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

2011

For calendar year 2011, or tax year beginning 3/01 , 2011, and ending 2/29 , 2012

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

A Employer identification number 58-1788548

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

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 8,312,623.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	156,187.	156,187.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	77,221.			
	b Gross sales price for all assets on line 6a 1,244,758.				
	7 Capital gain net income (from Part IV, line 2)		77,221.		
	8 Net short-term capital gain			60,751.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule) See Statement 1	-24,891.	-24,891.		
	12 **Total.** Add lines 1 through 11	208,517.	208,517.	60,751.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	12,518.	12,518.		
	14 Other employee salaries and wages	132,456.			52,983.
	15 Pension plans, employee benefits	9,272.			9,272.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch) See St 2	25,661.	25,661.		
	17 Interest	13,387.	13,387.		
	18 Taxes (attach schedule)(see instrs) See Stm 3	17,413.	110.		9,247.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy	18,114.			18,007.
	21 Travel, conferences, and meetings	2,868.			2,868.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	139,441.	112,733.		26,708.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	371,130.	164,409.		119,085.
	25 Contributions, gifts, grants paid Part XV	654,383.			654,383.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,025,513.	164,409.	0.	773,468.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-816,996.			
	b **Net investment income** (if negative, enter -0-)		44,108.		
	c **Adjusted net income** (if negative, enter -0-)			60,751.	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	77,460.	39,798.	39,798.
	2 Savings and temporary cash investments	1,703,254.	1,808,960.	1,808,960.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	6,775,677.	5,836,962.	6,463,865.
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	8,556,391.	7,685,720.	8,312,623.
LIABILITIES	17 Accounts payable and accrued expenses	81.	436.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	81.	436.	
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 ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	30,114,451.	30,114,451.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-21,558,141.	-22,429,167.	
	30 Total net assets or fund balances (see instructions)	8,556,310.	7,685,284.	
	31 Total liabilities and net assets/fund balances (see instructions)	8,556,391.	7,685,720.	

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	8,556,310.
2	Enter amount from Part I, line 27a	2	-816,996.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	7,739,314.
5	Decreases not included in line 2 (itemize) ► See Statement 5	5	54,030.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	7,685,284.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	VARIOUS CHARLES SCHWAB INST - SEE ATTACHED	P	Various	Various
b	VARIOUS CHARLES SCHWAB INST - SEE ATTACHED	P	Various	Various
c	VARIOUS CHARLES SCHWAB LT CAP GAIN DIST	P	Various	Various
d	VARIOUS PARTNERSHIP CAPITAL GAINS	P	Various	Various
e	VARIOUS CLASS ACTION PROCEEDS	P	Various	Various

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	329,256.		268,505.	60,751.
b	908,667.		783,113.	125,554.
c	5,983.			5,983.
d			115,919.	-115,919.
e	852.			852.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				60,751.
b				125,554.
c				5,983.
d				-115,919.
e				852.

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** 77,221.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 — **3** 60,751.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	848,120.	8,832,371.	0.096024
2009	1,243,754.	9,137,835.	0.136110
2008	1,944,849.	14,112,617.	0.137809
2007	2,273,544.	20,915,205.	0.108703
2006	2,942,841.	21,036,556.	0.139892

2	**Total** of line 1, column (d)	2	0.618538
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.123708
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	9,085,579.
5	Multiply line 4 by line 3	5	1,123,959.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	441.
7	Add lines 5 and 6	7	1,124,400.
8	Enter qualifying distributions from Part XII, line 4	8	773,468.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	882.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	882.
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	882.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 4,064.		
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	4,064.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	8.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	3,174.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 3,174.	Refunded ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a 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 2011 or the taxable year beginning in 2011 (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 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 ► LILA K. PFLEGER Telephone no. ► (865) 588-2836

Located at ► P.O. Box 11146 KNOXVILLE TN ZIP + 4 ► 37939-1146

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

			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 instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 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 ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 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)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 6		12,518.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LILA K. PFLEGER P.O. BOX 11146 KNOXVILLE, TN 37939-1146	EXECUTIVE DIR 40	132,456.	9,272.	0.

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CHARLES SCHWAB INSTITUTIONAL 1958 SUMMIT PARK DR, STE 400 ORLANDO, FL 32810	INVEST MANAGEMENT	23,517.
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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	9,140,140.
b Average of monthly cash balances	1b	83,798.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	9,223,938.
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	9,223,938.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	138,359.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,085,579.
6 **Minimum investment return.** Enter 5% of line 5	6	454,279.

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	454,279.
2a Tax on investment income for 2011 from Part VI, line 5	2a	882.		
b Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c Add lines 2a and 2b			2c	882.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	453,397.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	453,397.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	453,397.

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	773,468.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required).	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	773,468.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	773,468.

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					453,397.
2 Undistributed income, if any, as of the end of 2011:					
a Enter amount for 2010 only				0.	
b Total for prior years. 20___, 20___, 20___			0.		
3 Excess distributions carryover, if any, to 2011.					
a From 2006	1,960,760.				
b From 2007	1,285,634.				
c From 2008	1,239,218.				
d From 2009	787,006.				
e From 2010	410,565.				
f **Total** of lines 3a through e		5,683,183.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 773,468.					
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					453,397.
e Remaining amount distributed out of corpus		320,071.			
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:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		6,003,254.			
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 instructions				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) (see instructions)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		1,960,760.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		4,042,494.			
10 Analysis of line 9.					
a Excess from 2007	1,285,634.				
b Excess from 2008	1,239,218.				
c Excess from 2009	787,006.				
d Excess from 2010	410,565.				
e Excess from 2011	320,071.				

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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a 'Assets' alternative test – enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

See Statement 7

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

See Statement for Line 2a

c Any submission deadlines.

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SCHEDULE ATTACHED	NONE	EXEMPT	CHARITABLE	654,383.
Total			► 3a	654,383.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	156,187.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			16	-24,891.	
8 Gain or (loss) from sales of assets other than inventory					77,221.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				131,296.	77,221.
13 Total. Add line 12, columns (b), (d), and (e)				13	208,517.

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

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

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

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

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

Cumberland Trust by [signature] VP 1-15-13 Vice President

Signature of officer or trustee — Date — Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LILA K. PFLEGER	LILA K. PFLEGER CPA	1-14-13		P01309788

Firm's name ► TABCO — Firm's EIN ► 62-0914381

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

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ -24,891.	$ -24,891.	
Total	$ -24,891.	$ -24,891.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT MANAGEMENT	$ 23,517.	$ 23,517.		
RETIREMENT PLAN MANAGEMENT	2,144.	2,144.		
Total	$ 25,661.	$ 25,661.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX ON NII 2009 REFUNDED	$ -72.			
EXCISE TAX ON NII 2010	4,064.			
EXCISE TAX ON NII 2011	4,064.			
FOREIGN TAXES PAID	110.	$ 110.		
PAYROLL TAXES	9,247.			$ 9,247.
Total	$ 17,413.	$ 110.	$ 0.	$ 9,247.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	$ 130.			$ 130.
COMPUTER EXPENSES	6,352.			6,352.
INSURANCE	7,953.			7,953.
OFFICE EXPENSES	6,525.			6,525.
PARTNERSHIP ALLOCATIONS	112,733.	$ 112,733.		
PROFESSIONAL DEVELOPMENT	449.			449.
PROFESSIONAL DUES	925.			925.
SUBSCRIPTIONS	1,000.			1,000.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TELEPHONE & INTERNET	$ 3,374.			$ 3,374.
Total	$ 139,441.	$ 112,733.	$ 0.	$ 26,708.

