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

2012

For calendar year 2012, or tax year beginning 3/01 **, 2012, and ending** 2/28 , 2013

LUCILLE S. THOMPSON FAMILY FOUNDATION
DBA BFF, 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: ☒ 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) ► $ 7,260,911.

J Accounting method: ☒ 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).)*

	Line	Description	(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 ► ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	113,887.	113,887.	113,887.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	87,548.			
	b	Gross sales price for all assets on line 6a 619,416.				
	7	Capital gain net income (from Part IV, line 2)		87,548.		
	8	Net short-term capital gain			4,879.	
	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	156,002.	156,002.		
	12	**Total.** Add lines 1 through 11	357,437.	357,437.	118,766.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc.	143,005.			71,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	10,010.			10,010.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch)				
	c	Other prof fees (attach sch) See St. 2	34,947.	34,947.		
	17	Interest	7,856.	7,856.		
	18	Taxes (attach schedule)(see instrs) See Stm 3	66,833.	3,115.		9,400.
	19	Depreciation (attach sch) and depletion				
	20	Occupancy	17,047.			17,047.
	21	Travel, conferences, and meetings	2,869.			2,869.
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 4	144,566.	116,549.		28,017.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	427,133.	162,467.		138,343.
	25	Contributions, gifts, grants paid Part XV	703,630.			703,630.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,130,763.	162,467.	0.	841,973.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-773,326.			
	b	**Net investment income** (if negative, enter -0-)		194,970.		
	c	**Adjusted net income** (if negative, enter -0-)			118,766.	

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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	39,798.	23,702.	23,702.
	2 Savings and temporary cash investments	1,808,960.	717,140.	717,140.
	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)	5,836,962.	6,314,337.	6,520,069.
	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)	7,685,720.	7,055,179.	7,260,911.
LIABILITIES	17 Accounts payable and accrued expenses	436.	3,957.	
	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)	436.	3,957.	
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	-22,429,167.	-23,063,229.	
	30 **Total net assets or fund balances** (see instructions)	7,685,284.	7,051,222.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	7,685,720.	7,055,179.	

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	7,685,284.
2	Enter amount from Part I, line 27a	2	-773,326.
3	Other increases not included in line 2 (itemize) ► See Statement 5	3	139,264.
4	Add lines 1, 2, and 3	4	7,051,222.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	7,051,222.

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 LT CAP GAIN DIST	P	Various	Various
c	VARIOUS PARTNERSHIP CAPITAL GAINS	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	600,630.		487,455.	113,175.
b	13,060.			13,060.
c	4,879.			4,879.
d			44,413.	-44,413.
e	847.			847.

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				113,175.
b				13,060.
c				4,879.
d				-44,413.
e				847.

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	87,548.
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	4,879.

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))
2011	773,468.	9,085,579.	0.085131
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

2	**Total** of line 1, column (d)	2	0.563777
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	0.112755
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,821,555.
5	Multiply line 4 by line 3	5	881,919.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,950.
7	Add lines 5 and 6	7	883,869.
8	Enter qualifying distributions from Part XII, line 4	8	841,973.

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	3,899.
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	3,899.
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	3,899.
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a: 2,974.		
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	2,974.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	925.
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 2013 estimated tax** ► **Refunded** ►	11	

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3	X	
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	X	
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 2012 or the taxable year beginning in 2012 (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)*

		Line	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

		Line	Yes	No
16	At any time during calendar year 2012, 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.

			Line	Yes	No
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b	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 2012?		1 c		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
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.)		2 b	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__				
3 a	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 2012 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 2012.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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 2012?		4 b		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		12,021.	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	143,005.	10,010.	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	20,248.
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	7,872,749.
b	Average of monthly cash balances	1b	67,916.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,940,665.
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	7,940,665.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	119,110.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,821,555.
6	**Minimum investment return.** Enter 5% of line 5	6	391,078.

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	391,078.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 3,899.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	3,899.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	387,179.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	387,179.
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	387,179.

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	841,973.
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	841,973.
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	841,973.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				387,179.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 — 1,285,634.				
b From 2008 — 1,239,218.				
c From 2009 — 787,006.				
d From 2010 — 410,565.				
e From 2011 — 320,071.				
f **Total** of lines 3a through e	4,042,494.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 841,973.				
a Applied to 2011, 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 2012 distributable amount				387,179.
e Remaining amount distributed out of corpus	454,794.			
5 Excess distributions carryover applied to 2012 *(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	4,497,288.			
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 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	1,285,634.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	3,211,654.			
10 Analysis of line 9:				
a Excess from 2008 — 1,239,218.				
b Excess from 2009 — 787,006.				
c Excess from 2010 — 410,565.				
d Excess from 2011 — 320,071.				
e Excess from 2012 — 454,794.				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 or e-mail 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	703,630.
Total ► **3a**				703,630.
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	113,887.	
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	156,002.	
8 Gain or (loss) from sales of assets other than inventory					87,548.
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)				269,889.	87,548.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 357,437.

