See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

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 JUL 1, 2011 , and ending JUN 30, 2012

Name of foundation: THE THOMPSON CHARITABLE FOUNDATION

A Employer identification number: 58-1754763

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

B Telephone number: 865-588-0491

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

C If exemption application is pending, check here ▶ ☐

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: [X] 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) ▶$ 35,570,879.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2.	2.		
	4 Dividends and interest from securities	1,109,828.	1,109,828.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,533,088.			
	b Gross sales price for all assets on line 6a 36,735,209.				
	7 Capital gain net income (from Part IV, line 2)		2,533,088.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	3,466.	0.		STATEMENT 1
	12 **Total.** Add lines 1 through 11	3,646,384.	3,642,918.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	37,904.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	2,555.	0.		0.
	16a Legal fees				
	b Accounting fees STMT 2	10,733.	5,366.		5,367.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	20,004.	0.		0.
	19 Depreciation and depletion	1,035.	517.		
	20 Occupancy	17,158.	8,579.		8,579.
	21 Travel, conferences, and meetings	5,428.	2,714.		2,714.
	22 Printing and publications				
	23 Other expenses STMT 4	36,719.	27,094.		9,625.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	131,536.	44,270.		26,285.
	25 Contributions, gifts, grants paid	1,566,900.			1,566,900.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,698,436.	44,270.		1,593,185.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,947,948.			
	b **Net investment income** (if negative, enter -0-)		3,598,648.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED NOV 19 2012 OGDEN, UT IRS-OSC

SCANNED NOV 28 2012

LHA For Paperwork Reduction Act Notice, see instructions.

9-14 15

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	494,404.	35,563,586.	35,563,586.
	2 Savings and temporary cash investments	2,684.	5,098.	5,098.
	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 6	12,723,113.	0.	0.
	c Investments - corporate bonds STMT 7	20,399,501.	0.	0.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 36,407.			
	Less accumulated depreciation ▶ 34,212.	3,229.	2,195.	2,195.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	33,622,931.	35,570,879.	35,570,879.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	33,622,931.	35,570,879.	
	30 **Total net assets or fund balances**	33,622,931.	35,570,879.	
	31 **Total liabilities and net assets/fund balances**	33,622,931.	35,570,879.	

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	33,622,931.
2 Enter amount from Part I, line 27a	2	1,947,948.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	35,570,879.
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	35,570,879.

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	ATTACHMENT-SHORT TERM	P	VARIOUS	VARIOUS
b	ATTACHMENT-LONG TERM	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS	P		
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,159,950.		1,127,951.	31,999.
b	35,574,041.		33,074,170.	2,499,871.
c	1,218.			1,218.
d				
e				

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

	(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				31,999.
b				2,499,871.
c				1,218.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 2,533,088.

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	1,538,481.	34,797,233.	.044213
2009	1,418,500.	32,086,862.	.044208
2008	2,098,867.	31,468,195.	.066698
2007	2,334,729.	45,411,308.	.051413
2006	2,688,058.	47,907,827.	.056109

2	Total of line 1, column (d)	2 .262641
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 .052528
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4 34,657,833.
5	Multiply line 4 by line 3	5 1,820,507.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6 35,986.
7	Add lines 5 and 6	7 1,856,493.
8	Enter qualifying distributions from Part XII, line 4	8 1,593,185.

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		1	71,973.
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-)		2	0.
3	Add lines 1 and 2		3	71,973.
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	71,973.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 20,972.		
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	20,972.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	36.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	51,037.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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 ▶ DEBBIE BLACK, EXECUTIVE DIRECTOR Telephone no. ▶ (865)588-0491

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

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

		Yes	No
16 At any time during calendar year 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

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	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ _____, _____, _____, _____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 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	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		37,904.	2,555.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	31,960,126.
b	Average of monthly cash balances		1b	3,225,491.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	35,185,617.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	35,185,617.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	527,784.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	34,657,833.
6	**Minimum investment return.** Enter 5% of line 5		6	1,732,892.