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

NET PARTNERSHIP ALLOCATION	$ 54,030.
Total	$ 54,030.

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

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
KRISTIN BISHOP MACDERMOTT 10829 SAVONA RD LOS ANGELES, CA 90077	Chairman 0	$ 0.	$ 0.	$ 0.
SANDRA K. BISHOP POST OFFICE BOX 11146 KNOXVILLE, TN 37939	BOARD MEMBER 0	0.	0.	0.
ARCHER W. BISHOP, JR. POST OFFICE BOX 11146 KNOXVILLE, TN 37939	BOARD MEMBER 0	0.	0.	0.
ARCHER W. BISHOP, III P.O. BOX 11146 KNOXVILLE, TN 37939	BOARD MEMBER 0	0.	0.	0.
BAKER O. BISHOP 1814 MIDDLE STREET SULLIVAN'S ISLAND, SC 29482	BOARD MEMBER 0	0.	0.	0.
THOMPSON A. BISHOP 39600 HIGHWAY 82 ASPEN, CO 81611	BOARD MEMBER 0	0.	0.	0.
JOHN W. BAKER, JR. 807 WOODLAND COURT KNOXVILLE, TN 37919	BOARD MEMBER 0	0.	0.	0.

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

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
CUMBERLAND TRUST & INVESTMENT 104 WOODMONT BLVD NASHVILLE, TN 37205-2245	Trustee 0	$ 12,518.	$ 0.	$ 0.
	Total	$ 12,518.	$ 0.	$ 0.

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

Name of Grant Program:	
Name:	LUCILLE S THOMPSON FAMILY FOUNDATION
Care Of:	LILA K PFLEGER, EXECUTIVE DIRECTOR
Street Address:	P.O. BOX 11146
City, State, Zip Code:	KNOXVILLE, TN 37939-1146
Telephone:	865-588-2836
Form and Content:	SUBMIT A LETTER OF REQUEST INCLUDING A DETAIL PROJECT BUDGET.
Submission Deadlines:	JANUARY 31, APRIL 30, JULY 31, OCTOBER 31
Restrictions on Awards:	FUNDING NOT AVAILABLE FOR DEFICIT OPERATING BUDGETS OR ENDOWMENTS. LIMITED AVAILABILE FUNDS FOR CAPITAL PROJECTS.

Lucille S. Thompson Family Foundation
Grants and Pledge Payments
March 2011 through February 2012

Date	Num	Name	Memo	Amount
Grants & Contributions				
Contributions - <$1,000 - CO				
09/06/2011	5439	Friends of Aspen Animal Shelter	Contribution	600 00
12/06/2011	5490	Rocky Mountain PBS	Contribution	100 00
12/06/2011	5492	The Aspen Choral Society	Contribution	99 00
12/06/2011	5491	The Aspen Youth Center	Contribution	500 00
Total Contributions - <$1,000 - CO				1,299 00
Contributions - <$1,000 - TN				
03/21/2011	5357	Leadership Knoxville, Inc	Contribution	100 00
10/11/2011	2012 dues	Leadership Knoxville, Inc	Contribution	100 00
Total Contributions - <$1,000 - TN				200 00
Contributions - CA				
02/20/2012	5533	C A R E	Contribution	1,000 00
01/23/2012	5510	St Martin of Tours School	Contribution	2,500 00
01/06/2012	5501	The Buckley School	Contribution	1,000 00
Total Contributions - CA				4,500 00
Contributions - CO				
08/05/2011	5426	Aspen Art Museum	Contribution	3,750 00
03/11/2011	5352	Colorado Animal Welfare League	Contribution	2,500 00
Total Contributions - CO				6,250 00
Contributions - Other				
01/16/2012	5520	Animal Balance	Contribution	4,000 00
07/08/2011	5402	Bonefish & Tarpon Trust	PAT tag Tarpon tagging program	6,000 00
03/25/2011	online pmt	Episcopal Relief & Development	Japan Earthquake Response Fund	5,000 00
12/21/2011	5496	First Baptist Church of Islamorda	Food Pantry	100 00
11/02/2011	5465	Redbone, Inc	Redbone "To Catch the Cure"	3,850 00
10/25/2011	5464	Valley Charities, Inc	Contribution	5,000 00
08/25/2011	5434	World Food Program USA	School Meals Program	2,500 00
01/16/2012	5525	World Food Program USA	School Meals Program	30,000 00
Total Contributions - Other				56,450 00
Contributions - SC				
03/24/2011	5362	College of Charleston	Contribution	901 31
03/11/2011	5351	Operation Home	Sponsor	1,000 00
09/30/2011	5451	South Carolina Maritime Foundation	Contribution	300 00
03/23/2011	2/10/11	College of Charleston	College of Building Arts	300 00
Total Contributions - SC				2,501 31
Grants - CA				
07/28/2011	5417	CAPPS	Surgery Care-Packages	1,000 00
07/28/2011	5418	Monterey Bay Aquarium	Oceans Advocate Circle	1,000 00
11/18/2011	5471	P S Arts	Contribution	1,000 00
12/06/2011	5494	Room to Read	Contribution	1,000 00
09/16/2011	5445	St Martin of Tours School	Building Fund	2,500 00
12/07/2011	5476	St Martin of Tours School	Contribution	500 00
09/16/2011	5446	The Buckley School	Annual Fund	5,000 00
Total Grants - CA				12,000 00
Grants - CA Pledge Pmts				
02/16/2012	5530	The Buckley School Parent's Association	Sponsor	1,000 00
Total Grants - CA Pledge Pmts				1,000 00
Grants - CO				
10/14/2011	5474	Aspen Art Museum	Operations	5,000 00
10/14/2011	5474	Aspen Art Museum	Dennis Basso Sponsor	2,500 00
07/20/2011	5411	Aspen Community Foundation	Quality of Life Fund	2,500 00

