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

2010

For calendar year 2010, or tax year beginning 3/01 **, 2010, and ending** 2/28 , 2011

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

LUCILLE S. THOMPSON FAMILY FOUNDATION
CUMBERLAND TRUST, TTE
P.O. Box 11146
KNOXVILLE, TN 37939-1146

A **Employer identification number** 58-1788548

B Telephone number (see the instructions) (865)588-2836

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, column (c), line 16)* ► $ 8,914,317.

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) (see the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	280,111.	280,111.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	201,359.			
	b Gross sales price for all assets on line 6a 2,977,646.				
	7 Capital gain net income (from Part IV, line 2)		201,359.		
	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/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	-83,511.	-83,511.		
	12 **Total.** Add lines 1 through 11	397,959.	397,959.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	12,250.	12,250.		
	14 Other employee salaries and wages	233,429.			92,706.
	15 Pension plans, employee benefits	11,075.			11,075.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See St 2	29,349.	28,289.		1,060.
	17 Interest	27,497.	27,497.		
	18 Taxes (attach schedule)(see instr) See Stm 3	16,089.			16,089.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	36,181.			36,181.
	21 Travel, conferences, and meetings	6,414.			6,414.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	154,270.	126,725.		27,545.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	526,554.	194,761.		191,070.
	25 Contributions, gifts, grants paid Part XV	657,050.			657,050.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,183,604.	194,761.	0.	848,120.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-785,645.			
	b **Net investment income** (if negative, enter -0-)		203,198.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	16,350.	77,460.	77,460.
	2 Savings and temporary cash investments	1,208,378.	1,703,254.	1,703,254.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less. allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	8,432,471.	6,775,677.	7,133,603.
	14 Land, buildings, and equipment basis ►			
	Less. accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I).	9,657,199.	8,556,391.	8,914,317.
LIABILITIES	17 Accounts payable and accrued expenses	2,494.	81.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	2,494.	81.	
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	30,114,451.	30,114,451.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-20,459,746.	-21,558,141.	
	30 **Total net assets or fund balances** (see the instructions)	9,654,705.	8,556,310.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	9,657,199.	8,556,391.	

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	9,654,705.
2	Enter amount from Part I, line 27a	2	-785,645.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	8,869,060.
5	Decreases not included in line 2 (itemize) ► See Statement 5	5	312,750.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	8,556,310.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Various CHARLES SCHWAB INST - SEE ATTACHED	P	Various	Various
b	Various CHARLES SCHWAB INST - SEE ATTACHED	P	Various	Various
c	Various CHARLES SCHWAB LT CAP GAIN DIST	P	Various	Various
d	Various PARTNERSHIP CAPITAL GAINS	P	Various	2/28/11
e	Various CLASS ACTION PROCEEDS	P	Various	Various

	(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	1,429,672.		1,379,077.	50,595.
b	1,473,577.		1,397,210.	76,367.
c	8,764.			8,764.
d	64,653.			64,653.
e	980.			980.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				50,595.
b				76,367.
c				8,764.
d				64,653.
e				980.

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** 201,359.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 — **3** 0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	1,243,754.	9,137,835.	0.136110
2008	1,944,849.	14,112,617.	0.137809
2007	2,273,544.	20,915,205.	0.108703
2006	2,942,841.	21,036,556.	0.139892
2005	2,638,039.	19,018,513.	0.138709

2	**Total** of line 1, column (d)	2	0.661223
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	0.132245
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	8,832,371.
5	Multiply line 4 by line 3	5	1,168,037.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,032.
7	Add lines 5 and 6	7	1,170,069.
8	Enter qualifying distributions from Part XII, line 4	8	848,120.

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 the instructions)

1 a 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b		1	4,064.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	4,064.
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	4,064.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a		
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	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	1.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	4,065.
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 2011 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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 the 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?	4b	N/A	
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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the 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 2010 or the taxable year beginning in 2010 (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

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 ► LILA K. PFLEGER Telephone no ► (865) 588-2836 Located at ► P.O. Box 11146 KNOXVILLE TN ZIP + 4 ► 37939-1146			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐ 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?	16		X
	See 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

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

			Yes	No
1 a	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 the instructions)?	1b	N/A	
	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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 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)*	3b	N/A	
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 2010?	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)? (see instructions) ☐ Yes ☒ No

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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** No: X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ 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 (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 6		12,250.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LILA K. PFLEGER P.O. BOX 11146 KNOXVILLE, TN 37939-1146	EXECUTIVE DIR 40	140,723.	9,851.	0.
JUDY R. WALKER P.O. BOX 11146 KNOXVILLE, TN 37939	FINANCE OFFIC 40	59,056.	713.	0.

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 (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CHARLES SCHWAB INSTITUTIONAL 1958 SUMMIT PARK DR, STE 400 ORLANDO, FL 32810	INVEST MANAGEMENT	25,632.
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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ►	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	8,912,263.
b Average of monthly cash balances		1b	54,611.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	8,966,874.
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	8,966,874.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	134,503.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	8,832,371.
6 **Minimum investment return.** Enter 5% of line 5		6	441,619.

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	441,619.
2a Tax on investment income for 2010 from Part VI, line 5	2a 4,064.		
b Income tax for 2010 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	4,064.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	437,555.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	437,555.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	437,555.

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	848,120.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	848,120.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	848,120.

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				437,555.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005 1,754,882.				
b From 2006 1,960,760.				
c From 2007 1,285,634.				
d From 2008 1,239,218.				
e From 2009 787,006.				
f **Total** of lines 3a through e	7,027,500.			
4 Qualifying distributions for 2010 from Part XII, line 4. ► $ 848,120.				
a Applied to 2009, 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 2010 distributable amount				437,555.
e Remaining amount distributed out of corpus	410,565.			
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	7,438,065.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	1,754,882.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	5,683,183.			
10 Analysis of line 9				
a Excess from 2006 1,960,760.				
b Excess from 2007 1,285,634.				
c Excess from 2008 1,239,218.				
d Excess from 2009 787,006.				
e Excess from 2010 410,565.				

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 2010, 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) 2010	**(b)** 2009	**(c)** 2008	**(d)** 2007	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a 'Assets' alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

a The name, address, and telephone number 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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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*				
SCHEDULE ATTACHED	NONE	EXEMPT	CHARITABLE	657,050.
Total			► **3a**	657,050.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	280,111.	
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			16	-83,511.	
8 Gain or (loss) from sales of assets other than inventory					201,359.
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)				196,600.	201,359.
13 Total. Add line 12, columns (b), (d), and (e)				13	397,959.

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

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a (1)		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		

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

Sign Here

Cumberland Trust
by [signature], VP | Date: 1-12-12 | Title: Vice President
Signature of officer or trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Lila Pfleger	[signature]	1-11-12		~~N/A~~ P01309788

Firm's name ▶ TABCO — Firm's EIN ▶ N/A

Firm's address ▶ P.O. Box 11146, Knoxville, TN 37939 — Phone no (865) 588-2836

charles SCHWAB
INSTITUTIONAL

Form 1099
with Account Summary
Retain for your Records

Tax Year 2010

Date Prepared: February 7, 2011

Payer's Name and Address

CHARLES SCHWAB & CO., INC.
211 MAIN STREET
SAN FRANCISCO, CA 94105

Federal ID Number: 94-1737782

Recipient's Name and Address

20110209-011976-CT09HC4B-SML*1,2,3
CUMBERLAND TRUST & INVESTMENT
CO TT,LUCILLE THOMPSON FAMILY
FOUNDATION U/A DTD 03/11/1988
104 WOODMONT BLVD SUITE 120
NASHVILLE TN 37205

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Please Note!

Some companies have not confirmed the final status of their distributions for tax reporting at this time. Revised Form 1099s will be issued should Schwab receive updated information from these companies. Please refer to the enclosed insert for additional information

Account Number: NV 4553-5469

Taxpayer ID Number: 58-1788548

Dividends and Distributions - 2010 — Form 1099-DIV

Department of the Treasury-Internal Revenue Service
Copy B for Recipient (OMB No 1545-0110)

Box	Description	Amount	Total
1a	Total Ordinary Dividends (Includes amount shown in box 1b)	$	$ 94,208.59
1b	Qualified Dividends	7,587 86	
2a	Total Capital Gain Distributions (Includes amount shown in boxes 2b, 2c and 2d)		8,763.55
2b	Unrecap. Sec. 1250 Gain	0.00	
2c	Section 1202 Gain	0 00	
2d	Collectibles (28%) Gain	0.00	
3	Nondividend Distributions		0.00
4	**Federal Income Tax Withheld**		**0.00**
5	Investment Expenses		0.00
6	Foreign Tax Paid		162 76
8	Cash Liquidation Distributions		0.00
9	Noncash Liquidation Distributions		0.00

Interest Income - 2010 — Form 1099-INT

Department of the Treasury-Internal Revenue Service
Copy B for Recipient (OMB No 1545-0112)

Box	Description	Total
1	Interest Income	$ 82.35
3	Interest on U.S. Savings Bonds and Treasury Obligations	0.00
4	**Federal Income Tax Withheld**	**0.00**
5	Investment Expenses	0.00
6	Foreign Tax Paid	0.00
8	Tax-Exempt Interest	0.00
9	Specified Private Activity Bond Interest	0.00
10	Tax-Exempt Bond CUSIP No. (see instructions)	

Miscellaneous Income - 2010 — Form 1099-MISC

Department of the Treasury-Internal Revenue Service
Copy B for Recipient (OMB No 1545-0115)

Box	Description	Total
2	Royalties	$ 0 00
4	**Federal Income Tax Withheld**	**0.00**
8	Substitute Payments in Lieu of Dividends or Interest	0.00

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This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the I.R.S. determines that it has not been reported. If you should have any questions regarding information being reported on this form please call us at 1-800-515-2157.

