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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning , and ending

Name of foundation THE THOMPSON FOUNDATION, INC.		A Employer identification number 72-1389140
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 10367	Room/suite	B Telephone number (205) 802-7202
City or town, state, and ZIP code BIRMINGHAM, AL 35202-0367		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		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) \$ 2,496,642.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
1 Contributions, gifts, grants, etc., received		221,027.			
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		778.	778.		STATEMENT 1
4 Dividends and interest from securities		36,222.	36,222.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<141,208.>			
b Gross sales price for all assets on line 6a	1,431,173.				
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					
11 Gross profit or (loss)					
12 Other income		4,696.	4,696.	0.	STATEMENT 3
13 Total. Add lines 1 through 11		121,515.	41,696.	0.	
14 Compensation of officers, directors, trustees, etc.		1,818.	909.	0.	909.
15 Other employee salaries and wages					
16 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 4	4,511.	2,256.	0.	2,255.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 5	30,271.	29,806.	0.	465.
24 Total operating and administrative expenses. Add lines 13 through 23		36,600.	32,971.	0.	3,629.
25 Contributions, gifts, grants paid		961,887.			961,887.
26 Total expenses and disbursements. Add lines 24 and 25		998,487.	32,971.	0.	965,516.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<876,972.>			
b Net investment income (if negative, enter -0-)			8,725.		
c Adjusted net income (if negative, enter -0-)				0.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	268,376.	238,284.	238,284.
	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 7	1,940,538.	2,258,358.	2,258,358.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	2,208,914.	2,496,642.	2,496,642.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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	2,208,914.	2,496,642.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	2,208,914.	2,496,642.		
31 Total liabilities and net assets/fund balances	2,208,914.	2,496,642.		

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	2,208,914.
2 Enter amount from Part I, line 27a	2	<876,972.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	1,164,700.
4 Add lines 1, 2, and 3	4	2,496,642.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,496,642.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHMENT	P		
b HAINES ALL SEASON K-1			
c HAINES OPPORTUNITY K-1			
d POWER SHARES K-1			
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 1,431,173.		1,401,941.	29,232.
b			<177,273.>
c			5,643.
d			1,190.
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			29,232.
b			<177,273.>
c			5,643.
d			1,190.
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	<141,208.>
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))
2010	949,555.	2,500,346.	.379769
2009	1,071,848.	3,389,505.	.316226
2008	1,273,733.	4,259,212.	.299054
2007	1,355,095.	4,485,976.	.302074
2006	1,196,880.	4,044,959.	.295894

2 Total of line 1, column (d)	2	1.593017
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	.318603
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,818,835.
5 Multiply line 4 by line 3	5	898,089.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	87.
7 Add lines 5 and 6	7	898,176.
8 Enter qualifying distributions from Part XII, line 4	8	965,516.

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).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒1,247. Refunded ☒**Part VII-A Statements Regarding Activities**

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

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?

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.

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 confirmed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒

AL

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

N/A

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 ► **THE THOMPSON FOUNDATION, INC.** Telephone no. ► **(205) 802-7202**
 Located at ► **P.O. BOX 10367, BIRMINGHAM, AL** ZIP+4 ► **35202-0367**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the year ► **15** **N/A**

16 At any time during calendar year 2011, 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?
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

16	Yes	No
		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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	
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 2011 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 2011)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2011?		X

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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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL D. THOMPSON 1725 SOMERSET CIRCLE BIRMINGHAM, AL 35213	PRESIDENT 1.00	0.	0.	0.
LISA THOMPSON-SMITH 3323 EAST BRIARCLIFF ROAD BIRMINGHAM, AL 35223	SECRETARY 1.00	0.	0.	0.
HALL W. THOMPSON, JR. 4948 SUSSEX ROAD BIRMINGHAM, AL 35242	DIRECTOR 1.00	0.	0.	0.
LUCY THOMPSON MARSH 3137 RYECROFT ROAD BIRMINGHAM, AL 35223	EXECUTIVE DIRECTOR 30.00	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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	2,674,595.
b	Average of monthly cash balances	1b	187,166.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,861,761.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,861,761.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,926.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,818,835.
6	Minimum investment return. Enter 5% of line 5	6	140,942.

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	140,942.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	87.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	87.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	140,855.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	140,855.
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	140,855.

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	965,516.
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	965,516.
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	87.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	965,429.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				140,855.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	1,002,865.			
b From 2007	1,137,890.			
c From 2008	1,061,750.			
d From 2009	903,867.			
e From 2010	824,910.			
f Total of lines 3a through e	4,931,282.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$	965,516.			
a Applied to 2010, 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 2011 distributable amount				140,855.
e Remaining amount distributed out of corpus	824,661.			
5 Excess distributions carryover applied to 2011 (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:	5,755,943.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	1,002,865.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	4,753,078.			
10 Analysis of line 9:				
a Excess from 2007	1,137,890.			
b Excess from 2008	1,061,750.			
c Excess from 2009	903,867.			
d Excess from 2010	824,910.			
e Excess from 2011	824,661.			

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 2011, 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)

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

Tax year

Prior 3 years

(a) 2011

(b) 2010

(c) 2009

(d) 2008

(e) Total

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 instructions.)**1 Information Regarding Foundation Managers:**

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

SEE STATEMENT 8

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

NONE

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

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

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

N/A

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)**3. Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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 LIST	NONE	UNKNOWN	SEE ATTACHED LIST	5,600.
SEE ATTACHED LIST	NONE	UNKNOWN	SEE ATTACHED LIST	571,666.
SEE ATTACHED LIST	NONE	UNKNOWN	SEE ATTACHED LIST	384,621.
Total			▶ 3a	961,887.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

- | | | Yes |
|---|--|-------|
| 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) |
| | (2) Other assets | 1a(2) |
| b | Other transactions: | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) |
| | (4) Reimbursement arrangements | 1b(4) |
| | (5) Loans or loan guarantees | 1b(5) |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c |
| 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. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	Signature of officer or trustee <i>Michael S. House</i>		Date <i>10/15/12</i>		Title PRESIDENT	
Paid Preparer Use Only	Print/Type preparer's name <i>J. C. House</i>		Preparer's signature <i>J. C. House</i>		Date <i>10/10/12</i>	Check ☐ if self-employed
	PTIN P00081132					
	Firm's name WARREN AVERETT, LLC					Firm's EIN 45-4084437
	Firm's address 2500 ACTON ROAD BIRMINGHAM, AL 35243					Phone no. (205) 979-4100

