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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

, and ending

Name of foundation THE THOMPSON FOUNDATION, INC.		A Employer identification number 72-1389140
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 10367	Room/suite	B Telephone number (205) 848-3973
City or town, state or province, country, and ZIP or foreign postal code BIRMINGHAM, AL 35202-0367		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 7,932,474.	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		3,500,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		17,070.	17,070.		STATEMENT 1
4 Dividends and interest from securities		139,675.	139,675.		STATEMENT 2
5a Gross rents		1.	1.		STATEMENT 3
b Net rental income or (loss) <11,274.>					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		173,628.			
b Gross sales price for all assets on line 6a 1,008,091.					
7 Capital gain net income (from Part IV, line 2)			173,628.		
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		35,932.	35,932.	0.	STATEMENT 5
12 Total. Add lines 1 through 11		3,866,306.	366,306.	0.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 6		13,040.	6,520.	0.	6,520.
c Other professional fees STMT 7		68.	34.	0.	34.
17 Interest					
18 Taxes STMT 8		958.	0.	0.	958.
19 Depreciation and depletion		11,275.	11,275.	11,275.	
20 Occupancy					
21 Travel, conferences, and meetings		114.	57.	0.	57.
22 Printing and publications		1,335.	667.	0.	668.
23 Other expenses STMT 9		157,962.	113,817.	0.	44,145.
24 Total operating and administrative expenses. Add lines 13 through 23		184,752.	132,370.	11,275.	52,382.
25 Contributions, gifts, grants paid		1,224,926.			1,224,926.
26 Total expenses and disbursements. Add lines 24 and 25		1,409,678.	132,370.	11,275.	1,277,308.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		2,456,628.			
b Net investment income (if negative enter -0-)			233,936.		
c Adjusted net income (if negative, enter -0-)				0.	

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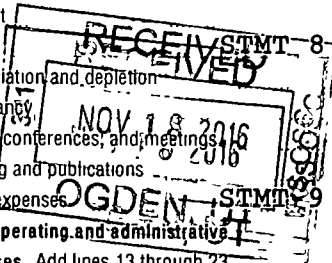
LHA For Paperwork Reduction Act Notice, see instructions.

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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			
	2 Savings and temporary cash investments	512,196.	649,734.	649,734.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 11	5,584,341.	7,395,716.	6,876,640.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis	439,707.		
Less: accumulated depreciation STMT 12 ▶	13,624.	437,358.	426,083.	
12 Investments - mortgage loans				
13 Investments - other				
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)	6,533,895.	8,471,533.	7,932,474.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	500,000.		
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	500,000.	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	6,033,895.	8,471,533.	
	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	6,033,895.	8,471,533.		
31 Total liabilities and net assets/fund balances	6,533,895.	8,471,533.		

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	6,033,895.
2 Enter amount from Part I, line 27a	2	2,456,628.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,490,523.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	18,990.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,471,533.

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 HAINES ALL SEASON K1			
b COOK & BYNUM CAPITAL, LLC K-1			
c SEE ATTACHMENT	P		
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			<4.>
b			<3,671.>
c 832,878.		830,788.	2,090.
d 175,213.			175,213.
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			<4.>
b			<3,671.>
c			2,090.
d			175,213.
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	173,628.
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))
2014	1,328,472.	7,084,698.	.187513
2013	1,225,492.	4,393,932.	.278906
2012	1,173,726.	3,898,903.	.301040
2011	965,429.	2,818,835.	.342492
2010	949,555.	2,500,346.	.379769

2 Total of line 1, column (d)	2	1.489720
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	.297944
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	7,655,037.
5 Multiply line 4 by line 3	5	2,280,772.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,339.
7 Add lines 5 and 6	7	2,283,111.
8 Enter qualifying distributions from Part XII, line 4	8	1,277,308.

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 <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 4,679.
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 4,679.
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 4,679.
6 Credits/Payments:		
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 4,711.	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7 4,711.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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 32.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input type="checkbox"/> 32. Refunded <input checked="" type="checkbox"/> 0.	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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) <u>AL</u>		
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 2015 or the taxable year beginning in 2015 (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

N/A

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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of THE THOMPSON FOUNDATION, INC. Telephone no. (205) 848-3973 Located at P.O. BOX 10367, BIRMINGHAM, AL ZIP+4 35202-0367		
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 2015, 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. If "Yes," enter the name of the foreign country		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 checked="" type="checkbox"/> Yes <input 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 type="checkbox"/> Yes <input checked="" 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 N/A		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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years N/A 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 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 2015 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 2015.) N/A		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**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
SEE STATEMENT 13		0.	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
JACQUELINE MEYER P.O. BOX 10367, BIRMINGHAM, AL 35202	ASSOCIATE DIRECTOR 40.00	54,819.	0.	0.