20110209-011976-CT09HC4B- 42716

charles SCHWAB
INSTITUTIONAL

Form 1099
with Account Summary
Retain for your Records

Tax Year 2010

Date Prepared: February 7, 2011

Payer's Name and Address

CHARLES SCHWAB & CO., INC.
211 MAIN STREET
SAN FRANCISCO, CA 94105
Federal ID Number: 94-1737782

Recipient's Name and Address

CUMBERLAND TRUST & INVESTMENT
CO TT,LUCILLE THOMPSON FAMILY
FOUNDATION U/A DTD 03/11/1988
104 WOODMONT BLVD SUITE 120
NASHVILLE TN 37205

Account Number: NV 4553-5469

Taxpayer ID Number: 58-1788548

Proceeds From Broker Transactions - 2010 **Form 1099-B**

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No 1545-0715)

7-Description	*1b-Cusip Number*	*5-No of Shares Exchanged*	*6-Classes of Stock Exchanged**	*Quantity*	**	*1a-Sale Date*	*2-Gross Proceeds (Less Commissions and Option Premiums)*	*4-Federal Income Tax Withheld*
BARCLAYS BANK IPATH ETN	06738C778			100 00	S	06/03/10	$ 3,748.97	$ 0.00
BARCLAYS BANK IPATH ETN	06738C778			100.00	S	06/03/10	3,749.19	0.00
BARCLAYS BANK IPATH ETN	06738C778			300 00	S	06/03/10	11,250.28	0.00
BARCLAYS BANK IPATH ETN	06738C778			525.00	S	06/03/10	19,683.26	0.00
BARCLAYS BANK IPATH ETN	06738C778			800 00	S	06/03/10	30,008.76	0.00
BARCLAYS BANK IPATH ETN	06738C778			800.00	S	06/03/10	30,008.76	0.00
BARCLAYS BANK IPATH ETN	06738C778			3,700 00	S	06/03/10	138,720 21	0.00
				Security Subtotal			**237,169.43**	**0.00**
ISHARES S&P GSCI CMDTY	46428R107			900 00	S	09/29/10	26,746.43	0.00
ISHARES S&P GSCI CMDTY	46428R107			1,000.00	S	09/29/10	29,718 25	0.00
ISHARES S&P GSCI CMDTY	46428R107			5,280.00	S	09/29/10	156,912 37	0.00
				Security Subtotal			**213,377.05**	**0.00**
ISHARES TR DJ US UTILS	464287697			100.00	S	06/17/10	7,347.10	0.00
ISHARES TR DJ US UTILS	464287697			540.00	S	06/17/10	39,668 97	0.00
ISHARES TR DJ US UTILS	464287697			4,700.00	S	06/17/10	345,248.29	0.00
				Security Subtotal			**392,264.36**	**0.00**
PIMCO COMMODITY REAL	722005667			28,446.97	S	09/29/10	233,534 66	0.00
PIMCO SHORT TERM INSTL	693390601			95,792 33	S	01/11/10	943,539.53	0.00
SPDR GOLD TRUST	78463V107			2,660 00	S	01/11/10	300,113 79	0.00
SPDR GOLD TRUST	78463V107			100.00	S	08/16/10	11,952 28	0.00
SPDR GOLD TRUST	78463V107			165 00	S	08/16/10	19,721.27	0.00

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*** CLASSES OF STOCK** C = Common P = Preferred O = Other

**** ACTIVITY CODES** C = Cash in lieu E = Exchange P = Principal S = Sale T = Tender CV = Conversion M = Cash Merger MT = Maturity R = Redemption SS = Short Sale

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the I.R.S. determines that it has not been reported. If you should have any questions regarding information being reported on this form please call us at 1-800-515-2157.

20110209-011976-CT09HC4B- 42717

charles SCHWAB
INSTITUTIONAL

Form 1099
with Account Summary
Retain for your Records

Tax Year 2010

Date Prepared: February 7, 2011

Payer's Name and Address

CHARLES SCHWAB & CO., INC.
211 MAIN STREET
SAN FRANCISCO, CA 94105
Federal ID Number: 94-1737782

Recipient's Name and Address

CUMBERLAND TRUST & INVESTMENT
CO TT,LUCILLE THOMPSON FAMILY
FOUNDATION U/A DTD 03/11/1988
104 WOODMONT BLVD SUITE 120
NASHVILLE TN 37205

Account Number: NV 4553-5469

Taxpayer ID Number: 58-1788548

Proceeds From Broker Transactions - 2010 (continued) **Form 1099-B**

Department of the Treasury-Internal Revenue Service

Copy B for Recipient (OMB No 1545-0715)

7-Description	*1b-Cusip Number*	*5-No of Shares Exchanged*	*6-Classes of Stock Exchanged**	*Quantity*	**	*1a-Sale Date*	*2-Gross Proceeds (Less Commissions and Option Premiums)*	*4-Federal Income Tax Withheld*
SPDR GOLD TRUST	78463V107			400.00	S	08/16/10	$ 47,809.16	$ 0.00
SPDR GOLD TRUST	78463V107			500.00	S	08/16/10	59,761.44	0.00
SPDR GOLD TRUST	78463V107			600.00	S	08/16/10	71,713.75	0.00
				Security Subtotal			**511,071.69**	**0.00**

Total Gross Proceeds from Broker Transactions (less commissions)	**$**	**2,530,956.72**
Total Federal Income Tax Withheld	**$**	**0.00**

Gross Proceeds from each of your security transactions are reported individually to the IRS.
Gross Proceeds in aggregate are not reported to the IRS and should not be so reported on your tax return.

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*** CLASSES OF STOCK**	C = Common	P = Preferred	O = Other		
**** ACTIVITY CODES**	C = Cash in lieu	E = Exchange	P = Principal	S = Sale	T = Tender
	CV = Conversion	M = Cash Merger	MT = Maturity	R = Redemption	SS = Short Sale

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the I.R.S. determines that it has not been reported. If you should have any questions regarding information being reported on this form please call us at 1-800-515-2157.

20110209-011976-CT09HC4B- 42718

charles SCHWAB
INSTITUTIONAL

Form 1099
with Account Summary
Retain for your Records

Tax Year 2010

Date Prepared: February 7, 2011

Taxpayer ID Number: 58-1788548
Account Number: NV 4553-5469

DETAIL INFORMATION OF DIVIDENDS AND DISTRIBUTIONS

Description	*Cusip Number*	*Paid in 2010*	*Paid/Adjusted in 2011 for 2010*	*Amount*
Ordinary Dividends				
Non-Qualified Dividends				
CENTRAL FD CDA LTD CLA F	153501101	$ 120 00	$ 0.00	$ 120 00
ISHARES TR DJ US UTILS	464287697	3,698.12	(3,698.12)	0.00
MARKET VECTORS ETF TRUST	57060U605	1,428.44	(1,428.44)	0.00
PIMCO COMMODITY REAL	722005667	11,849 78	(3.54)	11,846.24
PIMCO FOREIGN BOND FD	722005220	31,990.04	(3.12)	31,986 92
PIMCO LOW DURATION FUND	693390304	20,809.73	(370.33)	20,439.40
PIMCO SHORT TERM INSTL	693390601	222.08	(1.79)	220 29
PUTNAM ABSOLUTE RETURN	746764323	0.00	6,209 45	6,209.45
Total Non-Qualified Dividends (Included in Box 1a)		**$ 70,118.19**	**$ 704.11**	**$ 70,822.30**
Short Term Capital Gains				
PIMCO LOW DURATION FUND	693390304	$ 15,409.18	$ 0.00	$ 15,409 18
PUTNAM ABSOLUTE RETURN	746764323	389 25	0.00	389.25
Total Short Term Capital Gains (Included in Box 1a)		**$ 15,798.43**	**$ 0.00**	**$ 15,798.43**
Qualified Dividends				
ISHARES TR DJ US UTILS	464287697	$ 0.00	$ 3,698.12	$ 3,698.12
MARKET VECTORS ETF TRUST	57060U605	0 00	1,573.20	1,573.20
PIMCO COMMODITY REAL	722005667	0.00	3 54	3 54
PIMCO FOREIGN BOND FD	722005220	0 00	3.12	3.12
PIMCO LOW DURATION FUND	693390304	0.00	370 33	370.33
PIMCO SHORT TERM INSTL	693390601	0.00	1.79	1.79
PUTNAM ABSOLUTE RETURN	746764323	6,209.45	(6,209.45)	0.00
VAN ECK GLOBAL HARD	921075412	1,937.76	0.00	1,937 76
Total Qualified Dividends (Box 1b and included in Box 1a)		**$ 8,147.21**	**$ (559.35)**	**$ 7,587.86**
Total Ordinary Dividends (Box 1a) (Non-Qualified Dividends, Short Term Capital Gains and Qualified Dividends)		**$ 94,063.83**	**$ 144.76**	**$ 94,208.59**

Taxpayer ID Number: 58-1788548
Account Number: NV 4553-5469

DETAIL INFORMATION OF DIVIDENDS AND DISTRIBUTIONS (continued)

