Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ 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.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning JUL 1, 2014 , and ending JUN 30, 2015

Name of foundation: THE THOMPSON CHARITABLE FOUNDATION

A Employer identification number: 58-1754763

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

B Telephone number: 865-588-0491

City or town, state or province, country, and ZIP or foreign postal code: KNOXVILLE, TN 37919

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 38,284,503.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ [X] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	10.	10.		
4 Dividends and interest from securities	673,442.	673,442.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	784,923.			
b Gross sales price for all assets on line 6a 10,886,756.				
7 Capital gain net income (from Part IV, line 2)		784,923.		
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	8,147.	0.		STATEMENT 1
12 Total. Add lines 1 through 11	1,466,522.	1,458,375.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	43,034.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits	1,260.	0.		0.
16a Legal fees				
b Accounting fees STMT 2	21,013.	10,506.		10,507.
c Other professional fees				
17 Interest				
18 Taxes STMT 3	54,492.	8,015.		0.
19 Depreciation and depletion	1,020.	510.		
20 Occupancy	20,101.	10,050.		10,050.
21 Travel, conferences, and meetings	11,098.	5,549.		5,549.
22 Printing and publications				
23 Other expenses STMT 4	184,839.	173,384.		11,453.
24 Total operating and administrative expenses. Add lines 13 through 23	336,857.	208,014.		37,559.
25 Contributions, gifts, grants paid	2,190,000.			2,190,000.
26 Total expenses and disbursements. Add lines 24 and 25	2,526,857.	208,014.		2,227,559.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,060,335.			
b Net investment income (if negative, enter -0-)		1,250,361.		
c Adjusted net income (if negative, enter -0-)			N/A	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	363,042.	600,907.	600,907.
	2	Savings and temporary cash investments	10,533.	13,251.	13,251.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	34,470,299.	33,234,715.	37,669,301.
	14	Land, buildings, and equipment: basis ▶ 38,606. Less accumulated depreciation ▶ 37,562.	2,064.	1,044.	1,044.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	34,845,938.	33,849,917.	38,284,503.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	34,845,938.	33,849,917.	
	30	**Total net assets or fund balances**	34,845,938.	33,849,917.	
	31	**Total liabilities and net assets/fund balances**	34,845,938.	33,849,917.	

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	34,845,938.
2	Enter amount from Part I, line 27a	2	-1,060,335.
3	Other increases not included in line 2 (itemize) ▶ ACCRUAL TO CASH ADJUSTMENT	3	64,768.
4	Add lines 1, 2, and 3	4	33,850,371.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	454.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	33,849,917.

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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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	10,886,756.		10,101,833.	784,923.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				784,923.

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	784,923.
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	1,507,692.	38,261,298.	.039405
2012	1,631,517.	35,841,912.	.045520
2011	1,593,185.	34,657,833.	.045969
2010	1,538,481.	34,797,233.	.044213
2009	1,418,500.	32,086,862.	.044208

2 Total of line 1, column (d)	2	.219315
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	.043863
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	38,535,169.
5 Multiply line 4 by line 3	5	1,690,268.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,504.
7 Add lines 5 and 6	7	1,702,772.
8 Enter qualifying distributions from Part XII, line 4	8	2,227,559.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	12,504.
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	12,504.
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	12,504.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 32,581.		
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	32,581.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	20,077.
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	12,504. **Refunded** ▶	11	7,573.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the 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?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DEBBIE BLACK, EXECUTIVE DIRECTOR Telephone no. ▶ (865)588-0491

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

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

			Yes	No
16	At any time during calendar year 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?	16		X
	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 ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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

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

			Yes	No
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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	[ ] Yes [X] 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 [X] 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 [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		43,034.	1,260.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	38,558,235.
b	Average of monthly cash balances	1b	563,764.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	39,121,999.
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	39,121,999.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	586,830.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	38,535,169.
6	**Minimum investment return.** Enter 5% of line 5	6	1,926,758.

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

1	Minimum investment return from Part X, line 6	1	1,926,758.
2a	Tax on investment income for 2014 from Part VI, line 5 2a 12,504.		
b	Income tax for 2014. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	12,504.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,914,254.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,914,254.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,914,254.

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	2,227,559.
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	2,227,559.
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	12,504.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,215,055.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,914,254.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
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: ▶ $ 2,227,559.				
a Applied to 2013, 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 2014 distributable amount				1,914,254.
e Remaining amount distributed out of corpus	313,305.			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	313,305.			
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				0.
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	313,305.			
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 313,305.				

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

SEE STATEMENT 9

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE SEE ATTACHED SCHEDULE ATTACHED, TN 99999			SEE ATTACHED SCHEDULE	2,190,000.
Total			▶ 3a	2,190,000.
b Approved for future payment				
SEE ATTACHED SCHEDULE SEE ATTACHED SCHEDULE ATTACHED, TN 99999			SEE ATTACHED SCHEDULE	545,000.
Total			▶ 3b	545,000.

