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 JUL 1, 2010 , and ending JUN 30, 2011

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

Name of foundation: THE THOMPSON CHARITABLE FOUNDATION

A Employer identification number: 58-1754763

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

Room/suite:

B Telephone number: 865-588-0491

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

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 36,033,653.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	1.	1.		
	4	Dividends and interest from securities	1,113,777.	1,113,777.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-267,100.			
	b	Gross sales price for all assets on line 6a 1,502,871.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	3,483.	0.		STATEMENT 1
	12	**Total.** Add lines 1 through 11	850,161.	1,113,778.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	11,382.	5,691.		5,691.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 3	25,998.	0.		0.
	19	Depreciation and depletion	1,116.	558.		
	20	Occupancy	17,152.	8,576.		8,576.
	21	Travel, conferences, and meetings	6,246.	3,123.		3,123.
	22	Printing and publications				
	23	Other expenses STMT 4	77,542.	47,451.		30,091.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	139,436.	65,399.		47,481.
	25	Contributions, gifts, grants paid	1,491,000.			1,491,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,630,436.	65,399.		1,538,481.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-780,275.			
	b	**Net investment income** (if negative, enter -0-)		1,048,379.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
OCT 2 8 2011
OGDEN, UT
IRS-OSC
355

SCANNED OCT 3 1 2011

Part II		Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		591,882.	494,404.	494,404.
	2	Savings and temporary cash investments		1,073.	2,684.	2,684.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 5	12,910,510.	12,723,113.	18,196,635.
	c	Investments - corporate bonds	STMT 6	20,894,306.	20,399,501.	17,336,701.
	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other				
	14	Land, buildings, and equipment: basis ▶	36,407.			
		Less accumulated depreciation ▶	33,178.	4,347.	3,229.	3,229.
	15	Other assets (describe ▶)				
	16	**Total assets** (to be completed by all filers)		34,402,118.	33,622,931.	36,033,653.
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	**Total liabilities** (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		34,402,118.	33,622,931.	
	30	**Total net assets or fund balances**		34,402,118.	33,622,931.	
	31	**Total liabilities and net assets/fund balances**		34,402,118.	33,622,931.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	34,402,118.
2	Enter amount from Part I, line 27a	2	-780,275.
3	Other increases not included in line 2 (itemize) ▶ NONDIVIDEND RETURN OF CAPITAL	3	1,088.
4	Add lines 1, 2, and 3	4	33,622,931.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	33,622,931.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE-CAPITAL GAIN DIVIDENDS	P	VARIOUS	VARIOUS
c	NONDIVIDEND RETURN OF CAPITAL	P	VARIOUS	VARIOUS
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,500,000.		1,768,883.	-268,883.
b	1,783.			1,783.
c	1,088.		1,088.	0.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-268,883.
b				1,783.
c				0.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 -267,100.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,418,500.	32,086,862.	.044208
2008	2,098,867.	31,468,195.	.066698
2007	2,334,729.	45,411,308.	.051413
2006	2,688,058.	47,907,827.	.056109
2005	2,349,742.	46,395,847.	.050646

2	Total of line 1, column (d)	2	.269074
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	.053815
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	34,797,233.
5	Multiply line 4 by line 3	5	1,872,613.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,484.
7	Add lines 5 and 6	7	1,883,097.
8	Enter qualifying distributions from Part XII, line 4	8	1,538,481.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)** **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	20,968.
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	20,968.
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	20,968.
6 Credits/Payments:				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	22,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	22,000.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,032.
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	1,032.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ▶ DEBBIE BLACK, EXECUTIVE DIRECTOR Telephone no. ▶ (865)588-0491

Located at ▶ 4800 OLD KINGSTON PIKE, SUITE 100, KNOXVILLE, TN ZIP+4 ▶ 37919

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ ______, ______, ______, ______			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? ☐ Yes ☒ No

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

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

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	34,984,888.
b	Average of monthly cash balances	1b	342,252.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	35,327,140.
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	35,327,140.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	529,907.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,797,233.
6	**Minimum investment return.** Enter 5% of line 5	6	1,739,862.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,739,862.
2a	Tax on investment income for 2010 from Part VI, line 5 2a 20,968.		
b	Income tax for 2010. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	20,968.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,718,894.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,718,894.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,718,894.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,538,481.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,538,481.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,538,481.