Description	*Cusip Number*	*Paid in 2010*	*Paid/Adjusted in 2011 for 2010*	*Amount*
Capital Gain Distributions				
15% Rate Gain				
PIMCO LOW DURATION FUND	693390304	$ 3,071.75	$ 0 00	$ 3,071.75
PUTNAM ABSOLUTE RETURN	746764323	426.32	0.00	426.32
TOCQUEVILLE GOLD FUND	888894862	5,265.48	0.00	5,265.48
Total 15% Rate Gain (Included in Box 2a)		**$ 8,763.55**	**$ 0.00**	**$ 8,763.55**
Total Capital Gain Distributions (Box 2a)		**$ 8,763.55**	**$ 0.00**	**$ 8,763.55**

Description	*Cusip Number*	*Paid in 2010*	*Paid/Adjusted in 2011 for 2010*	*Amount*
Foreign Tax Paid				
CENTRAL FD CDA LTD CLA F	153501101	$ (18.00)	$ 0 00	$ (18.00)
MARKET VECTORS ETF TRUST	57060U605	0.00	(144.76)	(144 76)
Total Foreign Tax Paid (Box 6)		**$ (18.00)**	**$ (144.76)**	**$ (162.76)**

DETAIL INFORMATION OF INTEREST INCOME

Description	*Cusip Number*	*Paid in 2010*	*Paid/Adjusted in 2011 for 2010*	*Amount*
Interest Income				
SCHWAB 1 INTEREST		$ 82.35	$ 0.00	$ 82.35
Total Interest Income (Included in Box 1)		**$ 82.35**	**$ 0.00**	**$ 82.35**
Total Interest Income (Box 1)		**$ 82.35**	**$ 0.00**	**$ 82.35**

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Tax Year 2010

Date Prepared: February 7, 2011

Taxpayer ID Number: 58-1788548
Account Number: NV 4553-5469

ACCOUNT SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS
The information in this and all subsequent sections is not being provided to the IRS by Charles Schwab. It is being provided to you as additional tax reporting information that you may need to complete your tax return.

SUPPLEMENTAL INFORMATION

Investment Activity for 2010 - Stocks

Description	Activity	Quantity	Trade Date	Settle Date	Price	Net Amount
CENTRAL FD CDA LTD CLA F	BUY	100 00	05/27/10	06/02/10	14.8796 $	(1,488.03)
CENTRAL FD CDA LTD CLA F	BUY	100.00	05/27/10	06/02/10	14.8800	(1,488 07)
CENTRAL FD CDA LTD CLA F	BUY	100.00	05/27/10	06/02/10	14.8800	(1,488 07)
CENTRAL FD CDA LTD CLA F	BUY	100 00	05/27/10	06/02/10	14 8800	(1,488.07)
CENTRAL FD CDA LTD CLA F	BUY	100.00	05/27/10	06/02/10	14.8800	(1,488.07)
CENTRAL FD CDA LTD CLA F	BUY	100.00	05/27/10	06/02/10	14 8800	(1,488 07)
CENTRAL FD CDA LTD CLA F	BUY	100.00	05/27/10	06/02/10	14 8800	(1,488.07)
CENTRAL FD CDA LTD CLA F	BUY	100.00	05/27/10	06/02/10	14.8800	(1,488 07)
CENTRAL FD CDA LTD CLA F	BUY	200.00	05/27/10	06/02/10	14.8800	(2,976 15)
CENTRAL FD CDA LTD CLA F	BUY	200.00	05/27/10	06/02/10	14.8800	(2,976.15)
CENTRAL FD CDA LTD CLA F	BUY	200.00	05/27/10	06/02/10	14.8800	(2,976.15)
CENTRAL FD CDA LTD CLA F	BUY	200.00	05/27/10	06/02/10	14.8800	(2,976 15)
CENTRAL FD CDA LTD CLA F	BUY	200.00	05/27/10	06/02/10	14.8800	(2,976.15)
CENTRAL FD CDA LTD CLA F	BUY	200.00	05/27/10	06/02/10	14.8800	(2,976 15)
CENTRAL FD CDA LTD CLA F	BUY	200.00	05/27/10	06/02/10	14.8800	(2,976.15)
CENTRAL FD CDA LTD CLA F	BUY	200.00	05/27/10	06/02/10	14.8800	(2,976.15)
CENTRAL FD CDA LTD CLA F	BUY	300.00	05/27/10	06/02/10	14.8798	(4,464.16)
CENTRAL FD CDA LTD CLA F	BUY	300 00	05/27/10	06/02/10	14.8800	(4,464.22)
CENTRAL FD CDA LTD CLA F	BUY	300.00	05/27/10	06/02/10	14.8800	(4,464 22)
CENTRAL FD CDA LTD CLA F	BUY	300 00	05/27/10	06/02/10	14 8800	(4,464.22)
CENTRAL FD CDA LTD CLA F	BUY	400 00	05/27/10	06/02/10	14.8796	(5,952 14)
CENTRAL FD CDA LTD CLA F	BUY	400 00	05/27/10	06/02/10	14.8800	(5,952 30)
CENTRAL FD CDA LTD CLA F	BUY	2,200.00	05/27/10	06/02/10	14.8800	(32,737.64)
CENTRAL FD CDA LTD CLA F	BUY	5,400 00	05/27/10	06/02/10	14.8800	(80,356 07)
				Security Subtotal		**(178,568.69)**
ISHARES TR COMEX GOLD	BUY	71.00	08/16/10	08/19/10	11.9700	(849 91)
ISHARES TR COMEX GOLD	BUY	570.00	08/16/10	08/19/10	11.9700	(6,823.19)
ISHARES TR COMEX GOLD	BUY	1,200.00	08/16/10	08/19/10	11.9699	(14,364 49)
ISHARES TR COMEX GOLD	BUY	1,500 00	08/16/10	08/19/10	11.9700	(17,955 76)
ISHARES TR COMEX GOLD	BUY	3,759.00	08/16/10	08/19/10	11 9700	(44,997.13)
ISHARES TR COMEX GOLD	BUY	4,630.00	08/16/10	08/19/10	11.9700	(55,423.45)
ISHARES TR COMEX GOLD	BUY	5,900.00	08/16/10	08/19/10	11.9690	(70,620.10)
				Security Subtotal		**(211,034.03)**
ISHARES TR DJ US UTILS	BUY	100.00	01/11/10	01/14/10	74.9170	(7,491.87)
ISHARES TR DJ US UTILS	BUY	400.00	01/11/10	01/14/10	74.9300	(29,972.67)

Taxpayer ID Number: 58-1788548
Account Number: NV 4553-5469

ACCOUNT SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS (continued)
The information in this and all subsequent sections is not being provided to the IRS by Charles Schwab. It is being provided to you as additional tax reporting information that you may need to complete your tax return

SUPPLEMENTAL INFORMATION (continued)

Investment Activity for 2010 - Stocks (continued)

Description	*Activity*	*Quantity*	*Trade Date*	*Settle Date*	*Price*	*Net Amount*
ISHARES TR DJ US UTILS	BUY	500 00	01/11/10	01/14/10	74.9260	$ (37,463.83)
ISHARES TR DJ US UTILS	BUY	1,000.00	01/11/10	01/14/10	74 9170	(74,918 68)
ISHARES TR DJ US UTILS	BUY	1,000.00	01/11/10	01/14/10	74.9300	(74,931.68)
ISHARES TR DJ US UTILS	BUY	2,340.00	01/11/10	01/14/10	74.9260	(175,330.76)
					Security Subtotal	**(400,109.49)**
MARKET VECTORS ETF TRUST	BUY	45.00	09/29/10	10/04/10	47.1300	(2,120.94)
MARKET VECTORS ETF TRUST	BUY	100.00	09/29/10	10/04/10	47.1100	(4,711 21)
MARKET VECTORS ETF TRUST	BUY	100.00	09/29/10	10/04/10	47.1300	(4,713.21)
MARKET VECTORS ETF TRUST	BUY	100.00	09/29/10	10/04/10	47.1300	(4,713 21)
MARKET VECTORS ETF TRUST	BUY	100 00	09/29/10	10/04/10	47.1300	(4,713.21)
MARKET VECTORS ETF TRUST	BUY	100.00	09/29/10	10/04/10	47 1300	(4,713 21)
MARKET VECTORS ETF TRUST	BUY	100.00	09/29/10	10/04/10	47.1400	(4,714.17)
MARKET VECTORS ETF TRUST	BUY	100.00	09/29/10	10/04/10	47.1400	(4,714.21)
MARKET VECTORS ETF TRUST	BUY	100 00	09/29/10	10/04/10	47 1400	(4,714 21)
MARKET VECTORS ETF TRUST	BUY	200.00	09/29/10	10/04/10	47.1400	(9,428.41)
MARKET VECTORS ETF TRUST	BUY	885 00	09/29/10	10/04/10	47.1100	(41,694.17)
MARKET VECTORS ETF TRUST	BUY	1,000 00	09/29/10	10/04/10	47.1400	(47,142 06)
MARKET VECTORS ETF TRUST	BUY	1,425.00	09/29/10	10/04/10	47.1400	(67,177.43)
					Security Subtotal	**(205,269.65)**
SILVER WHEATON CORP F	BUY	200.00	09/29/10	10/04/10	27.0170	(5,403.64)
SILVER WHEATON CORP F	BUY	200.00	09/29/10	10/04/10	27.0190	(5,404 04)
SILVER WHEATON CORP F	BUY	267.00	09/29/10	10/04/10	27.0190	(7,214.37)
SILVER WHEATON CORP F	BUY	3,333.00	09/29/10	10/04/10	27.0200	(90,061 59)
SILVER WHEATON CORP F	BUY	3,600.00	09/29/10	10/04/10	27.0200	(97,276.24)
					Security Subtotal	**(205,359.88)**

