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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2014

Open to Public Inspection

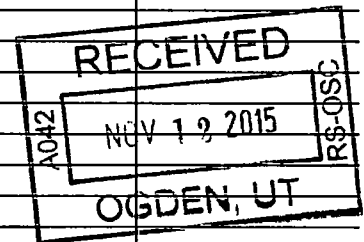
For calendar year 2014 or tax year beginning

, and ending

Name of foundation VERNON F. THOMPSON & MAE E. THOMPSON CHARITABLE FOUNDATION		A Employer identification number 31-6649958
Number and street (or P.O. box number if mail is not delivered to street address) C/O DAVID BOLESTA 6138 SIMPSON AVE.	Room/suite	B Telephone number (314) 290-3300
City or town, state or province, country, and ZIP or foreign postal code ST. LOUIS, MO 63139		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,946,499.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		70,153.	70,153.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		755,672.			
b Gross sales price for all assets on line 6a 1,007,166.					
7 Capital gain net income (from Part IV, line 2)			755,672.		
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		1,802.	0.		STATEMENT 1
12 Total. Add lines 1 through 11		827,627.	825,825.		
13 Compensation of officers, directors, trustees, etc		20,000.	16,000.		4,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		1,625.	813.		812.
c Other professional fees STMT 3		11,219.	11,219.		0.
17 Interest					
18 Taxes STMT 4		2,783.	371.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		20.	20.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		35,647.	28,423.		4,812.
25 Contributions, gifts, grants paid		103,000.			103,000.
26 Total expenses and disbursements. Add lines 24 and 25		138,647.	28,423.		107,812.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		688,980.			
b Net investment income (if negative, enter -0-)			797,402.		
c Adjusted net income (if negative, enter -0-)				N/A	

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VERNON F. THOMPSON & MAE E. THOMPSON
CHARITABLE FOUNDATION

Form 990-PF (2014)

31-6649958

Page 2

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	221,416.	325,928.	325,928.
	2 Savings and temporary cash investments			
	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 ▶ 660,511.			
	Less: allowance for doubtful accounts ▶ 0.	0.	660,511.	660,511.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 6	234,974.	165,612.	174,448.
	b Investments - corporate stock STMT 7	468,910.	479,533.	771,703.
	c Investments - corporate bonds STMT 8	277,866.	273,652.	278,749.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	637,734.	623,544.	735,160.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,840,900.	2,528,780.	2,946,499.	
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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,840,900.	2,528,780.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	1,840,900.	2,528,780.		
31 Total liabilities and net assets/fund balances	1,840,900.	2,528,780.		

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)	1,840,900.
2 Enter amount from Part I, line 27a	688,980.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	2,529,880.
5 Decreases not included in line 2 (itemize) ▶ BASIS ADJUSTMENT	1,100.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	2,528,780.

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 PUBLICLY TRADED SECURITIES		VARIOUS	12/31/14
b PUBLICLY TRADED SECURITIES		VARIOUS	12/31/14
c SEC LITIGATION		VARIOUS	12/31/14
d CAPITAL GAINS DIVIDENDS			
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 7,886.		7,810.	76.
b 986,166.		243,684.	742,482.
c 37.			37.
d 13,077.			13,077.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			76.
b			742,482.
c			37.
d			13,077.
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	755,672.
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 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 (col. (b) divided by col. (c))
2013	105,587.	2,191,116.	.048189
2012	106,762.	2,109,399.	.050613
2011	103,510.	2,158,329.	.047958
2010	94,985.	2,077,945.	.045711
2009	110,307.	1,904,343.	.057924

2 Total of line 1, column (d)	2	.250395
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	.050079
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,966,977.
5 Multiply line 4 by line 3	5	148,583.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,974.
7 Add lines 5 and 6	7	156,557.
8 Enter qualifying distributions from Part XII, line 4 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.	8	107,812.

VERNON F. THOMPSON & MAE E. THOMPSON
CHARITABLE FOUNDATION

Form 990-PF (2014)

31-6649958

Page 4

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	15,948.
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	15,948.
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	15,948.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,000.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	14,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	16,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	11.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	41.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 41. Refunded <input checked="" type="checkbox"/> 0.	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MO		
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	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2014)

VERNON F. THOMPSON & MAE E. THOMPSON
CHARITABLE FOUNDATION

31-6649958

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? Website address ► N/A	13	X	
14	The books are in care of ► RUBINBROWN, LLP Telephone no. ► 314-290-3300 Located at ► ONE NORTH BRENTWOOD BLVD., ST. LOUIS, MO ZIP+4 ► 63105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ► _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2014 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 2014.)	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 2014?	4b	X

Form 990-PF (2014)

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 4945(d)(4)(A)? (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)? **N/A** ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☒

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **7b**

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**

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
DAVID J. BOLESTA 6138 SIMPSON AVE. ST. LOUIS, MO 63139	TRUSTEE 8.00	20,000.	0.	0.