(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, Trustee
by [signature], VP | 1-13-14 | 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	1-10-14		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	$ 156,002.	$ 156,002.	
Total	$ 156,002.	$ 156,002.	$ 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 MANAGEMET	$ 32,270.	$ 32,270.		
RETIREMENT PLAN MANAGEMENT	2,677.	2,677.		
Total	$ 34,947.	$ 34,947.	$ 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
BUSINESS TAX	$ 54,318.			
FOREIGN TAXES PAID	3,115.	$ 3,115.		
PAYROLL TAXES	9,400.			$ 9,400.
Total	$ 66,833.	$ 3,115.	$ 0.	$ 9,400.

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	$ 494.			$ 494.
COMPUTER EXPENSES	7,111.			7,111.
INSURANCE	4,995.			4,995.
OFFICE EXPENSES	7,663.			7,663.
PARTNERSHIP ALLOCATIONS	116,549.	$ 116,549.		
PROFESSIONAL DEVELOPMENT	944.			944.
PROFESSIONAL DUES	1,194.			1,194.
SUBSCRIPTIONS	1,000.			1,000.
TELEPHONE & INTERNET	4,616.			4,616.
Total	$ 144,566.	$ 116,549.	$ 0.	$ 28,017.

Statement 5
Form 990-PF, Part III, Line 3
Other Increases

NET PARTNERSHIP ALLOCATION	$ 139,264.
Total	$ 139,264.

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	Compen-sation	Contri-bution 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.
CUMBERLAND TRUST & INVESTMENT 104 WOODMONT BLVD NASHVILLE, TN 37205-2245	Trustee 0	12,021.	0.	0.
	Total	$ 12,021.	$ 0.	$ 0.

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

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

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

Street Address:	P.O. BOX 11146
City, State, Zip Code:	KNOXVILLE, TN 37939-1146
Telephone:	865-588-2836
E-Mail Address:	
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 d/b/a BFF
Contributions
March 2012 through February 2013

