EXTENDED TO JANUARY 17, 2017

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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning JUN 1, 2015 , and ending MAY 31, 2016

Name of foundation: THOMAS THOMPSON TRUST

A Employer identification number: 03-0179429

Number and street (or P O box number if mail is not delivered to street address): 160 FEDERAL STREET, 15TH FL — Room/suite:

B Telephone number: 617-951-1151

City or town, state or province, country, and ZIP or foreign postal code: BOSTON, MA 02110

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) ▶$ 15,187,262.

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				
	4 Dividends and interest from securities	396,481.	396,481.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	335,104.			
	b Gross sales price for all assets on line 6a 1,729,116.				
	7 Capital gain net income (from Part IV, line 2)		335,104.		
	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				
	12 **Total.** Add lines 1 through 11	731,585.	731,585.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	66,066.	33,033.		33,033.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	4,318.	0.		4,318.
	c Other professional fees STMT 3	54,944.	18,627.		36,317.
	17 Interest				
	18 Taxes STMT 4	12,799.	4,799.		8,000.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	964.	0.		964.
	22 Printing and publications				
	23 Other expenses STMT 5	1,938.	0.		1,938.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	141,029.	56,459.		84,570.
	25 Contributions, gifts, grants paid	523,150.			523,150.
	26 **Total expenses and disbursements.** Add lines 24 and 25	664,179.	56,459.		607,720.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	67,406.			
	b **Net investment income** (if negative, enter -0-)		675,126.		
	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	0.		
	2 Savings and temporary cash investments	252,300.	480,259.	480,259.
	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 STMT 8	304,894.	304,894.	355,829.
	b Investments - corporate stock STMT 9	7,031,922.	6,875,667.	13,825,135.
	c Investments - corporate bonds STMT 10	395,529.	397,264.	431,319.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	100,000.	100,000.	94,720.
	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)	8,084,645.	8,158,084.	15,187,262.
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 ▶ ☒ **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	8,084,645.	8,158,084.	
	30 **Total net assets or fund balances**	8,084,645.	8,158,084.	
	31 **Total liabilities and net assets/fund balances**	8,084,645.	8,158,084.	

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	8,084,645.
2	Enter amount from Part I, line 27a	2	67,406.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	7,773.
4	Add lines 1, 2, and 3	4	8,159,824.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1,740.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,158,084.

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 STATEMENTS			
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	1,729,116.		1,394,012.	335,104.

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				335,104.

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** 335,104.

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	835,118.	15,408,693.	.054198
2013	635,240.	14,242,816.	.044601
2012	613,930.	12,699,447.	.048343
2011	620,394.	12,020,705.	.051610
2010	591,542.	12,152,634.	.048676

2	**Total** of line 1, column (d)	2	.247428
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	.049486
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	14,627,882.
5	Multiply line 4 by line 3	5	723,875.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,751.
7	Add lines 5 and 6	7	730,626.
8	Enter qualifying distributions from Part XII, line 4	8	607,720.

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	13,503.
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	13,503.
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	13,503.
6	Credits/Payments:			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a 12,169.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 21,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	33,169.
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	19,666.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 19,666. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
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 2015 or the taxable year beginning in 2015 (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 ▶ WWW.THOMASTHOMPSONTRUST.ORG

14 The books are in care of ▶ MICHAEL F. O'CONNELL, ESQ. Telephone no. ▶ (617)951-1151

Located at ▶ 160 FEDERAL STREET, FL 15, BOSTON, MA ZIP+4 ▶ 02110

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 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. 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)?		1b		X
	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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ 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 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	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 2015?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAEL F. O'CONNELL 160 FEDERAL STREET, 15TH FLOOR BOSTON, MA 02110	TRUSTEE 5.00	22,022.	0.	0.
SUSAN T. MONAHAN 6 WAINWRIGHT STREET IPSWICH, MA 01938	TRUSTEE 5.00	22,022.	0.	0.
MAURA E. MURPHY 160 FEDERAL STREET, 15TH FLOOR BOSTON, MA 02110	TRUSTEE 5.00	22,022.	0.	0.