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

SOURCE	AMOUNT
FIRST COMMERCIAL	397.
HAINES ALL SEASON	30.
HAINES OPPORTUNITY	272.
POWERSHARES	79.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	778.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NATIONAL ADVISORS TRUST COMPANY	12,142.	0.	12,142.
SCHWAB	24,080.	0.	24,080.
TOTAL TO FM 990-PF, PART I, LN 4	36,222.	0.	36,222.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
POWERSHARES - K-1	921.	921.	0.
HAINES ALL SEASON - K-1	<48.>	<48.>	0.
HAINES OPPORTUNITY K-1	3,823.	3,823.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	4,696.	4,696.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,511.	2,256.	0.	2,255.
TO FORM 990-PF, PG 1, LN 16B	4,511.	2,256.	0.	2,255.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	80.	40.	0.	40.
OTHER PROGRAM EXPENSE	32.	0.	0.	32.
DUES AND SUBSCRIPTIONS	500.	250.	0.	250.
INVESTMENT FEES	24,609.	24,609.	0.	0.
OTHER PORTFOLIO EXPENSES	4,764.	4,764.	0.	0.
OFFICE SUPPLIES	286.	143.	0.	143.
TO FORM 990-PF, PG 1, LN 23	30,271.	29,806.	0.	465.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 6
DESCRIPTION	AMOUNT	
CURRENT YEAR BOOK TO TAX DIFFERENCES FROM INVESTMENTS	1,164,700.	
TOTAL TO FORM 990-PF, PART III, LINE 3	1,164,700.	

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SCHWAB INVESTMENTS	2,258,358.	2,258,358.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,258,358.	2,258,358.	

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

MICHAEL D. THOMPSON

LISA THOMPSON-SMITH

**The Thompson Foundation
General Ledger**
As of December 31, 2011

Type	Date	Num	Name	Memo	Split	Paid Amount	Balance
Memorials & Gifts							
Check	01/07/2011	3844	Alabama Sports Hall of Fame Founda	Elbert Jemison Memorial	First Commercial Bk/Cash Equiv	200.00	0.00
Check	01/07/2011	3845	Camp Smile-A-Mile	Segal Drummond Memorial	First Commercial Bk/Cash Equiv	200.00	200.00
Check	01/18/2011	3847	Boy Scouts of America	Houston Blount Memorial	First Commercial Bk/Cash Equiv	200.00	400.00
Check	01/26/2011	3849	Birmingham Zoo	Nancy Waller Nail Memorial	First Commercial Bk/Cash Equiv	200.00	600.00
Check	02/04/2011	3853	American Heart Association	Via Rose Gargness Campers Memo	First Commercial Bk/Cash Equiv	200.00	1,000.00
Check	02/16/2011	3857	Christ Episcopal Church	Jane Gillespie Priddy Memorial	First Commercial Bk/Cash Equiv	200.00	1,200.00
Check	02/16/2011	3858	United Way of Central Alabama	Jack Herbert Shannon Memorial	First Commercial Bk/Cash Equiv	200.00	1,400.00
Check	02/28/2011	3887	Camp Smile-A-Mile	Philonena Novello Lescater Memora	First Commercial Bk/Cash Equiv	200.00	1,600.00
Check	03/02/2011	3878	United Way of Central Alabama	Virginia Brown Memorial	First Commercial Bk/Cash Equiv	200.00	1,800.00
Check	03/02/2011	3879	Peach Little League	Stephen Johnson Cummings Memori	First Commercial Bk/Cash Equiv	200.00	2,000.00
Check	03/04/2011	3886	Community Foundation of Birmingham	Claud D. Colten, III, Inner City Youth	First Commercial Bk/Cash Equiv	200.00	2,200.00
Check	03/11/2011	3888	Matthew Smith Children's Educational	Mathew Smith Memorial	First Commercial Bk/Cash Equiv	200.00	2,400.00
Check	03/30/2011	3897	UAB School of Nursing	Jarman Fearing Lowder Memorial	First Commercial Bk/Cash Equiv	200.00	2,600.00
Check	03/30/2011	3898	Big Oak Ranch	Charles (Bubba) Mark Major Memora	First Commercial Bk/Cash Equiv	200.00	2,800.00
Check	04/13/2011	3902	Lakeshore Foundation	James A. Enneck Memorial	First Commercial Bk/Cash Equiv	200.00	3,000.00
Check	04/13/2011	3904	UAB Comprehensive Cancer Center	Gena Warnock Memorial	First Commercial Bk/Cash Equiv	200.00	3,200.00
Check	04/25/2011	3909	First United Methodist Church	Above & Beyond Capital Campaign	First Commercial Bk/Cash Equiv	200.00	3,400.00
Check	06/20/2011	3914	Monday Morning Quarterback Club	David Gunn Priddy Memorial	First Commercial Bk/Cash Equiv	200.00	3,600.00
Check	06/27/2011	3918	New Beacon Hospice	Walter Roy Hoffman, Jr. Memorial	First Commercial Bk/Cash Equiv	200.00	3,800.00
Check	06/27/2011	3920	Botanical Gardens	Virginia Bissell Spencer Memorial	First Commercial Bk/Cash Equiv	200.00	4,000.00
Check	06/30/2011	3926	Little Sandy Ridge Presbyterian Chur	Matthew M. Newell Memorial	First Commercial Bk/Cash Equiv	200.00	4,200.00
Check	07/19/2011	3928	Randolph County Animal Shelter	Elissa Venable Handley Memorial	First Commercial Bk/Cash Equiv	200.00	4,400.00
Check	09/09/2011	3958	Indian Springs School	Darry Adams Memorial	First Commercial Bk/Cash Equiv	200.00	4,600.00
Check	09/09/2011	3960	Catholic Relief Services	Bert Lampton Memorial	First Commercial Bk/Cash Equiv	200.00	4,800.00
Check	10/04/2011	3975	Independent Presbyterian Church	Jere F. White, Jr. Memorial	First Commercial Bk/Cash Equiv	200.00	5,000.00
Check	10/04/2011	3976	United Way of Central Alabama	Nimrod Long Memorial	First Commercial Bk/Cash Equiv	200.00	5,200.00
Check	11/04/2011	3982	Central Alabama Community College	Jimmy Dean Memorial - Golf Team	First Commercial Bk/Cash Equiv	200.00	5,400.00
Check	11/29/2011	3987	Hospice Advantage	William Frederick Stevens Memorial	First Commercial Bk/Cash Equiv	200.00	5,600.00
Total Memorials & Gifts						5,600.00	