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

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services. 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 NONE	
	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 NONE	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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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	6,634,484.
b	Average of monthly cash balances	1b	731,027.
c	Fair market value of all other assets	1c	406,100.
d	Total (add lines 1a, b, and c)	1d	7,771,611.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,771,611.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	116,574.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,655,037.
6	Minimum investment return. Enter 5% of line 5	6	382,752.

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	382,752.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	4,679.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,679.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	378,073.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	378,073.
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	378,073.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,277,308.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,277,308.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,277,308.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				378,073.
2 Undistributed income, if any, as of the end of 2015			0.	
a Enter amount for 2014 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	824,910.			
b From 2011	824,661.			
c From 2012	980,061.			
d From 2013	1,011,334.			
e From 2014	975,078.			
f Total of lines 3a through e	4,616,044.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 1,277,308.			0.	
a Applied to 2014, but not more than line 2a				
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.			378,073.
d Applied to 2015 distributable amount	899,235.			
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d) the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	5,515,279.			
a Corpus Add lines 3f, 4c and 4e Subtract line 5				
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	824,910.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	4,690,369.			
10 Analysis of line 9:				
a Excess from 2011	824,661.			
b Excess from 2012	980,061.			
c Excess from 2013	1,011,334.			
d Excess from 2014	975,078.			
e Excess from 2015	899,235.			

N/A

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(1)(3) or ☐ 4942(1)(5)

- b** 85% of line 2a

- d** Amounts included in line 2c not used directly for active conduct of exempt activities

- Subtract line 2d from line 2c

- 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(i)(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).)

SEE STATEMENT 14

- 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:

N/A

N/A

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

N/A

- c** Any submission deadlines.

N/A

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

N/A

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 LIST	NONE	UNKNOWN	SEE ATTACHED LIST	9,100.
SEE ATTACHED LIST	NONE	UNKNOWN	SEE ATTACHED LIST	1,215,826.
Total			▶ 3a	1,224,926.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

- | | |
|--|-------------------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>Yes</p> |
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	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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.

Signature of officer or trustee

11/15/16
Date

EXECUTIVE
DIRECTOR/VP

May the IRS discuss this return with the preparer shown below (see instr. 7)?

☒ Yes ☐ No

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ self-employed

PTIN

J.C. ROUSE

P. C. Row

11/14/16

P00081132

Firm's name ► WARREN AVERETT, LLC

Firm's EIN ▶ 45-4084437

Firm's address ► 2500 ACTON ROAD
BIRMINGHAM, AL

35243

Phone no. 205-979-4100

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

Name of the organization

THE THOMPSON FOUNDATION, INC.

Employer identification number

72-1389140

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization

Employer identification number

THE THOMPSON FOUNDATION, INC.

72-1389140

Part II Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MICHAEL D THOMPSON 1725 SOMERSET CIRCLE BIRMINGHAM, AL 35213	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
2	THOMPSON TRACTOR COMPANY P.O. BOX 10367 BIRMINGHAM, AL 35202-0367	\$ 2,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE THOMPSON FOUNDATION, INC.**72-1389140****Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____
	_____ _____ _____ _____	\$ _____	_____

Name of organization

Employer identification number

THE THOMPSON FOUNDATION, INC.

72-1389140

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
COOK & BYNUM	660.	660.	660.
CSP COMPRESSCO, LP	311.	311.	311.
HAINES ALL SEASON	3,466.	3,466.	3,466.
HAINES OPPORTUNITY	12.	12.	12.
LINN ENERGY	108.	108.	108.
MERRILL LYNCH - 02166	41.	41.	41.
MERRILL LYNCH - 02711	13.	13.	13.
RAYMOND JAMES	1,192.	1,192.	1,192.
REGIONS	11,267.	11,267.	11,267.
TOTAL TO PART I, LINE 3	17,070.	17,070.	17,070.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BBVA	8,386.	0.	8,386.	8,386.	8,386.
COOK & BYNUM	18,230.	0.	18,230.	18,230.	18,230.
CSI COMPRESSCO, LP	9.	0.	9.	9.	9.
MERRILL LYNCH - 02166	14,761.	0.	14,761.	14,761.	14,761.
MERRILL LYNCH - 02711	41,355.	0.	41,355.	41,355.	41,355.
RAYMOND JAMES	14,128.	354.	13,774.	13,774.	13,774.
REGIONS	30,463.	5,683.	24,780.	24,780.	24,780.
VULCAN VALUE PARTNERS	187,556.	169,176.	18,380.	18,380.	18,380.
TO PART I, LINE 4	314,888.	175,213.	139,675.	139,675.	139,675.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
COMMERCIAL BUILDING - 5220 PRINCETON WAY	1	1.
TOTAL TO FORM 990-PF, PART I, LINE 5A		1.