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					1,718,894.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005					
b From 2006	153,485.				
c From 2007	101,854.				
d From 2008	556,651.				
e From 2009					
f **Total** of lines 3a through e		811,990.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶$ 1,538,481.					
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					1,538,481.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))		180,413.			180,413.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		631,577.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		631,577.			
10 Analysis of line 9:					
a Excess from 2006					
b Excess from 2007	74,926.				
c Excess from 2008	556,651.				
d Excess from 2009					
e Excess from 2010					

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE STATEMENT 8

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE			SEE ATTACHED SCHEDULE	1491000.
Total			▶ 3a	1491000.
b *Approved for future payment*				
SEE ATTACHED SCHEDULE			SEE ATTACHED SCHEDULE	340,000.
Total			▶ 3b	340,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) 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			14	1.	
4 Dividends and interest from securities			14	1,113,777.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	-266,012.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a LITIGATION SETTLEMENT			14	1,874.	
b CLAT ANNUITY PROCEEDS			14	1,609.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		851,249.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 851,249.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Merle A Wolfe 10/20/11 ▶ PRESIDENT

Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
MARK W. KING, CPA		10/5/11		P00153636

Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN, P.C.

Firm's EIN ▶ 62-1199757

Firm's address ▶ 10024 INVESTMENT DRIVE, STE 200
KNOXVILLE, TN 37932

Phone no. (865) 691-9000

SCHEDULE TO FORM 990-PF
THE THOMPSON CHARITABLE FOUNDATION
JUNE 30, 2011

Part II, Lines 10b and 10c

	June 30, 2011		June 30, 2010	
	Cost	**Market**	**Cost**	**Market**
Bonds				
J P Morgan Inst Bond Fund	8,501,009	6,725,619	$ 8,837,633	$ 6,709,575
Morgan Stanley Institutional Fund	11,898,492	10,611,082	12,056,673	10,432.127
Totals	20,399,501	17,336,701	20,894,306	17,141,702
Stocks				
Dodge & Cox International Stock Fund	3,045,310	3,052,862	3,004,790	2,323,941
Vanguard PAC Stock Index Fund	2,801,712	2,690,081	2,721,460	2,191,100
Vanguard Instl Index Fund	6,191,960	10,576,742	6,500,128	8,531,062
SUNOCO	684,132	1,876,950	684,132	1,564,650
Totals	12,723,113	18,196,635	12,910,510	14,610,753
Totals	33,122,614	35,533,336	33,804,816	$ 31,752,455

Realized Gain and Loss Worksheet

From 07/01/10 Through 06/30/11

Account #: 03-33229

THOMPSON CHARITABLE FOUNDATION FUNDS, NORTHERN TRUST, NA AS SECURITIES CUSTODY

Security Description	Amount	Trade * Price	Trade Date	Acquisition Date	Trade Proceeds	Tax Cost	Gain/Loss
Long Term Capital Gains and Losses							
Trade Activity							
MFO VANGUARD INSTL INDEX FD SH BEN INT	2,661	107.430	10/14/2010	12/11/2003	285,836	261,916	23,920
MFO VANGUARD INSTL INDEX FD SH BEN INT	570	107.430	10/14/2010	12/21/2007	61,207	77,240	(16,033)
MFO VANGUARD INSTL INDEX FD SH BEN INT	451	107.430	10/14/2010	03/27/2008	48,482	54,665	(6,183)
MFO VANGUARD INSTL INDEX FD SH BEN INT	444	107.430	10/14/2010	06/26/2008	47,743	52,107	(4,364)
MFO VANGUARD INSTL INDEX FD SH BEN INT	528	107.430	10/14/2010	09/25/2008	56,732	58,326	(1,595)
MFO JPMORGAN CORE PLUS BOND-IS	44,566	8.270	05/05/2011	01/01/1970	368,564	494,756	(126,191)
MFO JPMORGAN CORE PLUS BOND-IS	2,489	8.269	05/05/2011	05/30/1999	20,586	27,634	(7,048)
MFO JPMORGAN CORE PLUS BOND-IS	2,971	8.270	05/05/2011	01/31/2001	24,574	33,064	(8,490)
MFO JPMORGAN CORE PLUS BOND-IS	2,994	8.269	05/05/2011	03/30/2001	24,764	33,286	(8,522)
MFO JPMORGAN CORE PLUS BOND-IS	2,637	8.270	05/05/2011	07/31/2001	21,809	29,314	(7,505)
MFO JPMORGAN CORE PLUS BOND-IS	2,076	8.269	05/05/2011	01/31/2002	17,172	23,104	(5,933)
MFO JPMORGAN CORE PLUS BOND-IS	2,725	8.270	05/05/2011	12/10/2003	22,532	30,347	(7,815)
MFO MORGAN STANLEY INSTL FD CORE PLUS FXD INC INSTL	50,454	9.909	05/05/2011	01/01/1970	500,000	593,125	(93,125)
TOTAL Long Term Capital Gains and Losses							(268,883)