The Thompson Foundation
Transaction Detail By Account
 January through December 2011

Type	Date	Num	Name	Memo	Clr	Split	Debit	Credit	Balance
Grant Disbursements									
Food									
Check	02/18/2011	3884	Grace Episcopal Church	2011 Gift		First Commercial Bk/Cash Equiv	1,000.00		1,000.00
Check	07/21/2011	3944	West Alabama Food Bank	Capital Campaign Gift		First Commercial Bk/Cash Equiv	5,000.00		6,000.00
Check	09/09/2011	3957	Community Kitchens of Birmingham	Fork Lift Rental		First Commercial Bk/Cash Equiv	1,141.25		7,141.25
Check	12/09/2011	3987	Community Kitchens of Birmingham	2011 Year End Gift		First Commercial Bk/Cash Equiv	5,000.00		12,141.25
Check	12/09/2011	3988	Magic City Harvest	2011 Year End Gift		First Commercial Bk/Cash Equiv	5,000.00		17,141.25
							17,141.25	0.00	17,141.25
Total Food									
Civic									
Check	02/18/2011	3865	American Red Cross	Clara Barton Society		First Commercial Bk/Cash Equiv	1,000.00		1,000.00
Check	02/18/2011	3877	NCCJ	42nd Awards dinner contribution		First Commercial Bk/Cash Equiv	1,000.00		2,000.00
Check	03/28/2011	3896	Alabama Applesseed Center	Honoring Mike Goodrich		First Commercial Bk/Cash Equiv	1,000.00		3,000.00
Check	04/13/2011	3899	Birmingham Zoo	Thompson equipment used at -		First Commercial Bk/Cash Equiv	5,675.58		8,675.58
Check	06/30/2011	3927	Alabama Sports Hall of Fame Found	2011 ASHOF Great Sports Getaway		First Commercial Bk/Cash Equiv	1,000.00		9,675.58
Check	07/21/2011	3935	Herbert Center	2011 Picasso Pets		First Commercial Bk/Cash Equiv	3,000.00		12,675.58
Check	07/21/2011	3949	Hard In Paw	1st payment of a 5-year pledge	✓	First Commercial Bk/Cash Equiv	0.00		12,675.58
Check	09/09/2011	3981	Civic Club Foundation	1st payment of a 5-year pledge		First Commercial Bk/Cash Equiv	5,000.00		17,675.58
Check	10/11/2011	3978	Team-Up Foundation, Inc	Tuscaloosa Tornado clean up		First Commercial Bk/Cash Equiv	4,641.25		22,316.83
							22,316.83	0.00	22,316.83
Total Civic									
Cultural									
Check	01/18/2011	3848	Greater AL Council Boy Scouts of Am	Fulfillment of 2010 pledge		First Commercial Bk/Cash Equiv	7,500.00		7,500.00
Check	03/11/2011	3891	Red Mountain Theatre Company	2nd payment on a 3-year pledge		First Commercial Bk/Cash Equiv	5,000.00		12,500.00
Check	03/11/2011	3893	Vulcan Park Foundation	5th payment on a 10-year pledge		First Commercial Bk/Cash Equiv	2,500.00		15,000.00
Check	07/21/2011	3941	Alzheimer's of Central Alabama	2011 Gift		First Commercial Bk/Cash Equiv	1,000.00		16,000.00
Check	09/09/2011	3966	Rufine Mountain Nature Center	Final Payment on a 5-year pledge		First Commercial Bk/Cash Equiv	10,000.00		26,000.00
Check	09/15/2011	3973	Alabama Wildlife Federation	2011 Wild Game Cook off		First Commercial Bk/Cash Equiv	250.00		26,250.00
Check	11/29/2011	3988	Red Mountain Theatre Company	Additional pledge for 2011		First Commercial Bk/Cash Equiv	5,000.00		31,250.00
Check	11/29/2011	3990	Birmingham Museum of Art	4th payment on a 5-year pledge		First Commercial Bk/Cash Equiv	25,000.00		56,250.00
							56,250.00	0.00	56,250.00
Total Cultural									
Education									
Check	01/18/2011	3846	Auburn University Foundation	Hall W Thompson Hoof Development and		First Commercial Bk/Cash Equiv	50,000.00		50,000.00
Check	01/28/2011	3852	Oxford City Schools Education Foun	Jim Friend request		First Commercial Bk/Cash Equiv	500.00		50,500.00
Check	01/31/2011	3854	Univ Heflin Unit	Fulfillment of 5-year pledge		First Commercial Bk/Cash Equiv	2,000.00		52,500.00
Check	02/16/2011	3859	Judson College	2011 Gift		First Commercial Bk/Cash Equiv	1,000.00		53,500.00
Check	02/16/2011	3860	Southeastern Bible College	2011 Scholarship Fund		First Commercial Bk/Cash Equiv	1,000.00		54,500.00
Check	02/16/2011	3861	Impact Alabama	2011 Grant - General Fund		First Commercial Bk/Cash Equiv	2,500.00		57,000.00
Check	03/02/2011	3882	Workshops, Inc	To offset the cost of a purchased forklift		First Commercial Bk/Cash Equiv	6,000.00		63,000.00
Check	05/20/2011	3912	South GA Technical College Founda	Dealer Excellence Funding		First Commercial Bk/Cash Equiv	2,084.00		65,084.00
Check	06/20/2011	3918	Miles College	Final Payment on a 5-year pledge		First Commercial Bk/Cash Equiv	5,000.00		70,084.00
Check	07/19/2011	3929	Walker County Soil & Water Conserv	Contribution for educational activities		First Commercial Bk/Cash Equiv	500.00		70,584.00
Check	07/19/2011	3931	U of A - AL Business Hall of Fame	2011 AL Business Hall of Fame event		First Commercial Bk/Cash Equiv	1,700.00		72,284.00
Check	07/21/2011	3946	Fresh Air Family	2011 Gift		First Commercial Bk/Cash Equiv	1,000.00		73,284.00
Check	07/21/2011	3951	UAB School of Engineering	2011 Pledge		First Commercial Bk/Cash Equiv	21,000.00		94,284.00
Check	09/09/2011	3968	UAB Athletics/Education Foundation	8th payment on a 10-year pledge		First Commercial Bk/Cash Equiv	20,000.00		114,284.00
Check	09/14/2011	3970	Housing Authority Birmingham Distr	2011 Golf Tournament		First Commercial Bk/Cash Equiv	2,300.00		116,584.00
Check	09/14/2011	3971	Water L. Moore Scholarship Fund	Reggie Moore request		First Commercial Bk/Cash Equiv	500.00		117,084.00
Check	09/15/2011	3974	Adopt A School Program	2011-2012 Woodland Forrest Elementary		First Commercial Bk/Cash Equiv	500.00		117,584.00
Check	12/09/2011	4000	Alabama Waldorf School	Reimbursement for sky/jack rental 11-29/12		First Commercial Bk/Cash Equiv	365.00		117,949.00
							117,949.00	0.00	117,949.00
Total Education									
Health									
Check	02/11/2011	3856	American Heart Association	24th Heart Ball honoring Philip McWane		First Commercial Bk/Cash Equiv	5,000.00		5,000.00
Check	02/18/2011	3866	Glenwood, Inc	Hope Society		First Commercial Bk/Cash Equiv	1,000.00		6,000.00
Check	02/18/2011	3867	Alabama Ear Institute	2011 Grant for programs and services		First Commercial Bk/Cash Equiv	1,000.00		7,000.00
Check	02/18/2011	3868	UAB Comprehensive Cancer Center	\$5,000 PPP- Foods Parnell request		First Commercial Bk/Cash Equiv	6,000.00		13,000.00
Check	02/18/2011	3869	Angel Flight	Fly an Alabama Patient Program		First Commercial Bk/Cash Equiv	1,042.00		14,042.00
Check	02/18/2011	3871	March of Dimes	2011 Gift		First Commercial Bk/Cash Equiv	500.00		14,542.00
Check	02/18/2011	3872	Muscular Dystrophy Association/AL	(Derby for Duchenne		First Commercial Bk/Cash Equiv	750.00		15,292.00
Check	02/18/2011	3875	Cystic Fibrosis Foundation	2011 Grant		First Commercial Bk/Cash Equiv	5,000.00		20,292.00