FORM 990-PF	RENTAL EXPENSES		STATEMENT 4
DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		11,275. 0.	
- SUBTOTAL -	1		11,275.
TOTAL RENTAL EXPENSES			11,275.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<11,274.>

FORM 990-PF	OTHER INCOME	STATEMENT 5	
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HAINES ALL SEASON K-1	<6,132.>	<6,132.>	0.
LINN ENERGY K-1	34,328.	34,328.	0.
CSI COMPRESSCO, LP K-1	<898.>	<898.>	0.
MEMORIAL PRODUCTION PARTNERS, LP K-1	7,223.	7,223.	0.
COOK & BYNUM CAPITAL, LLC K-1	<487.>	<487.>	0.
MISCELLANEOUS INCOME	1,898.	1,898.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	35,932.	35,932.	0.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	13,040.	6,520.	0.	6,520.
TO FORM 990-PF, PG 1, LN 16B	13,040.	6,520.	0.	6,520.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	68.	34.	0.	34.
TO FORM 990-PF, PG 1, LN 16C	68.	34.	0.	34.

FORM 990-PF	TAXES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	10.	0.	0.	10.
FOREIGN TAXES	948.	0.	0.	948.
TO FORM 990-PF, PG 1, LN 18	958.	0.	0.	958.

FORM 990-PF	OTHER EXPENSES			STATEMENT 9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	237.	118.	0.	119.
DUES AND SUBSCRIPTIONS	3,875.	1,938.	0.	1,937.
INVESTMENT FEES	35,541.	35,541.	0.	0.
CONSULTING FEES	1,106.	1,106.	0.	0.
CONTRACT LABOR	69,811.	34,905.	0.	34,906.
OTHER PORTFOLIO EXPENSES	33,025.	33,025.	0.	0.
ENVIRONMENTAL/PARKS	13,500.	6,750.	0.	6,750.
REPAIRS AND MAINTENANCE	867.	434.	0.	433.
TO FORM 990-PF, PG 1, LN 23	157,962.	113,817.	0.	44,145.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 10
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DESCRIPTION	AMOUNT
CURRENT YEAR BOOK TO TAX DIFFERENCES FROM INVESTMENTS	18,990.
TOTAL TO FORM 990-PF, PART III, LINE 5	18,990.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	7,395,716.	6,876,640.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,395,716.	6,876,640.

FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT 12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
5220 PRINCETON WAY	439,707.	13,624.	426,083.
TOTAL TO FM 990-PF, PART II, LN 11	439,707.	13,624.	426,083.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MICHAEL D. THOMPSON 1725 SOMERSET CIRCLE BIRMINGHAM, AL 35213	PRESIDENT 1.00	0.	0.	0.
LISA THOMPSON-SMITH 3323 EAST BRIARCLIFF ROAD BIRMINGHAM, AL 35223	DIRECTOR 1.00	0.	0.	0.
HALL W. THOMPSON, JR. 4948 SUSSEX ROAD BIRMINGHAM, AL 35242	DIRECTOR 1.00	0.	0.	0.
LUCY THOMPSON MARSH 3137 RYECROFT ROAD BIRMINGHAM, AL 35223	EXECUTIVE DIRECTOR/VP 30.00	0.	0.	0.
JACOB MARSH P.O. BOX 10367 BIRMINGHAM, AL 35202	DIRECTOR 1.00	0.	0.	0.
PATRICIA A. THOMPSON P.O. BOX 10367 BIRMINGHAM, AL 35202	DIRECTOR 1.00	0.	0.	0.
BENJAMIN H. THOMPSON P.O. BOX 10367 BIRMINGHAM, AL 35202	SECRETARY/TREASURER 1.00	0.	0.	0.
NETAGENE R. THOMPSON P.O. BOX 10367 BIRMINGHAM, AL 35202	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

THE THOMPSON FOUNDATION, INC.