Total Purchases/Adjustments - Stocks	**$**	**(1,200,341.74)**
Total Proceeds/Adjustments - Stocks	**$**	**0.00**

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Investment Activity for 2010 - Mutual Funds

Description	*Activity*	*Quantity*	*Trade Date*	*Settle Date*	*Price*	*Net Amount*
PIMCO COMMODITY REAL	BUY	26,917.90	06/03/10	06/04/10	7.4300	$ (200,015.00)
PIMCO COMMODITY REAL	REINVEST	731.00	06/17/10		7 5200	(5,497.17)
PIMCO COMMODITY REAL	REINVEST	798 06	09/16/10		7.9600	(6,352.61)

Tax Year 2010

Date Prepared: February 7, 2011

Taxpayer ID Number: 58-1788548
Account Number: NV 4553-5469

ACCOUNT SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS (continued)
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SUPPLEMENTAL INFORMATION (continued)

Investment Activity for 2010 - Mutual Funds (continued)

Description	*Activity*	*Quantity*	*Trade Date*	*Settle Date*	*Price*		*Net Amount*
				Security Subtotal		$	**(211,864.78)**
PIMCO LOW DURATION FUND	REINVEST	127.73	01/29/10		10.3800		(1,325.85)
PIMCO LOW DURATION FUND	REINVEST	136.68	02/26/10		10.4000		(1,421 51)
PIMCO LOW DURATION FUND	REINVEST	160.18	03/31/10		10.4400		(1,672.29)
PIMCO LOW DURATION FUND	REINVEST	143.58	04/30/10		10 5000		(1,507.60)
PIMCO LOW DURATION FUND	REINVEST	131.17	05/28/10		10.4200		(1,366 80)
PIMCO LOW DURATION FUND	REINVEST	135.69	06/30/10		10 4800		(1,422.10)
PIMCO LOW DURATION FUND	REINVEST	148 35	07/30/10		10.5500		(1,565 15)
PIMCO LOW DURATION FUND	REINVEST	169.42	08/31/10		10.5700		(1,790 81)
PIMCO LOW DURATION FUND	REINVEST	177.69	09/30/10		10 6300		(1,888.87)
PIMCO LOW DURATION FUND	REINVEST	197.79	10/29/10		10.7100		(2,118.39)
PIMCO LOW DURATION FUND	REINVEST	216 15	11/30/10		10.6100		(2,293 43)
PIMCO LOW DURATION FUND	REINVEST	296.78	12/08/10		10 3500		(3,071.75)
PIMCO LOW DURATION FUND	REINVEST	1,488.81	12/08/10		10 3500		(15,409.18)
PIMCO LOW DURATION FUND	REINVEST	234.54	12/31/10		10.3900		(2,436.93)
				Security Subtotal			**(39,290.66)**
PUTNAM ABSOLUTE RETURN	BUY	18,535.68	03/31/10	04/01/10	10 7900		(200,015.00)
TOCQUEVILLE GOLD FUND	BUY	3,265.83	01/11/10	01/12/10	61.2400		(200,000.00)
TOCQUEVILLE GOLD FUND	REINVEST	61.19	12/14/10		86.0500		(5,265.48)
				Security Subtotal			**(205,265.48)**
VAN ECK GLOBAL HARD	BUY	4,710.47	09/29/10	09/30/10	43 5200		(205,015.00)
VAN ECK GLOBAL HARD	BUY	4,097.52	11/08/10	11/09/10	48.8100		(200,015.00)
VAN ECK GLOBAL HARD	REINVEST	36.86	12/21/10		52.5700		(1,937 76)
				Security Subtotal			**(406,967.76)**

Total Purchases/Adjustments - Mutual Funds	**$**	**(1,063,403.68)**
Total Proceeds/Adjustments - Mutual Funds	**$**	**0.00**

Investment Activity for 2010 - Totals

Total Purchases/Adjustments (Not Reported to the IRS):	**$**	**(2,263,745.42)**
Total Proceeds/Adjustments (Not Reported to the IRS):	**$**	**0.00**

Schwab One® Trust Account of
**CUMBERLAND TRUST & INVESTMENT
CO TT,LUCILLE THOMPSON FAMILY
FOUNDATION U/A DTD 03/11/1988**

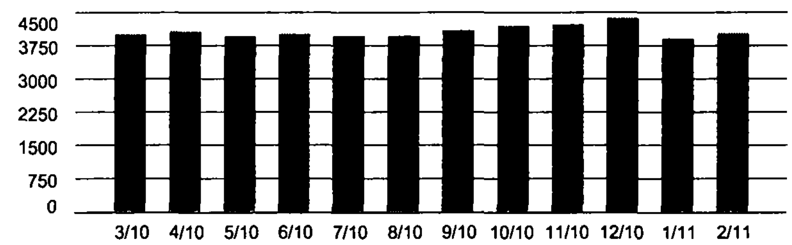
Account Number
4553-5469

Statement Period
February 1-28, 2011

Change in Account Value

	This Period	Year to Date
Starting Value	**$ 3,929,764.79**	**$ 4,389,478.05**
Cash Value of Purchases & Sales	0.00	1,593,719.33
Investments Purchased/Sold	0.00	(1,593,719.33)
Deposits & Withdrawals	(100,000.00)	(450,000.00)
Dividends & Interest	13.51	1,467.98
Fees & Charges	(25.00)	(6,786.85)
Transfers	0.00	0.00
Income Reinvested	0.00	0.00
Change in Value of Investments	202,514.61	98,108.73
Ending Value on 02/28/2011	**$ 4,032,267.91**	**$ 4,032,267.91**
Total Change in Account Value Totals Include Deposits & Withdrawals	[illegible]	[illegible]

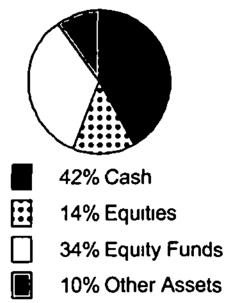
Account Value ($) Over Last 12 Months [in Thousands]



Asset Composition

	Market Value	% of Account Assets
Cash	$ 1,676,034.62	42%
Equities	580,660.00	14%
Equity Funds	1,369,830.99	34%
Other Assets	405,742.30	10%
Total Assets Long	**$ 4,032,267.91**	
Total Account Value	[illegible]	[illegible]

Overview



MIKUS CAPITAL MANAGEMENT

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets
PUTNAM ABSOLUTE RETURN 300 FD CL Y SYMBOL: PYTRX	18,535.6810	10.8900	201,853 57	5%
RS GLOBAL NATURAL ◊ RESOURCES FUND SYMBOL: RSNRX	9,415.2630	40.1500	378,022.81	9%
TOCQUEVILLE GOLD FUND ◊ SYMBOL: TGLDX	3,327.0300	86.4600	287,655.01	7%
VAN ECK GLOBAL HARD ◊ ASSETS FD I SYMBOL: GHAIX	8,844 8600	56.7900	502,299 60	12%
[illegible]	[illegible]		[illegible]	[illegible]
[illegible]	[illegible]		[illegible]	[illegible]

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value	% of Account Assets
ISHARES GOLD TRUST SYMBOL: IAU	14,390.0000	13 7900	198,438.10	5%
MARKET VECTORS ETF TRUST AGRIBUSINESS SYMBOL: MOO	3,690.0000	56.1800	207,304.20	5%
Total Other Assets	[illegible]		405,742.30	[illegible]

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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charles SCHWAB
INSTITUTIONAL

Schwab One® Trust Account of
CUMBERLAND TRUST & INVESTMENT
CO TT,LUCILLE THOMPSON FAMILY
FOUNDATION U/A DTD 03/11/1988

Account Number
4553-5469

Statement Period
February 1-28, 2011

Investment Detail - Total

[illegible] [illegible]

[illegible] [illegible]

Transaction Detail - Deposits & Withdrawals

Transaction Date	Process Date	Activity	Description	Location	Credit/(Debit)
02/18/11	02/18/11	Funds Paid	WIRED FUNDS DISBURSED		(100,000.00)
[illegible]					[illegible]

The total deposits activity for the statement period was $0 00 The total withdrawals activity for the statement period was $100,000 00

Transaction Detail - Dividends & Interest (including Money Market Fund dividends reinvested)

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
02/25/11	02/25/11	Credit Interest	SCHWAB1 INT 01/28-02/24	13.51
[illegible]				[illegible]

01/28 through 02/24: $13 51 based on 010% average Schwab One interest rate paid on 28 days in which your account had an average daily balance of $1,750,891 25

Transaction Detail - Fees & Charges

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
02/18/11	02/18/11	Service Fee	WIRED FUNDS FEE	(25.00)
[illegible]				[illegible]

[illegible] [illegible]

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

CT2G2309-005008 619155

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INSTITUTIONAL

Schwab One® Trust Account of
CUMBERLAND TRUST & INVESTMENT
CO TT,LUCILLE THOMPSON FAMILY
FOUNDATION U/A DTD 03/11/1988

Account Number
4553-5469

Statement Period
February 1-28, 2011

	This Period		Year to Date	
Income Summary	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Schwab One Interest	0.00	13.51	0.00	21.83
Cash Dividends	0.00	0.00	0.00	1,446.15
Total Income	[illegible]	[illegible]	[illegible]	[illegible]

Investment Detail - Cash

Cash	Market Value	% of Account Assets
Cash	1,676,034.62	42%
Total Cash	[illegible]	[illegible]
Total Cash	[illegible]	[illegible]