The Thompson Foundation
Transaction Detail By Account
 January through December 2011

Type	Date	Num	Name	Memo	Clr	Split	Debit	Credit	Balance
Check	03/11/2011	3892	Sickle Cell Foundation	4th payment on a 5-year pledge		First Commercial Bk/Cash Equiv	5,000.00		25,292.00
Check	04/13/2011	3901	American Cancer Society	2011 Relay for Life of Birmingham - Leeds		First Commercial Bk/Cash Equiv	1,000.00		26,292.00
Check	04/22/2011	3905	Breast Cancer Research Foundation	Dianne Mooney/Amy Lollar Smith request		First Commercial Bk/Cash Equiv	5,000.00		31,292.00
Check	04/22/2011	3907	Episcopal Place	Donation		First Commercial Bk/Cash Equiv	250.00		31,542.00
Check	04/22/2011	3908	American Cancer Society	2011 Tee Up for Life Golf Tournament		First Commercial Bk/Cash Equiv	1,750.00		33,292.00
Check	04/25/2011	3910	Susan G. Komen 3-Day for the Cure	Adam Lewis request		First Commercial Bk/Cash Equiv	200.00		33,492.00
Check	07/19/2011	3930	March of Dimes, Alabama Chapter	2011 Dinner honoring Manolo Sanchez		First Commercial Bk/Cash Equiv	5,000.00		38,492.00
Check	07/21/2011	3932	Norma Livingston Ovarian Cancer Fr.	2011 Friends for the Cure		First Commercial Bk/Cash Equiv	1,000.00		39,492.00
Check	07/21/2011	3933	Juvenile Diabetes Research Foundation	2011 Gift		First Commercial Bk/Cash Equiv	1,000.00		40,492.00
Check	07/21/2011	3934	Laps for Cystic Fibrosis	2011 Gift		First Commercial Bk/Cash Equiv	250.00		40,742.00
Check	07/21/2011	3936	Huntsville Hospital Foundation	Swim for Melissa		First Commercial Bk/Cash Equiv	1,000.00		41,742.00
Check	07/21/2011	3942	Community Grief Support Service	2011 Program Development		First Commercial Bk/Cash Equiv	1,000.00		42,742.00
Check	07/21/2011	3943	Adaptive Aquatics	2011 Gift		First Commercial Bk/Cash Equiv	2,500.00		45,242.00
Check	07/21/2011	3945	Arnelia Center	2011 Gift		First Commercial Bk/Cash Equiv	200.00		45,442.00
Check	07/21/2011	3947	National Multiple Sclerosis Society/A	Legacy of Leadership 2011		First Commercial Bk/Cash Equiv	25,000.00		70,442.00
Check	09/14/2011	3972	ALS Walk to Defeat	2011 Dell Brooke request		First Commercial Bk/Cash Equiv	2,500.00		72,942.00
Check	11/21/2011	3989	Children's Hospital Foundation	Keeping Promises Campaign		First Commercial Bk/Cash Equiv	100,000.00		172,942.00
Check	12/09/2011	3992	American Lung Association	2011 Year end gift		First Commercial Bk/Cash Equiv	1,000.00		173,942.00
Check	12/09/2011	3993	Decatur General Hospital Foundation	Benefit dinner-Decatur Gen Intensive Care		First Commercial Bk/Cash Equiv	350.00		174,292.00
Check	12/09/2011	3994	Ronald McDonald House Charities of	2011 Year End Gift		First Commercial Bk/Cash Equiv	5,000.00		179,292.00
Check	12/09/2011	3995	Cahaba Valley Health Care	Digital Panoramic x-ray machine for 2012		First Commercial Bk/Cash Equiv	6,600.00		185,892.00
Check	12/09/2011	3999	USA Mitchell Cancer Institute	Donation		First Commercial Bk/Cash Equiv	7,500.00		193,392.00
							193,392.00	0.00	193,392.00
Total Health									
Check	10/11/2011	3979	Canterbury United Methodist Church	2011 Pledge		First Commercial Bk/Cash Equiv	35,000.00		35,000.00
							35,000.00	0.00	35,000.00
Religion									
Total Religion									
Shelter									
Check	02/09/2011	3883	Greater Bham Humane Society	1st payment on a 5-year pledge		First Commercial Bk/Cash Equiv	25,000.00		25,000.00
Check	02/18/2011	3863	First Light	13th gala sponsorship		First Commercial Bk/Cash Equiv	2,500.00		27,500.00
Check	04/28/2011	3911	American Red Cross	Alabama Tornado Relief		First Commercial Bk/Cash Equiv	25,000.00		52,500.00