72-1389140

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 14

NAME OF MANAGER

MICHAEL D. THOMPSON

LISA THOMPSON-SMITH

STATEMENT(S) 14

1

528.102
04-01-15

EMASM Fiscal Statement

WARREN AVERETT KIMBROUGH

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
7.0000	NEUBERGER BERMAN EQUITY	09/24/13	01/21/15	88.55	85.47	3.08 LT
1.0000	NEUBERGER BERMAN EQUITY	12/17/13	01/21/15	12.65	11.80	0.85 LT
4.0000	NEUBERGER BERMAN EQUITY	12/17/13	01/21/15	50.60	46.88	3.72 LT
41.0000	NEUBERGER BERMAN EQUITY	12/17/13	01/21/15	518.65	480.52	38.13 LT
1.0000	NEUBERGER BERMAN EQUITY	12/17/13	01/21/15	12.65	11.72	0.93 LT
1.0000	NEUBERGER BERMAN EQUITY	03/25/14	01/21/15	12.65	11.74	0.91 ST
7.0000	NEUBERGER BERMAN EQUITY	03/25/14	01/21/15	88.55	86.45	2.10 ST
1.0000	NEUBERGER BERMAN EQUITY	06/24/14	01/21/15	12.65	12.92	(0.27) ST
7.0000	NEUBERGER BERMAN EQUITY	06/24/14	01/21/15	88.55	91.21	(2.66) ST
1.0000	NEUBERGER BERMAN EQUITY	09/25/14	01/21/15	12.65	12.91	(0.26) ST
6.0000	NEUBERGER BERMAN EQUITY	09/25/14	01/21/15	75.90	77.40	(1.50) ST
6.0000	NEUBERGER BERMAN EQUITY	12/16/14	01/21/15	75.90	72.66	3.24 ST
1.0000	NEUBERGER BERMAN EQUITY	12/16/14	01/21/15	12.65	12.15	0.50 ST
38.0000	NEUBERGER BERMAN EQUITY	12/16/14	01/21/15	480.70	460.18	20.52 ST
1.0000	NEUBERGER BERMAN EQUITY	12/16/14	01/21/15	12.65	12.11	0.54 ST
0.6420	NEUBERGER BERMAN EQUITY	12/16/14	01/21/15	8.12	7.78	0.34 ST
6.0000	NEUBERGER BERMAN EQUITY	12/16/14	01/21/15	75.91	72.66	3.25 ST
2,723.0000	OPPEN GLBL STR INCM FD Y	03/05/13	02/11/15	11,109.83	11,706.18	(596.35) LT
1.0000	OPPEN GLBL STR INCM FD Y	03/25/13	02/11/15	4.08	4.36	(0.28) LT
8.0000	OPPEN GLBL STR INCM FD Y	03/25/13	02/11/15	32.64	34.43	(1.79) LT
14.0000	OPPEN GLBL STR INCM FD Y	04/25/13	02/11/15	57.12	60.81	(3.69) LT
1.0000	OPPEN GLBL STR INCM FD Y	05/24/13	02/11/15	4.08	4.36	(0.28) LT
13.0000	OPPEN GLBL STR INCM FD Y	05/24/13	02/11/15	53.04	56.01	(2.97) LT
1.0000	OPPEN GLBL STR INCM FD Y	06/25/13	02/11/15	4.08	4.19	(0.11) LT
12.0000	OPPEN GLBL STR INCM FD Y	06/25/13	02/11/15	48.96	48.60	0.36 LT
11.0000	OPPEN GLBL STR INCM FD Y	07/25/13	02/11/15	44.88	45.47	(0.59) LT
1.0000	OPPEN GLBL STR INCM FD Y	08/23/13	02/11/15	4.08	4.14	(0.06) LT
12.0000	OPPEN GLBL STR INCM FD Y	08/23/13	02/11/15	48.96	48.70	0.26 LT
10.0000	OPPEN GLBL STR INCM FD Y	09/25/13	02/11/15	40.80	41.11	(0.31) LT
11.0000	OPPEN GLBL STR INCM FD Y	10/25/13	02/11/15	44.88	45.70	(0.82) LT
1.0000	OPPEN GLBL STR INCM FD Y	11/25/13	02/11/15	4.08	4.14	(0.06) LT
10.0000	OPPEN GLBL STR INCM FD Y	11/25/13	02/11/15	40.80	41.09	(0.29) LT
1.0000	OPPEN GLBL STR INCM FD Y	12/24/13	02/11/15	4.08	4.13	(0.05) LT
10.0000	OPPEN GLBL STR INCM FD Y	12/24/13	02/11/15	40.80	41.09	(0.29) LT
2.0000	OPPEN GLBL STR INCM FD Y	12/30/13	02/11/15	8.16	8.26	(0.10) LT
9.0000	OPPEN GLBL STR INCM FD Y	01/24/14	02/11/15	36.72	37.05	(0.33) LT
1.0000	OPPEN GLBL STR INCM FD Y	02/25/14	02/11/15	4.08	4.14	(0.06) ST
11.0000	OPPEN GLBL STR INCM FD Y	02/25/14	02/11/15	44.88	45.45	(0.57) ST
10.0000	OPPEN GLBL STR INCM FD Y	03/25/14	02/11/15	40.80	41.23	(0.43) ST
1.0000	OPPEN GLBL STR INCM FD Y	04/25/14	02/11/15	4.08	4.15	(0.07) ST