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

1	Minimum investment return from Part X, line 6		1	1,732,892.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 71,973.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	71,973.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,660,919.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,660,919.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,660,919.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,593,185.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,593,185.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,593,185.

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				1,660,919.
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				
b From 2007 74,926.				
c From 2008 556,651.				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	631,577.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 1,593,185.				
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				1,593,185.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	67,734.			67,734.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	563,843.			
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	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	563,843.			
10 Analysis of line 9:				
a Excess from 2007 7,192.				
b Excess from 2008 556,651.				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 9

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE			SEE ATTACHED SCHEDULE	1,566,900.
Total			▶ 3a	1,566,900.
b *Approved for future payment*				
SEE ATTACHED SCHEDULE			SEE ATTACHED SCHEDULE	130,000.
Total			▶ 3b	130,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2.	
4 Dividends and interest from securities			14	1,109,828.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	2,533,088.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a LITIGATION SETTLEMENT			14	1,052.	
b CLAT ANNUITY PROCEEDS			14	2,414.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,646,384.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	3,646,384.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Merle A Wolfe 11/14/12 ▶ PRESIDENT

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BEN M. ALEXANDER, CPA	Ben Alexander	11/12/12		P00646380

Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN, P.C. Firm's EIN ▶ 62-1199757

Firm's address ▶ 10024 INVESTMENT DRIVE, STE 200 KNOXVILLE, TN 37932 Phone no. (865) 691-9000

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENT	1,052.	0.	
CLAT ANNUITY PROCEEDS	2,414.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,466.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	10,733.	5,366.		5,367.
TO FORM 990-PF, PG 1, LN 16B	10,733.	5,366.		5,367.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	19,940.	0.		0.
PERSONAL PROPERTY TAXES	64.	0.		0.
TO FORM 990-PF, PG 1, LN 18	20,004.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,183.	1,092.		1,091.
INVESTMENT EXPENSE	17,467.	17,467.		0.
MANAGEMENT FEE	6,985.	3,493.		3,492.
MISCELLANEOUS EXPENSE	20.	10.		10.
OFFICE EXPENSES	4,126.	2,063.		2,063.

TELEPHONE	5,938.	2,969.		2,969.
TO FORM 990-PF, PG 1, LN 23	36,719.	27,094.		9,625.

FOOTNOTES STATEMENT 5

PART I AND PART VIII

THE THOMPSON CHARITABLE FOUNDATION HAS ONE LEASED EMPLOYEE NAMED DEBBIE BLACK. HER COMPENSATION AND EMPLOYEE BENEFITS HAVE BEEN INCLUDED ON LINES 13 AND 15 OF PART I AND LINE 1 OF PART VIII.

PART II

THE THOMPSON CHARITABLE FOUNDATION HAS A CHARITABLE LEAD ANNUITY TRUST ON DEPOSIT WITH NORTHERN TRUST. THE END OF YEAR BALANCE AS REPORTED ON LINE 2 OF PART II IS $5,098. THE CHANGE IN THE ACCOUNT BALANCE FROM THE PRIOR YEAR IS $2,414. THIS AMOUNT HAS BEEN REPORTED ON LINE 11 OF PART I AS OTHER INCOME.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS PER ATTACHED SCHEDULE	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS PER ATTACHED SCHEDULE	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MERLE D. WOLFE 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	PRESIDENT 3.00	0.	0.	0.
DEBBIE BLACK 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	EXECUTIVE DIRECTOR 20.00	37,904.	2,555.	0.
SYLVIA M. THOMPSON 4500 CAMERON VALLEY PKWAY #450 CHARLOTTE, NC 28211	DIRECTOR 1.00	0.	0.	0.
GREGORY E. ERICKSON P.O. BOX 23530 KNOXVILLE, TN 37933	DIRECTOR 1.00	0.	0.	0.
GINNY THOMPSON 216 PERRIN PLACE CHARLOTTE, NC 28207	DIRECTOR 1.00	0.	0.	0.