EIN: 58-1788548

Date	Name	Memo	Amount
3/8/12	Ramsey House Plantation	Lawnmower/trailer grant	7,000.00
3/16/12	Borrego Pass School	Worldstrides-Washington DC class trip	5,000.00
3/19/12	Lemonade Day	Ambassor of Lemonade Day	1,000.00
3/19/12	St. Martin of Tours School	Technology project	3,000.00
3/20/12	Aspen Writers' Foundation	2012 National Council	2,500.00
3/21/12	Alzheimer's Tennessee, Inc.	BFF Walk Team support	500.00
3/27/12	Christ Episcopal Church of Aspen	Pledge payment	12,500.00
3/27/12	St. John's Cathedral	Pledge payment	1,250.00
4/4/12	Aspen Art Museum.	2012 Art Crush	10,000.00
4/4/12	Aspen Music Festival & School	Sweeney Todd Benefit	5,000.00
4/4/12	Charleston Waterkeeper	Water Ball 2012	5,000.00
4/10/12	National Cathedral School	Contribution	10,000.00
4/11/12	Women's Cancer Research Fund	Contribution	2,500.00
4/23/12	C.A.R.E.	Contribution	1,000.00
4/23/12	National Museum of Animals and Society	Contribution	1,000.00
4/23/12	St. Lucas Lutheran Church	Cindy's Corner Ministry	1,000.00
4/30/12	AYSO Region 69	Contribution	1,000.00
5/2/12	Basalt High School Booster Club	Roaring Fork Charity Classic	2,500.00
5/16/12	The Aspen Institute.	Society of Fellows	3,500.00
5/16/12	The Aspen Institute.	Contribution	2,500.00
5/31/12	Pauline S. Schneegas Wildlife Foundation	Flight Cage	10,000.00
6/14/12	Chris Klug Foundation	Contribution	500.00
6/14/12	Farm Sanctuary	Contribution	500.00
6/14/12	Aspen Center for Environmental Studies	ACES Summer Naturalist	5,000.00
6/14/12	Aspen Community Foundation	Quality of Life Cancer Project	2,500.00
6/14/12	Aspen Youth Center.	Contribution	1,000.00
6/14/12	Teachers Across Borders	Contribution	1,000.00
6/26/12	Christ Episcopal Church of Aspen	Church landscape project	7,850.00
6/27/12	Christ Episcopal Church of Aspen	Pledge payment	12,500.00
6/27/12	Duke University	Pledge payment	5,000.00
6/27/12	University of Tennessee	Pledge payment	10,000.00
6/27/12	McCallie School	Pledge payment	5,000.00
6/27/12	St. John's Cathedral	Pledge payment	1,250.00
6/29/12	Marshall Direct Fund	Education work	1,000.00
6/29/12	Cerebral Palsy Center	Emergency assistance due to thefts	3,000.00
6/30/12	Aspen Valley Ski/Snowboard Club.	2012-2013 National Council	10,000.00
6/30/12	Mercy & Sharing	Mercy & Sharing Learning Academy	30,000.00
7/6/12	Charleston Waterkeeper	Operations	8,000.00
7/9/12	The Buddy Program.	Boogies Buddies	2,500.00
7/13/12	Roaring Fork Conservancy.	River Guardian Sponsor	6,000.00
7/18/12	Friends of Aspen Animal Shelter	Dancing for the Dogs and Cats Sponsor	5,500.00
7/31/12	Jazz Aspen Snowmass	Contribution	1,000.00
8/10/12	The MVAT Foundation	Contribution	800.00
8/13/12	Aspen Music Festival & School	Contribution	1,500.00
8/17/12	Charleston Waterkeeper	Pledge payment	40,000.00
8/28/12	The Sunrise School	Contribution	500.00
9/5/12	Helen Ross McNabb Foundation	2012 Knoxville Challenger	5,000.00
9/14/12	American College of the Building Arts	Red Party Sponsor	10,000 00
9/24/12	The Cooper School	Contribution	10,000.00
9/28/12	St. Martin of Tours School	Annual Fund	2,500.00
9/28/12	The Buckley School	Annual Fund	5,000.00
9/28/12	Christ Episcopal Church of Aspen	Pledge payment	12,500.00
9/28/12	St. John's Cathedral	Pledge payment	1,250.00
11/16/12	St. Martin of Tours School	Contribution	500.00
11/16/12	Prairie Dog Coalition of HSUS	Sponsor - Living on Burrowed Time	10,000.00
12/1/12	Leadership Knoxville, Inc.	Alumni Dues	250.00
12/3/12	H2J Foundation	Contribution	5,000.00

Lucille S. Thompson Family Foundation d/b/a BFF
Contributions
March 2012 through February 2013

Date	Name	Memo	Amount
12/4/12	Aspen Writers' Foundation	2013 National Council	2,500.00
12/13/12	Aspen Valley Ski/Snowboard Club.	Contribution	1,000.00
12/18/12	Halsey Institute of Contemporary Art	Matching contribution	10,000.00
12/21/12	Mountain Rescue-Aspen, Inc.	Contribution	200.00
12/21/12	Aspen Art Museum.	2013 National Council	10,000.00
12/21/12	Aspen Youth Center.	Contribution	3,000.00
12/21/12	Spellbinders	Contribution	1,000.00
12/21/12	Farm Sanctuary	Contribution	500.00
12/22/12	Cerebral Palsy Center	Contribution	10,000.00
12/31/12	Aspen Art Museum.	Pledge payment	50,000.00
12/31/12	Aspen Valley Ski/Snowboard Club.	Pledge payment	25,000.00
12/31/12	Christ Episcopal Church of Aspen	Pledge payment	12,500.00
12/31/12	Christ Episcopal Church of Aspen	Pledge payment	33,333.00
12/31/12	Dream Connection	Matching pledge	16,067.00
12/31/12	St. John's Cathedral	Pledge payment	1,250.00
12/31/12	Town of Louisville Building Fund	Pledge payment	50,000.00
1/15/13	St. Martin of Tours School	Annual Fund	5,000.00
1/30/13	Helen Ross McNabb Foundation	Therapeutic PreSchool prgm	10,000.00
1/30/13	Aspen Music Festival & School	Pledge payment	100,000.00
2/4/13	The Cooper School	Security system grant	11,630 00
2/12/13	The Time In Children's Arts Initiative	Contribution	2,000.00
2/12/13	Halsey Institute of Contemporary Art	Pledge payment	15,000.00
2/15/13	Aspen Music Festival & School	2013 Annual Fund	17,000.00
2/26/13	The University of Tennessee Foundation	Contribution	5,000.00
	Total		703,630.00