Check	05/20/2011	3913	Salvation Army	Alabama Tornado Disaster Relief		First Commercial Bk/Cash Equiv	10,000.00		62,500.00
Check	07/21/2011	3938	Three Hots and a Col	2011 Gift		First Commercial Bk/Cash Equiv	1,000.00		63,500.00
Check	07/21/2011	3954	Greater Bham Humane Society	2011 Gift - Operations		First Commercial Bk/Cash Equiv	5,000.00		68,500.00
Check	07/21/2011	3955	Salvation Army	Additional Gift for AL tornado relief		First Commercial Bk/Cash Equiv	15,000.00		83,500.00
Check	09/09/2011	3959	Foundry Rescue Mission & Recovery	Reimbursement for Lit. Truck Manuals		First Commercial Bk/Cash Equiv	474.25		83,974.25
							83,974.25	0.00	83,974.25
Total Shelter									
Youth									
Check	02/11/2011	3855	Shelby County Cattlemen's Association	2011 Rodeo-Bill Johnson Request		First Commercial Bk/Cash Equiv	0.00		0.00
Check	02/18/2011	3862	Shelby County Cattlemen's Association	2011 Rodeo Sponsorship		First Commercial Bk/Cash Equiv	2,500.00		2,500.00
Check	02/18/2011	3870	Junior Achievement of Greater Bham	Goode Price Request		First Commercial Bk/Cash Equiv	700.00		3,200.00
Check	02/18/2011	3873	YWCA Pulse & Passion	2011 Luncheon		First Commercial Bk/Cash Equiv	1,000.00		4,200.00
Check	02/18/2011	3874	Preschool Partners	2011 Gift		First Commercial Bk/Cash Equiv	1,000.00		5,200.00
Check	02/18/2011	3876	Gateway	2011 Gift		First Commercial Bk/Cash Equiv	1,000.00		6,200.00
Check	03/11/2011	3889	CASA	2nd payment on a 3-year pledge		First Commercial Bk/Cash Equiv	3,300.00		9,500.00
Check	03/11/2011	3890	Miracle League of Gardendale	3rd payment on a 5-year pledge		First Commercial Bk/Cash Equiv	2,000.00		11,500.00
Check	03/28/2011	3895	Boy Scouts of America/Black Warrior	2011 Friends of Scouting		First Commercial Bk/Cash Equiv	5,000.00		16,500.00
Check	04/13/2011	3900	Mountain Brook Sports Park Founda	Retirement of Lacrosse/Soccer pledge		First Commercial Bk/Cash Equiv	21,500.00		38,000.00
Check	04/13/2011	3903	Robertsdale Elementary School	Tee-Shirts for Special Olympics participants		First Commercial Bk/Cash Equiv	643.25		38,643.25
Check	04/22/2011	3906	Montgomery YMCA	Partners With Youth		First Commercial Bk/Cash Equiv	1,000.00		39,643.25
Check	07/21/2011	3937	YouthServe, Inc	2011 Operations		First Commercial Bk/Cash Equiv	1,000.00		40,643.25
Check	07/21/2011	3938	Childcare Resources	2011 Gift - Operations		First Commercial Bk/Cash Equiv	2,500.00		43,143.25
Check	07/21/2011	3940	Clay-Chalkville Athletic Booster Club	2011 Gift		First Commercial Bk/Cash Equiv	5,000.00		48,143.25
Check	09/09/2011	3956	Camp Smile-A-Mile	2011 Golf Tournament		First Commercial Bk/Cash Equiv	2,000.00		50,143.25
Check	11/04/2011	3983	Jerry Pate National Intercollegiate	Gr 2011		First Commercial Bk/Cash Equiv	2,500.00		52,643.25
Check	11/04/2011	3984	Bell Center	4th payment on a 5-year pledge		First Commercial Bk/Cash Equiv	5,000.00		57,643.25
Check	11/04/2011	3985	Boys & Girls Clubs of North Alabama	2nd payment on a 5-year pledge		First Commercial Bk/Cash Equiv	2,000.00		59,643.25
Check	12/09/2011	3996	Spirit of Hope Youth Ranch	2011 Year End Gift		First Commercial Bk/Cash Equiv	2,500.00		62,143.25
							45,643.25	0.00	107,786.50

The Thompson Foundation
Transaction Detail By Account
January through December 2011

Type	Date	Num	Name	Memo	Clr	Split	Debit	Credit	Balance
Total Grant Disbursements									
							571,666.58	0.00	571,666.58
TOTAL							571,666.58	0.00	571,666.58

The Thompson Foundation
Transaction Detail By Account
 January through December 2011