Form **990-PF** (2014)

423611
11-24-14

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	10.	
4 Dividends and interest from securities			14	673,442.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	784,923.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a CLAT ANNUITY PROCEEDS			14	8,147.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,466,522.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 1,466,522.

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

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

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

423621 11-24-14

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

▶ [signature] 11/13/15 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MEREDITH R. NORRIS, CPA	Meredith R. Norris CPA MEREDITH R. NORRI	11/12/15		P01524170
Firm's name ▶ LBMC, PC			Firm's EIN ▶ 62-1199757	
Firm's address ▶ 2095 LAKESIDE CENTRE WAY, SUITE 220 KNOXVILLE, TN 37922			Phone no. (865) 691-9000	

Form **990-PF** (2014)

423622
11-24-14

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED SCHEDULE -ST	P		
b	SEE ATTACHED SCHEDULE - LT	P		
c	CAPITAL GAINS DIVIDENDS	P		
d	SHORT TERM CAPITAL GAIN - BBH WEALTH STRATEGIES	P		
e	LONG TERM CAPITAL GAIN - BBH WEALTH STRATEGIES	P		
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	243.		2,028.	-1,785.
b	10,541,216.		10,099,805.	441,411.
c	345,153.			345,153.
d	7.			7.
e	137.			137.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-1,785.
b				441,411.
c				345,153.
d				7.
e				137.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	784,923.
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

THE THOMPSON CHARITABLE FOUNDATION 58-1754763

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLAT ANNUITY PROCEEDS	8,147.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,147.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,013.	10,506.		10,507.
TO FORM 990-PF, PG 1, LN 16B	21,013.	10,506.		10,507.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	46,457.	0.		0.
OTHER TAXES & LICENSES	20.	0.		0.
FOREIGN TAXES	8,015.	8,015.		0.
TO FORM 990-PF, PG 1, LN 18	54,492.	8,015.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,980.	1,490.		1,489.
INVESTMENT EXPENSE	161,554.	161,554.		0.
MANAGEMENT FEE	7,954.	3,977.		3,977.
OFFICE EXPENSES	7,000.	3,500.		3,500.
TELEPHONE	4,949.	2,474.		2,474.

MISCELLANEOUS EXPENSES	27.	14.		13.
OTHER PORTFOLIO DEDUCTIONS	375.	375.		0.
TO FORM 990-PF, PG 1, LN 23	184,839.	173,384.		11,453.

FOOTNOTES STATEMENT 5

FORM 990-PF, PART VIII, LINE 1 - OFFICER COMPENSATION

THE EXECUTIVE DIRECTOR'S SALARY AND BENEFITS ARE PAID BY THE ASLAN FOUNDATION. THOMPSON CHARITABLE FOUNDATION REIMBURSES THE ASLAN FOUNDATION FOR ITS SHARE OF THOSE EXPENSES. THE AMOUNT DISCLOSED ON THIS RETURN REPRESENTS THOMPSON CHARITABLE FOUNDATION'S SHARE OF THE EXPENSES.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
FLOW THROUGH INCOME INCLUDED ON TAX RETURN BUT NOT ON BOOKS	454.
TOTAL TO FORM 990-PF, PART III, LINE 5	454.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS PER ATTACHED	COST	20,190,396.	24,775,654.
CORPORATE BONDS PER ATTACHED	COST	12,246,187.	12,126,745.
REAL ESTATE PER ATTACHED	COST	798,132.	766,902.
TOTAL TO FORM 990-PF, PART II, LINE 13		33,234,715.	37,669,301.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MERLE D. WOLFE 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	PRESIDENT 3.00	0.	0.	0.
DEBBIE BLACK 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	EXECUTIVE DIRECTOR 20.00	43,034.	1,260.	0.
SYLVIA M. THOMPSON 4500 CAMERON VALLEY PKWAY #450 CHARLOTTE, NC 28211	VICE PRESIDENT 1.00	0.	0.	0.
GREGORY E. ERICKSON P.O. BOX 23530 KNOXVILLE, TN 37933	DIRECTOR 1.00	0.	0.	0.
GINNY THOMPSON 216 PERRIN PLACE CHARLOTTE, NC 28207	DIRECTOR 1.00	0.	0.	0.
JESSIE L. THOMPSON 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	SECRETARY 1.00	0.	0.	0.
JOANNE T. MANOFSKY 11 BROOKLAWN CHASE ASHEVILLE, NC 28803	DIRECTOR 1.00	0.	0.	0.
J. KYLE DERHAM 1301 MCKINNEY STREET, SUITE 400 HOUSTON, TX 77010	DIRECTOR 1.00	0.	0.	0.
J. MATTHEW DERHAM 2619 PALMER AVENUE NEW ORLEANS, LA 70118	DIRECTOR 1.00	0.	0.	0.
T.J. DERHAM 228 MIDLAND DRIVE ASHEVILLE, NC 28804	DIRECTOR 1.00	0.	0.	0.
LAURA OLESKY 2235 PRAIRIE STREET ANN ARBOR, MI 48105	DIRECTOR 1.00	0.	0.	0.