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	14,437,918.
b	Average of monthly cash balances	1b	412,724.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	14,850,642.
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	14,850,642.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	222,760.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,627,882.
6	**Minimum investment return.** Enter 5% of line 5	6	731,394.

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	731,394.
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 13,503.		
b	Income tax for 2015. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	13,503.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	717,891.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	717,891.
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	717,891.

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	607,720.
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	607,720.
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	607,720.

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				717,891.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			517,097.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 607,720.				
a Applied to 2014, but not more than line 2a			517,097.	
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 2015 distributable amount				90,623.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				627,268.
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	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, 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) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	**(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:

SUSAN T. MONAHAN, RACKEMANN, SAWYER & BREWSTER, 617-951-1151
160 FEDERAL STREET, 15TH FLOOR, BOSTON, MA 02110

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

INITIAL CONTACT BY TELEPHONE

c Any submission deadlines:

NONE

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

GRANTS ARE STRICTLY LIMITED TO BRATTLEBORO, VT AND RHINEBECK, NY AND THEIR SURROUNDING AREAS.

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 ATTACHMENT				523,150.
Total			▶ **3a**	523,150.
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0.

Part XVI-A · **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	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					
4 Dividends and interest from securities			14	396,481.	
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			18	335,104.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		731,585.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 731,585.

(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).

523621 11-24-15

Form **990-PF** (2015)

06580106 756977 8434/4 2015.05010 THOMAS THOMPSON TRUST 8434!41

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

▶ [signature], Trustee 1/10/2017 ▶ TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARRY CHAIT	BARRY CHAIT	01/06/17		P01452996
Firm's name ▶ MARCUM LLP			Firm's EIN ▶ 11-1986323	
Firm's address ▶ 53 STATE STREET, FLOOR 38 BOSTON, MA 02109			Phone no. (617) 807-5000	

Form **990-PF** (2015)

523622
11-24-15

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	GENERAL ELECTRIC- SALE OF FRACTIONS	P	12/03/15	01/13/16
b	1,000 SHRS AUTOMATIC DATA PROCESSING INC.	P	05/05/86	12/10/15
c	800 SHRS BED BATH & BEYOND INC	P	08/18/14	10/14/15
d	2,000 SHRS COLGATE PALMOLIVE CO	P	08/12/94	08/12/15
e	1,000 SHRS CONOCOPHILLIPS	P	03/09/12	02/10/16
f	6,000 SHRS FLOWER FOODS INC	P	VARIOUS	05/11/16
g	4,000 SHRS GENERAL ELECTRIC	P	07/16/91	04/18/16
h	2,000 SHRS MICROSOFT CORP	P	02/23/94	12/10/15
i	1,000 SHRS PEPSICO INC	P	08/10/05	08/12/15
j	1,000 SHRS PROCTER & GAMBLE CO	P	12/31/69	10/14/15
k	3,000 SHRS SENIOR HOUSING PROPERTIES TRUST	P	03/09/12	08/12/15
l	TALEN ENERGY CORP- SALE OF FRACTIONS	P	03/09/12	06/05/15
m	249 SHRS TALEN ENERGY CORP	P	03/09/12	08/12/15
n	3,500 SHRS ALERIAN MLP ETF	P	03/09/12	10/14/15
o	6,000 SHRS CLEARBRIDGE ENERGY MLP TR FD	P	06/26/12	10/14/15