Part IV. Line 1a. Charles Schwab Attachment EIN: 58-1788548

Mikus Capital Management, Inc.
PO Box 3428
125 Worth Avenue, Suite 200
Palm Beach, FL 33480
561.514.0975
wjmikus@mikuscapitalmanagement.com
www.mikuscapitalmanagement.com

Realized Gains and Losses By Category

From 03/01/2012 to 02/28/2013

Cumberland Trust & Investment Co Foundation Acct #. 45535469

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

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Long Term Gains	Sell Method
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	100 000	2,015.95	1,488.07	527.88	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	48.000	967.66	714.25	253.41	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	100.000	2,015 95	1,488.07	527.88	First In Firs
			148 000	2,983 61	2,202.32	781.29	
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	50.000	1,007 43	744.02	263.41	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	2.000	40.30	29.76	10.54	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	98.000	1,974 55	1,458.31	516.24	First In Firs
			100.000	2,014.85	1,488 07	526.78	
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	2.000	40.30	29.76	10.54	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	98.000	1,974 55	1,458.31	516 24	First In Firs
			100.000	2,014.85	1,488.07	526.78	
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	2.000	40.30	29.76	10.54	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	100.000	2,014 85	1,488.07	526.78	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	100.000	2,014.85	1,488.07	526 78	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	100.000	2,014 85	1,488.07	526.78	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	198.000	3,989 41	2,946.39	1,043.02	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	200 000	4,029 71	2,976.15	1,053.56	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	200.000	4,029.71	2,976.15	1,053.56	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	200 000	4,029 71	2,976 15	1,053.56	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	200.000	4,029 71	2,976 15	1,053.56	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	200.000	4,029.72	2,976 15	1,053.57	First In Firs
			1,500.000	30,222.82	22,321.11	7,901.71	
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	2.000	40.30	29.76	10.54	First In Firs

Part IV, Line 1a   Charles Schwab Attachment   EIN: 581788548

Realized Gains and Losses By Category

From 03/01/2012 to 02/28/2013

Cumberland Trust & Investment Co   Foundation   Acct #: 45535469

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

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Long Term Gains	Sell Method
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	98.000	1,974.55	1,458 31	516.24	First In Firs
			100.000	2,014.85	1,488.07	526.78	
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	98.000	1,974.56	1,458.31	516.25	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	102.000	2,055 15	1,517.84	537.31	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	200.000	4,029 71	2,976.15	1,053.56	First In Firs
			400.000	8,059 42	5,952.30	2,107.12	
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	202.000	4,070.01	3,005.91	1,064.10	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	300.000	6,044.56	4,464 22	1,580.34	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	300.000	6,044 56	4,464.22	1,580.34	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	300.000	6,044.56	4,464.16	1,580.40	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	400.000	8,059.42	5,952.30	2,107.12	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	400.000	8,059.42	5,952 14	2,107.28	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	1,698.000	34,212.23	25,267.52	8,944.71	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	2,200.000	44,326.82	32,737 64	11,589.18	First In Firs
			5,800.000	116,861.58	86,308 11	30,553.47	
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	500 000	10,074.27	7,440.38	2,633.89	First In Firs
Central Fd Cda Ltd Cla	05/27/2010	06/07/2012	147 000	2,961.83	2,187.47	774.36	First In Firs
			8,945.000	180,231.46	133,107.99	47,123.47	
Market Vectors Agribusiness ETF	09/29/2010	02/22/2013	100.000	5,396.65	4,714.21	682.44	First In Firs
Market Vectors Agribusiness ETF	08/17/2011	02/22/2013	10.000	539.67	504.60	35.07	First In Firs
Market Vectors Agribusiness ETF	08/17/2011	02/22/2013	90 000	4,856.99	4,541.62	315.37	First In Firs
			200.000	10,793 31	9,760.43	1,032.88	
Market Vectors Agribusiness ETF	08/17/2011	02/22/2013	100.000	5,396.95	5,046.04	350.91	First In Firs
Market Vectors Agribusiness ETF	08/17/2011	02/22/2013	300.000	16,189.96	15,138.13	1,051.83	First In Firs
Market Vectors Agribusiness ETF	08/17/2011	02/22/2013	400 000	21,587.82	20,184 17	1,403.65	First In Firs
Market Vectors Agribusiness ETF	08/17/2011	02/22/2013	300.000	16,189 96	15,138.13	1,051 83	First In Firs