DOUGLAS MANOFSKY 1080 PEACHTREE STREET, NE UNIT 3209 ATLANTA, GA 30309	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		43,034.	1,260.	0.

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

865-588-0491

FORM AND CONTENT OF APPLICATIONS

LETTER OF NOT MORE THAN TWO PAGES DESCRIBING THE PROJECT

ANY SUBMISSION DEADLINES

MARCH 31, JUNE 30, SEPTEMBER 30, DECEMBER 31

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

The Thompson Charitable Foundation		
Grants Paid 7/1/2014 thru 6/30/2015		
Grantee	**Amount**	**Purpose**
Aid to Distressed Families of Appalachian Counties	$ 5,000	Program Support
Attn: Annie Cacheiro, Executive Director		
P. O. Box 5953		
Oak Ridge, TN 37831-5953		
Alice Lloyd College	$ 50,000	Scholarships
Attn: Joe Alan Stepp, President		
100 Purpose Road		
Pippa Passes, KY 41844		
American Red Cross of East Tennessee	$ 2,000	Program Support
Attn Lori Y. Marsh		
6921 Middlebrook Pike		
Knoxville, TN 37909		
Appalachian Agency for Senior Citizens	$ 20,000	Program Support
Attn: Regina Sayers, Executive Director		
P. O. Box 76f5		
Cedar Bluff, VA 24609		
Appalachia Service Project	$ 50,000	$40,000 Building Supplies
Attn: Walter B. Crouch, PhD, President/CEO		$10,000 Cup of Coal Water
4523 Bristol Highway		
Johnson City, TN 37601		
Austin Peay State University Foundation	$ 10,000	Scholarship Program
(yr. 1 of 5-yr. pledge)		
Attn. Erin Lynch, Ed.D, Program Director		
P. O. Box 4635		
Clarksville, TN 37044		
Big Brothers Big Sisters of East Tennessee	$ 5,000	Program Support
Attn: Doug Kose, CEO		
119 W. Summit Hill Drive, Suite 101		
Knoxville, TN 37902		
Boys & Girls Clubs of the Tennessee Valley	$ 25,000	Our Kids Our Future
(yr. 1 of 4-yr. pledge)		Comprehensive Campaign
Attn Dr. Lisa Hurst, President & CEO		
220 Carrick Street, Suite 318		
Knoxville, TN 37921		
Breakthrough Foundation	$ 5,000	Program Support
Attn Archie Ellis, Jr., CEO		
1805 Maryville Pike		
Knoxville, TN 37920		

Buchanan County Youth	$ 50,000	RAM Program
Attn: Frannie B. Minton, RN, Director		
P. O. Box 289		
Grundy, VA 24614		
Buchanan Neighbors United, Inc.	$ 30,000	Building Materials
Attn: Gertrude Hibbitts, Executive Director		
P. O. Box 1463		
Grundy, VA 24614		
CASA of the Tennessee Heartland	$ 15,000	Anderson, Blount, Knox
Attn: Naomi Asher, Executive Director		Scott Counties, TN
P. O. Box 4426		
Oak Ridge, TN 37830		
Cancer Support Community	$ 10,000	Program Support
Attn: Beth Hamil, Executive Director		
2230 Sutherland Avenue		
Knoxville, TN 37919-2350		
Casting for Recovery	$ 3,000	Scholarships
Attn: Lindsay M. Long, Coordinator		
404 Midshipman Lane		
Knoxville, TN 37934-4041		
Catholic Charities of East Tennessee	$ 7,000	Perimeter Fence
Attn: Sr. Mary Christine Cremin, Executive Director		
3009 Lake Brook Boulevard		
Knoxville, TN 37909		
Center for Christian Action	$ 6,000	Program Support
Attn: Sheila V. Edwards, Program Director		
P. O. Box 608		
Pocahontas, VA 24635		
Center for Rural Development	$ 500,000	Program Support
Attn: Lonnie Lawson, President		
2292 US-27 #300		
Somerset, KY 42501		
Cerebral Palsy Ctr. for Handicapped Adults	$ 10,000	Project SEARCH Program
Attn: Jessica Popek, Development & Marketing		
241 E. Woodland Avenue		
Knoxville, TN 37917		
Chaplain Service Prison Ministry of Virginia, Inc.	$ 10,000	Service Hours
Attn: Rev. J. Randy Myers, President		
2828 Emorywood Parkway		
Richmond, VA 23294		