Date	Num	Name	Memo	Amount
06/11/2011	5381	Aspen Music Festival & School	Season Sponsor	2,000 00
07/08/2011	5401	Aspen Music Festival & School	2011 Annual Fund	15,000 00
01/10/2012	5502	Aspen Music Festival & School	2012 Annual Fund	15,000 00
09/16/2011	5444	Aspen Swim Club	Operations	5,000 00
09/09/2011	5441	Aspen Valley Ski/Snowboard Club	Operations	10,000 00
01/16/2012	5523	Basalt Thrift Store	Contribution	4,000 00
01/16/2012	5524	Colorado Animal Rescue	Contribution	4,000 00
09/16/2011	5443	Cystic Fibrosis Foundation	Sponsor	6,000 00
10/04/2011	5466	Cystic Fibrosis Foundation	Bid for the Cure Sponsor	3,500 00
07/29/2011	5419	Friends of Aspen Animal Shelter	Wags to Riches Sponsor	2,300 00
12/06/2011	5493	Jazz Aspen Snowmass	Operations	2,500 00
09/30/2011	5449	PathFinders	Operations	33,000 00
11/16/2011	2903	PathFinders	Return of Pathfinders Global grant	-5,000 00
08/25/2011	5433	Pauline S Schneegas Wildlife Foundation	Operations	2,500 00
01/16/2012	5522	Pauline S Schneegas Wildlife Foundation	Operations	4,000 00
08/25/2011	5435	Rocky Mountain Peace & Justice Center	Rocky Flats Nuclear Guardianship	2,500 00
01/16/2012	5521	Rocky Mountain Peace & Justice Center	Contribution	4,000 00
07/08/2011	5404	Snowmass Western Heritage Association	Wild West Fund	5,000 00
12/06/2011	5495	Spellbinders	Contribution	2,000 00
06/11/2011	5382	The Aspen Institute	Operations	3,500 00
12/06/2011	5489	The Buddy Program	Buddy Advisor	2,500 00
12/06/2011	5488	The Children's Health Foundation	Operations	1,000 00
Total Grants - CO				134,300 00
Grants - CO Pledge Pmts				
01/10/2012	5508	Aspen Valley Ski/Snowboard Club	Securing our Future Campaign	25,000 00
03/25/2011	5358	Christ Episcopal Church of Aspen	2011 Annual Fund Qtrly pledge	11,250 00
06/30/2011	5390	Christ Episcopal Church of Aspen	2011 Annual Fund Qtrly pledge	11,250 00
09/30/2011	5448	Christ Episcopal Church of Aspen	2011 Annual Fund Qtrly pledge	11,250 00
01/10/2012	5504	Christ Episcopal Church of Aspen	2011 Annual Fund Qtrly pledge	11,250 00
01/10/2012	5505	Christ Episcopal Church of Aspen	Confirming our Faith Building Fund	33,333 00
Total Grants - CO Pledge Pmts				103,333 00
Grants - NC Pledge Pmts				
07/08/2011	5400	Duke University	09-'10 Annual Fund	5,000 00
08/25/2011	5438	Duke University	10-'11 Annual Fund	5,000 00
Total Grants - NC Pledge Pmts				10,000 00
Grants - SC				
08/04/2011	5424	American College of the Building Arts	Red Party Sponsor	5,000 00
11/10/2011	5468	American College of the Building Arts	Tuition program	5,000 00
11/10/2011	5469	American College of the Building Arts	Contribution	2,500 00
09/09/2011	5440	Children's Safe Passage, Inc	Charity Tourn Sponsor	1,050 00
11/10/2011	5467	Halsey Institute of Contemporary Art	Operations	5,000 00
09/30/2011	5450	Island Christian School	Smart Boards	5,000 00
01/03/2012	5500	Pattison's Academy	Matching New Bus	26,000 00
08/04/2011	5423	Sullivan's Island Park Foundation	Stith Park Rennovation	20,000 00
07/28/2011	5416	Sullivans Island Elementary School	Operations	8,000 00
Total Grants - SC				77,550 00
Grants - SC Pledge Pmts				
08/05/2011	5425	Halsey Institute of Contemporary Art	Exhibition Sponsor	15,000 00
01/25/2012	5511	Halsey Institute of Contemporary Art	Exhibition Sponsor	15,000 00
Total Grants - SC Pledge Pmts				30,000 00
Grants - TN				
02/06/2012	5526	Arts and Cultural Alliance	Arts & Heritage Fund	5,000 00
01/03/2012	5499	Catholic Charities	Parent Place	10,000 00
07/08/2011	5399	Cerebral Palsy Center	Operations	2,000 00
07/08/2011	5403	Childhelp Children's Center of East TN	Mental Health - Abused Children	10,000 00

Lucille S. Thompson Family Foundation
Grants and Pledge Payments
March 2011 through February 2012

Date	Num	Name	Memo	Amount
07/08/2011	5396	Empty Stocking Fund	Contribution	1,500 00
07/08/2011	5395	Helen Ross McNabb Foundation	Knoxville Challenger Tennis	2,000 00
08/08/2011	5427	Helen Ross McNabb Foundation	Knoxville Challenger Tennis	5,000 00
07/08/2011	5397	InterFaith Health Clinic	Patient Subsidy Program	1,000 00
07/08/2011	5393	Little Creek Sanitarium	Operations	2,000 00
07/08/2011	5413	McCallie School	Operations	2,500 00
07/08/2011	5415	New Beginnings Ministries, Inc	Building Fund	2,500 00
07/08/2011	5394	Old Gray Cemetary	Operations	2,500 00
08/08/2011	5428	Old Gray Cemetary	Third Phase Lamp Post Project	5,000 00
07/08/2011	5392	Second Harvest of East Tennessee	School Backpack Program	5,000 00
07/08/2011	5398	St John's Cathedral	Annual Fund	1,000 00
02/06/2012	5527	TCSC Foundation	Fellowship Center	10,000 00
01/31/2012	5519	The Boston Winter Ball Foundation	Contribution	3,000 00
Total Grants - TN				70,000 00
Grants - TN Pledge Pmts				
12/19/2011	5487	Alzheimer's Tennessee, Inc	Konnections pgrm, Scholarship Fund	75,000 00
01/10/2012	5503	Boys & Girls Clubs of Tennessee Valley	Caswell Ave Club	10,000 00
03/25/2011	5359	St John's Cathedral	2011 Annual Fund Qtrly pledge	2,500 00
06/30/2011	5391	St John's Cathedral	2011 Annual Fund Qtrly pledge	2,500 00
09/30/2011	5447	St John's Cathedral	2011 Annual Fund Qtrly pledge	2,500 00
01/10/2012	5506	St John's Cathedral	2011 Annual Fund Qtrly pledge	2,500 00
01/10/2012	5507	Town of Louisville Building Fund	Town Hall Challenge Grant	50,000 00
Total Grants - TN Pledge Pmts				145,000 00
Total Grants & Contributions				654,383 31

charles SCHWAB

Schwab One® Trust Account of
CUMBERLAND TRUST & INVESTMENT

Account Number
4553-5469

TAX YEAR 2011
FORM 1099 COMPOSITE

Date Prepared: February 10, 2012

Recipient's Name and Address

CUMBERLAND TRUST & INVESTMENT
CO TT,LUCILLE THOMPSON FAMILY
FOUNDATION U/A DTD 03/11/1988
40 BURTON HILLS BLVD SUITE 300
NASHVILLE TN 37215