✓

* *Trade Price derived from Trade Proceeds and Amount*

Summary Recap

	Gains	Losses	Net
Long Term	23,920	(292,803)	(268,883)
Short term	0	0	0
Total	23,920	(292,803)	(268,883)

ADDITIONAL SCHEDULES - Continued
THE THOMPSON CHARITABLE FOUNDATION 58-1754763
June 30, 2011

Part IV, Line 1a & 1b

	Trade Proceeds	Tax Cost	From Trade Activity	Other	Total Gain/Loss
Northern Trust Long Term Acct 03-33229	1,500,001	1,768,884	(268,883)	-	(268,883)
Northern Trust Long Term Acct 03-33230	-	-	-		-
	1,500,001	1,768,884	(268,883)	-	(268,883)

The Thompson Charitable Foundation

Part XV - Supplementary Information

		Grants Paid 7/1/2010 thru 6/30/2011
Aid to Distressed Families of Anderson County Attn Annie Cacheiro, Executive Director P O Box 5953 Oak Ridge, TN 37831		$ 5,000
Alice Lloyd College Attn Joe Alan Stepp, President 100 Purpose Road Pippa Passes, KY 41844		$ 50,000
Alzheimer's Association Attn Carolyn Jensen, Development Director 2270 Sutherland Avenue, Suite 202 Knoxville, TN 37919		$ 20,000
Appalachia Service Project Attn Dr Walter B Crouch, President 4523 Bristol Highway Johnson City, TN 37601		$ 50,000
Appalachian College of Pharmacy Attn Frank Kilgore, Esq P O Drawer 1210 St Paul, VA 24283		$ 100,000
Big Brothers Big Sisters of East Tennessee Attn Myra V Yeatman, CEO 119 W. Summit Hill Drive, Suie 101 Knoxville, TN 37902		$ 5,000
Bluefield College Attn David W Olive, President 3000 College Drive Bluefield, VA 24605		$ 50,000
Breakthrough Corporation Attn Beth Ritchie, Chairman		$ 80,000

The Thompson Charitable Foundation

Part XV - Supplementary Information

		Grants Paid 7/1/2010 thru 6/30/2011
1805 Maryville Pike		
Knoxville, TN 37920		
Buchanan County Industrial Development Authority	yr. 1 of 2-yr. pledg	$ 50,000
Attn Craig Horn, Executive Director		
4313 Slate Creek Road		
Grundy, VA 24614		
Buchanan County Youth, Inc		$ 18,000
Attn Franny B Minton, R N		
18765 Riverview Drive		
Vansant, VA 24656		
Buchanan Neighbors United, Inc		$ 20,000
Attn Gertrude Hibbitts, Executive Director		
P O Box 1463		
Grundy, VA 24614		
Cancer Support Community		$ 10,000
Attn Beth A Hamil, Executive Director		
2230 Sutherland Avenue		
Knoxville, TN 37919		
Catholic Charities of East Tennessee		$ 10,000
Attn Fr Ragan Schriver, ACSW, Executive Director		
3009 Lake Brook Boulevard		
Knoxville, TN 37909		
Town of Cedar Bluff		$ 50,000
Attn Barry Patton, Fire Chief		
Box 807		
Cedar Bluff, VA 24609		
Center for Christian Action, Inc		$ 5,500
Attn Sheila V Edwards, Program Director		
P O Box 608		
Pocahontas, VA 24635		
Christian Shelter for the Homeless		$ 30,000