Children's Center of the Cumberlands	$ 15,000	Program Support
Attn Kellie M. Asberry, Executive Director		
P. O. Box 4314		
Oneida, TN 37841		
Children's Museum of Oak Ridge	$ 5,000	Kids in Action! Program
Attn: Mary Ann Damos, Executive Director		
461 West Outer Drive		
Oak Ridge, TN 37830		
Christian Appalachian Project	$ 15,000	Operation Sharing Program
Attn: Dennis Jacobs, PhD, Development Officer		
2610 Palumbo Drive		
Lexington, KY 40509		
Coalfield Water Development Fund	$ 100,000	Hurley Water Project
Attn: Donna Stanley, Administrative Agent		
P. O. Box 34		
Big Stone Gap, VA 24219		
Community School of the Arts	$ 7,500	Program Support
Attn: Jennifer Willard, Executive Director		
620 State Street		
Knoxville, TN 37902		
CONNECT Ministries	$ 10,000	Program Support
Attn: Keira Wyatt, Executive Director		
2340 E. Magnolia Avenue		
Knoxville, TN 37917		
County of Leslie Lifting Youth	$ 10,000	School Health Care Clinics
Attn. Anna Carey, Executive Director		
P. O. Box 1967		
Hyden, KY 41749		
Dogwood Arts Festival	$ 1,000	A Very Special Arts
Attn: Lisa Duncan, Executive Director		Festival
602 S. Gay Street, Mezzanine Level		
Knoxville, TN 37902		
East Tennessee Children's Hospital	$ 50,000	Capital Campaign Fund
(yr. 2 of 4-yr. pledge)		
Attn: Carlton M. Long, V.P. for Development		
2018 Clinch Avenue		
Knoxville, TN 37916		
Emerald Youth Foundation	$ 10,000	Program Support
Attn: Kelly Winch, Grants & Development Manager		
1718 N. Central Street		
Knoxville, TN 37917		

Family Promise of Knoxville	$ 10,000	Purchase of Mini Bus
Attn: Mary Thomson LeMense, Executive Director		
P. O. Box 10184		
Knoxville, TN 37939-0184		
Feeding America Southwest Virginia	$ 10,000	Abingdon Distribution Ctr.
Attn: Paula Irvine, President & CEO		Renovations
21452 Gravel Lake Road		
Abingdon, VA 24211		
First Tee of Greater Knoxville	$ 15,000	Program Support
Attn: Diondre Jackson, Executive Director		
2351 Dandridge Avenue		
Knoxville, TN 37915		
Fort Sanders Foundation	$ 10,000	Transportation Support
Attn. Jeff Elliott, Vice President of Development		
280 Fort Sanders West Blvd., Suite 202		
Knoxville, TN 37922		
Four Seasons YMCA	$ 50,000	Capital Campaign
(yr. 1 of 4-yr. pledge)		
Attn: David G. Graf, Board Chairman		
106 Gratton Road		
Tazewell, TN 24651		
Free Medical Clinic of Oak Ridge	$ 10,000	Program Support
Attn: Teresa Brittain, Executive Director		
116 East Division Street		
Oak Ridge, TN 37830		
Friends of Literacy	$ 8,000	Next Step Program
Attn Melissa Nance, Executive Director		
900 East Hill Avenue, Suite 300		
Knoxville, TN 37915		
Friends of Tennessee's Babies with Special Needs	$ 5,000	Library Expansion
Attn: Teresa McMahan, Director of Programs		
P. O. Box 544		
Alcoa, TN 37701-0544		
Girl Talk, Inc.	$ 20,000	Program Support
Attn: Denetria D. Moore, Executive Director		
P. O. Box 14634		
Knoxville, TN 37914		
Good Samaritan Food Pantry	$ 25,000	Freezer/Cooler
Attn: Gene Hearl, Executive Director		
106 Veterans Drive		
Richlands, VA 24641		

Habitat for Humanity-Anderson County	$	25,000	Program Support
Attn: Charlotte Bowers, Executive Director			
111 Randolph Road			
Oak Ridge, TN 37830			
Habitat for Humanity-Knoxville	$	6,000	Educational Program
Attn Robert A. Ellis, Jr., Chief Development Officer			
P. O. Box 27478			
Knoxville, TN 37927			
The Hearing & Speech Foundation	$	10,000	Program Support
Attn: John S. Berry, CEO & Co-Founder			
1652 E. Broadway Avenue			
Maryville, TN 37804			
Helen Ross McNabb Foundation	$	50,000	Center's Knox Access to
(yr. 1 of 4-yr. pledge)			Care Campaign
Attn: Houston Smelcer, V.P. of Development			
201 W. Springdale Avenue, N.E			
Knoxville, TN 37917			
Interfaith Health Clinic	$	25,000	Patient Visits
Attn Kelly E. Mainor, Assistant Director			
315 Gill Avenue			
Knoxville, TN 37917			
Knoxville-Knox Co. CAC Office on Aging	$	25,000	Mobile Meals Program
Attn. Susan H. Long, Director			
P. O. Box 51650			
Knoxville, TN 37950-1650			
Knoxville Museum of Art	$	10,000	Program Support
Attn: Susan Hyde, Director of Development			
1050 Worlds's Fair Park Drive			
Knoxville, TN 37916-1653			
Laurel County Older Persons Activity Center	$	25,000	Meal Delivery Program
Attn: Donna Stanifer, Executive Director			
426-1/2 East 4th Street			
London, KY 40741			
Leslie County Fiscal Court	$	89,500	Restroom Renovation
Attn: Judge Jimmy Sizemore			
22010 Main Street			
Hyden, KY 41749			
Leslie County Food Pantry	$	30,000	Backpack Program
Attn: Sarah K. Osborne, Coordinator			
P. O. Box 212			
Hyden, KY 41749			