JESSIE L. THOMPSON 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
JOANNE T. MANOFSKY 11 BROOKLAWN CHASE ASHEVILLE, NC 28803	DIRECTOR 1.00	0.	0.	0.
J. KYLE DERHAM 1301 MCKINNEY STREET, SUITE 400 HOUSTON, TX 77010	DIRECTOR 1.00	0.	0.	0.
J. MATTHEW DERHAM 2619 PALMER AVENUE NEW ORLEANS, LA 70118	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		37,904.	2,555.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 9
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

865-588-0491

FORM AND CONTENT OF APPLICATIONS

LETTER OF NOT MORE THAN TWO PAGES DESCRIBING THE PROJECT

ANY SUBMISSION DEADLINES

MARCH 31, JUNE 30, SEPTEMBER 30, DECEMBER 31

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

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

Part II, Lines 10b and 10c

	June 30, 2012		June 30, 2011	
	Cost	Market	Cost	Market
Bonds				
J. P Morgan Inst Bond Fund	0	0	$ 8,501,009	$ 6,725,619
Morgan Stanley Institutional Fund	0	0	11,898,492	10,611,082
Totals	-	-	20,399,501	17,336,701
Stocks				
Dodge & Cox International Stock Fund	0	0	3,045,310	3,052,862
Vanguard PAC Stock Index Fund	0	0	2,801,712	2,690,081
Vanguard Instl Index Fund	0	0	6,191,960	10,576,742
SUNOCO	0	0	684,132	1,876,950
Totals	0	0	12,723,114	18,196,635
Totals	0	0	33,122,615	$ 35,533,336

THOMPSON CHARITABLE FOUNDATION VANGUARD
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
2177.65 MFO DODGE & COX INTL STK	12/20/2011	06/26/2012	63,500.28	62,999.53	500.75
39023.55 MFO JPMORGAN CORE PLUS	05/31/2012	06/26/2012	328,968.51	323,461.98	5,506.53
46531.5 MFO MORGAN STANLEY INSTL FD CORE PLUS FXD INC INSTL	04/03/2012	06/26/2012	476,017.23	459,466.17	16,551.06
393.54 MFO VANGUARD INSTL INDEX FD SH BEN INT OPEN END FD	03/29/2012	06/26/2012	47,799.37	50,554.26	-2,754.89
1407.27 MFO VANGUARD INSTL INDEX FD SH BEN INT OPEN END FD	12/27/2011	06/26/2012	170,927.02	159,766.87	11,160.15
7966.9 MFO VANGUARD INTL EQTY INDEX FD INC PAC PORTFOLIO	12/20/2011	06/26/2012	72,737.80	71,702.07	1,035.73
Totals			1159950.00	1127951.00	31,999.00

JSA
1F0971 2.000

THOMPSON CHARITABLE FOUNDATION VANGUARD
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
71210.58 MFO MORGAN STANLEY INSTL FD CORE PLUS FXD INC INSTL	01/01/1970	10/24/2011	700,000.00	837,132.78	-137,132.78
.91 SUNCOKE ENERGY INC COM	01/01/1970	01/18/2012	12.18	4.27	7.91
42515.28 MFO VANGUARD INTL EQTY	12/21/2007	05/02/2012	417,500.00	490,897.05	-73,397.05
13174.5 MFO DODGE & COX INTL STK	12/28/2007	05/03/2012	417,499.99	561,296.39	-143,796.40
69828.82 MFO DODGE & COX INTL STK	12/21/2010	06/26/2012	2036208.75	2484013.54	-447,804.79
819198.4 MFO JPMORGAN CORE PLUS	05/31/2011	06/26/2012	6905841.98	8501008.71	-1595166.73
994159.13 MFO MORGAN STANLEY INSTL FD CORE PLUS FXD INC INSTL	04/04/2011	06/26/2012	10170247.66	11061358.87	-891,111.21
23870. SUNCOKE ENERGY INC COM USD0.01	01/01/1970	06/26/2012	314,797.65	111,976.47	202,821.18
45000. SUNOCO INC	01/01/1970	06/26/2012	2128447.79	572,151.04	1556296.75
87129.09 MFO VANGUARD INSTL INDEX FD SH BEN INT OPEN END FD	03/30/2011	06/26/2012	10582699.03	6143516.40	4439182.63
208191.25 MFO VANGUARD INTL EQTY	12/21/2010	06/26/2012	1900786.11	2310814.45	-410,028.34
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			35574041.00	33074170.00	2499871.00
Totals			35574041.00	33074170.00	2499871.00