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

Payer's Name and Address

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

Telephone Number: (800) 515-2157
Federal ID Number: 94-1737782

Dividends and Distributions — 2011

Form 1099-DIV

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

Box	Description		Amount	Total
1a	Total Ordinary Dividends (Includes amount shown in box 1b)			$ 5,742.49
1b	Qualified Dividends		$ 3,299 11	
2a	Total Capital Gain Distributions (Includes amounts shown in boxes 2b, 2c and 2d)			$ 5,982 93
2b	Unrecap. Sec. 1250 Gain		$ 0.00	
2c	Section 1202 Gain		$ 0 00	
2d	Collectibles (28%) Gain		$ 0.00	
3	Nondividend Distributions			$ 39.15
4	**Federal Income Tax Withheld**			$ **0.00**
5	Investment Expenses			$ 0 00
6	Foreign Tax Paid			$ 169 87
7	Foreign Country or U.S. Possession	VARIOUS		
8	Cash Liquidation Distributions			$ 0.00
9	Noncash Liquidation Distributions			$ 0 00

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

G000039650216

CT2D1208-003965 1057585

SIPC

charles SCHWAB

Schwab One® Trust Account of
CUMBERLAND TRUST & INVESTMENT

Account Number
4553-5469

TAX YEAR 2011
FORM 1099 COMPOSITE

Date Prepared: February 10, 2012

Recipient's Name and Address

CUMBERLAND TRUST & INVESTMENT
CO TT,LUCILLE THOMPSON FAMILY
FOUNDATION U/A DTD 03/11/1988
40 BURTON HILLS BLVD SUITE 300
NASHVILLE TN 37215

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

Payer's Name and Address

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

Telephone Number: (800) 515-2157
Federal ID Number: 94-1737782

Interest Income — 2011

Form 1099-INT

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

Box	Description		Total
1	Interest Income	$	176 70
3	Interest on U.S. Savings Bonds and Treasury Obligations	$	0.00
4	**Federal Income Tax Withheld**	$	**0.00**
5	Investment Expenses	$	0.00
6	Foreign Tax Paid	$	0 00
7	Foreign Country or U S. Possession		
8	Tax-Exempt Interest	$	0.00
9	Specified Private Activity Bond Interest	$	0 00
10	Tax-Exempt Bond CUSIP No. (see instructions)		

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This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

SIPC

Date Prepared: February 10, 2012

REALIZED GAIN OR (LOSS)

The information in the following sections includes all your realized gain or (loss) transactions during the tax year They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions.

Short-Term Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ISHARES GOLD TRUST	464285105	570.00	08/16/10	01/03/11	$ 7,915.59	$ 6,823.19	$ 0.00	$ 1,092.40
ISHARES GOLD TRUST	464285105	1,200.00	08/16/10	01/03/11	$ 16,664.40	$ 14,364 49	$ 0 00	$ 2,299.91
ISHARES GOLD TRUST	464285105	1,470 00	08/16/10	01/03/11	$ 20,413 90	$ 17,596.65	$ 0.00	$ 2,817.25
Security Subtotal					$ X **44,993.89**	$ Y **38,784.33**	$ **0.00**	$ Z **6,209.56**
MARKET VECTORS ETF T	57060U605	665.00	09/29/10	01/03/11	$ 36,034.77	$ 31,329.52	$ 0 00	$ 4,705.25
Security Subtotal					$ Y **36,034.77**	$ Y **31,329.52**	$ **0.00**	$ Z **4,705.25**
PIMCO LOW DURATION F	693390304	127.73	01/29/10	01/20/11	$ 1,327.11	$ 1,249.37[e]	$ 0.00	$ 77.74
PIMCO LOW DURATION F	693390304	136.68	02/26/10	01/20/11	$ 1,420.13	$ 1,336.95[e]	$ 0 00	$ 83 18
PIMCO LOW DURATION F	693390304	160 18	03/31/10	01/20/11	$ 1,664.26	$ 1,566.78[e]	$ 0.00	$ 97.48
PIMCO LOW DURATION F	693390304	143.58	04/30/10	01/20/11	$ 1,491.78	$ 1,404.41[e]	$ 0.00	$ 87.37
PIMCO LOW DURATION F	693390304	131.17	05/28/10	01/20/11	$ 1,362.85	$ 1,283.02[e]	$ 0 00	$ 79.83
PIMCO LOW DURATION F	693390304	135 69	06/30/10	01/20/11	$ 1,409 87	$ 1,327 29[e]	$ 0.00	$ 82.58
PIMCO LOW DURATION F	693390304	148.35	07/30/10	01/20/11	$ 1,541.39	$ 1,451 10[e]	$ 0.00	$ 90.29
PIMCO LOW DURATION F	693390304	169 42	08/31/10	01/20/11	$ 1,760.29	$ 1,657.19[e]	$ 0 00	$ 103 10
PIMCO LOW DURATION F	693390304	177.69	09/30/10	01/20/11	$ 1,846 19	$ 1,738 06[e]	$ 0.00	$ 108.13
PIMCO LOW DURATION F	693390304	197.79	10/29/10	01/20/11	$ 2,055 07	$ 1,934 70[e]	$ 0.00	$ 120.37
PIMCO LOW DURATION F	693390304	216.15	11/30/10	01/20/11	$ 2,245.84	$ 2,114.30[e]	$ 0.00	$ 131.54
PIMCO LOW DURATION F	693390304	296.78	12/08/10	01/20/11	$ 3,083.57	$ 2,902.96[e]	$ 0.00	$ 180.61
PIMCO LOW DURATION F	693390304	1,488.81	12/08/10	01/20/11	$ 15,468.51	$ 14,562.49[e]	$ 0.00	$ 906 02