Leslie County School System	$ 125,000	High School Concession
Attn: Ralph Hoskins, Superintendent		Stand/Restrooms
P. O. Box 949		
Hyden, KY 41749		
McGee Grain Food Mission	$ 15,000	Program Support
Attn: Neal McGee, Jr., Director		
1235 Stone Ridge Road		
Lawrenceburg, KY 40342		
Mount Olive Music Academy	$ 5,000	Program Support
Attn: Mary P. Cherry-Marks, Director		
1601 Dandridge Avenue		
Knoxville, TN 37915		
Mountain View Elementary School	$ 4,500	Uniforms/Equipment
Attn: Heather Brock, Principal		
130 Bears Trail		
Hyden, KY 41749		
New Hope Blount County Children's Advocacy Center	$ 15,000	Therapy Hours
Attn: Tabitha Damron, Executive Director		
212 Cates Street		
Maryville, TN 37801		
New Opportunity School for Women	$ 15,000	Program Support
Attn: Lori Sliwa, Executive Director		
204 Chestnut Street		
Berea, KY 40403		
The Next Door Knoxville	$ 35,000	$25,000-Lifetime Recovery
Attn: Riley Landers, Development Coordinator		$10,000-Health Care
P. O. Box 282		
Knoxville, TN 37901		
Panco Youth Center	$ 20,000	HVAC System
Attn: Jerry Rice, Director		
9626 Hwy. 1482		
Oneida, KY 40872		
Red Bird Mission	$ 40,000	Facilities Repair/Equipment
Attn: Tim Crawford, Development Director		
70 Queendale Center		
Beverly, KY 40913-9607		
Richard Williams, Jr. Leadership Development Academy	$ 50,000	Program Support
Attn: Bob Booker, Director		
229 East Watt Street		
Alcoa, TN 37701		

The Salvation Army	$ 20,000	Joy D. Baker Center
Attn: Steve Waiksnoris, Regional Resource Director		Rainbow Promises Program
P. O. Box 669		
Knoxville, TN 37901		
Scott County Homeless Shelter	$ 15,000	Program Support
Attn: April R. Keeton, Resource Development Manager		
P. O. Box 164		
Huntsville, TN 37756		
Second Harvest Food Bank	$ 10,000	Refrigerated Box Truck
Attn. Patty Ford, Senior Grant Writer		
136 Harvest Lane		
Knoxville, TN 37801		
Smoky Mountain Service Dogs	$ 20,000	Service Dog
Attn: Mike Kitchens, Director		
110 Daleyuhski Way		
Loudon, TN 37774		
Southwest VA Community College Educational Fdn.	$ 50,000	Great Expectations Program
Attn: Susan Lowe Hagy, Executive Director		
P. O. Box SVCC		
Richlands, VA 24641		
Stinnett Volunteer Fire & Rescue, Inc.	$ 12,500	Jaws of Life
attn: Aaron Whitehead, Chief		
12909 Hwy. 421		
Hoskingston, KY 40844		
Stone Mountain Health Services	$ 85,000	Drainage System/Parking Lot
Attn: Malcolm Perdue, President & CEO		Repair, Funiture
P. O. Box 608		
Pennington Gap, VA 24277		
Sunrise Center, Inc.	$ 15,000	Equipment
Attn: Charlotte Stanley, Executive Director		
P. O. Box 1871		
Richlands, VA 24641		
Tennessee Baptist Adult Homes	$ 10,000	Roof Replacement
Attn: Jim Highland, Director of Development		
P. O. Box 728		
Brentwood, TN 37024-0728		
Tennessee Children's Home	$ 50,000	New Building
Attn: Bill Alsup, Director of Development		
P. O. Box 10		
Spring Hill, TN 37174		

Thousandsticks Volunteer Fire & Rescue, Inc.	$	15,000	$10,000 Benevolent Fund
Attn: Anna Carol Jones, Treasurer			$5,000 Smoke Alarms
P. O. Box 1624			
Hyden, KY 41749			
Tri-County Health Clinic	$	20,000	Program Support
Attn Amanda Mustard, Executive Director			
P. O. Box 202			
Richlands, VA 24641			
University of the Cumberlands	$	10,000	Mountain Outreach Program
Attn: Jim Taylor, President			
6191 College Station Drive			
Williamsburg, KY 40769			
University of Tennessee College of Nursing	$	15,000	Program Support
(yr. 1 of 3-yr. pledge)			
Attn: Victoria Niederhauser, Dr.PH, RN			
1200 Volunteer Boulevard			
Knoxville, TN 37996			
Volunteer Ministry Center	$	10,000	X-Ray Equipment
Attn: Beth Ogburn, CEO			
511 North Boardway			
Knoxville, TN 37917-7408			
W.B. Muncy Elementary School	$	3,000	Basketball Uniforms
Attn: Marlene Lewis, Principal			
130 Bears Trail			
Hyden, KY 41749			
Youth Transitions, Inc.	$	10,000	HVAC Hood System
Attn: Chris Harper, Jr., Director			
301 Cheshire Drive			
Knoxville, TN 37919			
Total:	**$**	**2,190,000**	

