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 JUL 1, 2015 , and ending JUN 30, 2016

Name of foundation THE THOMPSON CHARITABLE FOUNDATION	**A Employer identification number** 58-1754763
Number and street (or P O box number if mail is not delivered to street address) / Room/suite 4800 OLD KINGSTON PIKE, SUITE 100	**B** Telephone number 865-588-0491
City or town, state or province, country, and ZIP or foreign postal code KNOXVILLE, TN 37919	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1 Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test check here and attach computation ▶ ☐
H Check type of organization: ☒ 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) ▶$ 36,653,397. **J** Accounting method: ☒ 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))

	Line		(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 ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	168.	168.		
	4	Dividends and interest from securities	588,421.	588,421.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	156,322.			
	b	Gross sales price for all assets on line 6a 8,888,821.				
	7	Capital gain net income (from Part IV, line 2)		156,322.		
	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	15,344.	-5,474.		STATEMENT 1
	12	**Total.** Add lines 1 through 11	760,255.	739,437.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	45,600.	22,800.		22,800.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	1,421.	711.		710.
	16a	Legal fees				
	b	Accounting fees STMT 2	6,077.	3,039.		3,038.
	c	Other professional fees STMT 3	20,292.	10,146.		10,146.
	17	Interest				
	18	Taxes STMT 4	3,644.	3,624.		0.
	19	Depreciation and depletion	529.	264.		
	20	Occupancy	21,557.	10,779.		10,778.
	21	Travel, conferences, and meetings	16,415.	8,208.		8,207.
	22	Printing and publications				
	23	Other expenses STMT 5	217,391.	204,289.		13,102.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	332,926.	263,860.		68,781.
	25	Contributions, gifts, grants paid	1,643,015.			1,643,015.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,975,941.	263,860.		1,711,796.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-1,215,686.			
	b	**Net investment income** (if negative, enter -0-)		475,577.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	600,907.	168,907.	168,907.
	2 Savings and temporary cash investments	13,251.	5,106.	5,106.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	33,234,715.	32,384,951.	36,478,868.
	14 Land, buildings, and equipment: basis ▶ 38,606.			
	Less accumulated depreciation ▶ 38,090.	1,044.	516.	516.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	33,849,917.	32,559,480.	36,653,397.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	33,849,917.	32,559,480.	
	30 **Total net assets or fund balances**	33,849,917.	32,559,480.	
	31 **Total liabilities and net assets/fund balances**	33,849,917.	32,559,480.	

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	33,849,917.
2 Enter amount from Part I, line 27a	2	-1,215,686.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	32,634,231.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	74,751.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,559,480.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	8,888,821.		8,732,499.	156,322.

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				156,322.

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** 156,322.

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	2,215,055.	38,535,169.	.057481
2013	1,507,692.	38,261,298.	.039405
2012	1,631,517.	35,841,912.	.045520
2011	1,593,185.	34,657,833.	.045969
2010	1,538,481.	34,797,233.	.044213

2	Total of line 1, column (d)	2	.232588
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	.046518
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	36,313,393.
5	Multiply line 4 by line 3	5	1,689,226.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,756.
7	Add lines 5 and 6	7	1,693,982.
8	Enter qualifying distributions from Part XII, line 4	8	1,711,796.

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 ▶ [X] and enter 1% of Part I, line 27b			1	4,756.
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	4,756.
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	4,756.
6	*Credits/Payments:*				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	12,504.		
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	12,504.
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	7,748.
11	Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶	4,756.	**Refunded** ▶	11	2,992.

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) ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 ▶ N/A

14 The books are in care of ▶ DEBBIE BLACK, EXECUTIVE DIRECTOR Telephone no ▶ (865)588-0491
Located at ▶ 4800 OLD KINGSTON PIKE, SUITE 100, KNOXVILLE, TN ZIP+4 ▶ 37919

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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
SEE STATEMENT 8		45,600.	1,421.	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 NOT APPLICABLE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	36,609,573.
b	Average of monthly cash balances	1b	256,816.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	36,866,389.
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	36,866,389.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	552,996.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,313,393.
6	**Minimum investment return.** Enter 5% of line 5	6	1,815,670.

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

1	Minimum investment return from Part X, line 6	1	1,815,670.
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 4,756.		
b	Income tax for 2015. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	4,756.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,810,914.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,810,914.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,810,914.

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	1,711,796.
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	1,711,796.
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	4,756.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,707,040.

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				1,810,914.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
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 313,305.				
f Total of lines 3a through e	313,305.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 1,711,796.				
a Applied to 2014, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				1,711,796.
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).)	99,118.			99,118.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	214,187.			
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	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	214,187.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014 214,187.				
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:

SEE STATEMENT 9

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE			SEE ATTACHED SCHEDULE	1,643,015.
Total			▶ 3a	1,643,015.
b *Approved for future payment*				
SEE ATTACHED SCHEDULE			SEE ATTACHED SCHEDULE	345,000.
Total			▶ 3b	345,000.