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EMASM Fiscal Statement

WARREN AVERETT KIMBROUGH

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
12.0000	OPPEN GLBL STR INCM FD Y	04/25/14	02/11/15	48.96	49.76	(0.80) ST
11.0000	OPPEN GLBL STR INCM FD Y	05/23/14	02/11/15	44.88	46.06	(1.18) ST
11.0000	OPPEN GLBL STR INCM FD Y	06/25/14	02/11/15	44.88	46.19	(1.31) ST
1.0000	OPPEN GLBL STR INCM FD Y	07/25/14	02/11/15	4.08	4.19	(0.11) ST
12.0000	OPPEN GLBL STR INCM FD Y	07/25/14	02/11/15	48.96	50.42	(1.46) ST
11.0000	OPPEN GLBL STR INCM FD Y	08/25/14	02/11/15	44.88	46.01	(1.13) ST
1.0000	OPPEN GLBL STR INCM FD Y	09/25/14	02/11/15	4.08	4.15	(0.07) ST
11.0000	OPPEN GLBL STR INCM FD Y	09/25/14	02/11/15	44.88	45.48	(0.60) ST
12.0000	OPPEN GLBL STR INCM FD Y	10/24/14	02/11/15	48.96	49.64	(0.68) ST
11.0000	OPPEN GLBL STR INCM FD Y	11/25/14	02/11/15	44.88	45.30	(0.42) ST
1.0000	OPPEN GLBL STR INCM FD Y	12/24/14	02/11/15	4.08	4.12	(0.04) ST
12.0000	OPPEN GLBL STR INCM FD Y	12/24/14	02/11/15	48.96	48.60	0.36 ST
2.0000	OPPEN GLBL STR INCM FD Y	12/31/14	02/11/15	8.16	8.10	0.06 ST
0.9610	OPPEN GLBL STR INCM FD Y	01/23/15	02/11/15	3.92	3.91	0.01 ST
9.0000	OPPEN GLBL STR INCM FD Y	01/23/15	02/11/15	36.73	36.81	(0.08) ST
1,072.0000	PIMCO ALL ASSET ALL	03/05/13	02/11/15	9,798.08	11,867.04	(2,068.96) LT
1.0000	PIMCO ALL ASSET ALL	03/21/13	02/11/15	9.14	11.03	(1.89) LT
8.0000	PIMCO ALL ASSET ALL	03/21/13	02/11/15	73.11	87.44	(14.33) LT
1.0000	PIMCO ALL ASSET ALL	06/20/13	02/11/15	9.14	10.67	(1.53) LT
8.0000	PIMCO ALL ASSET ALL	06/20/13	02/11/15	73.12	81.83	(8.71) LT
8.0000	PIMCO ALL ASSET ALL	09/19/13	02/11/15	73.12	82.56	(9.44) LT
1.0000	PIMCO ALL ASSET ALL	01/02/14	02/11/15	9.14	10.26	(1.12) LT
35.0000	PIMCO ALL ASSET ALL	01/02/14	02/11/15	319.90	347.20	(27.30) LT
6.0000	PIMCO ALL ASSET ALL	03/20/14	02/11/15	54.84	59.16	(4.32) ST
1.0000	PIMCO ALL ASSET ALL	06/19/14	02/11/15	9.14	9.91	(0.77) ST
8.0000	PIMCO ALL ASSET ALL	06/19/14	02/11/15	73.12	82.96	(9.84) ST
9.0000	PIMCO ALL ASSET ALL	09/18/14	02/11/15	82.26	90.45	(8.19) ST
0.6310	PIMCO ALL ASSET ALL	12/31/14	02/11/15	5.77	6.30	(0.53) ST
41.0000	PIMCO ALL ASSET ALL	12/31/14	02/11/15	374.75	374.33	0.42 ST
0.0820	BLACKROCK TTL RTN INSTL CL	09/26/14	02/11/15	0.98	0.96	0.02 ST
1,020.0000	BLACKROCK TTL RTN INSTL CL	09/26/14	02/11/15	12,219.60	11,995.20	224.40 ST
670.0000	KAYNE ANDERSON MLP	03/05/13	12/08/15	9,514.15	22,780.71	(13,266.56) LT
12.0000	KAYNE ANDERSON MLP	10/15/13	12/08/15	170.40	382.96	(212.56) LT
1.0000	KAYNE ANDERSON MLP	01/17/14	12/08/15	156.20	379.66	(223.46) LT
1.0000	KAYNE ANDERSON MLP	04/16/14	12/08/15	14.20	34.12	(19.92) LT
12.0000	KAYNE ANDERSON MLP	04/16/14	12/08/15	170.40	401.95	(231.55) LT
12.0000	KAYNE ANDERSON MLP	07/16/14	12/08/15	170.40	428.04	(257.64) LT
1.0000	KAYNE ANDERSON MLP	10/14/14	12/08/15	14.20	34.55	(20.35) LT
12.0000	KAYNE ANDERSON MLP	10/14/14	12/08/15	170.40	428.34	(257.94) LT
1.0000	KAYNE ANDERSON MLP	01/21/15	12/08/15	14.20	35.73	(21.53) ST