	(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	427.		387.	40.
b	85,309.		4,395.	80,914.
c	45,938.		49,992.	<4,054.>
d	135,811.		16,250.	119,561.
e	33,713.		59,095.	<25,382.>
f	115,611.		114,186.	1,425.
g	123,709.		24,444.	99,265.
h	110,727.		6,078.	104,649.
i	98,172.		48,221.	49,951.
j	74,253.		1,064.	73,189.
k	50,956.		61,681.	<10,725.>
l	15.		13.	2.
m	3,716.		4,064.	<348.>
n	47,689.		51,896.	<4,207.>
o	94,704.		101,877.	<7,173.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				40.
b				80,914.
c				<4,054.>
d				119,561.
e				<25,382.>
f				1,425.
g				99,265.
h				104,649.
i				49,951.
j				73,189.
k				<10,725.>
l				2.
m				<348.>
n				<4,207.>
o				<7,173.>

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	
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	

523591
04-01-15

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	3,000 SHRS KAYNE ANDERSON MDSTM ENERGY FUND	P	05/22/13	10/14/15
b	5,077 SHRS NUVEEN ENERGY MLP TOTAL RET	P	02/23/11	10/14/15
c	5,000 SHRS TORTOISE MLP FUND INC	P	07/27/10	10/14/15
d	2,000 SHRS BANK OF MONTREAL	P	05/22/13	08/12/15
e	1,500 SHRS GLAXO SMITHKLINE PLC ADR	P	03/09/12	07/16/15
f	2,300 SHRS AMERICAN EXPRESS CO	P	11/14/14	01/13/16
g	850 SHRS CBS CORP-B	P	08/18/14	07/16/15
h	600 SHRS SOUTH 32 ADR	P	05/29/15	08/12/15
i	$100,000 G.E. CAP CO	P	08/07/12	12/03/15
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	68,551.		90,111.	<21,560.>
b	71,043.		89,747.	<18,704.>
c	91,149.		114,824.	<23,675.>
d	112,107.		120,190.	<8,083.>
e	64,535.		67,048.	<2,513.>
f	143,412.		205,510.	<62,098.>
g	47,338.		51,357.	<4,019.>
h	3,644.		4,995.	<1,351.>
i	106,587.		106,587.	0.
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				<21,560.>
b				<18,704.>
c				<23,675.>
d				<8,083.>
e				<2,513.>
f				<62,098.>
g				<4,019.>
h				<1,351.>
i				0.
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	335,104.
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

523591
04-01-15

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	357,861.	0.	357,861.	357,861.	
STATE STREET INT BRG DEM DEP ACCOUNT	505.	0.	505.	505.	
TAXABLE INTEREST ON BONDS	31,067.	0.	31,067.	31,067.	
U S TREASURY INTEREST	7,048.	0.	7,048.	7,048.	
TO PART I, LINE 4	396,481.	0.	396,481.	396,481.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MARCUM LLP - TAX PREP	4,218.	0.		4,218.
TAX PREP	100.	0.		100.
TO FORM 990-PF, PG 1, LN 16B	4,318.	0.		4,318.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RACKEMANN, SAWYER & BREWSTER - DISBURSEMENTS	1,317.	0.		1,317.
MAURA E. MURPHY - GRANTMAKING FEES	10,000.	0.		10,000.
MICHAEL F. O'CONNELL - GRANTMAKING FEES	10,000.	0.		10,000.
SUSAN T. MONAHAN - GRANTMAKING FEES	15,000.	0.		15,000.
CUSTODY FEES AND INVESTMENT ADVICE	18,627.	18,627.		0.
TO FORM 990-PF, PG 1, LN 16C	54,944.	18,627.		36,317.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	4,799.	4,799.		0.
2015 EXTENSION	8,000.	0.		8,000.
TO FORM 990-PF, PG 1, LN 18	12,799.	4,799.		8,000.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PC FILING FEE - COMM OF MA	125.	0.		125.
WEBSITE HOSTING	240.	0.		240.
CYBERGRANTS	1,265.	0.		1,265.
DEPOSITORY FEE	308.	0.		308.
TO FORM 990-PF, PG 1, LN 23	1,938.	0.		1,938.