Type	Date	Nu	Adj	Name	Memo	Ctr	Split	Debit	Credit	Balance
Pledges										
Civic										
Check	01/28/2011	3850		Civil Rights Institute-Birmingham	Fulfillment of a 5-year \$50,000 pledge		First Commercial Bk/Cash Equiv	10,000.00		10,000.00
Check	03/04/2011	3884		United Way of Central Alabama	Thompson Tractor 2010 Corp. Gift (UW affil		First Commercial Bk/Cash Equiv	64,800.00		74,800.00
Check	03/04/2011	3885		United Way of Central Alabama	Thompson Tractor Corp. Gift 2010 (1st of 4		First Commercial Bk/Cash Equiv	30,000.00		104,800.00
Check	06/30/2011	3921		Birmingham Zoo	4th payment of a 5-year pledge		First Commercial Bk/Cash Equiv	60,000.00		164,800.00
Check	06/30/2011	3925		United Way of Central Alabama	2nd Quarterly payment for 2011 pledge		First Commercial Bk/Cash Equiv	30,000.00		194,800.00
Check	07/21/2011	3950		Opelika Sportsplex & Aquatics Center	Final payment on a 5-year pledge		First Commercial Bk/Cash Equiv	3,000.00		197,800.00
Check	07/21/2011	3953		Sloss Furnaces Foundation	Final payment on a 5-year pledge		First Commercial Bk/Cash Equiv	5,000.00		202,800.00
Check	09/09/2011	3962		Birmingham Zoo	Equipment Needs		First Commercial Bk/Cash Equiv	1,920.80		204,620.80
Check	10/04/2011	3977		United Way of Central Alabama	3rd Quarterly payment for 2011 pledge		First Commercial Bk/Cash Equiv	30,000.00		234,620.80
Check	10/11/2011	3980		YMCA	2nd payment on a 5-year pledge		First Commercial Bk/Cash Equiv	10,000.00		244,620.80
Check	11/29/2011	3991		United Way of Central Alabama	Final payment for 2011 pledge		First Commercial Bk/Cash Equiv	30,000.00		274,620.80
								274,620.80	0.00	274,620.80
Total Civic										
Cultural										
Check	03/02/2011	3880		Junior Museum of Bay County	4th payment on a 5-year pledge		First Commercial Bk/Cash Equiv	1,000.00		1,000.00
Check	06/20/2011	3916		Alabama Symphony	Final payment of a 2-year pledge		First Commercial Bk/Cash Equiv	30,000.00		31,000.00
Check	07/21/2011	3948		Fine Arts of Shelby County	Final Payment on a 5-year pledge		First Commercial Bk/Cash Equiv	2,000.00		33,000.00
								33,000.00	0.00	33,000.00
Total Cultural										
Education										
Check	06/20/2011	3915		Alabama School of Fine Arts Foundation	Final payment of 5-year pledge		First Commercial Bk/Cash Equiv	5,000.00		5,000.00
Check	06/30/2011	3924		Troy State University	last payment of a 5-year pledge		First Commercial Bk/Cash Equiv	1,000.00		6,000.00
Check	09/09/2011	3965		Partners for Progress	2nd payment on a 5-year pledge		First Commercial Bk/Cash Equiv	15,000.00		21,000.00
Check	09/09/2011	3967		Success by Six	2nd payment on a 3-year pledge		First Commercial Bk/Cash Equiv	10,000.00		31,000.00
Check	11/04/2011	3986		Pamell Memorial Library Foundation	Final payment on a 5-year pledge		First Commercial Bk/Cash Equiv	2,000.00		33,000.00
								33,000.00	0.00	33,000.00
Total Education										
Health										
Check	06/30/2011	3923		Sight Savers of Alabama	3rd payment of a 5-year pledge		First Commercial Bk/Cash Equiv	5,000.00		5,000.00
Check	09/09/2011	3964		Lakeshore Foundation	Final payment on a 5-year pledge		First Commercial Bk/Cash Equiv	6,000.00		11,000.00
								11,000.00	0.00	11,000.00
Total Health										
Youth										
Check	03/02/2011	3881		Bell Center	Capital Campaign 2nd payment on a 5-year		First Commercial Bk/Cash Equiv	5,000.00		5,000.00
Check	06/20/2011	3917		Children's Harbor	Final Payment on a 5-year pledge		First Commercial Bk/Cash Equiv	2,000.00		7,000.00
Check	06/30/2011	3922		Boys & Girls Clubs of Southeast AL	3rd payment of a 5-year pledge		First Commercial Bk/Cash Equiv	1,000.00		8,000.00
Check	07/21/2011	3952		YWCA	Final payment on a 5-year pledge		First Commercial Bk/Cash Equiv	20,000.00		28,000.00
Check	09/09/2011	3963		Alabama 4-H Club Foundation, Inc	4th payment on a 5-year pledge		First Commercial Bk/Cash Equiv	5,000.00		33,000.00
								33,000.00	0.00	33,000.00
Total Youth										
Total Pledges										
								384,620.80	0.00	384,620.80
								384,620.80	0.00	384,620.80
TOTAL										

KINSIGHT, LLC
REALIZED GAINS AND LOSSES
The Thompson Foundation (Schwab)
Account # 8858-8520
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
AQR Diversified Arbitrage CI I							
08-29-11							
02-11-11	08-29-11	1,341 518	AQR Diversified Arbitrage CI I	15,154 50	15,000 00	-154 50	
11-17-11							
02-11-11	11-17-11	1,334 369	AQR Diversified Arbitrage CI I	15,073 74	15,000 00	-73 74	
		2,675.887		30,228.23	30,000.00	-228.23	
AQR Managed Futures Strategy Fund							
11-17-11							
02-11-11	11-17-11	1,259 521	AQR Managed Futures Strategy Fund	12,905 39	12,079 00	-826 39	
		1,259.521		12,905.39	12,079.00	-826.39	
Absolute Strategies Fds CI I							
08-29-11							
02-11-11	08-29-11	1,372 146	Absolute Strategies Fds CI I	14,937 58	15,000 00	62 42	
11-17-11							
02-11-11	11-17-11	1,360 960	Absolute Strategies Fds CI I	14,815 80	15,000 00	184 20	
		2,733.106		29,753.38	30,000.00	246.62	
Caldwell & Orkin Mkt Opportunity							
08-29-11							
02-11-11	08-29-11	772 891	Caldwell & Orkin Mkt Opportunity	15,229 54	15,000 00	-229 54	
		772.891		15,229.54	15,000.00	-229.54	
Caterpillar Inc							
02-07-11							
01-13-11	02-07-11	565 000	Caterpillar Inc	53,189 10	56,791 06	3,601 96	
01-13-11	02-07-11	35 000	Caterpillar Inc	3,294 90	3,518 03	223 13	
		600.000		56,484.00	60,309.09	3,825.09	
03-18-11							
03-08-11	03-18-11	1,100 000	Caterpillar Inc	114,543 00	115,986 02	1,443 02	
		1,700 000		171,027.00	176,295.11	5,268.11	
Dodge & Cox Stock Fund							
11-17-11							
05-23-02	11-17-11	100 130	Dodge & Cox Stock Fund	10,504 62	9,800 73	-703 89	
09-26-08	11-17-11	3 311	Dodge & Cox Stock Fund	340 58	324 08	-16 50	
03-26-10	11-17-11	2 654	Dodge & Cox Stock Fund	269 59	259 77	-9 82	
09-26-03	11-17-11	2 898	Dodge & Cox Stock Fund	291 53	283 66	-7 87	
08-29-11	11-17-11	9 877	Dodge & Cox Stock Fund	993 31	966 76	-26 55	
		118.870		12,399.62	11,635.00	-26.55	-738.08
		118.870		12,399.62	11,635.00	-26.55	-738.08
Eaton Vance Gbl Macro Abs Ret I							
08-29-11							
02-11-11	08-29-11	1,489 098	Eaton Vance Gbl Macro Abs Ret I	15,272 04	15,000 00	-272 04	
11-17-11							
02-11-11	11-17-11	1,508 534	Eaton Vance Gbl Macro Abs Ret I	15,471 38	15,000 00	-471 38	
		2,997.632		30,743.42	30,000.00	-743.42	
FPA Crescent Fund Instl.							
08-29-11							
02-11-11	08-29-11	567 409	FPA Crescent Fund Instl	15,613 10	15,000 00	-613 10	