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

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

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

VERNON F. THOMPSON & MAE E. THOMPSON
CHARITABLE FOUNDATION

Form 990-PF (2014)

31-6649958 Page 7

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 N/A	
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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2014)

**VERNON F. THOMPSON & MAE E. THOMPSON
CHARITABLE FOUNDATION**

31-6649958

Page 8

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	2,664,706.
b Average of monthly cash balances	1b	347,453.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	3,012,159.
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	3,012,159.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	45,182.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,966,977.
6 Minimum investment return. Enter 5% of line 5	6	148,349.

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	148,349.
2a Tax on investment income for 2014 from Part VI, line 5	2a	15,948.
b Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	15,948.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	132,401.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	132,401.
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	132,401.

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	107,812.
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	107,812.
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	107,812.

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.

Form 990-PF (2014)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				132,401.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			102,496.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 107,812.				
a Applied to 2013, but not more than line 2a			102,496.	
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 2014 distributable amount				5,316.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2013 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				127,085.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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 2014, 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			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 address of the person to whom applications should be addressed:
- 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:

VERNON F. THOMPSON & MAE E. THOMPSON
CHARITABLE FOUNDATION

Form 990-PF (2014)

31-6649958 Page 11

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				
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905		PC	GENERAL CHARITABLE PURPOSES OF ORGANIZATION	63,000.
THE FOUNDATION FIGHTING BLINDNESS 1350 EAST ARAPAHO ROAD, SUITE 238 RICHARDSON, TX 75081		PC	GENERAL CHARITABLE PURPOSES OF ORGANIZATION	25,000.
WASHINGTON UNIVERSITY SCHOOL OF MEDICINE CAMPUS BOX 8069, 425 S EUCLID AVE ST LOUIS, MO 63310		PC	GENERAL CHARITABLE PURPOSES OF ORGANIZATION	15,000.
Total			3a	103,000.
b Approved for future payment				
NONE				
Total			3b	0.

FORM 990-PF	OTHER INCOME	STATEMENT	1
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NON-TAXABLE DISTRIBUTIONS	1,802.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,802.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTANTING FEES	1,625.	813.		812.
TO FORM 990-PF, PG 1, LN 16B	1,625.	813.		812.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	11,219.	11,219.		0.
TO FORM 990-PF, PG 1, LN 16C	11,219.	11,219.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	371.	371.		0.
FEDERAL TAX PAYMENTS	412.	0.		0.
FEDERAL ESTIMATE TAX PAID	2,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,783.	371.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISC FEE	20.	20.		0.
TO FORM 990-PF, PG 1, LN 23	20.	20.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	X		165,612.	174,448.
TOTAL U.S. GOVERNMENT OBLIGATIONS			165,612.	174,448.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			165,612.	174,448.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	479,533.	771,703.
TOTAL TO FORM 990-PF, PART II, LINE 10B	479,533.	771,703.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	273,652.	278,749.
TOTAL TO FORM 990-PF, PART II, LINE 10C	273,652.	278,749.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHED	COST	468,824.	579,061.
CERTS OF DEP - SEE ATTACHED	COST	154,720.	156,099.
TOTAL TO FORM 990-PF, PART II, LINE 13		623,544.	735,160.

Vernon F. and Mae E. Thompson Charitable Foundation
Investments
12/31/14

DESCRIPTION	SHARES	BOOK BASIS AMOUNT
STOCKS:		
AMEREN CORP	200	8,006
ANADARKO PETROLEUM CORP	200	17,512
APPLE INC	245	3,649
AQUA AMERICAN INC	125	1,850
BANK OF AMERICA CORP	202	7,916
CELGENE CORP	100	12,208
CHEVRON CORP	100	9,903
CLOROX COMPANY	100	5,718
COCA COLA COMPANY	200	4,108
COLGATE PALMOLIVE CO	400	10,580
CONSOLIDATED EDISON	100	3,795
CVS CAREMARK CORP	100	6,797
DEERE & CO	200	12,871
DIRECTV COM	200	9,638
DOMINION RESOURCES INC	100	4,150
DOW CHEM CO	200	5,341
EASTMAN CHEMICAL CO	100	7,314
ELI LILLY & CO	200	10,048
ENERGY TRANSFER PARTNERS	100	6,180
ENTERPRISE PRODS PARTNERS LP COM	324	9,028
ENTERTAINMENT PPTYS	100	3,895
EXPRESS SCRIPTS INC	400	11,458
EXXON MOBIL CORP	100	7,376
FMC CORP	200	5,908
FEDERAL REALTY INVS TRUST	100	3,257
FRANCE TELECOM ADS	100	2,969
GENERAL ELECTRIC	200	5,073
GENUINE PARTS CO	100	3,508
INTEGRYS ENERGY GRP	200	9,810
INTL BUSINESS MACH CORP	50	5,022
ISHARES US REGIONAL BANKS ETF	450	15,732
JOHNSON & JOHNSON	200	12,103
JP MORGAN CHASE & CO	100	4,134
KELLOG COMPANY	100	4,819
KRAFT FOODS INC	33	775
MCCORMICK & CO INC	100	2,868
MCDONALDS CORP	200	17,627
MEDTRONIC INC.	300	16,494
METLIFE INC	300	11,830
MICROSOFT CORP	300	9,264
MONDELEZ INTERNATIONAL INC	100	1,447
MURPHY OIL CORP	150	7,939
MURPHY USA INC COM	37	1,281
NUSTAR GROUP HOLDING	100	2,460
ONEOK INC	200	2,331
ONE GAS INC (ONEOK)	50	339
ORACLE CORP	300	11,225
PEARSON PLC	100	1,360
PEPSICO INC	300	13,220
PLUM CREEK TIMBER CO	100	3,370
PROCTOR & GAMBLE CO	200	13,018
RPM INTERNATIONAL	100	1,825