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

DESCRIPTION	AMOUNT
SOUTH32 ADR SHARES	4,995.
GENERAL ELEC CORPORATE BOND ADJUSTMENT	2,776.
ROUNDING	2.
TOTAL TO FORM 990-PF, PART III, LINE 3	7,773.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
GENERAL ELEC CAP CORP - AMORTIZATION OF PREMIUM	159.
PRUDENTIAL FINL INC 5.875% - AMORTIZATION OF PREMIUM	153.
PRUDENTAIL FINL INC 5.875% - AMORTIZATION OF PREMIUM	156.
GENERAL ELEC CAP CORP - AMORTIZATION OF PREMIUM	186.
ADJUSTMENT ON SOUTH32 ADR SHARES	1,086.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,740.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS-SEE ATTACHED LIST	X		304,894.	355,829.
TOTAL U.S. GOVERNMENT OBLIGATIONS			304,894.	355,829.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			304,894.	355,829.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK-SEE ATTACHED LIST	6,875,667.	13,825,135.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,875,667.	13,825,135.

FORM 990-PF — CORPORATE BONDS — STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-SEE ATTACHED LIST	397,264.	431,319.
TOTAL TO FORM 990-PF, PART II, LINE 10C	397,264.	431,319.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER FIXED INCOME-SEE ATTACHED LIST	COST	100,000.	94,720.
TOTAL TO FORM 990-PF, PART II, LINE 13		100,000.	94,720.

TRUST U/W/O THOMAS THOMPSON,
MAURA E MURPHY, MICHAEL F
O'CONNELL AND SUSAN T MONAHAN
TTEES
Account Number: XX0660

Par Value/ Shares	Description	CUSIP	Schedule C Book Value	Tax Cost	Current Price	Market Value	Estimated Annual Income
Cash and Equivalents							
	CASH BALANCE		$0 00	0 00		$0 00	$0 00
373,527 920	STATE STREET INT BRG DEM DEP ACCOUNT	857949BL4	373,527 92	373,527 92	1 00	373,527 92	747 06
Total Cash and Equivalents			**$373,527.92**	**$373,527.92**	.	**$373,527.92**	**$747.06**
Government and Agency Issues							
332,697,000	US TSY INFL INDEX 2 125% 1/15/19	912828JX9	$304,893 55	332,697 00	$106 95	$355,829 42	$7,069 81
Total Government and Agency Issues			$\boxed{\$304,893.55}$	**$332,697.00**		**$355,829.42**	**$7,069.81**
Corporate Bonds							
118,000,000	GEN ELEC CO 4 1% 12/31/49	369604BN2	$106,200 00	106,200 00	$98 00	$115,640 00	$4,838 00
100,000 000	GOLDMAN SACHS GRP IN 5.625% 1/15/17	38141GEU4	92,711 00	92,711.00	102 69	102,687 00	5,625 00
100,000,000	PRUDENTIAL FINL INC 5 875% 9/15/42	744320AL6	102,849 51	102,849 51	108 38	108,375 00	5,875 00
100,000 000	WELLPOINT INC 5.875% 6/15/17	94973VAM9	95,503 00	95,503 00	104 62	104,617 00	5,875 00
Total Corporate Bonds			**$397,263.51**	**$397,263.51**		**$431,319.00**	**$22,213.00**
Other Fixed Income							
4,000,000	COHEN & STEERS LIMITED DURAT	19248C105	$100,000 00	100,000 00	$23 68	$94,720 00	$7,488 00
Total Other Fixed Income			**$100,000.00**	**$100,000.00**		**$94,720.00**	**$7,488.00**
Equities							
5,000 000	ABBOTT LABORATORIES	002824100	$33,132 87	32,554 88	$39 63	$198,150 00	$5,200 00
3,000 000	ABBVIE INC	00287Y109	21,557 86	21,181 79	62 93	188,790 00	6,840 00
601 000	ALPHABET INC CL C	02079K107	257,908 39	257,835 62	735 72	442,167 72	0 00
200 000	ALPHABET INC/CA-CL A	02079K305	49,125 72	49,125 72	748 85	149,770 00	0 00
3,850 000	APPLE INC	037833100	244,884 67	244,884 67	99 86	384,461 00	8,778 00
5,000 000	AUTOMATIC DATA PROCESSING INC	053015103	21,976 05	21,976 05	87 84	439,200.00	10,600 00
18,000 000	BANK OF AMERICA CORP	060505104	295,364 00	295,364 00	14 79	266,220 00	3,600 00
110 000	BLACKROCK INC	09247X101	34,895 30	34,895 30	363 85	40,023 50	1,007 60
300 000	BOEING CO	097023105	37,245 90	37,245 90	126 15	37,845 00	1,308 00
1,500 000	CVS HEALTH CORP	126650100	160,589 40	160,589 40	96 45	144,675 00	2,550 00
2,000 000	CAPITAL ONE FINANCIAL CORP	14040H105	131,975 30	131,975 30	73 24	146,480 00	3,200 00
2,000 000	CHEVRON CORP	166764100	230,898 50	230,898 50	101 00	202,000 00	8,560 00
2,500 000	COGNIZANT TECHNOLOGY SOLUTIONS CORP	192446102	158,325 00	158,325 00	61 44	153,600 00	0 00
4,700 000	COLGATE PALMOLIVE CO	194162103	38,188 45	32,492 11	70 41	330,927 00	7,332 00
2,000 000	DOMINION RESOURCES INC	25746U109	61,478 40	61,478 40	72 25	144,500 00	5,600 00
5,000 000	DOVER CORP	260003108	14,195 10	14,195 10	66 75	333,750 00	8,400 00
4,000 000	EXXON MOBIL CORP	30231G102	10,410 94	10,410 94	89 02	356,080 00	12,000 00
10,000 000	GENERAL ELECTRIC CO	369604103	61,109 72	61,109 72	30 23	302,300 00	9,200 00

