35,642.22 -
				609,971.21 -	603,816.56 -	17,996.42 -	24,151.07 -
				1,298,834.68 *	1,275,014.00 *	(1) 35,972.61 *	-59,793.29 *
				1 298,834.68 +	1,275,014.00 -		
						23,820.68 *	

G & G distributions 9256 ①

Total 1284.270

Report generated at 11:22 AM on 4/28/2011

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- 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 your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see Instructions. 2830 CAHABA ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see Instructions. BIRMINGHAM, AL 35223	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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, 2011**.

5 For calendar year **2010**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 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 COMPLETE AN 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	\$ 1,000.
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, 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 ► Doug L. Clowenger

Title ►

CPA

COPY

Date ► **8/16/11**

Form 8868 (Rev. 1-2011)