Part IV Line 1a   Charles Schwab Attachment   EIN: 58-1788548

Realized Gains and Losses By Category

From 03/01/2012 to 02/28/2013

Cumberland Trust & Investment Co   Foundation   Acct #: 45535469

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

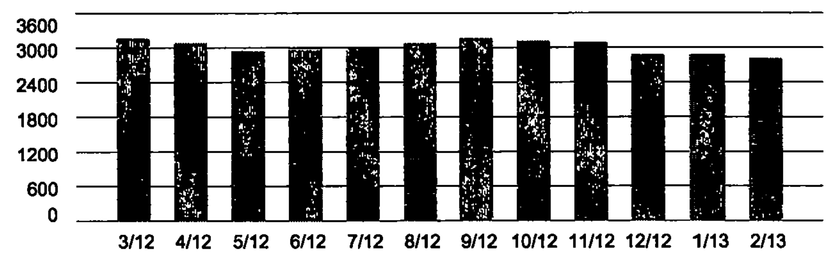
Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Long Term Gains	Sell Method
Market Vectors Agribusiness ETF	08/17/2011	02/22/2013	150.000	8,094.98	7,569.06	525.92	First In Firs
Market Vectors Agribusiness ETF	08/17/2011	02/22/2013	1,300.000	70,160.41	65,598.56	4,561.85	First In Firs
			2,750.000	148,413.39	138,434.52	9,978.87	
RS Global Natural	03/19/2009	02/22/2013	3,777.658	140,000.00	76,233.13	63,766.87	First In Firs
Van Eck Global Hard Assets I	11/08/2010	02/22/2013	2,861.478	131,985.00	139,679.21	-7,694.21	First In Firs
Long Term Gains (Sales)				600,629.85	487,454 85	113,175.00	
Total Gains (Sales)				600,629.85	487,454 85	113,175.00	
Total Long Term Gains						113,175.00	
Total Gains						**113,175.00**	

NOTE: A "Date Acquired" of "04/01/60" means cost basis is unknown and market value is used instead.
A "Date Acquired" of "01/01/90" means cost basis is correct to the best of our knowledge and actual date acquired is unknown.
DISCLAIMER: This realized gain/loss information is an estimate only and does not account for disallowed losses resulting from wash sales. This report is based on information concerning your original purchases and reinvestments. It is provided in response to your request and with best efforts, but is not a substitute for tax information which normally comes from an accountant or the Custodian that holds your investments.

Change in Account Value

Change in Account Value	This Period	Year to Date
Starting Value	**$ 2,881,210.90**	**$ 2,880,180.50**
Cash Value of Purchases & Sales	(141,616.61)	(141,616.61)
Investments Purchased/Sold	141,616.61	141,616.61
Deposits & Withdrawals	0.00	0.00
Dividends & Interest	1,081.58	2,018.49
Fees & Charges	0.00	(4,850.23)
Transfers	0.00	0.00
Income Reinvested	0.00	0.00
Change in Value of Investments	(66,204.72)	(61,261.00)
Ending Value on 02/28/2013	**$ 2,816,087.76**	**$ 2,816,087.76**
Total Change in Account Value	[illegible]	[illegible]
Totals Includ. Deposits & Withdrawals		

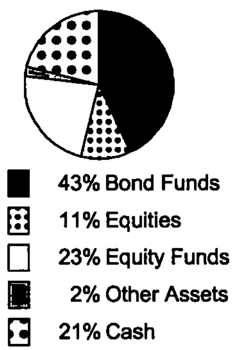
Account Value ($) Over Last 12 Months [in Thousands]



Asset Composition

Asset Composition	Market Value	% of Account Assets
Cash	$ 596,486.39	21%
Equities	308,766.25	11%
Bond Funds	1,211,055.24	43%
Equity Funds	643,349.48	23%
Other Assets	56,430.40	2%
Total Assets Long	**$ 2,816,087.76**	
Total Account Value	[illegible]	[illegible]

Overview



MIKUS CAPITAL MANAGEMENT

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

charles SCHWAB
INSTITUTIONAL

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

Account Number
4553-5469

Statement Period
February 1-28, 2013

Income Summary	This Period		Year to Date	
	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Schwab One Interest	0.00	5.44	0.00	12.22
Cash Dividends	0.00	1,076.14	0.00	2,006.27
Total Income	[illegible]	[illegible]	[illegible]	[illegible]

Investment Detail - Cash

Cash	Market Value	% of Account Assets
Cash	596,486.39	21%
Total Cash	[illegible]	21%
Total Cash	[illegible]	[illegible]