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Short-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
PIMCO LOW DURATION F	693390304	234 54	12/31/10	01/20/11	$ 2,436 88	$ 2,294.16[e]	$ 0.00	$ 142.72
Security Subtotal					**$ X 39,113.74**	**$ Y 36,822.78**	**$ 0.00**	**$ Z 2,290.96**
SILVER WHEATON CORP	828336107	1,910.00	09/29/10	03/29/11	$ 81,930 39	$ 51,610.45	$ 0.00	$ 30,319 94
SILVER WHEATON CORP	828336107	16.00	09/29/10	09/29/11	$ 478 68	$ 432.29	$ 0.00	$ 46 39
SILVER WHEATON CORP	828336107	37.00	09/29/10	09/29/11	$ 1,106.59	$ 999.67	$ 0.00	$ 106.92
SILVER WHEATON CORP	828336107	47.00	09/29/10	09/29/11	$ 1,406.14	$ 1,269 86	$ 0 00	$ 136.28
SILVER WHEATON CORP	828336107	53 00	09/29/10	09/29/11	$ 1,585.64	$ 1,432.07	$ 0.00	$ 153.57
SILVER WHEATON CORP	828336107	63.00	09/29/10	09/29/11	$ 1,884.19	$ 1,702 33	$ 0.00	$ 181.86
SILVER WHEATON CORP	828336107	100.00	09/29/10	09/29/11	$ 2,991.78	$ 2,701.82	$ 0 00	$ 289.96
SILVER WHEATON CORP	828336107	100 00	09/29/10	09/29/11	$ 2,991.78	$ 2,702.12	$ 0.00	$ 289.66
SILVER WHEATON CORP	828336107	100.00	09/29/10	09/29/11	$ 2,991.83	$ 2,702.12	$ 0.00	$ 289.71
SILVER WHEATON CORP	828336107	100.00	09/29/10	09/29/11	$ 2,991 86	$ 2,702.12	$ 0 00	$ 289.74
SILVER WHEATON CORP	828336107	147.00	09/29/10	09/29/11	$ 4,397.92	$ 3,971.97	$ 0.00	$ 425 95
SILVER WHEATON CORP	828336107	150.00	09/29/10	09/29/11	$ 4,483.17	$ 4,053 18	$ 0.00	$ 429.99
SILVER WHEATON CORP	828336107	200.00	09/29/10	09/29/11	$ 5,977.78	$ 5,404 23	$ 0.00	$ 573.55
SILVER WHEATON CORP	828336107	200.00	09/29/10	09/29/11	$ 5,977.78	$ 5,404.24	$ 0.00	$ 573 54
SILVER WHEATON CORP	828336107	200.00	09/29/10	09/29/11	$ 5,979.58	$ 5,404.24	$ 0.00	$ 575.34
SILVER WHEATON CORP	828336107	200.00	09/29/10	09/29/11	$ 5,983.58	$ 5,404 24	$ 0.00	$ 579 34
SILVER WHEATON CORP	828336107	260.00	09/29/10	09/29/11	$ 7,778.64	$ 7,025.50	$ 0.00	$ 753.14
SILVER WHEATON CORP	828336107	264.00	09/29/10	09/29/11	$ 7,890.65	$ 7,133.59	$ 0.00	$ 757.06
SILVER WHEATON CORP	828336107	267.00	09/29/10	09/29/11	$ 7,980.06	$ 7,214 37	$ 0 00	$ 765 69
SILVER WHEATON CORP	828336107	300 00	09/29/10	09/29/11	$ 8,969.36	$ 8,106 35	$ 0.00	$ 863 01
SILVER WHEATON CORP	828336107	300.00	09/29/10	09/29/11	$ 8,975.36	$ 8,106.35	$ 0.00	$ 869.01
SILVER WHEATON CORP	828336107	300.00	09/29/10	09/29/11	$ 8,975 36	$ 8,106.36	$ 0.00	$ 869.00
SILVER WHEATON CORP	828336107	353.00	09/29/10	09/29/11	$ 10,561.00	$ 9,538.48	$ 0.00	$ 1,022 52

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Short-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
SILVER WHEATON CORP	828336107	1,933.00	09/29/10	09/29/11	$ 57,773.23	$ 52,231.93	$ 0 00	$ 5,541.30
Security Subtotal					**$ 252,062.35**	**$ 205,359.88**	**$ 0.00**	**$ 46,702.47**
VAN ECK GLOBAL HARD	921075412	1,256.10	09/29/10	03/29/11	$ 71,985.00	$ 57,795 67	$ 0.00	$ 14,189.33
VAN ECK GLOBAL HARD	921075412	116.26	11/08/10	10/13/11	$ 5,209.12	$ 5,349.33	$ 0 00	$ (140.21)
Security Subtotal					**$ 77,194.12**	**$ 63,145.00**	**$ 0.00**	**$ 14,049.12**
Total Short-Term					**$ 449,398.87**	**$ 375,441.51**	**$ 0.00**	**$ 73,957.36**
		Sales Reported FYE 2011			Σ(X) (120,142.40)	Σ(Y) (106,936.63)		Σ(Z) (13,205.77)
					329,256.47	268,504.88		60,751.59

Long-Term Realized Gain or (Loss)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
ISHARES GOLD TRUST	464285105	71 00	08/16/10	08/17/11	$ 1,241.01	$ 849.91	$ 0.00	$ 391.10
ISHARES GOLD TRUST	464285105	1,500 00	08/16/10	08/17/11	$ 26,218.56	$ 17,955.76	$ 0 00	$ 8,262 80
ISHARES GOLD TRUST	464285105	3,160.00	08/16/10	08/17/11	$ 55,233.77	$ 37,826.80	$ 0.00	$ 17,406 97
ISHARES GOLD TRUST	464285105	3,759.00	08/16/10	08/17/11	$ 65,703.73	$ 44,997.13	$ 0.00	$ 20,706 60
ISHARES GOLD TRUST	464285105	5,900.00	08/16/10	08/17/11	$ 103,126.35	$ 70,620 10	$ 0 00	$ 32,506.25
Security Subtotal					**$ 251,523.42**	**$ 172,249.70**	**$ 0.00**	**$ 79,273.72**
MARKET VECTORS ETF T	57060U605	25 00	09/29/10	10/17/11	$ 1,182.44	$ 1,178.55	$ 0.00	$ 3.89
MARKET VECTORS ETF T	57060U605	35.00	09/29/10	10/17/11	$ 1,655.42	$ 1,649 97	$ 0.00	$ 5 45
MARKET VECTORS ETF T	57060U605	45.00	09/29/10	10/17/11	$ 2,128.39	$ 2,120 94	$ 0 00	$ 7 45
MARKET VECTORS ETF T	57060U605	65.00	09/29/10	10/17/11	$ 3,074 28	$ 3,064.24	$ 0.00	$ 10.04
MARKET VECTORS ETF T	57060U605	65.00	09/29/10	10/17/11	$ 3,074 34	$ 3,064 23	$ 0.00	$ 10.11
MARKET VECTORS ETF T	57060U605	100.00	09/29/10	10/17/11	$ 4,729 68	$ 4,711.20	$ 0.00	$ 18.48
MARKET VECTORS ETF T	57060U605	100.00	09/29/10	10/17/11	$ 4,729 69	$ 4,714 21	$ 0.00	$ 15.48