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			14	168.	
4 Dividends and interest from securities			14	588,421.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	156,322.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a SEE STATEMENT 10				15,344.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		760,255.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 760,255.

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

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

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

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 of officer or trustee: [signature] Date: 10/14/16 Title: PRESIDENT

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
MEREDITH R. NORRIS, CPA	[signature] MEREDITH R. NORRI	9/29/16 09/29/16		P01524170

Firm's name ▶ LBMC, PC — Firm's EIN ▶ 62-1199757

Firm's address ▶ 2095 LAKESIDE CENTRE WAY, SUITE 220 KNOXVILLE, TN 37922 — Phone no. (865) 691-9000

Form 990-PF (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	SEE ATTACHED SCHEDULE -ST	P		
b	SEE ATTACHED SCHEDULE - LT	P		
c	CAPITAL GAINS DIVIDENDS	P		
d	SHORT TERM CAPITAL GAIN - BBH WEALTH STRATEGIES	P		
e	LONG TERM CAPITAL GAIN - BBH WEALTH STRATEGIES	P		
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	221,846.		271,632.	-49,786.
b	8,558,863.		8,460,867.	97,996.
c	83,466.			83,466.
d	18,890.			18,890.
e	5,756.			5,756.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a				-49,786.
b				97,996.
c				83,466.
d				18,890.
e				5,756.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	156,322.
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

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THE THOMPSON CHARITABLE FOUNDATION 58-1754763

FORM 990-PF	OTHER INCOME	STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLAT ANNUITY PROCEEDS	12,220.	0.	
SECURITITES LITIGATION INCOME	1,025.	0.	
FEDERAL INCOME TAX REFUND	7,573.	0.	
OTHER INCOME - BBH WEALTH STRATEGIES	-5,474.	-5,474.	
TOTAL TO FORM 990-PF, PART I, LINE 11	15,344.	-5,474.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,077.	3,039.		3,038.
TO FORM 990-PF, PG 1, LN 16B	6,077.	3,039.		3,038.

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
CONSULTING FEES	20,292.	10,146.		10,146.
TO FORM 990-PF, PG 1, LN 16C	20,292.	10,146.		10,146.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER TAXES & LICENSES	20.	0.		0.
FOREIGN TAXES	3,624.	3,624.		0.
TO FORM 990-PF, PG 1, LN 18	3,644.	3,624.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	3,811.	1,905.		1,906.
INVESTMENT EXPENSE	163,490.	163,490.		0.
MANAGEMENT FEE	7,388.	3,694.		3,694.
OFFICE EXPENSES	8,730.	4,365.		4,365.
TELEPHONE	5,654.	2,827.		2,827.
MISCELLANEOUS EXPENSES	620.	310.		310.
OTHER PORTFOLIO DEDUCTIONS	27,698.	27,698.		0.
TO FORM 990-PF, PG 1, LN 23	217,391.	204,289.		13,102.

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

DESCRIPTION	AMOUNT
ACCRUAL TO CASH ADJUSTMENT	64,769.
FLOW THROUGH INCOME INCLUDED ON TAX RETURN BUT NOT ON BOOKS	9,982.
TOTAL TO FORM 990-PF, PART III, LINE 5	74,751.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS PER ATTACHED	COST	21,447,397.	25,705,873.
CORPORATE BONDS PER ATTACHED	COST	9,367,536.	9,135,066.
REAL ESTATE PER ATTACHED	COST	1,570,018.	1,637,929.
TOTAL TO FORM 990-PF, PART II, LINE 13		32,384,951.	36,478,868.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MERLE D. WOLFE 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	PRESIDENT 3.00	0.	0.	0.
DEBBIE BLACK 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	EXECUTIVE DIRECTOR 20.00	45,600.	1,421.	0.
SYLVIA M. THOMPSON 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	VICE PRESIDENT 1.00	0.	0.	0.
GREGORY E. ERICKSON 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
GINNY THOMPSON 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
JESSIE L. THOMPSON 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	SECRETARY 1.00	0.	0.	0.
JO ANNE T. MANOFSKY 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.

J. KYLE DERHAM 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
J. MATTHEW DERHAM 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
T.J. DERHAM 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
LAURA OLESKY 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
DOUGLAS MANOFSKY 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		45,600.	1,421.	0.

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

865-588-0491

FORM AND CONTENT OF APPLICATIONS

LETTER OF NOT MORE THAN TWO PAGES DESCRIBING THE PROJECT

ANY SUBMISSION DEADLINES

MARCH 31, JUNE 30, SEPTEMBER 30, DECEMBER 31

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

FORM 990-PF	OTHER REVENUE	STATEMENT 10

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
CLAT ANNUITY PROCEEDS			14	12,220.	
SECURITITES LITIGATION INCOME			14	1,025.	
FEDERAL INCOME TAX REFUND			14	7,573.	
OTHER INCOME - BBH WEALTH STRATEGIES			14	-5,474.	
TOTAL TO FORM 990-PF, PG 12, LN 11				15,344.	