TRUST U/W/O THOMAS THOMPSON,
MAURA E. MURPHY, MICHAEL F
O'CONNELL AND SUSAN T MONAHAN
TTEES
Account Number: XX0660

Par Value/ Shares	Description	CUSIP	Schedule C Book Value	Tax Cost	Current Price	Market Value	Estimated Annual Income
Equities (Continued)							
200 000	GOLDMAN SACHS GROUP INC	38141G104	34714 00	34 714 00	159 48	31 896 00	520 00
4,500 000	HOME DEPOT INC	437076102	50,971 75	41,686 33	132 12	594,540 00	12,420 00
4,000 000	ILLINOIS TOOL WORKS INC	452308109	143 570 73	121 437 50	106 03	424 120 00	8 800 00
3,500 000	JP MORGAN CHASE & CO	46625H100	139,974 95	139,974 95	65 27	228,445 00	6,720 00
5 500 000	JOHNSON & JOHNSON	478160104	123 771 16	97 249 53	112 69	619 795 00	17 600 00
1,500 000	KIMBERLY CLARK CORP	494368103	131,286 53	131,286 53	127 04	190,560 00	5,520 00
2 500 000	KNOWLES CORP	49926D109	2,880 81	2,880 81	14 62	36 550 00	0 00
750 000	LINKEDIN CORP-A	53578A108	143,902 50	143,902 50	136 50	102,375 00	0 00
1 450 000	MCDONALDS CORP	580135101	85 155 02	84 824 58	122 06	176 987 00	5 162 00
1,500 000	METLIFE INC	59156R108	58,002 15	58,002 15	45 55	68,325 00	2,400 00
5 000 000	MICROSOFT CORP	594918104	15 194 60	12 661 33	53 00	265 000.00	7 200 00
1,000 000	NEXTERA ENERGY INC	65339F101	60,288 70	60,288 70	120 12	120,120.00	3,480 00
3 000 000	NORTHERN TRUST CORP	665859104	150 116 40	150 116 40	74 10	222 300 00	4 320 00
2,000 000	PPL CORP	69351T106	52,580 68	52,580 68	38 54	77,080.00	3,040 00
4,000 000	PEPSICO INC	713448108	192 884 00	186,305 00	101 17	404 680 00	12 040 00
500 000	PHILLIPS 66	718546104	18,633 62	18,633 62	80 36	40,180 00	1,260 00
1 000 000	PRAXAIR INC	74005P104	87 224 90	87 224 90	109 86	109 860 00	3 000 00
4,000 000	PROCTER & GAMBLE CO	742718109	4,255 48	4,255 48	81 04	324,160 00	10,712 00
2 500 000	PRUDENTIAL FINANCIAL INC	744320102	200 303 50	200 303 50	79 25	198 125 00	7 000 00
1,000 000	QUALCOMM INC	747525103	66,807 02	66,807 02	54 92	54,920 00	2,120 00
1 500 000	SALESFORCE COM INC	79466L302	102 064 95	102 064 95	83 71	125 565 00	0 00
1,500 000	SOUTHERN CO	842587107	67,617 15	67,617 15	49 44	74,160 00	3,360.00
5 000 000	STRYKER CORP	863667101	55 822 92	43 546 87	111 16	555 800 00	7 600 00
5,000 000	SYSCO CORP	871829107	109,435 62	80,109 37	48 11	240,550 00	6,200 00