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

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Long-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale		Total Proceeds		Cost Basis		Wash Sale Loss Disallowed		Realized Gain or (Loss)
MARKET VECTORS ETF T	57060U605	100.00	09/29/10	10/17/11	$	4,729.76	$	4,711.21	$	0.00	$	18 55
MARKET VECTORS ETF T	57060U605	100.00	09/29/10	10/17/11	$	4,729.76	$	4,713 21	$	0.00	$	16.55
MARKET VECTORS ETF T	57060U605	100.00	09/29/10	10/17/11	$	4,729.76	$	4,713 21	$	0.00	$	16.55
MARKET VECTORS ETF T	57060U605	100.00	09/29/10	10/17/11	$	4,729.76	$	4,713 21	$	0.00	$	16.55
MARKET VECTORS ETF T	57060U605	100.00	09/29/10	10/17/11	$	4,729.76	$	4,713.21	$	0.00	$	16.55
MARKET VECTORS ETF T	57060U605	100.00	09/29/10	10/17/11	$	4,729.76	$	4,714.21	$	0.00	$	15.55
MARKET VECTORS ETF T	57060U605	120.00	09/29/10	10/17/11	$	5,675.71	$	5,653 45	$	0.00	$	22 26
MARKET VECTORS ETF T	57060U605	135.00	09/29/10	10/17/11	$	6,385.04	$	6,364 18	$	0.00	$	20.86
MARKET VECTORS ETF T	57060U605	1,000.00	09/29/10	10/17/11	$	47,297.60	$	47,142.06	$	0.00	$	155 54
MARKET VECTORS ETF T	57060U605	1,300 00	09/29/10	10/17/11	$	61,485.58	$	61,284.67	$	0.00	$	200.91
Security Subtotal					$	**169,796.73**	$	**169,225.96**	$	**0.00**	$	**570.77**
PIMCO FOREIGN BOND F	722005220	8,563.27	09/16/09	01/03/11	$	89,985.00	$	86,828 82	$	0.00	$	3,156.18
PIMCO FOREIGN BOND F	722005220	14,796 56	09/16/09	01/04/11	$	155,062.13	$	150,032 42	$	0.00	$	5,029 71
PIMCO FOREIGN BOND F	722005220	22,798 43	10/23/09	01/04/11	$	238,918 49	$	231,168.76	$	0 00	$	7,749 73
Security Subtotal					$	X **483,965.62**	$	Y **468,030.00**	$	**0.00**	$	Z **15,935.62**
PIMCO LOW DURATION F	693390304	70,030.89	05/15/09	01/20/11	$	727,610.40	$	684,992 98[e]	$	0.00	$	42,617.42
PIMCO LOW DURATION F	693390304	102.14	05/29/09	01/20/11	$	1,061.22	$	999 06[e]	$	0 00	$	62 16
PIMCO LOW DURATION F	693390304	240 99	06/30/09	01/20/11	$	2,503.90	$	2,357.24[e]	$	0.00	$	146 66
PIMCO LOW DURATION F	693390304	23,326 57	06/30/09	01/20/11	$	242,359 55	$	228,164.13[e]	$	0.00	$	14,195.42
PIMCO LOW DURATION F	693390304	334.03	07/31/09	01/20/11	$	3,470.55	$	3,267.28[e]	$	0.00	$	203 27
PIMCO LOW DURATION F	693390304	284 71	08/31/09	01/20/11	$	2,958.18	$	2,784.91[e]	$	0.00	$	173.27
PIMCO LOW DURATION F	693390304	254.91	09/30/09	01/20/11	$	2,648.57	$	2,493 44[e]	$	0.00	$	155.13
PIMCO LOW DURATION F	693390304	223.69	10/30/09	01/20/11	$	2,324.17	$	2,188 04[e]	$	0.00	$	136.13
PIMCO LOW DURATION F	693390304	187 75	11/30/09	01/20/11	$	1,950.75	$	1,836 49[e]	$	0.00	$	114 26

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Long-Term Realized Gain or (Loss) (continued)

COST BASIS METHOD: Mutual Funds: Average; All Other Investments: First In First Out (FIFO)

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis	Wash Sale Loss Disallowed	Realized Gain or (Loss)
PIMCO LOW DURATION F	693390304	9.58	12/09/09	01/20/11	$ 99.56	$ 93.72^e	$ 0.00	$ 5.84
PIMCO LOW DURATION F	693390304	69.18	12/09/09	01/20/11	$ 718.86	$ 676.76^e	$ 0.00	$ 42.10
PIMCO LOW DURATION F	693390304	183.41	12/31/09	01/20/11	$ 1,905.60	$ 1,793 99^e	$ 0.00	$ 111.61
Security Subtotal					**$ (x) 989,611.31**	**$ (y) 931,648.04**	**$ 0.00**	**$ (z) 57,963.27**
PUTNAM ABSOLUTE RET	746764323	18,535.68	03/31/10	09/06/11	$ 192,570 73	$ 200,015 00	$ 0 00	$ (7,444 27)
Security Subtotal					**$ 192,570.73**	**$ 200,015.00**	**$ 0.00**	**$ (7,444.27)**
RS GLOBAL NATURAL	74972H705	4,097.16	03/19/09	10/13/11	$ 140,000.00	$ 82,680 71^e	$ 0 00	$ 57,319 29
Security Subtotal					**$ 140,000.00**	**$ 82,680.71**	**$ 0.00**	**$ 57,319.29**
VAN ECK GLOBAL HARD	921075412	3,454.37	09/29/10	10/13/11	$ 154,775.88	$ 158,941 81	$ 0.00	$ (4,165.93)
Security Subtotal					**$ 154,775.88**	**$ 158,941.81**	**$ 0.00**	**$ (4,165.93)**
Total Long-Term					**$ 2,382,243.69**	**$ 2,182,791.22**	**$ 0.00**	**$ 199,452.47**
				Sales Reported FY2011	Σ(x) (1,473,576.93)	Σ(y) (1,399,678.04)		Σ(z) (73,898.89)
					(908,666.76	783,113.18		125,553.58

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SUMMARY OF FEES & EXPENSES

The information in the following sections may be helpful for, but not limited to, calculating your itemized deductions for Schedule A. Please consult with your tax advisor or financial advisor regarding specific questions.

Fees — 2011

Description		Amount
ADVISOR FEES	$	24,805.22
Total of Fees — 2011	**$**	**24,805.22**

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

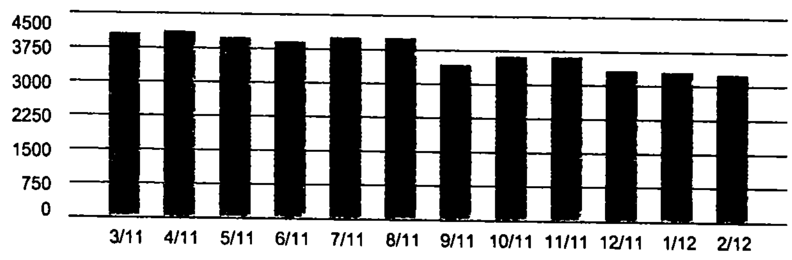
Account Number
4553-5469

Statement Period
February 1-29, 2012

Change in Account Value

	This Period	Year to Date
Starting Value	**$ 3,330,753.81**	**$ 3,359,286.55**
Cash Value of Purchases & Sales	0.00	0.00
Investments Purchased/Sold	0.00	0.00
Deposits & Withdrawals	(50,000.00)	(225,000.00)
Dividends & Interest	14.29	30.89
Fees & Charges	(25.00)	(5,499.11)
Transfers	0.00	0.00
Income Reinvested	0.00	0.00
Change in Value of Investments	11,289.05	163,213.82
Ending Value on 02/29/2012	**$ 3,292,032.15**	**$ 3,292,032.15**
Total Change in Account Value (Totals Include Deposits & Withdrawals)	$ (38,721.66)	$ (67,254.40)

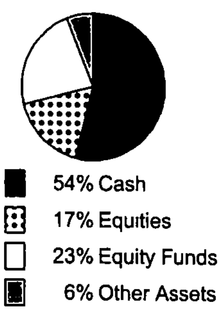
Account Value ($) Over Last 12 Months [in Thousands]