JSA
1F0970 2.000

The Thompson Charitable Foundation				Oct 7,2011 & April 26th			
Grants Paid 7/1/2011 thru 6/30/2012		Grants Paid 7/1/2011 thru 6/30/2012	PY Due Remaining Due	CY Grants Approved	CY Grants Paid	CY Grants Remaining Due	FutureGrants Remaining Due
Aid to Distressed Families of Appalachian Counties		$ 10,000		10000	$ 10,000	$ -	
Attn Annie Cacheiro, Executive Director							
P O Box 5953							
Oak Ridge, TN 37831							
Alice Lloyd College		$ 50,000		50000	$ 50,000	$ -	
Attn Joe Alan Stepp, President							
100 Purpose Road							
Pippa Passes, KY 41844							
American Heart Association		$ 5,000		5000	$ 5,000	$ -	
Attn Margo Perkins, Director, Foundation Relations							
1101 Northchase Parkway, Suite 1							
Marietta, GA 30067							
Appalachia Service Project		$ 60,000		60000	$ 60,000	$ -	
Attn Walter B Crouch, President & CEO							
4523 Bristol Highway							
Johnson City, TN 37601							
Appalachian Agency for Senior Citizens		$ 50,000		50000	$ 50,000	$ -	
Attn Regina Sayers, Executive Director							
P O Box 765							
Cedar Bluff, VA 24609							
Bell County Emergency Medical Service		$ 12,300		12300	$ 12,300	$ -	
Attn Josh Peters, Director							
P O Box 851							
Pineville, KY 40977							
Big Brothers Big Sisters of East TN		$ 5,000		5000	$ 5,000	$ -	
Attn Myra V Yeatman, CEO							
119 W Summit Hill Drive, Suite 101							
Knoxville, TN 37902							
Blount County Schools		$ 10,000		10000	$ 10,000	$ -	
Attn John Dalton, Ed D , Pre-K, Elementary & Technology Supervisor							
831 Grandview Drive							
Maryville, TN 37803							

Blount Mansion Association		$ 10,000		10000	$ 10,000	$ -	
Attn Patricia Brake Rutenberg, Ph D , Executive Director							
P O Box 1703							
Knoxville, TN 37901							
Buchanan Neighbors United, Inc		$ 25,000		25000	$ 25,000	$ -	
Attn Gertrude Hibbitts, Executive Director							
P O Box 1463							
Grundy, VA 24614							
Bluefield College		$ 50,000		50000	$ 50,000	$ -	
Attn David W Olive, President							
3000 College Drive							
Bluefield, VA 24605							
Buchanan County Youth, Inc		$ 18,000		18000	$ 18,000	$ -	
Attn Frannie B Minton, R N , Director							
18765 Riverview Drive							
Vansant, VA 24656							
CAC Beardsley Community Farm		$ 25,000		25000	$ 25,000	$ -	
AttnL Barbara Kelly, Executive Director							
P O Box 51650							
Knoxville, TN 37950							
Cancer Support Community		$ 10,000		10000	$ 10,000	$ -	
Attn Beth A Hamil, Executive Director							
2230 Sutherland Avenue							
Knoxville, TN 37919							
Catholic Charities of East TN, Inc		$ 15,000		15000	$ 15,000	$ -	
Attn Fr Ragan Schriver, LAPSW, Executive Director							
3009 Lake Brook Boulevard							
Knoxville, TN 37909							
Center for Christian Action, Inc		$ 6,000		6000	$ 6,000	$ -	
Attn Sheila V Edwards, Program Director							
P O Box 608							
Pochahontas, VA 24635							
Chaplain Service Prison Ministry of Virginia, Inc		$ 5,000		5000	$ 5,000	$ -	
Attn Cecil E McFarland, President							
2317 Westwood Avenue, 103A							
Richmond, VA 23230							