2 000 000	TJX COMPANIES INC	872540109	155 505 40	155 505 40	76 12	152 240 00	2 080 00
3,000 000	3M CO	88579Y101	14,579 57	14,579 57	168 32	504,960 00	13,320 00
1 000 000	TWITTER INC	90184L102	58 461 50	58 461 50	15 22	15 220 00	0 00
4,000 000	UNITED TECHNOLOGIES CORP	913017109	226,386 50	226,386 50	100 58	402,320 00	10,560.00
7 975 000	VANGUARD TOTL STOCK MKT INDEX FD-IV	922908306	404 093 25	404 093 25	52 25	416 693 75	7 472 58
10,250 000	VERIZON COMMUNICATIONS INC	92343V104	478,620 12	478,620 12	50.90	521,725 00	23,165 00
4 000 000	WALGREENS BOOTS ALLIANCE	931427108	123 412 57	121 010 00	77 40	309 600 00	5 760 00
2,700 000	WASTE MGMT INC	94106L109	149,062 41	149,062 41	60 95	164,565 00	4,428 00
4 000 000	WELLS FARGO & CO	949746101	25 308 87	23 894 23	50 72	202 880 00	6 080 00
Total Equities			**$5,596,150.90**	**$5,476,625.23**		**$12,237,235.97**	**$297,515.18**

TRUST U/W/O THOMAS THOMPSON,
MAURA E. MURPHY, MICHAEL F
O'CONNELL AND SUSAN T. MONAHAN
TTEES
Account Number XX0660

Par Value/ Shares	Description	CUSIP	Schedule C Book Value	Tax Cost	Current Price	Market Value	Estimated Annual Income
Foreign Assets							
6,000 000	INVESCO LTD	G491BT108	$214,507.90	214,507.90	$31.40	$188,400.00	$6,720.00
2,300 000	MICHAEL KORS HLDGS LTD	G60754101	141,128 00	141,128 00	42 72	98,256 00	0 00
3,000 000	BROADCOM LTD	Y09827109	108,831.00	108,831.00	154.36	463,080.00	5,880.00
5,000 000	ASTRAZENECA GROUP PLC ADR	046353108	109,091 45	109,091 45	29.70	148,500 00	6,850 00
1,500 000	BHP BILLITON LTD ADR	088606108	97,727.50	77,551.25	26.97	40,455.00	2,340.00
2,000 000	NOVARTIS AG ADR	66987V109	84,806 90	84,806 90	79 51	159,020 00	4,606 00
1,500 000	SANOFI ADR	80105N105	57,372.45	57,372.45	41.20	61,800.00	1,686.00
3,000 000	SCHLUMBERGER LTD	806857108	240,919 60	240,919 60	76 30	228,900 00	6,000 00
500 000	SIEMENS AG ADR	826197501	65,058.90	65,058.90	107.86	53,927.50	1,403.50
3,000 000	TOTAL SA-SPONSORED ADR	89151E109	160,072 30	160,072 30	48 52	145,560 00	6,897 00
Total Foreign Assets			**$1,279,516.00**	**$1,259,339.75**		**$1,587,898.50**	**$42,382.50**
Total Account Holdings			**$8,051,351.88**	**$7,939,453.41**		**$15,080,530.81**	**$377,415.55**