Asset Composition

	Market Value	% of Account Assets
Cash	$ 1,771,139.65	54%
Equities	553,622.20	17%
Equity Funds	767,840.50	23%
Other Assets	199,429.80	6%
Total Assets Long	**$ 3,292,032.15**	
Total Account Value	$ 3,292,032.15	100%

Overview



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MIKUS CAPITAL MANAGEMENT

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

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charles SCHWAB
INSTITUTIONAL

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

Account Number 4553-5469

Statement Period February 1-29, 2012

Income Summary

Income Summary	This Period: Federally Tax-Exempt	This Period: Federally Taxable	Year to Date: Federally Tax-Exempt	Year to Date: Federally Taxable
Schwab One Interest	0.00	14.29	0.00	30.89
Total Income	**0.00**	**14.29**	**0.00**	**30.89**

Investment Detail - Cash

Cash	Market Value	% of Account Assets
Cash	1,771,139.65	54%
Total Cash	**1,771,139.65**	**54%**
Total Cash	**1,771,139.65**	**54%**

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value	% of Account Assets
CENTRAL FD CDA LTD CLA F CLASS A SYMBOL. CEF	16,400.0000	22.8700	375,068.00	11%
CENTRAL GOLDTRUST F TRUST UNIT SYMBOL: GTU	2,770.0000	64.4600	178,554.20	5%
Total Equities	**19,170.0000**		**553,622.20**	**17%**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.
CT2G2307-002720 475797

Investment Detail - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets
RS GLOBAL NATURAL ◊ RESOURCES FUND SYMBOL: RSNRX	5,353.7830	37.7500	202,105 31	6%
TOCQUEVILLE GOLD FUND ◊ SYMBOL: TGLDX	4,597.9780	78 8400	362,504.59	11%
VAN ECK GLOBAL HARD ◊ ASSETS FD CL I SYMBOL: GHAIX	4,044.3900	50.2500	203,230.60	6%
Total Equity Funds	**13,996.1510**		**767,840.50**	**23%**
Total Mutual Funds	**13,996.1510**		**767,840.50**	**23%**

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value	% of Account Assets
MARKET VECTORS ETF TRUST AGRIBUSINESS SYMBOL· MOO	3,790.0000	52.6200	199,429.80	6%
Total Other Assets	**3,790.0000**		**199,429.80**	**6%**

Total Investment Detail	**3,292,032.15**
Total Account Value	**3,292,032.15**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.
CT2G2307-002720 475798

Transaction Detail - Deposits & Withdrawals

Transaction Date	Process Date	Activity	Description	Location	Credit/(Debit)
02/07/12	02/07/12	Funds Paid	WIRED FUNDS DISBURSED		(50,000.00)
Total Deposits & Withdrawals					**(50,000.00)**

The total deposits activity for the statement period was $0.00. The total withdrawals activity for the statement period was $50,000.00.

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

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
02/28/12	02/28/12	Credit Interest	SCHWAB1 INT 01/30-02/27	14.29
Total Dividends & Interest				**14.29**

01/30 through 02/27: $14.29 based on .010% average Schwab One interest rate paid on 29 days in which your account had an average daily balance of $1,784,932.03

Transaction Detail - Fees & Charges

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
02/07/12	02/07/12	Service Fee	WIRED FUNDS FEE	(25.00)
Total Fees & Charges				**(25.00)**

Total Transaction Detail	**(50,010.71)**

Endnotes For Your Account

Symbol	Endnote Legend
◊	Dividends paid on this security will be automatically reinvested.

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

CT2G2307-002720 475799

UBS

UBS Financial Services Inc
800 South Gay Street East
Plaza Tower, Suite A
Knoxville TN 37929-9729

ANP7000496889 0212 KA 0

Resource Management Account

February 2012

LUCILLE S THOMPSON FAMILY
FOUNDATION U/A 3/11/88
CUMBERLAND TRUST TTEE
40 BURTON HILLS BLVD
SUITE 300
NASHVILLE TN 37215-6292

Account name: LUCILLE S THOMPSON FAMILY FOUNDATION U/A 3/11/88
Friendly account name: LTFF Mutual Fd
Account number: KA 15551 TT

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

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

Visit our website:
www ubs com/financialservices

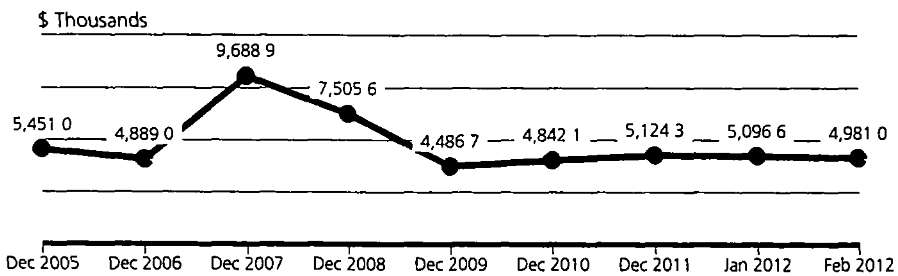
Items for your attention

- If you use UBS Online Services, consider changing you User Name and Password regularly to protect you personal data Not enrolled? Go to ubs com/onlineservices

Value of your account

	on January 31 ($)	on February 29 ($)
Your assets	5,096,634 09	4,980,960.35
Your liabilities	0 00	0 00
Value of your account	**$5,096,634.09**	**$4,980,960.35**

Tracking the value of your account



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

Sources of your account growth during 2012

Value of your account at year end 2011	$5,124,343 84
Your investment return	
Dividend and interest income	$16,000 51
Change in market value	-$159,384 00
Value of your account on Feb 29, 2012	**$4,980,960.35**

UBS

Friendly account name: LTFF Mutual Fd
Account number: KA 15551 TT

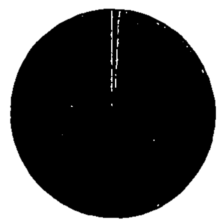
Your account balance sheet

Summary of your assets

		Value on February 29 ($)	Percentage of your account
A	Cash and money balances	37,988 35	0 76%
B	Cash alternatives	0.00	0 00%
C	Equities	0 00	0 00%
D	Fixed income	0 00	0 00%
E	Alternative strategies	4,942,972 00	99 24%
F	Broad commodities	0.00	0 00%
G	Real estate	0.00	0 00%
H	Other	0.00	0 00%
Total assets		**$4,980,960.35**	**100.00%**

Value of your account **$4,980,960.35**

Your current asset allocation



Eye on the markets

	Percentage change	
Index	February 2012	Year to date
S&P 500	4 32%	9.00%
Russell 3000	4.23%	9 49%
MSCI - Europe, Australia & Far East	5.77%	11 43%
Barclays Capital Aggregate Bond Index 10+ Yrs	-0.38%	0.87%