Childhelp Children's Center of East TN		$ 10,000		10000	$ 10,000	$ -	
Attn Hugh Nystrom, Director of Operations							
2505 Kingston Pike							
Knoxville, TN 37919							
Christian Record for the Blind		$ 3,000		3000	$ 3,000	$ -	
Attn Tim Arner, Area Representative							
8602 Peppertree Lane							
Knoxville, TN 37923							
Come-Unity Cooperative Care		$ 30,000		30000	$ 30,000	$ -	
Attn Linda Gilreath, Executive Director							
P O Box 56							
London, KY 40743-0056							
Community School of the Arts		$ 8,000		8000	$ 8,000	$ -	
Attn Jennifer Willard, Executive Director							
620 State Street							
Knoxville, TN 37902							
Cumberland College		$ 10,000		10000	$ 10,000	$ -	
Attn Jim Taylor, President							
6191 College Station Drive							
Williamsburg, KY 40769							
Cutshin Volunteer Fire & Rescue Department, Inc		$ 6,600		6600	$ 6,600	$ -	
Attn Michael Joseph, Chief							
P O Box 2							
Yeaddiss, KY 41777							
Dogwood Arts Festival		$ 1,000		1000	$ 1,000	$ -	
Attn Alaine McBee, Director of Programs							
Dogwood Arts Festival							
602 S Gay Street, Mezzanine Level							
Knoxville, TN 37902							
First Tee of Williams Creek		$ 25,000		25000	$ 25,000	$ -	
Attn Diondre Jackson, Executive Director							
2351 Dandridge Avenue							
Knoxville, TN 37915							
Fish Hospitality Pantries		$ 60,000		60000	$ 60,000	$ -	
Attn Jim Wright, President							
800 Northshore Drive							
Knoxville, TN 37917							

Focus Prison Ministries		$ 5,000		5000	$ 5,000	$ -	
Attn Rev Steve Humphreys, Executive Director							
6300 Deane Hill Drive							
Knoxville, TN 37919							
Frontier Nursing University		$ 20,000		20000	$ 20,000	$ -	
Attn Susan E Stone, President and Dean							
195 School Street							
Hyden, KY 41749							
Girls, Inc		$ 5,000		5000	$ 5,000	$ -	
Attn Carol Mullane, Executive Director							
P O Box 7040							
Oak Ridge, TN 37831							
The Great Schools Partnership	Yr 2 of 3 yr pledge	$100,000	100000		$100,000	$0	100000
Attn Buzz Thomas, President							
912 S Gay Street							
Knoxville, TN 37902							
Habitat for Humanity Knoxville		$ 6,000		6000	$ 6,000	$ -	
Attn Robert A Ellis, Jr , Chief Development Officer							
P O Box 27478							
Knoxville, TN 37927							
A Hand Up for Women		$ 12,000		12000	$ 12,000	$ -	
Attn Linda Williams, Director							
P O Box 3216							
Knoxville, TN 37927							
Harvest Food Pantry		$ 15,000		15000	$ 15,000	$ -	
Attn Kenneth Dyer, Lead Pastor, Harvest Christian Fellowship							
2505 Washington Pike							
Knoxville, TN 37917							
Haven House, Inc		$ 15,000		15000	$ 15,000	$ -	
Attn Ken Cooper, President							
P O Box 134							
Alcoa, TN 37701							
Interfaith Health Clinic		$ 25,000		25000	$ 25,000	$ -	
Attn Kelly E Mainor, Assistant Director							
315 Gill Avenue							
Knoxville, TN 37917							