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KINSIGHT, LLC
REALIZED GAINS AND LOSSES
The Thompson Foundation (Schwab)
Account # 8858-8520
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
11-17-11							
02-11-11	11-17-11	851 522	FPA Crescent Fund Instl	23,430 90	22,915 00	-515 90	
		1,418.931		39,044.00	37,915.00	-1,129.00	
Fairholme Fund							
11-17-11							
08-22-08	11-17-11	558 134	Fairholme Fund	17,717 04	13,733 00		-3,984 04
		558.134		17,717.04	13,733.00		-3,984.04
Hussman Strategic Growth							
08-29-11							
02-11-11	08-29-11	1,583 004	Hussman Strategic Growth	18,873 86	20,000 00	1,126 14	
11-17-11							
02-11-11	11-17-11	1,464 213	Hussman Strategic Growth	17,457 54	18,673 00	1,215 46	
		3,047.217		36,331.39	38,673.00	2,341.61	
Ivy Global Natural Resources I							
07-19-11							
02-11-11	07-19-11	960 154	Ivy Global Natural Resources I	21,914 92	22,481 00	566 08	
		960.154		21,914.92	22,481.00	566.08	
Lazard Emerging Markets Equity Blend Instl							
07-19-11							
02-11-11	07-19-11	2,166 095	Lazard Emerging Markets Equity Blend Instl	25,607 30	26,488 00	880 70	
07-28-11							
02-11-11	07-28-11	808 407	Lazard Emerging Markets Equity Blend Instl	9,556 89	9,975 00	418 11	
		2,974.502		35,164.19	36,463.00	1,298 81	
Lazard Emerging Markets Equity Instl							
11-17-11							
08-29-11	11-17-11	750 636	Lazard Emerging Markets Equity Instl	14,775 00	13,809 45	-965 55	
04-30-10	11-17-11	336 498	Lazard Emerging Markets Equity Instl	6,506 76	6,190 55		-316 21
		1,087.134		21,281.76	20,000.00	-965.55	-316.21
		1,087.134		21,281.76	20,000.00	-965.55	-316.21
Leuthold Asset Allocation Instl.							
08-29-11							
02-11-11	08-29-11	1,460 155	Leuthold Asset Allocation Instl	15,758 79	15,000 00	-758 79	
11-18-11							
02-11-11	11-18-11	2,218 471	Leuthold Asset Allocation Instl	23,942 95	22,315 00	-1,627 95	
		3,678.626		39,701.74	37,315.00	-2,386 74	
Mutual Hedge Frontier Legends Fund							
07-19-11							
02-11-11	07-19-11	520.059	Mutual Hedge Frontier Legends Fund	5,341 01	5,315 00	-26 01	
		520 059		5,341.01	5,315.00	-26.01	
PIMCO All-Asset Instl.							
08-29-11							
02-11-11	08-29-11	1,227 533	PIMCO All-Asset Instl	14,861 70	15,000 00	138 30	
11-17-11							
02-11-11	11-17-11	1,259 430	PIMCO All-Asset Instl	15,247 87	15,000 00	-247 87	
		2,486.963		30,109.57	30,000.00	-109.57	

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KINSIGHT, LLC
REALIZED GAINS AND LOSSES
The Thompson Foundation (Schwab)
Account # 8858-8520
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
PIMCO Short-Term Fd Inst							
06-01-11							
08-18-10	06-01-11	2,018 163	PIMCO Short-Term Fd Inst	19,990 69	19,975 00	-15 69	
07-19-11							
08-18-10	07-19-11	2,622 746	PIMCO Short-Term Fd Inst	25,979 31	25,913 96	-65 35	
		4,640.909		45,970.00	45,888.96	-81.04	
PIMCO Total Return Inst.							
07-19-11							
10-30-09	07-19-11	39 934	PIMCO Total Return Inst	436 88	440 78		3 90
09-30-09	07-19-11	124 100	PIMCO Total Return Inst	1,355 17	1,369 77		14 60
12-09-09	07-19-11	216 990	PIMCO Total Return Inst	2,363 02	2,395 05		32 03
12-09-09	07-19-11	60 360	PIMCO Total Return Inst	657 32	666 23		8 91
12-31-09	07-19-11	88 233	PIMCO Total Return Inst	952 92	973 88		20 96
08-31-09	07-19-11	132 274	PIMCO Total Return Inst	1,425 91	1,459 99		34 08
07-31-09	07-19-11	136 560	PIMCO Total Return Inst	1,451 63	1,507 30		55 67
06-30-09	07-19-11	131 658	PIMCO Total Return Inst	1,375 83	1,453 19		77 36
05-29-09	07-19-11	51 262	PIMCO Total Return Inst	534 66	565 81		31 15
05-19-09	07-19-11	9,478 140	PIMCO Total Return Inst	98,676 41	104,616 00		5,939 59
		10,459.511		109,229.75	115,448.00		6,218.25
		10,459.511		109,229.75	115,448.00		6,218.25
Sterling Capital Special Opp Fund							
11-17-11							
02-11-11	11-17-11	1,789 349	Sterling Capital Special Opp Fund	33,015 08	30,215 00	-2,800 08	
		1,789.349		33,015.08	30,215.00	-2,800.08	
TOTAL GAINS						9,859.53	6,218.25
TOTAL LOSSES						-9,690 43	-5,038 33
		45,879.396		737,107.04	738,456.07	169.10	1,179.93
TOTAL REALIZED GAIN/LOSS			1,349 03				