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EMASM Fiscal Statement

WARREN AVERETT KIMBROUGH

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
14.0000	KAYNE ANDERSON MLP	01/21/15	12/08/15	198.80	451.36	(252.56) ST
1.0000	KAYNE ANDERSON MLP	04/14/15	12/08/15	14.20	32.40	(18.20) ST
14.0000	KAYNE ANDERSON MLP	04/14/15	12/08/15	198.81	459.20	(260.39) ST
18.0000	KAYNE ANDERSON MLP	07/16/15	12/08/15	255.61	498.60	(242.99) ST
1.0000	KAYNE ANDERSON MLP	10/14/15	12/08/15	14.20	30.47	(16.27) ST
0.6506	KAYNE ANDERSON MLP I	10/14/15	12/09/15	9.29	15.97	(6.68) ST
20.0000	KAYNE ANDERSON MLP	10/14/15	12/08/15	284.02	491.00	(206.98) ST

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EMATM Fiscal Statement

WARREN AVERETT KIMBROUGH

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
3.0000	CALL KO JAN 00041.00	01/16/15	08/08/14	227.99	429.00	(201.01) ST
1.0000	CALL KO JAN 00041.00	01/16/15	08/08/14	75.99	143.00	(67.01) ST
1.0000	CALL KO JAN 00041.00	01/16/15	08/08/14	76.00	148.00	(72.00) ST
2.0000	CALL KO JAN 00041.00	01/16/15	08/08/14	151.99	284.00	(132.01) ST
7.0000	CALL ABBV JAN 00062.50	01/12/15	09/24/14	769.98	2,184.00	(1,414.02) ST
16.0000	CALL CSCO JAN 00026.00	12/31/14	07/01/14	1,263.97	3,736.32	(2,472.35) ST
4.0000	CALL LLY JAN 00067.50	01/16/15	07/18/14	463.99	1,004.00	(540.01) ST
1.0000	CALL LLY JAN 00067.50	01/16/15	07/18/14	116.00	253.00	(137.00) ST
2.0000	CALL LLY JAN 00067.50	01/16/15	07/18/14	231.99	502.00	(270.01) ST
4.0000	CALL OXY1 JAN 00105.00	01/20/15	05/20/14	723.98	N/A	723.98 ST
4.0000	CALL MCD MAR 00097.50	02/25/15	10/21/14	415.99	864.00	(448.01) ST
5.0000	CALL BAX FEB 00072.50	02/23/15	10/21/14	384.99	N/A	384.99 ST
1.0000	CALL XOM MAR 00095.00	03/20/15	12/30/14	202.00	4.00	198.00 ST
1.0000	CALL XOM MAR 00095.00	03/20/15	12/30/14	201.99	2.00	199.99 ST
2.0000	CALL XOM MAR 00095.00	03/20/15	12/30/14	403.99	8.00	395.99 ST
12.0000	CALL MDLZ MAR 00036.00	03/20/15	10/21/14	767.98	23.88	744.10 ST
6.0000	CALL QCOM APR 00077.50	04/20/15	12/03/14	1,289.97	N/A	1,289.97 ST
16.0000	CALL CSCO APR 00030.00	04/20/15	12/31/14	728.30	N/A	728.30 ST
4.0000	CALL LLY APR 00072.50	04/17/15	01/16/15	611.99	103.99	508.00 ST
1.0000	CALL LLY APR 00072.50	04/17/15	01/16/15	152.99	26.00	126.99 ST
2.0000	CALL LLY APR 00072.50	04/17/15	01/16/15	303.99	52.01	251.98 ST
4.0000	CALL KO MAY 00043.00	05/18/15	01/16/15	555.99	N/A	555.99 ST
1.0000	CALL KO MAY 00043.00	05/18/15	01/16/15	135.99	N/A	135.99 ST
2.0000	CALL KO MAY 00043.00	05/18/15	01/16/15	275.99	N/A	275.99 ST
12.0000	CALL INTC MAY 00032.00	05/04/15	03/18/15	659.99	1,584.00	(924.01) ST
7.0000	CALL ABBV MAY 00067.50	05/18/15	01/12/15	1,994.96	N/A	1,994.96 ST
3.0000	CALL MCD MAY 00100.00	05/18/15	02/26/15	959.98	N/A	959.98 ST
1.0000	CALL MCD MAY 00100.00	05/18/15	02/26/15	319.99	N/A	319.99 ST
4.0000	CALL OXY1 MAY 00085.00	05/18/15	01/23/15	519.99	N/A	519.99 ST
400.0000	PHILLIPS 66 SHS	12/30/14	05/14/15	32,119.41	29,150.04	2,969.37 ST
100.0000	PHILLIPS 66 SHS	12/30/14	05/18/15	8,029.85	7,287.51	742.34 ST
12.0000	CALL MDLZ SEP 00037.00	06/25/15	03/20/15	1,164.22	5,506.80	(4,342.58) ST
12.0000	CALL INTC OCT 00034.00	07/23/15	05/04/15	1,811.97	108.00	1,703.97 ST
5.0000	CALL CTL JUL 00036.00	07/20/15	03/31/15	399.99	N/A	399.99 ST
7.0000	CALL CTL JUL 00036.00	07/20/15	03/31/15	552.99	N/A	552.99 ST
6.0000	CALL QCOM OCT 00072.50	07/23/15	04/21/15	1,181.98	54.00	1,127.98 ST
5.0000	CALL BAX1 AUG 00072.50	08/21/15	02/23/15	599.99	1,550.00	(950.01) ST
4.0000	CALL LLY OCT 00077.50	08/11/15	04/20/15	635.99	2,720.00	(2,084.01) ST
1.0000	CALL LLY OCT 00077.50	08/11/15	04/20/15	159.00	684.00	(525.00) ST