ADDITIONAL SCHEDULES - Continued
THE THOMPSON CHARITABLE FOUNDATION 58-1754763
FORM 990 PF
Year Ended June 30, 2015

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

Recipient		Purpose of Grant	Amount Due in Future	
Austin Peay State University Foundation Attn Erin Lynch, Ed.D, Program Director P. O. Box 4635 Clarksville, TN 37044	(yr. 1 of 5-yr. pledge)	Scholarship Program	$	40,000
Boys & Girls Clubs of the Tennessee Valley Attn Dr Lisa Hurst, President & CEO 220 Carrick Street, Suite 318 Knoxville, TN 37921	(yr. 1 of 4-yr. pledge)	Our Kids Our Future Comprehensive Campaign	$	75,000
East Tennessee Children's Hospital Attn Carlton M. Long, V.P. for Development 2018 Clinch Avenue Knoxville, TN 37916	(yr. 2 of 4-yr pledge)	Capital Campaign Fund	$	100,000
Four Seasons YMCA Attn David G Graf, Board Chairman 106 Gratton Road Tazewell, TN 24651	(yr. 1 of 4-yr. pledge)	Capital Campaign	$	150,000
Helen Ross McNabb Foundation Attn Houston Smelcer, V.P. of Development 201 W. Springdale Avenue, N.E Knoxville, TN 37917	(yr. 1 of 4-yr. pledge)	Center's Knox Access to Care Campaign	$	150,000
University of Tennessee College of Nursing Attn Victoria Niederhauser, Dr.PH, RN 1200 Volunteer Boulevard Knoxville, TN 37996	(yr. 1 of 3-yr. pledge)	Program Support	$	30,000
		Total	$	545,000.00

BROWN BROTHERS HARRIMAN

June 1 to June 30, 2015

Account name **THOMPSON FND**
Account number **XXXXXX2878**

Details of your investments

Information is as of Jun 30, 2015, except where noted otherwise

DESCRIPTION	UNITS/SHARES YOU HOLD	UNIT PRICE ($)	AVERAGE UNIT COST ($)	MARKET VALUE ($)	TOTAL COST ($)	UNREALIZED GAINS/LOSSES ($)	PERCENT OF TOTAL INVESTMENTS	ESTIMATED ANNUAL INCOME ($)	ESTIMATED YIELD
CASH									
Pending cash									
CASH	0.00	0.00	0 00	0.65	0.65	0.00	0.00%	0.00	0.00%
DUE TO BROKERS	0.00	0.00	0.00	-64,770.56	-64,770.56	0.00	-0.17%	0.00	0 00%
ACCRUED INCOME	0.00	0.00	0 00	27,564.67	27,564.67	0.00	0.07%	0.00	0 00%
Total pending cash				**-$37,205.24**	**-$37,205.24**	**$0.00**	**-0.10%**	**$0.00**	**0.00%**
Transactional cash									
BBH MONEY MARKET FUND REGULAR	535,488.87	1 00	1.00	535,488.87	535,488.87	0.00	1 40%	53.55	0.01%
Total transactional cash				**$535,488.87**	**$535,488.87**	**$0.00**	**1.40%**	**$53.55**	**0.01%**
TOTAL CASH				**$498,283.63**	**$498,283.63**	**$0.00**	**1.30%**	**$53.55**	**0.01%**
FIXED INCOME									
Strategic reserves									
BBH LIMITED DURATION FUND CL I	1,184,252 48	10.24	10.34	12,126,745.41	12,246,186.83	-119,441.42	31.77%	241,587 51	1 99%
Total strategic reserves				**$12,126,745.41**	**$12,246,186.83**	**-$119,441.42**	**31.77%**	**$241,587.51**	**1.99%**
TOTAL FIXED INCOME				**$12,126,745.41**	**$12,246,186.83**	**-$119,441.42**	**31.77%**	**$241,587.51**	**1.99%**
EQUITY									
U.S. large cap equity									
BBH WEALTH STRATEGIES LLC ALTAROCK PARTNERS SERIES	761,033.17	1.00	0.99	761,033.17	750,000.00	11,033 17	1 99%	0 00	0 00%
BBH WEALTH STRATEGIES LLC ALTAROCK PARTNERS SERIE PENDING PURCHASE	375,000.00	1.00	1.00	375,000.00	375,000 00	0.00	0.98%	0.00	0 00%

(details continued on next page)