Investment Detail - Equities

Equities	Quantity	Market Price	Market Value	% of Account Assets
CENTRAL FD CDA LTD CLA F CLASS A SYMBOL: CEF	7,455.0000	19.5100	145,447.05	5%
CENTRAL GOLDTRUST F TRUST UNIT SYMBOL: GTU	2,770.0000	58.9600	163,319.20	6%
Total Equities	[illegible]		[illegible]	[illegible]

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

SIPC

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets
DOUBLELINE LOW DURATION BD I SYMBOL: DBLSX	61,946.9030	10.2200	633,097.35	22%
HARBOR BOND FUND INST CL SYMBOL: HABDX	23,677.9790	12.5300	296,685.08	11%
PIMCO SENIOR FLOATING RATE FD INST SYMBOL: PSRIX	27,281.5530	10.3100	281,272.81	10%
Total Bond Funds	[illegible]		[illegible]	[illegible]

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets
RS GLOBAL NATURAL ◊ RESOURCES FUND SYMBOL: RSNRX	1,592.4290	37.1300	59,126.89	2%
SCHWAB FUNDAMENTAL US LARGE CO INDEX SYMBOL: SFLNX	24,245.0390	11.6000	281,242.45	10%
TOCQUEVILLE GOLD FUND ◊ SYMBOL: TGLDX	4,717.6960	52.1100	245,839.14	9%

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

Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets
VAN ECK GLOBAL HARD ◊ ASSETS FD CL I SYMBOL: GHAIX	1,253.0920	45.6000	57,141.00	2%
Total Equity Funds	[illegible]		[illegible]	[illegible]
Total Mutual Funds	[illegible]		[illegible]	[illegible]

Investment Detail - Other Assets

Other Assets	Quantity	Market Price	Market Value	% of Account Assets
MARKET VECTORS ETF TRUST AGRIBUSINESS SYMBOL: MOO	1,040.0000	54.2600	56,430.40	2%
Total Other Assets	[illegible]		[illegible]	[illegible]

Total Investment Detail	[illegible]
Total Account Value	[illegible]

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

Transaction Detail - Purchases & Sales

Bond Funds Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
02/25/13	02/22/13	Bought	PIMCO SENIOR FLOATING RATE FD INST: PSRIX	27,281.5530	10.3000	(281,015.00)
Total Bond Funds Activity						[illegible]

Equity Funds Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
02/25/13	02/22/13	Sold	RS GLOBAL NATURAL RESOURCES FUND: RSNRX	(3,777.6580)	37.0600	140,000.00
02/25/13	02/22/13	Bought	SCHWAB FUNDAMENTAL US LARGE CO INDEX: SFLNX	24,245.0390	11.5900	(281,000.00)
02/25/13	02/22/13	Sold	VAN ECK GLOBAL HARD ASSETS FD CL I: GHAIX	(2,861.4780)	46.1300	131,985.00
Total Equity Funds Activity						[illegible]

Other Assets Activity

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
02/27/13	02/22/13	Sold	MARKET VECTORS ETF TRUST AGRIBUSINESS: MOO	(200.0000)	53.9710	10,793.31
02/27/13	02/22/13	Sold	MARKET VECTORS ETF TRUST AGRIBUSINESS: MOO	(100.0000)	53.9740	5,396.95
02/27/13	02/22/13	Sold	MARKET VECTORS ETF TRUST AGRIBUSINESS: MOO	(300.0000)	53.9710	16,189.96

Transaction Detail - Purchases & Sales (continued)

Other Assets Activity (continued)

Settle Date	Trade Date	Transaction	Description	Quantity	Unit Price	Total Amount
02/27/13	02/22/13	Sold	MARKET VECTORS ETF TRUST AGRIBUSINESS: MOO	(400.0000)	53.9740	21,587.82
02/27/13	02/22/13	Sold	MARKET VECTORS ETF TRUST AGRIBUSINESS: MOO	(300.0000)	53.9710	16,189.96
02/27/13	02/22/13	Sold	MARKET VECTORS ETF TRUST AGRIBUSINESS: MOO	(150.0000)	53.9710	8,094.98
02/27/13	02/22/13	Sold	MARKET VECTORS ETF TRUST AGRIBUSINESS: MOO	(1,300.0000)	53.9740	70,160.41
Total Other Assets Activity						[illegible]
Total Purchases & Sales						[illegible]

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

Transaction Date	Process Date	Activity	Description	Credit/(Debit)
02/27/13	02/27/13	Credit Interest	SCHWAB1 INT 01/30-02/26	5.44
02/28/13	02/28/13	Cash Dividend	DOUBLELINE LOW DURATION: DBLSX	971.37
02/28/13	02/28/13	Cash Dividend	PIMCO SENIOR FLOATING: PSRIX	104.77
Total Dividends & Interest				[illegible]

01/30 through 02/26: $5.44 based on .010% average Schwab One interest rate paid on 28 days in which your account had an average daily balance of $716,274.36.