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EMASM Fiscal Statement

WARREN AVERETT KIMBROUGH

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
2.0000	CALL LLY OCT 00077.50	08/11/15	04/20/15	317.99	1,356.00	(1,038.01) ST
1.0000	CALL XOM OCT 00090.00	08/04/15	03/20/15	219.99	7.00	212.99 ST
1.0000	CALL XOM OCT 00090.00	08/04/15	03/20/15	217.99	6.00	211.99 ST
1.0000	CALL XOM OCT 00090.00	08/04/15	03/20/15	220.00	6.00	214.00 ST
1.0000	CALL XOM OCT 00090.00	08/04/15	03/20/15	219.99	6.00	213.99 ST
16.0000	CALL CSCO OCT 00031.00	08/10/15	04/22/15	959.98	32.00	927.98 ST
7.0000	CALL KO NOV 00044.00	09/10/15	05/22/15	321.99	42.00	279.99 ST
4.0000	CALL OXY NOV 00085.00	09/30/15	05/22/15	483.99	32.00	451.99 ST
12.0000	CALL CTL OCT 00031.00	10/19/15	07/23/15	479.99	N/A	479.99 ST
5.0000	CALL BXL NOV 00037.50	11/23/15	08/26/15	949.98	N/A	949.98 ST
7.0000	CALL KO JAN 00041.00	11/24/15	09/17/15	475.99	1,710.31	(1,234.32) ST
7.0000	CALL ABBV NOV 00070.00	11/23/15	05/22/15	1,437.14	N/A	1,437.14 ST
200.0000	MCDONALDS CORP COM	06/05/12	11/25/15	21,523.60	17,374.00	4,149.60 LT
200.0000	MCDONALDS CORP COM	06/05/12	11/25/15	21,523.61	17,375.80	4,147.81 LT
12.0000	CALL MDLZ JAN 00043.00	12/28/15	06/25/15	1,775.37	2,676.00	(900.63) ST