Vernon F. and Mae E. Thompson Charitable Foundation
Investments
12/31/14

DESCRIPTION	SHARES	BOOK BASIS AMOUNT
AGENCY BONDS:		
US TREASURY NOTE 2.125% 2/29/16	50,000	49,981
Federal Home Ln Bks 1.375% 12/1/15	65,000	62,514
UST INFL IDX	42,000	53,117
TOTAL US GOV'T BONDS	157,000	165,612
CORPORATE BONDS:		
BANK AMER CORP 3.2% 05/15/22	25,000	25,000
FORD MOTOR CREDIT CO 3.45% 8/20/20	25,000	25,000
General Elec Cap Corp 4.000% 3/15/20	25,000	25,000
Goldman Sachs Group Inc 4.75% 10/15/24	25,000	25,000
TOTAL CORPORATE BONDS	100,000	100,000
MUTUAL BOND FUNDS:		
VANGUARD INFLATION PROTECTED SECS	343.612	4,327
LOOMIS SAYLES BOND FUND RETAIL	2,367.388	33,213
ISHARES INVESTMENT GRADE BOND FD	200.000	21,162
ISHARES INTERMEDIATE GOV'T BOND	225.000	24,949
DFA FIVE YEAR GLOBAL FIXED INCOME PORT	8,039.041	90,000
TOTAL MUTUAL BOND FUNDS	11,175.041	173,651
TOTAL CORPORATE BONDS	111,175.041	273,651
INVESTMENTS - NOTES RECEIVABLE		660,511

Vernon F. and Mae E. Thompson Charitable Foundation
Investments
12/31/14

DESCRIPTION	SHARES	BOOK BASIS
		AMOUNT
REALITY INCOME CORP	101	2,212
SOUTH JERSEY INDUSTRIES	100	3,240
SOUTHERN COMPANY	100	3,150
SPECTRA ENERGY CORP	51	0
STARBUCKS CORP	200	9,491
STRYKER CORP	300	14,110
SYSCO CORP	100	2,210
TEXTAINER GRP HLDGS LTD	100	3,545
TRW AUTOMOTIVE HOLDINGS INC	100	4,270
UNILEVER PLC	180	3,840
UNION PACIFIC CORP	100	17,393
UNITED TECHNOLOGIES CORP	100	7,310
VANGUARD INTL EQUITY INDEX	100	6,508
VERIZON COMMS INC	100	4,580
VEOLIA ENVIROMENT SPON	100	4,678
WALGREEN CO	200	11,811
WASTE MANAGEMENT INC	200	5,805
WELL FARGO	150	5,032
TOTAL CORPORATE STOCKS	11,248	479,533

EQUITY MUTUAL FUNDS:

DFA COMMODITY STRATEGY PORT	3,222.662	31,264
DFA EMERGING MARKETS	1,590.450	24,040
DFA INTERNATIONAL CORE EQUITY PORT	6,166.990	70,620
DFA INTL SMALL CAP VALUE	4,206.914	69,727
DFA INTL VALUE III PORT	4,106.844	73,702
DFA LARGE CAP VALUE III	1,576.177	26,078
DFA REAL ESTATE	950.282	18,591
DFA US CORE EQUITY 2	6,395.640	68,201
BRIDGEWAY OMNI SM CAP VALUE FD	6,777.661	62,912
DODGE & COX INTERNATIONAL	406.007	13,730
MERIDIAN VALUE FUND	282.749	9,961

TOTAL EQUITY MUTUAL FUNDS:

35,682.376	468,824
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FIXED INCOME: CDs & BAs

GOLDMAN SACHS BK 2.2% 12/03/19	45,000	44,751
GE CAP FINL INC 1.75% 5/04/17	57,000	57,020
BANK OF BARODA 2.15% 11/13/18	53,000	52,949

TOTAL FIXED INCOME: CDs & BAs

155,000	154,720
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