Details of your investments - continued

DESCRIPTION	UNITS/SHARES YOU HOLD	UNIT PRICE ($)	AVERAGE UNIT COST ($)	MARKET VALUE ($)	TOTAL COST ($)	UNREALIZED GAINS/LOSSES ($)	PERCENT OF TOTAL INVESTMENTS	ESTIMATED ANNUAL INCOME ($)	ESTIMATED YIELD
EQUITY - CONTINUED									
U.S. large cap equity- continued									
Consumer discretionary									
BED BATH & BEYOND INC	7,047.00	68.98	57.20	486,102.06	403,111.05	82,991.01	1.27%	0 00	0.00%
COMCAST CORP CL A	22,400.00	60.14	35.26	1,347,136.00	789,804.96	557,331.04	3.53%	22,400 00	1.66%
LIBERTY INTERACTIVE CORP Q-A	15,804.00	27.75	15.29	438,561.00	241,689.71	196,871.29	1.15%	0.00	0.00%
Consumer staples									
DIAGEO PLC- SPONSORED ADR	4,500.00	116.04	110.47	522,180.00	497,119 80	25,060.20	1.37%	15,034 50	2 88%
NESTLE S A SPONS ADR	11,200.00	72.16	62.86	808,192.00	704,068.30	104,123.70	2.12%	21,392.00	2 65%
UNILEVER N V-NY SHARES	6,900.00	41.84	38.23	288,696.00	263,777.16	24,918.84	0.76%	8,521.50	2.95%
WAL-MART STORES INC	2,837.00	70.93	72 39	201,228.41	205,361.79	-4,133.38	0.53%	5,560 52	2 76%
Energy									
EOG RESOURCES INC	6,300.00	87.55	52.93	551,565.00	333,440.28	218,124.72	1.45%	4,221.00	0.77%
OCCIDENTAL PETROLEUM CORP	5,000.00	77.77	80.00	388,850.00	399,998.20	-11,148.20	1.02%	15,000.00	3.86%
SCHLUMBERGER LTD	5,200.00	86.19	74.51	448,188.00	387,473.18	60,714.82	1.17%	10,400.00	2.32%
SOUTHWSTN ENERGY CO	13,600.00	22.73	32.76	309,128.00	445,504.96	-136,376.96	0.81%	0.00	0.00%
Financials									
BERKSHIRE HATHAWAY INC-CL B	7,800.00	136.11	86 16	1,061,658.00	672,057.60	389,600.40	2.78%	0.00	0.00%
CHUBB CORP	7,850.00	95 14	74 81	746,849.00	587,233.72	159,615.28	1 96%	17,898 00	2.40%
PROGRESSIVE CORP OHIO	22,100 00	27.83	21.28	615,043.00	470,395.64	144,647.36	1.61%	15,160.60	2.46%
U S BANCORP	24,500.00	43.40	32.60	1,063,300.00	798,783.70	264,516.30	2.79%	24,990.00	2.35%
WELLS FARGO & CO	17,800.00	56.24	34.18	1,001,072.00	608,431.67	392,640 33	2 62%	26,700.00	2.67%
Healthcare									
BAXTER INTL INC	8,990.00	69.93	59.76	628,670 70	537,247.85	91,422.85	1 65%	18,699 20	2 97%
DENTSPLY INTL INC	3,003.00	51.55	36 64	154,804.65	110,043.52	44,761 13	0.41%	870 87	0 56%
NOVARTIS AG - ADR	8,800.00	98.34	58 75	865,392.00	517,000 24	348,391.76	2.27%	19,879 20	2 30%
HENRY SCHEIN INC COM STK	2,000.00	142.12	74.84	284,240.00	149,679.20	134,560 80	0.74%	0 00	0.00%
ZOETIS INC COM STK	14,853.00	48 22	30.27	716,211.66	449,579.75	266,631.91	1 88%	4,931.20	0.69%
Industrials									
WASTE MANAGEMENT INC	4,862.00	46 35	32 34	225,353.70	157,217.95	68,135 75	0 59%	7,487 48	3 32%

(details continued on next page)