Total Transaction Detail	(40,535.03)

UBS

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

APZ2001112893 0213 KA 1

Resource Management Account

February 2013

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

00032429 02 AT 0.381 02 TR 00160 B201B035 000000 cpl
LUCILLE THOMPSON FAMILY
FOUNDATION
PO BOX 11146
KNOXVILLE TN 37939-1146

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

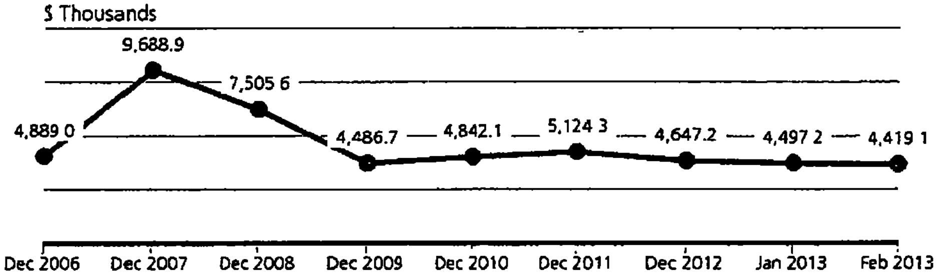
Questions about your statement?
Call your Financial Advisor or the RMA ResourceLine at 800-RMA-1000, account 352015551

Visit our website:
www.ubs.com/financialservices

Value of your account

	on January 31 ($)	on February 28 ($)
Your assets	4,497,176.39	4,419,111.37
Your liabilities	0.00	0.00
Value of your account	**$4,497,176.39**	**$4,419,111.37**

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 2013

Value of your account at year end 2012	$4,647,174.48
Net deposits and withdrawals	-$200,000.00
Your investment return:	
Dividend and interest income	$101,502 89
Change in market value	-$129,566 00
Value of your account on Feb 28, 2013	**$4,419,111.37**

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

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

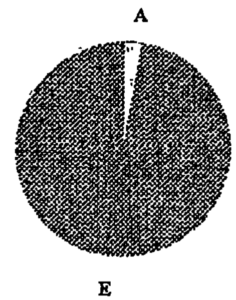
Your account balance sheet

Summary of your assets

		Value on February 28 ($)	Percentage of your account
A	Cash and money balances	119,143.37	2.70%
B	Cash alternatives	0.00	0.00%
C	Equities	0.00	0.00%
D	Fixed income	0.00	0 00%
E	Non-traditional	4,299,968.00	97.30%
F	Commodities	0 00	0.00%
G	Other	0.00	0.00%
Total assets		**$4,419,111.37**	**100.00%**

Value of your account **$4,419,111.37**

Your current asset allocation



Eye on the markets

Index	Percentage change February 2013	Percentage change Year to date
S&P 500	1.36%	6.61%
Russell 3000	1.33%	6 89%
MSCI - Europe, Australia & Far East	-0.92%	4.32%
Barclays Capital U S. Aggregate Bond Index	0 50%	-0.20%

Interest rates on February 28, 2013

3-month Treasury bills: 0.10%

One-month LIBOR: 0 20%

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

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

Change in the value of your account

	February 2013 ($)	Year to date ($)
Opening account value	**$4,497,176.39**	**$4,647,174.48**
Withdrawals and fees, including investments transferred out	-50,000.00	-200,000.00
Dividend and interest income	101,500.98	101,502.89
Change in market value	-129,566 00	-129,566 00
Closing account value	**$4,419,111.37**	**$4,419,111.37**

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 2013 ($)	Year to date ($)
Taxable dividends	0.98	2 37
Private investment distributions	101,500.00	101,500 00
Total current year	**$101,500.98**	**$101,502.37**
Prior year adjustment	0.00	0.52
Total dividend & interest	**$101,500.98**	**$101,502.89**

Summary of gains and losses

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

	Realized gains and losses		Unrealized
	February 2013 ($)	Year to date ($)	gains and losses ($)
Long term	0.00	19,051.39	-282,101.65

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 2013 ($)	Year to date ($)
Opening balances	**$67,642.39**	**$191,125.48**
Additions		
Dividend and interest income	101,500 98	101,502.89
Proceeds from investment transactions	0 00	26,515.00
Total additions	**$101,500.98**	**$128,017.89**
Subtractions		
Other funds debited	-50,000 00	-200,000.00
Total subtractions	**-$50,000.00**	**-$200,000.00**
Net cash flow	**$51,500.98**	**-$71,982.11**
Closing balances	**$119,143.37**	**$119,143.37**