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value	% of Account Assets
CENTRAL FD CDA LTD CLA F CLASS A SYMBOL: CEF	12,000.0000	21.4400	257,280.00	6%
SILVER WHEATON CORP F SYMBOL: SLW	7,600.0000	42.5500	323,380 00	8%
Total Equities	[illegible]		580,660.00	[illegible]

4/5/11

UBS

UBS Financial Services Inc
800 SOUTH GAY STREET EAST
PLAZA TOWER, SUITE A
KNOXVILLE TN 37929-9729

APZ2001144897 0211 KA 1

Resource Management Account

February 2011

Duplicate statement for the account of:
LUCILLE S THOMPSON FAMILY
FOUNDATION U/A 3/11/88
CUMBERLAND TRUST TTEE
40 BURTON HILLS BLVD
SUITE 300
NASHVILLE TN 37215-6292
Account number KA 15551 TT

00033290 02 AT 0.482 02 TR 00166 B201B035 000000 cpl
LUCILLE THOMPSON FAMILY
FOUNDATION
PO BOX 11146
KNOXVILLE TN 37939-1146

Your Financial Advisor:
SILER/SILER/JOHNSTON
Phone 865-522-5183/800-827-2723

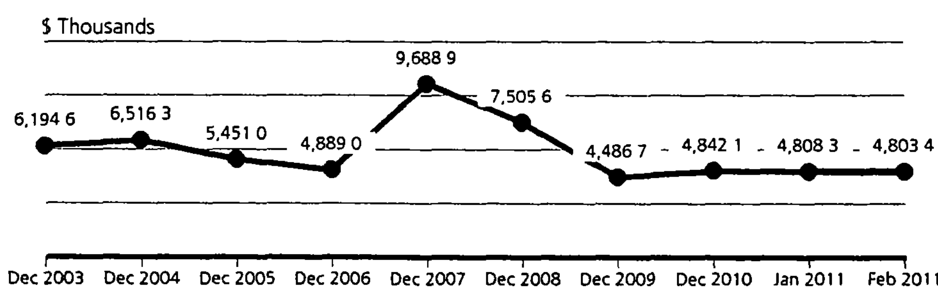
Questions about your statement?
Call your Financial Advisor or the RMA ResourceLine at 800-RMA-1000, account 352015551

Visit our website:
www ubs com/financialservices

Value of your account

	on January 31 ($)	on February 28 ($)
Your assets	4,808,302 00	4,803,351 93
Your liabilities	0 00	0 00
Value of your account	**$4,808,302.00**	**$4,803,351.93**

Tracking the value of your account



Starting in December 2006, your account values shown in this graph include accrued interest, pending return of principal, and other assets that are not held by UBS

Sources of your account growth during 2011

Value of your account at year end 2010	$4,842,124 95
Your investment return	
Dividend and interest income	$37,594 98
Change in market value	-$76,368 00
Value of your account on Feb 28, 2011	**$4,803,351.93**

UBS

Account name: LUCILLE S THOMPSON FAMILY
Account number: KA 15551 TT

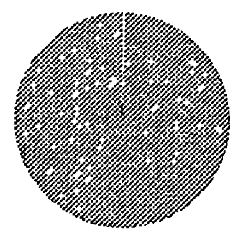
Your account balance sheet

Summary of your assets

		Value on February 28 ($)	Percentage of your account
A	Cash and money balances	25,981 93	0 54%
B	Cash alternatives	0 00	0 00%
C	Equities	0 00	0 00%
D	Fixed income	0 00	0 00%
E	Alternative strategies	4,777,370 00	99 46%
F	Broad commodities	0 00	0 00%
G	Real estate	0 00	0.00%
H	Other	0 00	0 00%
Total assets		**$4,803,351.93**	**100.00%**

Value of your account **$4,803,351.93**

Your current asset allocation



Eye on the markets

Index	Percentage change February 2011	Percentage change Year to date
S&P 500	3 43%	5 88%
Russell 3000	3 64%	5 90%
MSCI - Europe, Australia & Far East	3 32%	5 77%
Barclays Capital Aggregate Bond Index 10+ Yrs	1 27%	-0 03%

Interest rates on February 28, 2011

3-month Treasury bills 0 14%

One-month LIBOR 0 26%

Account name: LUCILLE S THOMPSON FAMILY
Account number: KA 15551 TT

Your Financial Advisor:
SILER/SILER/JOHNSTON
865-522-5183/800-827-2723

Change in the value of your account

	February 2011 ($)	Year to date ($)
Opening account value	**$4,808,302.00**	**$4,842,124.95**
Dividend and interest income	37,594 93	37,594 98
Change in market value	-42,545 00	-76,368 00
Closing account value	**$4,803,351.93**	**$4,803,351.93**

Dividend and interest income earned

For purposes of this statement, taxability of interest and dividend income has been determined from a US tax reporting perspective Based upon the residence of the account holder, account type, or product type, some interest and/or dividend payments may not be subject to United States (US) and/or Puerto Rico (PR) income taxes The client monthly statement is not intended to be used and cannot be relied upon for tax purposes Clients should refer to the applicable tax reporting forms they receive from UBS annually, such as the Forms 1099 and the Forms 480, for tax reporting information It is the practice of UBS to file the applicable tax reporting forms with the US Internal Revenue Service and PR Treasury Department, and in such forms accurately classify dividends and/or interest as tax exempt or taxable income Please consult your individual tax preparer

	February 2011 ($)	Year to date ($)
Taxable dividends	0 09	0 14
Private investment distributions	37,594 84	37,594 84
Total current year	**$37,594.93**	**$37,594.98**
Total dividend & interest	**$37,594.93**	**$37,594.98**

Summary of gains and losses

Values reported below exclude products for which gains and losses are not classified

	Realized gains and losses		Unrealized
	February 2011 ($)	Year to date ($)	gains and losses ($)
Long term	0 00	0 00	301,335 00

Cash activity summary

See the section *Account activity this month* for details UBS Bank USA deposit account balances are included in the *opening and closing balances* value, are insured by the FDIC within applicable limits, but are not protected by SIPC See *Important information about your statement* at the end of this document for details about those balances

	February 2011 ($)	Year to date ($)
Opening balances	**$16,387.00**	**$16,386.95**
Additions		
Dividend and interest income	37,594 93	37,594 98
Total additions	**$37,594.93**	**$37,594.98**
Subtractions		
Funds withdrawn for investments bought	-28,000 00	-28,000 00
Total subtractions	**-$28,000.00**	**-$28,000.00**
Net cash flow	**$9,594.93**	**$9,594.98**
Closing balances	**$25,981.93**	**$25,981.93**

Your investment objectives:

You have identified the following investment objectives for this account If you have questions about these objectives, disagree with them, or wish to change them, please contact your Financial Advisor or Branch Manager You can find a full description of the alternative investment objectives in *Important information about your statement* at the end of this document

Your return objective:
Capital appreciation
Your risk profile:
Primary - Aggressive/Speculative
Secondary - None selected

Your account instructions

- Statement copies are sent to 1 interested party

Your Financial Advisor:
SILER/SILER/JOHNSTON
865-522-5183/800-827-2723

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Holding	Opening balance on Feb 1 ($)	Closing balance on Feb 28 ($)	Price per share on Feb 28 ($)	Average rate	Dividend/Interest period	Days in period
RMA MONEY MKT PORTFOLIO	16,387 00	25,981 93	1 00	0 01%	Jan 25 to Feb 21	28

Alternative strategies

Private equity funds, Hedge funds, and Other investments are held in your UBS Financial Services Inc (UBS FS) brokerage account The positions reported below reflect the records of the issuers, and UBS FS does not guarantee the accuracy of the information The value shown is not necessarily the value you would receive from the issuer if you sold the assets Funds actively sold by UBS FS are subject to ongoing due diligence, although the level performed may vary A closed fund may be subject to no ongoing diligence A fund that you purchased elsewhere may never have been subject to UBS FS diligence, although UBS FS may receive a fee from the fund's manager, which may constitute a majority of the management/incentive fee Please contact your Financial Advisor with questions "Est value per unit" is an estimate of value supplied by an independent valuation firm and reflects adjustments for factors such as the liquidity of the units

Estimates of value supplied by issuers of certain programs (which are generally "net asset value" estimates) are shown as "issuer est value per unit" For Private equity funds, "Est value per unit" is a value updated quarterly, based on the Net Asset Value ("NAV") in the fund as of the date specified, adjusted by adding capital calls and subtracting distributions since the NAV date The NAV is primarily based on estimated portfolio values provided by the underlying fund sponsor These two values may vary because of differences in the way they were estimated and because the "Third party est value per unit" may have been prepared on the basis of financial information other than year-end Reported estimates may not reflect resale, liquidation or repurchase value, if any, and may not reflect distributions of capital until the next valuation is reported, generally on an annual or semi-annual basis See *Important information about your statement* at the end of this statement

Private equity funds

Holding	Units	Est Value per unit ($)	Est value total ($)	Issuer est value per unit ($)	Issuer est value total ($)	Distributions to date ($)	Original unit size ($)
UBS CARLYLE RLTY PRNR LP 9/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS	829,001 000	1 000	829,001 00			N/A	
UBS CARLYLE REALTY PARTNERS, LP NET COMMITMENT AMOUNT	1,000,000 000	-------- Not Priced --------		-------- Not Priced --------		N/A	
UBS MADISON DEARBORN LLC 9/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS	1,342,556 000	1 000	1,342,556 00			N/A	
UBS MADISON DEARBORN FUND LLC NET COMMITMENT AMOUNT	2,000,000 000	-------- Not Priced --------		-------- Not Priced --------		N/A	

continued next page

Your assets › Alternative strategies › Private equity funds (continued)