Details of your investments - continued

DESCRIPTION	UNITS/SHARES YOU HOLD	UNIT PRICE ($)	AVERAGE UNIT COST ($)	MARKET VALUE ($)	TOTAL COST ($)	UNREALIZED GAINS/LOSSES ($)	PERCENT OF TOTAL INVESTMENTS	ESTIMATED ANNUAL INCOME ($)	ESTIMATED YIELD
EQUITY - CONTINUED									
U.S. large cap equity- continued									
Information technology									
EBAY INC	4,100.00	60.24	51.33	246,984.00	210,465.30	36,518.70	0.65%	0.00	0.00%
GOOGLE INC CL C	1,625.00	520.51	450.13	845,828.75	731,465.06	114,363.69	2 22%	4.88	0 00%
MICROSOFT CORP	17,600.00	44.15	27.81	777,040.00	489,459.39	287,580.61	2.04%	21,824.00	2.81%
ORACLE CORP	16,700.00	40.30	39.51	673,010.00	659,764.25	13,245.75	1.76%	10,020 00	1.49%
QUALCOMM INC	8,650.00	62 63	59 62	541,749.50	515,711.57	26,037.93	1 42%	16,608 00	3 07%
Materials									
CELANESE CORP SERIES A	5,900.00	71 88	40.19	424,092.00	237,145.06	186,946.94	1.11%	7,080 00	1.67%
PRAXAIR INC	3,400 00	119 55	108.16	406,470 00	367,744.47	38,725 53	1.06%	9,724.00	2 39%
Total U.S. Large cap equity				**$18,203,628.60**	**$14,065,775.33**	**$4,137,853.27**	**47.71%**	**$304,406.95**	**1.67%**
U.S small/mid cap equity									
LONGLEAF PARTNERS SMALL CAP FD	53,676.29	31.83	29.03	1,708,516.34	1,558,380.22	150,136.12	4.48%	1,610.29	0 09%
Total U.S. Small/mid cap equity				**$1,708,516.34**	**$1,558,380.22**	**$150,136.12**	**4.48%**	**$1,610.29**	**0.09%**
Non-U.S. developed equity									
ARTISAN FUNDS INC INTL FUND	23,400.93	31.09	25.64	727,535.10	600,000.00	127,535.10	1.91%	5,335 41	0.73%
BBH INTERNATIONAL EQUITY FUND CL N	130,648.34	15.01	13.01	1,961,031.70	1,700,000.00	261,031.70	5.14%	46,497.75	2 37%
Total non-U.S. Developed equity				**$2,688,566.80**	**$2,300,000.00**	**$388,566.80**	**7.05%**	**$51,833.16**	**1.93%**
Emerging markets equity									
AIT GLOBAL EMERGING MARKETS OPPORTUNITY FUND-I VONTOBEL	230,885.54	9.42	9.82	2,174,941.84	2,266,240.00	-91,298.16	5.70%	0.00	0.00%
Total emerging markets equity				**$2,174,941.84**	**$2,266,240.00**	**-$91,298.16**	**5.70%**	**$0.00**	**0.00%**
TOTAL EQUITY				**$24,775,653.58**	**$20,190,395.55**	**$4,585,258.03**	**64.94%**	**$357,850.40**	**1.44%**

(details continued on next page)

BROWN BROTHERS HARRIMAN

June 1 to June 30, 2016

Account name **THOMPSON FND**
Account number **XXXXXX2878**

Details of your investments - continued

DESCRIPTION	UNITS/SHARES YOU HOLD	UNIT PRICE ($)	AVERAGE UNIT COST ($)	MARKET VALUE ($)	TOTAL COST ($)	UNREALIZED GAINS/LOSSES ($)	PERCENT OF TOTAL INVESTMENTS	ESTIMATED ANNUAL INCOME ($)	ESTIMATED YIELD
REAL ASSETS									
Public real estate									
BBH WEALTH STRATEGIES LLC REMS GROUP SERIES ESTIMATED FAIR VALUE	766,902.46	1.00	1 04	766,902.46	798,132.16	-31,229.70	2.01%	0 00	0 00%
Total public real estate				$766,902.46	$798,132.16	-$31,229.70	2.01%	$0.00	0.00%
TOTAL REAL ASSETS				$766,902.46	$798,132.16	-$31,229.70	2.01%	$0.00	0.00%
Total investments				$38,167,585.08	$33,732,998.17	$4,434,586.91	100.00%	$599,491.46	1.57%

▶ *Percent of your total investments may not total 100% due to rounding*

Part IV, Line 1a & 1b
THE THOMPSON CHARITABLE FOUNDATION 58-1754763
FISCAL YEAR JULY 1, 2014 THRU JUNE 30, 2015

Brown Brothers Harriman - Account 1091022878

	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	YEAR TO DATE
Total Gain/Loss:													
Realized gain													
Total proceeds	3,180,999.10	0.00	2,706,763 65	1,131,132 00	154,908.31	440,753 26	326,320.68	198,393.49	171,702.49	49,206 51	800,242.57	1,381,036 91	10,541,458.97
Total costs	3,075,076 90	0 00	2,781,123.64	1,084,489 22	94,274 12	372,320 51	226,516 92	160,365 22	126,518 26	29,723 13	808,823 62	1,342,601 66	10,101,833 20
Grand Total	105,922.20	0 00	(74,359.99)	46,642.78	60,634.19	68,432.75	99,803.76	38,028.27	45,184.23	19,483.38	(8,581.05)	38,435.25	$ 439,625.77
Short-Term:													
Realized gain													
Total proceeds	-	-	-	-	-	-	-	-	-	-	242 57	-	242 57
Total costs	1,773.05	-	-	-	-	-	-	-	-	-	254 97	-	2,028 02
Total Short-Term	(1,773.05)	-	-	-	-	-	-	-	-	-	(12.40)	-	(1,785.45)
Long-Term.													
Realized gain													
Total proceeds	3,180,999 10	-	2,706,763.65	1,131,132 00	154,908 31	440,753.26	326,320.68	198,393.49	171,702.49	49,206 51	800,000 00	1,381,036.91	10,541,216 40
Total costs	3,073,303 85	-	2,781,123.64	1,084,489 22	94,274 12	372,320.51	226,516 92	160,365 22	126,518.26	29,723 13	808,568 65	1,342,601.66	10,099,805 18
Total	107,695.25	-	(74,359.99)	46,642.78	60,634.19	68,432.75	99,803.76	38,028.27	45,184.23	19,483.38	(8,568.65)	38,435.25	441,411.22