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EMASM Fiscal Statement

WARREN AVERETT KIMBROUGH

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
3,527.0000	PNR ML AS ULTSH INC FD Y	03/05/13	01/21/15	35,305.26	35,622.70	(317.44) LT
3.0000	PNR ML AS ULTSH INC FD Y	03/28/13	01/21/15	30.03	30.26	(0.23) LT
3.0000	PNR ML AS ULTSH INC FD Y	04/30/13	01/21/15	30.03	30.29	(0.26) LT
1.0000	PNR ML AS ULTSH INC FD Y	05/31/13	01/21/15	10.01	10.10	(0.09) LT
3.0000	PNR ML AS ULTSH INC FD Y	05/31/13	01/21/15	30.03	30.30	(0.27) LT
1.0000	PNR ML AS ULTSH INC FD Y	06/28/13	01/21/15	10.01	10.09	(0.08) LT
3.0000	PNR ML AS ULTSH INC FD Y	06/28/13	01/21/15	30.03	30.18	(0.15) LT
3.0000	PNR ML AS ULTSH INC FD Y	07/31/13	01/21/15	30.03	30.18	(0.15) LT
1.0000	PNR ML AS ULTSH INC FD Y	08/30/13	01/21/15	10.01	10.05	(0.04) LT
3.0000	PNR ML AS ULTSH INC FD Y	08/30/13	01/21/15	30.03	30.18	(0.15) LT
3.0000	PNR ML AS ULTSH INC FD Y	09/30/13	01/21/15	30.03	30.18	(0.15) LT
3.0000	PNR ML AS ULTSH INC FD Y	10/31/13	01/21/15	30.03	30.21	(0.18) LT
1.0000	PNR ML AS ULTSH INC FD Y	11/29/13	01/21/15	10.01	10.05	(0.04) LT
3.0000	PNR ML AS ULTSH INC FD Y	11/29/13	01/21/15	30.03	30.21	(0.18) LT
1.0000	PNR ML AS ULTSH INC FD Y	12/31/13	01/21/15	10.01	10.07	(0.06) LT
3.0000	PNR ML AS ULTSH INC FD Y	12/31/13	01/21/15	30.03	30.21	(0.18) LT
3.0000	PNR ML AS ULTSH INC FD Y	01/31/14	01/21/15	30.03	30.24	(0.21) ST
3.0000	PNR ML AS ULTSH INC FD Y	02/28/14	01/21/15	30.03	30.24	(0.21) ST
1.0000	PNR ML AS ULTSH INC FD Y	03/31/14	01/21/15	10.01	10.07	(0.06) ST
3.0000	PNR ML AS ULTSH INC FD Y	03/31/14	01/21/15	30.03	30.21	(0.18) ST
3.0000	PNR ML AS ULTSH INC FD Y	04/30/14	01/21/15	30.03	30.21	(0.18) ST
1.0000	PNR ML AS ULTSH INC FD Y	05/30/14	01/21/15	10.01	10.07	(0.06) ST
3.0000	PNR ML AS ULTSH INC FD Y	05/30/14	01/21/15	30.03	30.21	(0.18) ST
3.0000	PNR ML AS ULTSH INC FD Y	06/30/14	01/21/15	30.03	30.21	(0.18) ST
1.0000	PNR ML AS ULTSH INC FD Y	07/31/14	01/21/15	10.01	10.07	(0.06) ST
3.0000	PNR ML AS ULTSH INC FD Y	07/31/14	01/21/15	30.03	30.21	(0.18) ST
3.0000	PNR ML AS ULTSH INC FD Y	08/29/14	01/21/15	30.03	30.21	(0.18) ST
1.0000	PNR ML AS ULTSH INC FD Y	09/30/14	01/21/15	10.01	10.06	(0.05) ST
3.0000	PNR ML AS ULTSH INC FD Y	09/30/14	01/21/15	30.03	30.18	(0.15) ST
1.0000	PNR ML AS ULTSH INC FD Y	10/31/14	01/21/15	10.01	10.05	(0.04) ST
3.0000	PNR ML AS ULTSH INC FD Y	10/31/14	01/21/15	30.03	30.15	(0.12) ST
3.0000	PNR ML AS ULTSH INC FD Y	11/28/14	01/21/15	30.03	30.12	(0.09) ST
1.0000	PNR ML AS ULTSH INC FD Y	12/31/14	01/21/15	10.01	10.04	(0.03) ST
0.2130	PNR ML AS ULTSH INC FD Y	12/31/14	01/21/15	2.13	2.13	0.00
9.0000	PNR ML AS ULTSH INC FD Y	12/31/14	01/21/15	90.10	90.09	0.01 ST
969.0000	NEUBERGER BERMAN EQUITY	03/05/13	01/21/15	12,257.85	11,870.25	387.60 LT
6.0000	NEUBERGER BERMAN EQUITY	03/25/13	01/21/15	75.89	73.67	2.22 LT
1.0000	NEUBERGER BERMAN EQUITY	06/24/13	01/21/15	12.65	12.03	0.62 LT
6.0000	NEUBERGER BERMAN EQUITY	06/24/13	01/21/15	75.90	70.91	4.99 LT

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Account No. 524-02711



Thompson Foundation, Inc.
Gains & Losses
12/31/2015

Name	Account #	Detail	ST	LT	
Merrill Lynch	524-02166	ML PG 1 of 26	5,440	8,297	
	524-02711	ML PG 1 of 28	(808)	(17,109)	
			4,632	(8,812)	(4,180)
Regions	105500-3457	Sales	16,070	-	
		Capital Gain Distributions	5,683	-	
			21,753	-	21,753
Raymond James	49874547	RJ PG 3 of 18	(2,663)	-	
		Capital Gain Distributions	354	-	
			(2,309)	-	(2,309)
Vulcan Value Partners	6009000108	Capital Gain Distributions	169,176		
			169,176	-	169,176
Kinsight	1153500889	pg 12 of 94	-	(7,137)	
				-	(7,137)
Total Attachments			193,252	(15,949)	177,303
Cook & Bynum K-1			(34)	(3,637)	
Haines All Season K-1			-	(4)	
Total Return			193,218	(19,590)	173,628