Holding	Units	Est Value per unit ($)	Est value total ($)	Issuer est value per unit ($)	Issuer est value total ($)	Distributions to date ($)	Original unit size ($)
UBS PRIVATE EQUITY FUND III LLC NET COMMITMENT AMOUNT	2,000,000 000	--------- Not Priced ---------		--------- Not Priced ---------		N/A	
UBS PRVT EQUITY III LLC 9/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS	1,286,099 000	1 000	1,286,099 00			N/A	
UBS REAL ESTATE OPP LLC 9/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS	527,075 000	1 000	527,075 00			N/A	
UBS REAL ESTATE OPP FUND LLC NET COMMITMENT AMOUNT	980,000 000	--------- Not Priced ---------		--------- Not Priced ---------		N/A	
Total			**$3,984,731.00**				

Hedge funds

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share ($)	Value ($)	Unrealized gain or loss ($)	Holding period
UBS JUNIPER CROSSOVER FUND L L C AS OF JANUARY 31, 2011	Nov 08, 00			4,404 00	1 000	117,103 00	112,699 00	LT
UBS WILLOW FUND LLC AS OF JANUARY 31, 2011	Nov 22, 00			486,900 00	1 000	675,536 00	188,636 00	LT
Total				**$491,304.00**		**$792,639.00**	**$301,335.00**	

Your total assets

		Value on Feb 28 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**25,981.93**	**0.54%**	**25,981.93**		
Alternative strategies	Private equity funds	3,984,731 00				
	Hedge funds	792,639 00		491,304 00		301,335 00
	Total alternative strategies	**4,777,370.00**	**99.46%**	**491,304.00**		**301,335.00**
Total		**$4,803,351.93**	**100.00%**	**$517,285.93**		**$301,335.00**

Account activity this month

	Date	Activity	Description	Amount ($)
Dividend and interest income				
Taxable dividends	Feb 22	Dividend	RMA MONEY MKT PORTFOLIO AS OF 02/18/11	0 09
	Total taxable dividends			**$0.09**
Miscellaneous	Feb 2	Distribution	UBS REAL ESTATE OPPORTUNITY FUND LLC DISTRIBUTION	276 34
	Feb 14	Distribution	UBS PRVT EQUITY III LLC 9/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS	37,318 50
	Total miscellaneous			**$37,594.84**
	Total dividend and interest income			**$37,594.93**

Investment transactions

For more information about the price/value shown for restricted securities, see *Important information about your statement* at the end of this document

Date	Activity	Description	Quantity	Value ($)	Price ($)	Proceeds from investment transactions ($)	Funds withdrawn for investments bought ($)	Accrued interest ($)
Feb 14	Bought	UBS PRVT EQUITY III LLC 9/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS	28,000 000		1 00		-28,000 00	
Total							**-$28,000.00**	

	Date	Activity	Description	Amount ($)
Money balance activities	**Jan 31**	**Balance forward**		**$16,387.00**
	Feb 3	Bought	RMA MONEY MKT PORTFOLIO	276 34
	Feb 15	Bought	RMA MONEY MKT PORTFOLIO	9,318 50
	Feb 22	Bought	RMA MONEY MKT. PORTFOLIO AS OF 02/18/11	0 09
	Feb 28	**Closing RMA Money Mkt. Portfolio**		**$25,981.93**

The RMA Money Market Portfolio is your primary sweep option

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ -83,511.	$ -83,511.	
Total	$ -83,511.	$ -83,511.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT MANAGEMENT	$ 25,632.	$ 25,632.		
RETIREMENT PLAN MANAGEMENT	2,657.	2,657.		
TAX PREPARATION	1,060.			$ 1,060.
Total	$ 29,349.	$ 28,289.	$ 0.	$ 1,060.

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL TAXES	$ 16,089.			$ 16,089.
Total	$ 16,089.	$ 0.	$ 0.	$ 16,089.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	$ 69.			$ 69.
COMPUTER EXPENSES	7,241.			7,241.
INSURANCE	4,856.			4,856.
OFFICE EXPENSES	7,010.			7,010.
PARTNERSHIP ALLOCATIONS	126,725.	$ 126,725.		
PAYROLL PROCESSING	105.			105.
PROFESSIONAL DEVELOPMENT	521.			521.
PROFESSIONAL DUES	1,230.			1,230.
SUBSCRIPTIONS	40.			40.
TELEPHONE & INTERNET	6,473.			6,473.
Total	$ 154,270.	$ 126,725.	$ 0.	$ 27,545.

Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

NET PARTNERSHIP ALLOCATION	$ 312,750.
Total	$ 312,750.

Statement 6
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
KRISTIN BISHOP MACDERMOTT 1006 CHANTILLY ROAD LOS ANGELES, CA 90077	Chairman 0	$ 0.	$ 0.	$ 0.
SANDRA K. BISHOP POST OFFICE BOX 11146 KNOXVILLE, TN 37939	BOARD MEMBER 0	0.	0.	0.
ARCHER W. BISHOP, JR. POST OFFICE BOX 11146 KNOXVILLE, TN 37939	BOARD MEMBER 0	0.	0.	0.
ARCHER W. BISHOP, III 583 HOLLAND HILLS ROAD BASALT, CO 81621	BOARD MEMBER 0	0.	0.	0.
BAKER O. BISHOP 1814 MIDDLE STREET SULLIVAN'S ISLAND, SC 29482	BOARD MEMBER 0	0.	0.	0.
THOMPSON A. BISHOP P.O. BOX 11146 KNOXVILLE, TN 37939	BOARD MEMBER 0	0.	0.	0.
JOHN W. BAKER, JR. 807 WOODLAND COURT KNOXVILLE, TN 37919	BOARD MEMBER 0	0.	0.	0.
CUMBERLAND TRUST & INVESTMENT 104 WOODMONT BLVD NASHVILLE, TN 37205-2245	Trustee 0	12,250.	0.	0.
	Total	$ 12,250.	$ 0.	$ 0.

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: LUCILLE S THOMPSON FAMILY FOUNDATION
Care Of: LILA K PFLEGER, EXECUTIVE DIRECTOR

Statement 7 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Street Address:	P.O. BOX 11146
City, State, Zip Code:	KNOXVILLE, TN 37939-1146
Telephone:	865-588-2836
Form and Content:	SUBMIT A LETTER OF REQUEST INCLUDING A DETAIL PROJECT BUDGET.
Submission Deadlines:	JANUARY 31, APRIL 30, JULY 31, OCTOBER 31
Restrictions on Awards:	FUNDING NOT AVAILABLE FOR DEFICIT OPERATING BUDGETS OR ENDOWMENTS. LIMITED AVAILABILE FUNDS FOR CAPITAL PROJECTS.

Lucille S. Thompson Family Foundation
Grants and Pledge Payments
March 2010 through February 2011

Form 990PF - Part XV, Line 3(a)

Type	Date	Num	Name	Memo	Amount
Grants & Contributions					
Contributions - <$1,000 - CO					
Check	04/26/2010	5166	Colorado Law Enforcement Officers Assoc	Contribution	100 00
Total Contributions - <$1,000 - CO					100 00
Contributions - <$1,000 - TN					
Check	10/21/2010	5272	St John's Cathedral	In Memorium	100 00
Total Contributions - <$1,000 - TN					100 00
Contributions - CO					
Check	07/27/2010	5231	Aspen Swim Club	Contribution	10,000 00
Check	11/05/2010	5282	Aspen Youth Center	Cirque d'Aspen	9,000 00
Check	08/04/2010	5236	Jazz Aspen Snowmass	Silver Patron	6,250 00
Check	07/02/2010	5209	Les Dames d'Aspen, Ltd	Contribution	1,200 00
Check	07/22/2010	5228	The Aspen Institute	17th Annual Summer Celebration	1,000 00
Check	07/19/2010	5223	The Children's Health Foundation	Greenalicious Benefit	2,000 00
Total Contributions - CO					29,450 00
Contributions - NC					
Check	12/31/2010	5320	Cathdedral Church of St Luke/Paul	Pledge Pmt 5 of 5 - Capital Campaign	2,000 00
Total Contributions - NC					2,000 00
Contributions - Other					
Check	02/25/2011	5349	Animal Balance	Spay/Neuter/Rabies pgm	2,500 00
Check	03/08/2010	5134	Bonefish & Tarpon Trust	Satellite Tarpon Tag pgm	5,000 00
Check	12/17/2010	5306	St Martin of Tours Building Fund	Building fund	2,500 00
Check	02/11/2011	5341	St Martin of Tours Building Fund	Building fund	2,000 00
Check	01/26/2011	5336	Warner Avenue Foundation	Donation	2,000 00
Check	02/03/2011	5338	Women's Cancer Research Fund	Donation	2,500 00
Total Contributions - Other					16,500 00
Grants - CO					
Check	12/28/2010	5283	Aspen Art Museum	Gala Sponsor	2,400 00
Check	07/19/2010	5222	Aspen Music Festival & School	Silver Sponsor	6,000 00
Check	07/20/2010	5224	Aspen Music Festival & School	2010 Annual Fund	7,000 00
Check	11/23/2010	5299	Aspen Valley Ski/Snowboard Club	2010 National Council	10,000 00
Check	09/13/2010	5249	Cystic Fibrosis Foundation	To Catch the Cure Sponsor	3,500 00
Check	11/05/2010	5281	PathFinders	Operations Grant	25,000 00
Check	11/16/2010	5291	Room to Read	Aspen Chapter grant Library (1)	4,000 00
Check	11/23/2010	5284	St Mary's Catholic Church	Contribution	6,000 00
Total Grants - CO					63,900 00
Grants - CO Pledge Pmts					
Check	12/31/2010	5321	Aspen Music Festival & School	Pmt 3 of 5 - Castle Creek Campus Campaign	100,000 00
Check	12/31/2010	5322	Aspen Valley Ski/Snowboard Club	Pmt 2 of 5 - Securing Our Future Campaign	25,000 00
Check	03/29/2010	5155	Christ Episcopal Church of Aspen	1st Qtr 2010	10,000 00
Check	06/13/2010	5200	Christ Episcopal Church of Aspen	2nd Qtr 2010	10,000 00
Check	09/27/2010	5258	Christ Episcopal Church of Aspen	3rd Qtr 2010	10,000 00
Check	12/28/2010	5310	Christ Episcopal Church of Aspen	4th Qtr 2010	10,000 00
Check	12/31/2010	5324	Christ Episcopal Church of Aspen	Pmt 3 of 3 - Capital fund	100,000 00
Total Grants - CO Pledge Pmts					265,000 00
Grants - SC					
Check	10/21/2010	5271	American College of the Building Arts	Student tutition assistance	20,000 00
Check	05/07/2010	5177	Halsey Institute of Contemporary Art	Contribution	5,000 00
Check	03/19/2010	5151	Waterkeeper Alliance	Water the Future Campaign	10,000 00
Check	02/15/2011	5345	Waterkeeper Alliance	Match a Challenge grant	50,000 00
Total Grants - SC					85,000 00