The Thompson Charitable Foundation

Part XV - Supplementary Information

		Grants Paid 7/1/2010 thru 6/30/2011
Attn Devin Osborne, President		
220 East Fourth Street		
London, KY 40741		
Community School of the Arts		$ 5,000
Attn Jennifer Willard, Executive Director		
602 State Street		
Knoxville, TN 37902		
Crescentview Neighborhood Center		$ 8,500
Attn Donna M Bellini, Director		
207 Neal Street #3		
Bluefield, VA 24605		
Cumberland College		$ 10,000
Attn Jim Taylor, President		
6191 College Station Drive		
Williamsburg, KY 40769		
Dogwood Arts Festival - A Very Special Arts Festival		$ 1,000
Attn Lyle Keeble, Office Manager		
602 S Gay Street, Mezzanine Level		
Knoxville, TN 37902		
East Tennessee Children's Hospital		$ 30,000
Attn Teresa Goddard, Senior Development Officer		
2018 Clinch Avenue		
Knoxville, TN 37916		
The First Tee of Williams Creek		$ 15,000
Attn Diondre Jackson, Executive Director		
2351 Dandridge Avenue		
Knoxville, TN 37915		
Focus Prison Ministries		$ 5,000
Attn Rev Steve Humphreys		
6300 Deane Hill Drive		
Knoxville, TN 37919		

The Thompson Charitable Foundation

Part XV - Supplementary Information

		Grants Paid 7/1/2010 thru 6/30/2011
Four Seasons YMCA		$ 50,000
Attn Thomas B Parham, CEO		
106 Gratton Road		
Tazewell, VA 24651		
Friends of Literacy		$ 5,000
Attn Melissa Nance, Executive Director		
101 E Fifth Avenue, Room 217		
Knoxville, TN 37917		
Frontier Nursing Service		$ 20,000
Attn Barb Gibson, Assistant to CEO		
132 FNS Drive		
Wendover, KY 41775		
Good Samaritan Food Pantry		$ 37,000
Attn Gene Hearl, Executive Director		
106 Veterans Drive		
Richlands, VA 34641		
The Great Schools Partnership	Yr 1 of 3 yr pledge	$ 100,000
Attn Buzz Thomas, President		
912 S Gay Street		
Knoxville, TN 37902		
Habitat for Humanity of Anderson County		$ 30,000
Attn Erin Horeni-Ogle		
111 Randoph Road		
Oak Ridge, TN 37830		
Habitat for Humanity Knoxville		$ 6,000
Attn Archie A Ellis, Jr , CEO		
1501 Washington Avenue		
Knoxville, TN 37917		
Helen Ross McNabb Center		$ 25,000
Attn Andy Black, President		
201 West Springdale Avenue		
Knoxville, TN 37917		

The Thompson Charitable Foundation

Part XV - Supplementary Information

		Grants Paid 7/1/2010 thru 6/30/2011
Interfaith Health Clinic		$ 25,000
Attn Kelly E Mainor, Assistant Director		
315 Gill Avenue		
Knoxville, TN 37917		
Knoxville-Knox County Community Action Committee Office on Aging		$ 25,000
Attn Barbara Monty, Director		
LT Ross Building		
2247 Western Avenue		
Knoxville, TN 37921		
Knoxville Museum of Art	yr 1 of 5 yr pledge	$ 10,000
Attn David Butler, Executive Director		
1050 World's Fair Park Drive		
Knoxville, TN 37916-1653		
Knoxville Senior Aide Program		$ 5,000
Attn Adrienne Walker, Project Director		
400 Harriet Tubman Street, Suite 207		
Knoxville, TN 37915		
Laurel County Older Persons Activity Center, Inc		$ 25,000
Attn Donna Stanifer, Executive Director		
426-1/2 East 4th Street		
London, KY 40741		
Laurel Senior Living Communities		$ 5,000
Attn Kathey Young, Administrator		
P. O Box 1800		
London, KY 40743		
Legacy Hospice, Inc		$ 15,000
Attn Adam Wiley, Director of Marketing and Fundraising		
1963 Second Street		
Richlands, VA 24641		
Leslie County High School		$ 6,000
Attn Russell Melton, Head Baseball Coach		