Knoxville Museum of Art	yr 2 of 5 yr pledge	$ 10,000	10000		$ 10,000	$ -	$ 30,000
Attn Donna Dempster, Director of Development							
1050 World's Fair Park Drive							
Knoxville, TN 37916-1653							
L K L P Head Start Program, Inc		$ 63,000		63000	$ 63,000	$ -	
Attn Renee Sexton, Director							
165 Carr Creek Hill Road							
Red Fox, KY 41847							
Laurel County Habitat for Humanity		$ 100,000		100000	$ 100,000	$ -	
Attn Alison F Schaefer, Chairman, Fund Raising & PR Committee							
P O Box 1264							
London, KY 40741							
Laurel County Older Persons Activity Center		$ 25,000		25000	$ 25,000	$ -	
Attn Donna Stanifer, Executive Director							
426-1/2 Est 4th Street							
London, KY 40741							
Legacy Hospice, Inc		$ 15,000		15000	$ 15,000	$ -	
Attn Patricia Smith, R N , Agency Director							
1963 Second Street							
Richlands, VA 24641							
Leslie County Little League		$ 5,000		5000	$ 5,000	$ -	
Attn Wallace Barger, Treasurer							
P O Box 1755							
Hyden, KY 41749							
Leslie County School Sytem Youth Services Center		$ 3,000		3000	$ 3,000	$ -	
Attn Lesley Horton, Director							
P O Box 970							
Hyden, KY 41749							
Make-A-Wish Foundation		$ 4,000		4000	$ 4,000	$ -	
Attn Stephanie Wilkins, Director of Development							
510 South Willow Street							
Chattanooga, TN 37404							
Maryville College	yr 2 of 2 yr pledge	$ 50,000	50000		$ 50,000	$ -	
Attn Tom Bogart, President							
502 E Lamar Alexander Parkway							
Maryville, TN 37804-5907							

Michael Dunn Center		$ 20,000		20000	$ 20,000	$ -	
Attn Wade Creswell, VP Development & Public Relations							
629 Gallaher Road							
Kingston, TN 37763							
Mount Olive Music Academy, Inc		$ 5,000		5000	$ 5,000	$ -	
Attn Mary P Cherry-Marks, Director							
1601 Dandridge Avenue							
Knoxville, TN 37915							
New Opportunity School for Women		$ 25,000		25000	$ 25,000	$ -	
Attn Lori Sliwa, Executive Director							
204 Chestnut Street							
Berea, KY 40403							
The Next Door Knoxville		$ 20,000		20000	$ 20,000	$ -	
Attn Linda Leathers, CEO							
P O Box 282							
Knoxville, TN 37901							
Panco Youth Center		$ 14,000		14000	$ 14,000	$ -	
Attn Jerry Rice, Director							
9626 Highway 148							
Oneida, KY 40972							
Pellissippi State Foundation		$ 24,000		24000	$ 24,000	$ -	
Attn Les Fout, Director, Major Gift Development							
P O Box 22990							
Knoxville, TN 37933							
Richlands Athletic League, Inc		$ 15,000		15000	$ 15,000	$ -	
Attn David W Lamie, Vice President							
P O Box 1737							
Richlands, VA 24641							
The Salvation Army		$ 50,000		50000	$ 50,000	$ -	
Attn Adam Fields, Divisional Resource Development Director							
216 W Chestnut Street							
Louisville, KY 40201							
Save the Children Federation, Inc (Scott County, TN)		$ 10,000		10000	$ 10,000	$ -	
Attn Miyuki Arikawa, Manager, Foundations and Trusts							
54 Wilton Road							
Westport, CT 06880							