TRUST U/W/O THOMAS THOMPSON,
MAURA E. MURPHY, MICHAEL F
O'CONNELL AND SUSAN T. MONAHAN
TTEES
Account Number: XX0660

Par Value/ Shares	Description	CUSIP	Schedule F Book Value	Tax Cost	Current Price	Market Value	Estimated Annual Income
Cash and Equivalents							
	CASH BALANCE		$0.00	$0.00		$0.00	$0.00
106,730 73	STATE STREET INT BRG DEM DEP ACCOUNT	857949BL4	106,730 73	106,730 73	1 00	106,730 73	213 46
Total Cash and Equivalents			**$106,730.73**	**$106,730.73**		**$106,730.73**	**0.00**
Total Account Holdings			**$106,730.73**	**$106,730.73**		**$106,730.73**	**$213.46**

The Thomas Thompson Trust
Statement - Payment to Beneficiaries
FYE 5/31/2016

Date	Organization	Location	Purpose	Amount
06/03/2015	Fractured Atlas, Inc. (Fiscal Sponsor for Wake up to Dying Project)	New York, NY	Wake up to Dying - Brattleboro	$1,200.00
07/12/2015	MORNINGSIDE HOUSE INC	Brattleboro, VT	Morningside-BADIC Merger Expenses	$25,000.00
08/04/2015	Young Rhinebeck	Rhinebeck, NY	Rhinebeck Youth Programming, 2015-2016	$9,000.00
08/04/2015	Care Net Pregnancy Center of Windham County	Brattleboro, VT	REAL Essentials Program Startup	$600.00
08/04/2015	Marlboro College	Marlboro, VT	Successful establishment of the Marlboro College Center for New Leadership	$10,000.00
08/04/2015	Phoenix Houses of New England, Inc.	Brattleboro, VT	Fire Alarm Panel at RISE Brattleboro	$13,500.00
08/05/2015	Northern Dutchess Hospital Foundation	Rhinebeck, NY	Phase II - Master Facility Plan	$125,000.00
08/05/2015	Rescue Inc	Brattleboro, VT	Cardiac Defibrillator Upgrade	$20,000.00
08/25/2015	Hudson Valley Community Productions	Red Hook, NY	The 8th Annual Sinterklaas! A Dutch Tradition in Rhinebeck	$2,500.00
08/25/2015	Downtown Brattleboro Alliance	Brattleboro, VT	The 14th Annual Brattleboro Literary Festival	$3,000.00
08/25/2015	Hilltop Montessori School	Brattleboro, VT	Making Connections: Gee's Bend, Alabama, comes to Southern Vermont	$5,000.00
10/22/2015	Fractured Atlas, Inc. (Fiscal Sponsor for ENTA - Education Network for Teachers & Artists)	New York, NY	ENTA Program & Development Support	$5,000.00
10/22/2015	Southern Vermont Health Services Corporation	Brattleboro, VT	BMH Emergency Department and MRI Renovation & Expansion	$100,000.00
10/22/2015	Vermont Independent Media	Brattleboro, VT	Vermont Independent Media Capacity Building Project	$5,000.00
10/22/2015	Windham Child Care Associates	Brattleboro, VT	Social Justice and Equity Training for Windham County Early Educators	$3,000.00