Interest rates on February 29, 2012

3-month Treasury bills 0 11%

One-month LIBOR. 0 24%

Account name: LUCILLE S THOMPSON FAMILY
Friendly account name: LTFF Mutual Fd
Account number: KA 15551 TT

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

Change in the value of your account

	February 2012 ($)	Year to date ($)
Opening account value	**$5,096,634.09**	**$5,124,343.84**
Dividend and interest income	16,000 26	16,000 51
Change in market value	-131,674 00	-159,384 00
Closing account value	**$4,980,960.35**	**$4,980,960.35**

Dividend and interest income earned

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

	February 2012 ($)	Year to date ($)
Taxable dividends	0 26	0 45
Private investment distributions	16,000 00	16,000 00
Total current year	**$16,000.26**	**$16,000.45**
Prior year adjustment	0 00	0 06
Total dividend & interest	**$16,000.26**	**$16,000.51**

Summary of gains and losses

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

	Realized gains and losses		Unrealized
	February 2012 ($)	Year to date ($)	gains and losses ($)
Long term	0 00	0 00	345,200 66

Cash activity summary

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

	February 2012 ($)	Year to date ($)
Opening balances	**$21,988.09**	**$21,987.84**
Additions		
Dividend and interest income	16,000 26	16,000 51
Total additions	**$16,000.26**	**$16,000.51**
Net cash flow	**$16,000.26**	**$16,000.51**
Closing balances	**$37,988.35**	**$37,988.35**

Your investment objectives:

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

Your return objective:
Capital appreciation
Your risk profile:
Primary - Conservative
Secondary - None selected

Your account instructions

- Statement copies are sent to 2 interested parties
  - LUCILLE THOMPSON FAMILY FOUNDATION
  - CUMBERLAND TRUST AND INVESTMENT

Your assets

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

Cash

Cash and money balances

Holding	Opening balance on Feb 1 ($)	Closing balance on Feb 29 ($)	Price per share on Feb 29 ($)	Average rate	Dividend/Interest period	Days in period
RMA MONEY MKT PORTFOLIO	21,988 09	37,988 35	1 00	0 01%	Jan 25 to Feb 22	29

Alternative strategies

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

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

Private equity funds

Holding	Units	Est Value per unit ($)	Est value total ($)	Issuer est value per unit ($)	Issuer est value total ($)	Distributions to date ($)	Original unit size ($)
UBS CARLYLE RLTY PRNR LP 9/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS	650,918 000	1 000	650,918 00			N/A	
UBS CARLYLE REALTY PARTNERS, LP NET COMMITMENT AMOUNT	1,000,000 000	--------- Not Priced ---------		--------- Not Priced ---------		N/A	
UBS MADISON DEARBORN LLC 9/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS	1,612,066 000	1 000	1,612,066 00			N/A	
UBS MADISON DEARBORN FUND LLC NET COMMITMENT AMOUNT	2,000,000 000	--------- Not Priced ---------		--------- Not Priced ---------		N/A	

continued next page

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

Holding	Units	Est Value per unit ($)	Est value total ($)	Issuer est value per unit ($)	Issuer est value total ($)	Distributions to date ($)	Original unit size ($)
UBS PRIVATE EQUITY FUND III LLC NET COMMITMENT AMOUNT	2,000,000 000	--------- Not Priced ---------		--------- Not Priced ---------		N/A	
UBS PRVT EQUITY III LLC 9/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS	1,376,995 000	1 000	1,376,995 00			N/A	
UBS REAL ESTATE OPP LLC 9/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS	574,288 000	1 000	574,288 00			N/A	
UBS REAL ESTATE OPP FUND LLC NET COMMITMENT AMOUNT	980,000 000	--------- Not Priced ---------		--------- Not Priced ---------		N/A	
Total			**$4,214,267.00**				

Hedge funds

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share ($)	Value ($)	Unrealized gain or loss ($)	Holding period
UBS JUNIPER CROSSOVER FUND L L C AS OF JANUARY 31, 2012	Nov 08, 00			4,404 00	1 000	132,890 00	128,486 00	LT
UBS WILLOW FUND LLC AS OF JANUARY 31, 2012	Nov 22, 00			379,100 34	1 000	595,815 00	216,714 66	LT
Total				**$383,504.34**		**$728,705.00**	**$345,200.66**	

Your total assets

		Value on Feb 29 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**37,988.35**	**0.76%**	**37,988.35**		
Alternative strategies	Private equity funds	4,214,267 00				
	Hedge funds	728,705 00		383,504 34		345,200 66
	Total alternative strategies	**4,942,972.00**	**99.24%**	**383,504.34**		**345,200.66**
Total		**$4,980,960.35**	**100.00%**	**$421,492.69**		**$345,200.66**

Account name: LUCILLE S THOMPSON FAMILY
Friendly account name: LTFF Mutual Fd
Account number: KA 15551 TT

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

Account activity this month

	Date	Activity	Description	Amount ($)
Dividend and interest income				
Taxable dividends	Feb 23	Dividend	RMA MONEY MKT PORTFOLIO AS OF 02/22/12	0 26
	Total taxable dividends			**$0.26**
Miscellaneous	Feb 10	Distribution	UBS PRVT EQUITY III LLC 9/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS	16,000 00
	Total miscellaneous			**$16,000.00**
	Total dividend and interest income			**$16,000.26**

	Date	Activity	Description	Amount ($)
Money balance activities	**Jan 31**	**Balance forward**		**$21,988.09**
	Feb 13	Bought	RMA MONEY MKT PORTFOLIO	16,000 00
	Feb 23	Bought	RMA MONEY MKT PORTFOLIO AS OF 02/22/12	0 26
	Feb 29	**Closing RMA Money Mkt. Portfolio**		**$37,988.35**

The RMA Money Market Portfolio is your primary sweep option

- 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).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions LUCILLE S. THOMPSON FAMILY FOUNDATION CUMBERLAND TRUST, TTE	Employer identification number (EIN) or [X] 58-1788548
File by the extended due date for filing the return See instructions	Number, street, and room or suite number If a P O box, see instructions TABCO P.O. Box 11146	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions Knoxville, TN 37939	

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

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

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

- The books are in care of ► ______
  Telephone No ► ______ 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 ► [X] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 1/15 , 20 13.

5 For calendar year ____ , or other tax year beginning 3/01 , 20 11 , and ending 2/29 , 20 12 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

7 State in detail why you need the extension . Additional time is needed to prepare a complete and accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**8a**	$ 0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Lila Pflugn Title ► Executive Director Date ► 10-11-12

Form **8868** (Rev January 2012)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No. 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions. LUCILLE S. THOMPSON FAMILY FOUNDATION CUMBERLAND TRUST, TTE	Employer identification number (EIN) or [X] 58-1788548
	Number, street, and room or suite number If a P O box, see instructions P.O. Box 11146	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions KNOXVILLE, TN 37939-1146	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

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

- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ► [ ] If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 10/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► [ ] calendar year 20____ or

► [X] tax year beginning 3/01, 20 11, and ending 2/29, 20 12.

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

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

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