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

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

Your assets

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

Cash

Cash and money balances

Holding	Opening balance on Feb 1 ($)	Closing balance on Feb 28 ($)	Price per share on Feb 28 ($)	Average rate	Dividend/Interest period	Days in period
RMA MONEY MKT. PORTFOLIO	67,642 39	119,143.37	1.00	0 01%	Jan 25 to Feb 21	28

Non-traditional

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	644,823 000	1 000	644,823 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	1,716,563.000	1.000	1,716,563.00			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 › Non-traditional › 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	1,260,295.000	1.000	1,260,295.00			N/A	
UBS REAL ESTATE OPP LLC 9/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS	579,851.000	1 000	579,851.00			N/A	
UBS REAL ESTATE OPP FUND LLC NET COMMITMENT AMOUNT	980,000.000	Not Priced		Not Priced		N/A	
Total			**$4,201,532.00**				

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 DECEMBER 31, 2012	Nov 08, 00			1,437.31	1.000	31,441.00	30,003 69	LT
UBS WILLOW FUND LLC AS OF JANUARY 31, 2013	Nov 22, 00			379,100.34	1.000	66,995.00	-312,105 34	LT
Total				**$380,537.65**		**$98,436.00**	**-$282,101.65**	

Your total assets

		Value on Feb 28 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	Cash and money balances	119,143.37	2.70%	119,143.37		
Non-traditional	Private equity funds	4,201,532.00				
	Hedge funds	98,436.00		380,537 65		-282,101 65
	Total non-traditional	4,299,968.00	97.30%	380,537.65		-282,101.65
Total		**$4,419,111.37**	**100.00%**	**$499,681.02**		**-$282,101.65**

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

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

Account activity this month

	Date	Activity	Description	Amount ($)
Dividend and interest income				
Taxable dividends	Feb 22	Dividend	RMA MONEY MKT. PORTFOLIO AS OF 02/21/13	0.98
	Total taxable dividends			**$0.98**
Miscellaneous	Feb 5	Distribution	UBS CARLYLE REALTY PARTNERS LP DISTRIBUTION CUSIP. 1439999B8	8,500.00
	Feb 6	Distribution	UBS PRVT EQUITY III LLC 9/30 NAV ADJ FOR RECENT CALLS/DISTRIBUTIONS CUSIP 939990396	93,000.00
	Total miscellaneous			**$101,500.00**
	Total dividend and interest income			**$101,500.98**

	Date	Activity	Description	Amount ($)
Other funds debited	Feb 12	Withdrawal	FEDERAL FUNDS TO Lucille Thompson family Fou AT Cumberland Trust and Invest	-50,000.00
	Total other funds debited			**-$50,000.00**

	Date	Activity	Description	Amount ($)
Money balance activities	Jan 31	**Balance forward**		**$67,642.39**
	Feb 6	Bought	RMA MONEY MKT. PORTFOLIO	8,500.00
	Feb 7	Bought	RMA MONEY MKT PORTFOLIO	93,000.00
	Feb 13	Sold	RMA MONEY MKT. PORTFOLIO AS OF 02/12/13	-50,000.00
	Feb 22	Bought	RMA MONEY MKT PORTFOLIO AS OF 02/21/13	0.98
	Feb 28	**Closing RMA Money Mkt. Portfolio**		**$119,143.37**

The RMA Money Market Portfolio is your primary sweep option.

Form **8868** (Rev January 2013)

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 extention 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 DBA BFF, CUMBERLAND TRUST, TTE	Employer identification number (EIN) or 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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

  Telephone No. ► (865)588-2836 FAX No. ► (865)588-2110
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ► [ ] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 10/15, 20 13, 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 12, and ending 2/28, 20 13.

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**	$ 2,974.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$ 0.

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

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	LUCILLE S. THOMPSON FAMILY FOUNDATION DBA BFF, CUMBERLAND TRUST, TTE	58-1788548
File by the extended due date for filing your 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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in care of ► LILA K. PFLEGER
  Telephone No. ► (865)588-2836 FAX No. ► (865)588-2110
- If the organization does not have an office or place of business in the United States, check this box ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ► [ ] . If it is for part of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 1/15, 20 14.

5 For calendar year ____ , or other tax year beginning 3/01, 20 12, and ending 2/28, 20 13.

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**	$ 2,974.
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 Pfleger Title ► Executive Dir Date ► 10-14-13