The Thomas Thompson Trust
Statement - Payment to Beneficiaries
FYE 5/31/2016

Date	Organization	Location	Purpose	Amount
10/22/2015	Westgate Housing Inc.	Brattleboro, VT	Creative Community Housing Program	$15,000.00
10/22/2015	Windham County Heat Fund Inc.	Guilford, VT	Windham County Heat Fund Inc.	$5,000.00
11/09/2015	Brattleboro Area Hospice	Brattleboro, VT	Taking Steps Brattleboro	$10,000.00
11/09/2015	Families First In Southern Vermont	Wilmington, VT	Only Brattleboro Water Company	$5,000 00
11/09/2015	In-Sight Photography Project, Inc.	Brattleboro, VT	Digital Resources and Equipment	$9,000.00
11/09/2015	River Gallery School	Brattleboro, VT	River Gallery School Accessibility Expansion	$10,000.00
11/10/2015	Holton Home, Inc	Brattleboro, VT	Elevator Upgrade	$15,000.00
12/21/2015	Rhinebeck Park Fund Inc.	Rhinebeck, NY	For stonewalls and signage	$15,000.00
01/12/2016	New England Kurn Hattin Homes	Westminster, VT	Kurn Hattin Giving Tuesday Project	$1,800.00
01/12/2016	United Way of Windham County	Brattleboro, VT	Volunteer Connection Windham County	$15,000.00
01/21/2016	Vermont Independent Media	Brattleboro, VT	Vermont Independent Media Capacity Building Project	$15,000.00
02/09/2016	Boys & Girls Club of Brattleboro	Brattleboro, VT	Building Safety and upgrade	$6,500.00
02/09/2016	Girls on the Run of Vermont	Brattleboro, VT	Girls on the Run Windham County Scholarships	$8,500.00
02/09/2016	New England Youth Theatre, Inc.	Brattleboro, VT	NEYT Professional Mentorship Education Project	$5,800.00
02/16/2016	All Souls Church UU, Inc	W. Brattleboro, VT	Supplemental: Handicapped Emergency Exit Phase 2	$5,000.00
02/16/2016	Westminster Cares, Inc.	Westminster, VT	Fundraising Challenge for Expansion of Community Nursing Program	$4,000.00

The Thomas Thompson Trust
Statement - Payment to Beneficiaries
FYE 5/31/2016

Date	Organization	Location	Purpose	Amount
04/26/2016	Southern Vermont Health Services Corporation	Brattleboro, VT	Brattleboro Memorial Hospital and The Gathering Place: Exploring an Affiliation	$15,000.00
05/17/2016	Jayne Brooks Memorial Food Pantry at the Church of the Messiah	Rhinebeck, NY	Program Support	$3,000.00
05/17/2016	The Baptist Home of Brooklyn, NY	Rhinebeck, NY	Upgrades to nursing stations	$15,000.00
05/17/2016	Brattleboro Time Trade Inc.	Brattleboro, VT	Community Scholarship Fund	$3,000.00
05/17/2016	Rich Earth Institute, Inc.	Brattleboro, VT	Nutrient Reclamation Project	$3,750.00
05/17/2016	Strolling of the Heifers, Inc.	East Dummerston, VT	Farm-to-Table Apprenticeship Program	$10,000.00
			TOTAL PAID	**$523,150.00**

The Thomas Thompson Trust
FYE 5/31/2016

	Securities	Invested Cash	Mkt Value
June 1st	15,310,960	252,300	15,563,260
June	14,828,513	268,842	15,097,355
July	14,958,501	280,059	15,238,560
August	13,965,738	383,091	14,348,829
September	13,645,814	400,808	14,046,622
October	14,662,055	318,675	14,980,730
November	14,721,443	290,522	15,011,965
December	14,412,958	419,215	14,832,173
January	13,814,111	556,565	14,370,676
February	13,633,963	578,457	14,212,420
March	14,490,520	601,309	15,091,829
April	14,541,349	535,310	15,076,659
May	14,707,003	480,259	15,187,262
	187,692,928	5,365,412	193,058,340
Average	14,437,918	412,724	14,850,642