Lucille S. Thompson Family Foundation
Grants and Pledge Payments
March 2010 through February 2011

Type	Date	Num	Name	Memo	Amount
Grants - TN					
Check	12/30/2010	5316	Catholic Charities	Contribution	5,000 00
Check	12/30/2010	5314	Emerald Youth Foundation	Youth Program	10,000 00
Check	01/21/2011	5333	Episcopal School of Knoxville	Ross Hall Wing	25,000 00
Check	12/30/2010	5315	Mission Of Hope	Transportation Grant	10,000 00
Total Grants - TN					50,000 00
Grants - TN Pledge Pmts					
Check	06/29/2010	5207	Alzheimer's Association	June 2009 Scholarship Fund Matching grant	25,000 00
Check	12/31/2010	5323	Boys & Girls Clubs of Tennessee Valley	Pmt 4 of 5 - Caswell Ave Club Campaign	10,000 00
Check	12/31/2010	5325	SCHAS	Pmt 5 of 5 - Family Life Center	20,000 00
Check	03/29/2010	5156	St John's Cathedral	1st Qtr 2010	2,500 00
Check	06/13/2010	5201	St John's Cathedral	2nd Qtr 2010	2,500 00
Check	09/27/2010	5257	St John's Cathedral	3rd Qtr 2010	2,500 00
Check	12/28/2010	5309	St John's Cathedral	4th Qtr 2010	2,500 00
Check	12/31/2010	5326	St John's Cathedral	Pmt 5 of 5 - Raising the Roof campaign	20,000 00
Check	12/28/2010	5308	Town of Louisville Building Fund	Pmt 3 of 5 - Town Hall	50,000 00
Check	12/31/2010	5327	UT - Sigma Chi Frat House	Pmt 5 of 5 - Sigma Chi Bldg Fund	10,000 00
Total Grants - TN Pledge Pmts					145,000 00
Total Grants & Contributions					657,050 00

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Palm Beach, FL 33480
561 514 0975
wjmikus@mikuscapitalmanagement com
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Realized Gains and Losses By Category

From 02/28/2010 to 02/28/2011

Cumberland Trust & Investment Co Foundation Acct # 45535469

Short Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Sell Method
iPath DJ-AIG Commodity Idx	06/30/2009	06/03/2010	54 000	2,024 57	1,993 76	30 81	First In Firs
iPath DJ-AIG Commodity Idx	06/30/2009	06/03/2010	145 000	5,436 33	5,353 61	82 72	First In Firs
iPath DJ-AIG Commodity Idx	06/30/2009	06/03/2010	201 000	7,535 88	7,417 18	118 70	First In Firs
iPath DJ-AIG Commodity Idx	06/30/2009	06/03/2010	800 000	29,993 56	29,537 13	456 43	First In Firs
iPath DJ-AIG Commodity Idx	06/30/2009	06/03/2010	2,500 000	93,729 87	92,303 54	1,426 33	First In Firs
			3,700 000	138,720 21	136,605 22	2,114 99	
iPath DJ-AIG Commodity Idx	06/30/2009	06/03/2010	800 000	30,008 76	29,537 13	471 63	First In Firs
iPath DJ-AIG Commodity Idx	06/30/2009	06/03/2010	800 000	30,008 76	29,537 13	471 63	First In Firs
iPath DJ-AIG Commodity Idx	06/30/2009	06/03/2010	525 000	19,683 26	19,383 74	299 52	First In Firs
iPath DJ-AIG Commodity Idx	06/30/2009	06/03/2010	300 000	11,250 28	11,076 43	173 85	First In Firs
iPath DJ-AIG Commodity Idx	06/30/2009	06/03/2010	100 000	3,749 19	3,692 14	57 05	First In Firs
iPath DJ-AIG Commodity Idx	06/30/2009	06/03/2010	100 000	3,748 97	3,692 14	56 83	First In Firs
			6,325 000	237,169 43	233,523 93	3,645 50	
iShares Comex Gold Trust	08/16/2010	01/03/2011	71 000	985 97	849 91	136 06	First In Firs
iShares Comex Gold Trust	08/16/2010	01/03/2011	570 000	7,915 60	6,823 19	1,092 41	First In Firs
iShares Comex Gold Trust	08/16/2010	01/03/2011	1,200 000	16,664 41	14,364 49	2,299 92	First In Firs
iShares Comex Gold Trust	08/16/2010	01/03/2011	1,399 000	19,427 91	16,746 74	2,681 17	First In Firs
			3,240 000	44,993 89	38,784 33	6,209 56	
iShares DJ US Utils	01/11/2010	06/17/2010	100 000	7,345 71	7,491 87	-146 16	First In Firs
iShares DJ US Utils	01/11/2010	06/17/2010	400 000	29,382 83	29,972 67	-589 84	First In Firs
iShares DJ US Utils	01/11/2010	06/17/2010	500 000	36,728 54	37,463 83	-735 29	First In Firs
iShares DJ US Utils	01/11/2010	06/17/2010	1,000 000	73,457 09	74,931 68	-1,474 59	First In Firs

Realized Gains and Losses By Category

From 02/28/2010 to 02/28/2011

Cumberland Trust & Investment Co   Foundation   Acct # 45535469

Short Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Sell Method
iShares DJ US Utils	01/11/2010	06/17/2010	1,000 000	73,457 09	74,918 68	-1,461 59	First In Firs
iShares DJ US Utils	01/11/2010	06/17/2010	1,700 000	124,877 03	127,377 05	-2,500 02	First In Firs
			4,700 000	345,248 29	352,155 78	-6,907 49	
iShares DJ US Utils	01/11/2010	06/17/2010	540 000	39,668 97	40,460 94	-791 97	First In Firs
iShares DJ US Utils	01/11/2010	06/17/2010	100 000	7,347 10	7,492 77	-145 67	First In Firs
			5,340 000	392,264 36	400,109 49	-7,845 13	
iShares S&P GSCI Commodity	10/23/2009	09/29/2010	80 000	2,377 46	2,632 82	-255 36	First In Firs
iShares S&P GSCI Commodity	10/23/2009	09/29/2010	100 000	2,971 83	3,289 12	-317 29	First In Firs
iShares S&P GSCI Commodity	10/23/2009	09/29/2010	100 000	2,971 83	3,293 12	-321 29	First In Firs
iShares S&P GSCI Commodity	10/23/2009	09/29/2010	100 000	2,971 83	3,292 12	-320 29	First In Firs
iShares S&P GSCI Commodity	10/23/2009	09/29/2010	100 000	2,971 83	3,292 12	-320 29	First In Firs
iShares S&P GSCI Commodity	10/23/2009	09/29/2010	100 000	2,971 83	3,291 02	-319 19	First In Firs
iShares S&P GSCI Commodity	10/23/2009	09/29/2010	100 000	2,971 83	3,291 02	-319 19	First In Firs
iShares S&P GSCI Commodity	10/23/2009	09/29/2010	100 000	2,971.83	3,290 12	-318 29	First In Firs
iShares S&P GSCI Commodity	10/23/2009	09/29/2010	700 000	20,802 78	23,037 17	-2,234 39	First In Firs
iShares S&P GSCI Commodity	10/23/2009	09/29/2010	700 000	20,802 78	23,030 87	-2,228 09	First In Firs
iShares S&P GSCI Commodity	10/23/2009	09/29/2010	700 000	20,802 78	23,030 17	-2,227 39	First In Firs
iShares S&P GSCI Commodity	10/23/2009	09/29/2010	900 000	26,746 43	29,620 13	-2,873 70	First In Firs
iShares S&P GSCI Commodity	10/23/2009	09/29/2010	1,500 000	44,577 33	49,365 37	-4,788 04	First In Firs
			5,280 000	156,912 37	173,755 17	-16,842 80	
iShares S&P GSCI Commodity	10/23/2009	09/29/2010	1,000 000	29,718 25	32,911 26	-3,193 01	First In Firs
iShares S&P GSCI Commodity	10/23/2009	09/29/2010	900 000	26,746 43	29,620 14	-2,873 71	First In Firs
			7,180 000	213,377 05	236,286 57	-22,909 52	
Market Vectors Agribusiness ETF	09/29/2010	01/03/2011	20 000	1,083 75	942 64	141 11	First In Firs
Market Vectors Agribusiness ETF	09/29/2010	01/03/2011	45 000	2,438 44	2,120 94	317 50	First In Firs
Market Vectors Agribusiness ETF	09/29/2010	01/03/2011	100 000	5,418 76	4,713 21	705 55	First In Firs
Market Vectors Agribusiness ETF	09/29/2010	01/03/2011	100 000	5,418 76	4,713 21	705 55	First In Firs
Market Vectors Agribusiness ETF	09/29/2010	01/03/2011	100 000	5,418 76	4,711 21	707 55	First In Firs
Market Vectors Agribusiness ETF	09/29/2010	01/03/2011	100 000	5,418 76	4,714 21	704 55	First In Firs
Market Vectors Agribusiness ETF	09/29/2010	01/03/2011	100 000	5,418 76	4,714 21	704 55	First In Firs