The Thompson Charitable Foundation		
Part XV - Supplementary Information		
		Grants Paid 7/1/2010 thru 6/30/2011
P O Box 970		
Hyden, KY 41749		
Leslie County High School Youth Services Center		$ 4,000
Attn Lesley Horton, Director		
P O Box 970		
Hyden, KY 41749		
Make-A-Wish Foundation of East Tennessee		$ 3,000
Attn David Cope, Director of Development		
510 South Willow Street		
Chattanooga, TN 37404		
Maryville College	yr 1 of 2 yr pledge	$ 50,000
Attn William T Bogart, President		
502 E Lamar Alexander Parkway		
Maryville, TN 37904-5907		
Mercy Health Partners Foundation		$ 10,000
Attn Carlton M Long, Regional V P for Philanthropy		
101 Blount Avenue, Suite 530		
Chattanooga, TN 37920		
Mount Olive Music Academy		$ 3,000
Attn Mary P Cherry-Marks, Director		
1601 Dandridge Avenue		
Knoxville, TN 37915		
Mountain View Elementary School		$ 15,000
Attn Randy Williams, Principal		
130 Bears Trail		
Hyden, KY 41749		
New Opportunity School for Women		$ 10,000
Attn Jane B Stephenson, Interim Director		
204 Chestnut Street		
Berea, KY 40403		
The Next Door Knoxville		$ 5,000

The Thompson Charitable Foundation

Part XV - Supplementary Information

		Grants Paid 7/1/2010 thru 6/30/2011
Attn Kim Williams, Director of Development		
P O Box 23336		
Nashville, TN 37202		
Open Doors Tennessee		$ 10,000
Attn Cheri Howlett, Vice President		
118 Coleman Lane		
Powell, TN 37849		
Panco Youth Center		$ 9,000
Attn Jerry Rice, Director		
9626 Hwy 1482		
Oneida, KY 40972		
Pellissippi State Community College		$ 15,000
Attn Les Fout, Director of Major Gift Development		
P O Box 22990		
Knoxville, TN 37933-0990		
Reddy Tri-County Health Clinic		$ 30,000
Attn Mary Ann Sizemore, Executive Director		
P O Box 202		
Richlands, VA 24641		
Remote Area Medical Foundation		$ 20,000
Attn Rose Patrick, Finance Officer		
1834 Beech Street		
Knoxville, TN 37920		
Restoration House of East Tennessee		$ 30,000
Attn Daniel Watson, Executive Director		
8912 Town and Country Circle, Suite 2		
Knoxville, TN 37923		
Richlands Athletic League, Inc		$ 20,000
Attn David W Lamie, Vice President		
P O Box 1737		
Richlands, VA 24641		

The Thompson Charitable Foundation

Part XV - Supplementary Information

		Grants Paid 7/1/2010 thru 6/30/2011
Samaritans Offering Support Attn Darin L Gilbert, CEO P O Box 24532 Knoxville, TN 37933		$ 10,000
Saving Little Hearts Attn Karin Coulter, Executive Director 5629 Barineau Lane Knoxville, TN 37920		$ 10,000
Scott County Homeless Shelter Attn Gerald Voiles, Director P O Box 164 Huntsville, TN 37756		$ 16,000
Second Harvest Food Bank Attn Patty Ford, Grants Administrator 922 Delaware Avenue Knoxville, TN 37921		$ 10,000
Sertoma Center Attn Becky D Massey Executive Director 1400 East Fifth Avenue Knoxville, TN 37917		$ 5,000
Steps House, Inc Attn Patrick W White, CEO 712 Boggs Avenue Knoxville, TN 37920		$ 5,000
Sunrise Center, Inc Attn Charlotte Stanley, Executive Director P O box 1871 Richlands, VA 24641		$ 15,000
Tazewell County Commonwealth's Attorney Dennis Lee P O Box 946 Tazewell, VA 24651-0946		$ 10,000