Saving Little Hearts, Inc		$ 20,000		20000	$ 20,000	$ -	
Attn Karin Coulter, Executive Director							
5629 Barineau Lane							
Knoxville, TN 37920							
Second Harvest Food Bank of East TN		$ 25,000		25000	$ 25,000	$ -	
Attn Elaine Streno, Executive Director							
136 Harvest Lane							
Maryville, TN 37801							
Southwest Virginia Community College		$ 50,000		50000	$ 50,000	$ -	
Attn Susan Lowe Hagy, Great Expectations Campus Coach							
P O Box SVCC							
Richlands, VA 24641							
Steps House, Inc		$ 10,000		10000	$ 10,000	$ -	
Attn Patrick W White, CEO							
712 Boggs Avenue							
Knoxville, TN 37920							
Stinnett Volunteer Fire & Rescue, Inc		$ 2,000		2000	$ 2,000	$ -	
Attn Lawrence Duff, Chief							
P O Box 241							
Hoskinston, KY 40844							
Sunrise Center, Inc		$ 15,000		15000	$ 15,000	$ -	
Attn Charlotte Stanley, Executive Director							
P o Box 1871							
Richlands, VA 24641							
The Tazewell Athletic Foundation, Inc		$ 50,000		50000	$ 50,000	$ -	
Attn Chad Murray, President							
511 Palm Street							
Tazewell, VA 24651							
Tennessee Baptist Adult Homes		$ 7,000		7000	$ 7,000	$ -	
Attn Jim Highland, Director of Development							
P O Box 728							
Brentwood, TN 37024							
Thousandsticks Volunteer Fire and Rescue, Inc		$ 15,000		15000	$ 15,000	$ -	
Attn Anna Carol Jones, Treasurer							
P O Box 1624							
Hyden, KY 41749							

Tri-County Health Clinic		$ 50,000		50000	$ 50,000	$ -	
Attn Mary Ann Sizemore, Executive Director							
P O Box 202							
Richlands, VA 24641							
University of Tennesee College of Nursing		$ 30,000		30000	$ 30,000	$ -	
Attn Victoria P Niederhauser, Dean							
1200 Volunteer Boulevard							
Knoxville, TN 37996-4180							
Volunteer Ministry Center		$ 39,000		39000	$ 39,000	$ -	
Attn Ginny Weatherstone, CEO							
511 North Broadway							
Knoxville, TN 37917							
Wooton Volunteer Fire & Rescue Department		$ 18,000		18000	$ 18,000	$ -	
Attn Johnny Kilburn, Chief							
P O Box 1							
Wooton, KY 41776							
YMCA of Buchanan County		$ 50,000		50000	$ 50,000	$ -	
Attn Carol Bozzer, Executive Director							
P O Box 1450							
Grundy, VA 24614							
Youth Transitions, Inc		$ 5,000		5000	$ 5,000	$ -	
Attn Chris Harper, Sr , President							
301 Cheshire Drive							
Knoxville, TN 37919							
	Total:	**$ 1,566,900**	**$ 160,000**	**$ 1,406,900**	**$ 1,566,900**		**$ 130,000**

ADDITIONAL SCHEDULES - Continued
THE THOMPSON CHARITABLE FOUNDATION 58-1754763
FORM 990-PF
Year Ended June 30, 2012

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

Recipient	Purpose of Grant	Amount
The Great Schools Partnership Attn Buzz Thomas, President 912 S Gay Street Knoxville, TN 37902	Yr 3 of 3 yr pledge	100,000 00
Knoxville Museum of Art Attn. David Butler, Executive Director 1050 World's Fair Park Drive Knoxville, TN 37916-1653	yr 3 of 5 yr pledge $10,000	30,000 00
	Total	130,000 00