Realized Gains and Losses By Category

From 02/28/2010 to 02/28/2011

Cumberland Trust & Investment Co Foundation Acct # 45535469

Short Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains	Sell Method
Market Vectors Agribusiness ETF	09/29/2010	01/03/2011	100 000	5,418 78	4,714 17	704 61	First In Firs
			665 000	36,034 77	31,343 80	4,690 97	
Pimco Commodity Real	06/03/2010	09/29/2010	26,917 900	220,981 77	200,015 00	20,966 77	First In Firs
Pimco Commodity Real	06/17/2010	09/29/2010	731 007	6,001 18	5,497 17	504 01	First In Firs
Pimco Commodity Real	09/16/2010	09/29/2010	798 067	6,551 71	6,352 61	199 10	First In Firs
			28,446 974	233,534 66	211,864 78	21,669 88	
Pimco Low Duration Inst	01/29/2010	01/20/2011	127 731	1,327 11	1,325 85	1 26	First In Firs
Pimco Low Duration Inst	02/26/2010	01/20/2011	136 684	1,420 13	1,421 51	-1 38	First In Firs
Pimco Low Duration Inst	03/31/2010	01/20/2011	160 181	1,664 26	1,672 29	-8 03	First In Firs
Pimco Low Duration Inst	04/30/2010	01/20/2011	143 581	1,491 79	1,507 60	-15 81	First In Firs
Pimco Low Duration Inst	05/28/2010	01/20/2011	131 171	1,362 85	1,366 80	-3 95	First In Firs
Pimco Low Duration Inst	06/30/2010	01/20/2011	135 697	1,409 87	1,422 10	-12 23	First In Firs
Pimco Low Duration Inst	07/30/2010	01/20/2011	148 355	1,541 39	1,565 15	-23 76	First In Firs
Pimco Low Duration Inst	08/31/2010	01/20/2011	169 424	1,760 29	1,790 81	-30 52	First In Firs
Pimco Low Duration Inst	09/30/2010	01/20/2011	177 692	1,846 19	1,888 87	-42 68	First In Firs
Pimco Low Duration Inst	10/29/2010	01/20/2011	197 796	2,055 07	2,118 39	-63 32	First In Firs
Pimco Low Duration Inst	11/30/2010	01/20/2011	216 157	2,245 84	2,293 43	-47 59	First In Firs
Pimco Low Duration Inst	12/08/2010	01/20/2011	296 787	3,083 58	3,071 75	11 83	First In Firs
Pimco Low Duration Inst	12/08/2010	01/20/2011	1,488 810	15,468 51	15,409 18	59 33	First In Firs
Pimco Low Duration Inst	12/31/2010	01/20/2011	234 546	2,436 89	2,436 93	-0 04	First In Firs
			3,764 612	39,113 77	39,290 66	-176 89	
Spdr Gold Shares	11/03/2009	08/16/2010	600 000	71,713 75	63,866 21	7,847 54	First In Firs
Spdr Gold Shares	11/03/2009	08/16/2010	500 000	59,761 44	53,221 84	6,539 60	First In Firs
Spdr Gold Shares	11/03/2009	08/16/2010	400 000	47,809 16	42,577 47	5,231 69	First In Firs
Spdr Gold Shares	11/03/2009	08/16/2010	165 000	19,721 27	17,563 20	2,158 07	First In Firs
Spdr Gold Shares	11/03/2009	08/16/2010	100 000	11,952 28	10,644 37	1,307 91	First In Firs
			1,765 000	210,957 90	187,873 09	23,084 81	
Short Term Gains (Sales)				1,407,445 83	1,379,076 65	28,369 18	
Spdr Gold Shares	11/03/09	1/11/2010	var	var	var	* + 22,226.46	
						$ 50,595.64	

* Fy 2/28/10 Net STgain not included on Form990PF

Realized Gains and Losses By Category

From 02/28/2010 to 02/28/2011

Cumberland Trust & Investment Co   Foundation   Acct # 45535469

Long Term Capital Gains and Losses in Non-Taxable or Tax Deferred Accounts

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Long Term Gains	Sell Method
Pimco Foreign Bond Fd	09/16/2009	01/03/2011	8,563 273	89,985 00	86,152 02	3,832 98	First In Firs
Pimco Foreign Bond Fd	09/16/2009	01/04/2011	14,796 568	155,062 13	148,862 98	6,199 15	First In Firs
Pimco Foreign Bond Fd	10/23/2009	01/04/2011	22,798 434	238,918 49	233,015 00	5,903 49	First In Firs
			37,595 002	393,980 62	381,877 98	12,102 64	
			46,158 275	483,965 62	468,030 00	15,935 62	
Pimco Low Duration Inst	05/15/2009	01/20/2011	70,030 896	727,610 39	680,015 00	47,595 39	First In Firs
Pimco Low Duration Inst	05/29/2009	01/20/2011	102 140	1,061 21	1,001 99	59 22	First In Firs
Pimco Low Duration Inst	06/30/2009	01/20/2011	240 995	2,503 90	2,376 21	127 69	First In Firs
Pimco Low Duration Inst	06/30/2009	01/20/2011	23,326 572	242,359 55	230,015 00	12,344 55	First In Firs
Pimco Low Duration Inst	07/31/2009	01/20/2011	334 033	3,470 55	3,343 67	126 88	First In Firs
Pimco Low Duration Inst	08/31/2009	01/20/2011	284 718	2,958 18	2,887 04	71 14	First In Firs
Pimco Low Duration Inst	09/30/2009	01/20/2011	254 919	2,648 57	2,602 72	45 85	First In Firs
Pimco Low Duration Inst	10/30/2009	01/20/2011	223 696	2,324 17	2,299 60	24 57	First In Firs
Pimco Low Duration Inst	11/30/2009	01/20/2011	187 755	1,950 74	1,939 51	11 23	First In Firs
Pimco Low Duration Inst	12/09/2009	01/20/2011	9 582	99 56	98 79	0 77	First In Firs
Pimco Low Duration Inst	12/09/2009	01/20/2011	69 189	718 86	713 34	5 52	First In Firs
Pimco Low Duration Inst	12/31/2009	01/20/2011	183 410	1,905 60	1,887 29	18 31	First In Firs
			95,247 905	989,611 28	929,180 16	60,431 12	
Long Term Gains (Sales)				1,473,576 90	1,397,210 16	76,366 74	
Total Gains (Sales)				2,881,022 73	2,776,286 81	104,735 92	
Total Short Term Gains					(see prior page)	~~28,369 18~~	50,595 64
Total Long Term Gains						76,366 74	
Total Gains						~~104,735.92~~	126,962.38

NOTE A "Date Acquired" of "04/01/60" means cost basis is unknown and market value is used instead
A "Date Acquired" of "01/01/90" means cost basis is correct and actual date acquired is unknown

Form **8868** (Rev January 2011)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ► [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► [ ]

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print

File by the due date for filing your return See instructions

Name of exempt organization: LUCILLE S. THOMPSON FAMILY FOUNDATION CUMBERLAND TRUST, TTE

Employer identification number: 58-1788548

Number, street, and room or suite number If a P O box, see instructions: P.O. Box 11146

City, town or post office, state, and ZIP code For a foreign address, see instructions: KNOXVILLE, TN 37939-1146

Enter the Return code for the return that this application is for (file a separate application for each return) . 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► LILA K. PFLEGER

Telephone No ► (865) 588-2836 FAX No ► (865) 588-2110

- 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 10/15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► [ ] calendar year 20____ or

► [X] tax year beginning 3/01, 20 10, and ending 2/28, 20 11.

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a 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 .	**3a**	$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	**3b**	$ 0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

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 LUCILLE S. THOMPSON FAMILY FOUNDATION CUMBERLAND TRUST, TTE	**Employer identification number** 58-1788548
File by the extended due date for filing the return See instructions	Number, street, and room or suite number If a P O box, see instructions TABCO P.O. Box 11146	
	City, town or post office, state, and ZIP code For a foreign address, see instructions Knoxville, TN 37939	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

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 (section 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 books are in care of ► LILA K. PFLEGER
  Telephone No ► (865) 588-2836 FAX No ► (865) 588-2110
- 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 1/15, 20 12.

5 For calendar year ____, or other tax year beginning 3/01, 20 10, and ending 2/28, 20 11

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 is needed to prepare a complete and accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**8a**	$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 0.
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 ► Lila Pfleger Title ► Executive Director Date ► 10-14-11