The Thompson Charitable Foundation

Part XV - Supplementary Information

		Grants Paid 7/1/2010 thru 6/30/2011
Tennessee Archive of Moving Image and Sound Attn Louisa Trott, Co-President P O Box 2773 Knoxville, TN 37901		$ 15,000
Thompson Cancer Survival Center Foundation Attn Sharon C Mullens, Director of Development 1915 White Avenue Knoxville, TN 37916		$ 20,000
Thousandsticks Volunteer Fire & Rescue, Inc Attn Kevin Cook, Assistant Chief P O Box 1624 Hyden, KY 41749		$ 20,000
YMCA of Buchanan County, Inc Attn Carol Bozzer, Executive Director P O Box 1450 Grundy, VA 24614		$ 100,000
Youth Transitions Attn Chris Harper, Jr , Director 4941 Angelia Drive Knoxville, TN 37921		$ 4,000
	Total:	**$ 1,491,000**

ADDITIONAL SCHEDULES - Continued
THE THOMPSON CHARITABLE FOUNDATION 58-1754763
FORM 990 PF
Year Ended June 30, 2011

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

Recipient		Purpose of Grant		Amount
Industrial Development Authority of Buchanan County Craig Horn, Executive Director 4313 Slate Creek Road Grundy, VA 24614	2nd year of 2	Linn Camp Water Project	$	50,000 00
The Great Schools Partnership Attn Buzz Thomas, President 912 S Gay Street Knoxville, TN 37902	Yr 1 of 3 yr pledge			200,000 00
Knoxville Museum of Art Attn David Butler, Executive Director 1050 World's Fair Park Drive Knoxville, TN 37916-1653	yr 1 of 5 yr pledge $10,000			40,000 00
Maryville College Attn William T Bogart, President 502 E Lamar Alexander Parkway Maryville, TN 37904-5907	yr 1 of 2 yr pledge			50,000 00
		Total		340,000 00

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENT	1,874.	0.	
CLAT ANNUITY PROCEEDS	1,609.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,483.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	11,382.	5,691.		5,691.
TO FORM 990-PF, PG 1, LN 16B	11,382.	5,691.		5,691.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	25,998.	0.		0.
TO FORM 990-PF, PG 1, LN 18	25,998.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,764.	882.		882.
INVESTMENT EXPENSE	17,359.	17,359.		0.
MANAGEMENT FEE	45,150.	22,575.		22,575.
MISCELLANEOUS EXPENSE	761.	381.		380.
OFFICE EXPENSES	6,606.	3,303.		3,303.
TELEPHONE	5,902.	2,951.		2,951.
TO FORM 990-PF, PG 1, LN 23	77,542.	47,451.		30,091.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS PER ATTACHED SCHEDULE	12,723,113.	18,196,635.
TOTAL TO FORM 990-PF, PART II, LINE 10B	12,723,113.	18,196,635.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS PER ATTACHED SCHEDULE	20,399,501.	17,336,701.
TOTAL TO FORM 990-PF, PART II, LINE 10C	20,399,501.	17,336,701.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MERLE D. WOLFE 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	PRESIDENT 3.00	0.	0.	0.
DEBBIE BLACK 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	EXECUTIVE DIRECTOR 20.00	0.	0.	0.
SYLVIA M. THOMPSON 4500 CAMERON VALLEY PKWAY #450 CHARLOTTE, NC 28211	DIRECTOR 1.00	0.	0.	0.
GREGORY E. ERICKSON P.O. BOX 23530 KNOXVILLE, TN 37933	DIRECTOR 1.00	0.	0.	0.
GINNY THOMPSON 216 PERRIN PLACE CHARLOTTE, NC 28207	DIRECTOR 1.00	0.	0.	0.

JESSIE L. THOMPSON 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
JOANNE T. MANOFSKY 11 BROOKLAWN CHASE ASHEVILLE, NC 28803	DIRECTOR 1.00	0.	0.	0.
J. KYLE DERHAM 1301 MCKINNEY STREET, SUITE 400 HOUSTON, TX 77010	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 8
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

865-588-0491

FORM AND CONTENT OF APPLICATIONS

LETTER OF NOT MORE THAN TWO PAGES DESCRIBING THE PROJECT

ANY SUBMISSION DEADLINES

MARCH 31, JUNE 30, SEPTEMBER 30, DECEMBER 31

RESTRICTIONS AND LIMITATIONS ON AWARDS

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