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

KINSIGHT, LLC
REALIZED GAINS AND LOSSES
Thompson Foundation (NATC)
Account # 11535000889
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
AQR Diversified Arbitrage CI I							
07-19-11							
08-19-10	07-19-11	456.727	AQR Diversified Arbitrage CI I	5,049.00	5,113.18	64.18	
		456.727		5,049.00	5,113.18	64.18	
Absolute Strategies Fds CI I							
07-19-11							
08-19-10	07-19-11	471.925	Absolute Strategies Fds CI I	5,051.00	5,109.54	58.54	
		471.925		5,051.00	5,109.54	58.54	
Eaton Vance Gbl Macro Abs Ret I							
07-19-11							
08-19-10	07-19-11	485.411	Eaton Vance Gbl Macro Abs Ret I	5,049.00	4,906.78	-142.22	
		485.411		5,049.00	4,906.78	-142.22	
Haines All-Seasons Select Fund I							
10-17-11							
05-25-06	10-17-11	657.042	Haines All-Seasons Select Fund I	7,582.26	6,205.85		-1,376.41
		657.042		7,582.26	6,205.85		-1,376.41
Haines Opportunity Portfolio I-B							
02-08-11							
03-30-07	02-08-11	4,942.339	Haines Opportunity Portfolio I-B	60,000.00	59,608.82		-391.18
07-03-06	02-08-11	23,220.933	Haines Opportunity Portfolio I-B	263,093.17	280,064.26		16,971.09
06-23-06	02-08-11	3,021.339	Haines Opportunity Portfolio I-B	34,020.28	36,439.93		2,419.65
		31,184.611		357,113.45	376,113.01		18,999.56
10-17-11							
06-23-06	10-17-11	7,176.115	Haines Opportunity Portfolio I-B	80,803.05	87,099.86		6,296.81
		38,360.726		437,916.50	463,212.87		25,296.37
Ivy Global Natural Resources I							
11-17-11							
08-19-10	11-17-11	1,405.899	Ivy Global Natural Resources I	23,611.79	25,000.00		1,388.21
		1,405.899		23,611.79	25,000.00		1,388.21
Lazard Emerging Markets Equity Blend Instl							
11-17-11							
08-19-10	11-17-11	1,158.455	Lazard Emerging Markets Equity Blend Instl	12,768.00	11,852.91		-915.09
10-21-11	11-17-11	569.485	Lazard Emerging Markets Equity Blend Instl	5,885.00	5,826.77	-58.23	
		1,727.940		18,653.00	17,679.68	-58.23	-915.09
		1,727.940		18,653.00	17,679.68	-58.23	-915.09
Leuthold Asset Allocation Instl.							
11-17-11							
10-21-11	11-17-11	1,789.970	Leuthold Asset Allocation Instl	18,059.02	18,000.00	-59.02	
		1,789.970		18,059.02	18,000.00	-59.02	
MutualHedge Frontier Legends CL I							
11-17-11							
12-06-10	11-17-11	3,560.109	MutualHedge Frontier Legends CL I	37,060.00	37,534.15	474.15	
		3,560.109		37,060.00	37,534.15	474.15	
PIMCO All-Asset Instl.							
07-19-11							
08-19-10	07-19-11	408.368	PIMCO All-Asset Instl	5,052.00	5,091.85	39.85	
		408.368		5,052.00	5,091.85	39.85	

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KINSIGHT, LLC
REALIZED GAINS AND LOSSES
Thompson Foundation (NATC)
Account # 11535000889
From 01-01-11 Through 12-31-11

				Gain Or Loss			
Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Short Term	Long Term
PIMCO Short-Term Fd Inst							
11-17-11							
07-19-11	11-17-11	2,045.455	PIMCO Short-Term Fd Inst	20,240.76	20,000.00	-240.76	
		2,045.455		20,240.76	20,000.00	-240.76	
PIMCO Total Return Inst.							
11-17-11							
11-24-09	11-17-11	6,873.758	PIMCO Total Return Inst	75,756.11	74,282.11		-1,474.00
02-26-10	11-17-11	56.932	PIMCO Total Return Inst	625.68	615.24		-10.44
01-29-10	11-17-11	57.786	PIMCO Total Return Inst	633.34	624.47		-8.87
06-30-10	11-17-11	0.011	PIMCO Total Return Inst	0.12	0.12		0.00
12-09-09	11-17-11	188.045	PIMCO Total Return Inst	2,047.81	2,032.13		-15.68
12-09-09	11-17-11	52.308	PIMCO Total Return Inst	569.63	565.27		-4.36
12-31-09	11-17-11	76.463	PIMCO Total Return Inst	825.80	826.31		0.51
02-11-11	11-17-11	97.565	PIMCO Total Return Inst	1,050.89	1,054.35	3.46	
		7,402.868		81,509.38	80,000.00	3.46	-1,512.84
		7,402.868		81,509.38	80,000.00	3.46	-1,512.84
TOTAL GAINS						640.17	27,076.27
TOTAL LOSSES						-500.23	-4,196.04
						139.94	22,880.23
		58,772.440		664,833.72	687,853.90		
TOTAL REALIZED GAIN/LOSS			23,020.18				

737,107.04 +	738,456.07 +	169.10 +	1,179.93 +
664,833.72 =	687,853.90 =	139.94 =	22,880.23 =
1,401,940.76 *	1,426,309.97 *	309.04 *	24,060.16 *

G / Gain Distribution 4863
1431,173

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



Summary of Fees Paid in 2011

**Thompson Foundation
2830 Cahaba Road
Birmingham, AL 35223**

DATE	TRANSACTION	AMOUNT	BALANCE
12/31/2010	Balance forward		0.00
01/18/2011	INV #21290.	4,302.00	4,302.00
01/31/2011	PMT #88588520.	-4,302.00	0.00
04/07/2011	INV #21489.	6,448.00	6,448.00
04/18/2011	PMT #88588520.	-6,448.00	0.00
07/07/2011	INV #21798.	5,507.00	5,507.00
08/02/2011	PMT #88588520.	-5,507.00	0.00
10/07/2011	INV #22064.	4,532.00	4,532.00
10/18/2011	PMT #88588520.	-4,532.00	0.00
12/31/2011	Amount Due		0.00

Note Fees paid from Individual Retirement Accounts are not tax-deductible expenses

KINSIGHT, LLC

600 University Park Place
Suite 501
Birmingham, AL 35209
(205) 871-3334

- 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 File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	THE THOMPSON FOUNDATION, INC.	72-1389140
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	2830 CAHABA ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BIRMINGHAM, AL 35223	

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

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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

THE THOMPSON FOUNDATION, INC.

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

Telephone No. **(205) 802-7202**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**
- 5 For calendar year **2011**, or other tax year beginning ☐, and ending ☐.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension
ADDITIONAL TIME NEEDED TO COMPLETE AN ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	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	\$	2,334.
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 **Daisy F. Clavenger**

Title **CPA**

Date **8/14/2012**

Form 8868 (Rev. 1-2011)

COPY