GENERAL EXPLANATION	STATEMENT 11

FORM/LINE IDENTIFIER

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

EXPLANATION:

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

Details of your investments

Information is as of Jun 30 2016, except where noted otherwise

DESCRIPTION	UNITS/SHARES YOU HOLD	UNIT PRICE ($)	AVERAGE UNIT COST ($)	MARKET VALUE ($)	TOTAL COST ($)	UNREALIZED GAINS/LOSSES ($)	PERCENT OF TOTAL INVESTMENTS	ESTIMATED ANNUAL INCOME ($)	ESTIMATED YIELD
CASH									
Pending cash									
CASH	0 00	0 00	0 00	0 00	0 00	0 00	0 00%	0 00	0 00%
ACCRUED INCOME	0 00	0 00	0 00	15,122 21	15,122 21	0 00	0 04%	0 00	0 00%
Total pending cash				$15,122 21	$15,122.21	$0 00	0 04%	$0.00	0.00%
Transactional cash									
BBH U S GOVERNMENT MONEY MARKET FUND INSTITUTIONAL	85,124 68	1 00	1 00	85,124 68	85,124 68	0 00	0 23%	8 51	0 01%
Total transactional cash				$85,124 68	$85,124.68	$0.00	0 23%	$8.51	0.01%
TOTAL CASH				$100,246.89	$100,246.89	$0.00	0.27%	$8.51	0.01%
FIXED INCOME									
Strategic reserves									
BBH LIMITED DURATION FUND CL I	906,256 58	10 08	10 34	9,135,066 33	9,367,535 90	-232,469 57	24 97%	187,776 36	2 06%
Total strategic reserves				$9,135,066.33	$9,367,535 90	-$232,469 57	24.97%	$187,776.36	2 06%
TOTAL FIXED INCOME				$9,135,066.33	$9,367,535.90	-$232,469.57	24.97%	$187,776.36	2.06%
EQUITY									
U S large cap equity									
ALTAROCK PARTNERS SERIES - BBH WEALTH STRATEGIES	1,523,993 83	1 00	0 98	1,523,993 83	1,500,000 00	23,993 83	4 17%	0 00	0 00%
Consumer discretionary									
BED BATH & BEYOND INC	7,047 00	43 22	57 20	304,571 34	403,111 05	-98,539 71	0 83%	3,523 50	1 16%

(details continued on next page)

BROWN BROTHERS HARRIMAN

June 1 to June 30 2016

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

Details of your investments - continued

DESCRIPTION	UNITS/SHARES YOU HOLD	UNIT PRICE ($)	AVERAGE UNIT COST ($)	MARKET VALUE ($)	TOTAL COST ($)	UNREALIZED GAINS/LOSSES ($)	PERCENT OF TOTAL INVESTMENTS	ESTIMATED ANNUAL INCOME ($)	ESTIMATED YIELD
EQUITY - CONTINUED									
U S. large cap equity- continued									
Consumer discretionary- continued									
COMCAST CORP CL A	22,400.00	65.19	35.26	1,460,256.00	789,804.96	670,451.04	3.99%	24,640.00	1.69%
DISCOVERY COMMUNICATIONS -C	18,200.00	23.85	26.39	434,070.00	480,236.50	-46,166.50	1.19%	0.00	0.00%
LIBERTY INTERACTIVE CORP Q-A	15,804.00	25.37	15.29	400,947.48	241,689.71	159,257.77	1.10%	0.00	0.00%
Consumer staples									
DIAGEO PLC- SPONSORED ADR	4,500.00	112.88	110.47	507,960.00	497,119.80	10,840.20	1.39%	15,331.50	3.02%
NESTLE S A SPONS ADR	8,700.00	77.31	62.32	672,597.00	542,201.30	130,395.70	1.84%	16,938.90	2.52%
UNILEVER N V-NY SHARES	6,900.00	46.94	38.23	323,886.00	263,777.16	60,108.84	0.89%	8,010.90	2.47%
WAL-MART STORES INC	5,200.00	73.02	67.33	379,704.00	350,090.74	29,613.26	1.04%	10,400.00	2.74%
Energy									
EOG RESOURCES INC	6,300.00	83.42	52.93	525,546.00	333,440.28	192,105.72	1.44%	4,221.00	0.80%
OCCIDENTAL PETROLEUM CORP	5,000.00	75.56	79.87	377,800.00	399,341.00	-21,541.00	1.03%	15,000.00	3.97%
SCHLUMBERGER LTD	5,200.00	79.08	74.51	411,216.00	387,473.18	23,742.82	1.12%	10,400.00	2.53%
Financials									
BERKSHIRE HATHAWAY INC-CL B	7,800.00	144.79	86.16	1,129,362.00	672,057.60	457,304.40	3.09%	0.00	0.00%
PROGRESSIVE CORP OHIO	17,200.00	33.50	21.03	576,200.00	361,713.64	214,486.36	1.58%	15,273.60	2.65%
U S BANCORP	24,500.00	40.33	32.60	988,085.00	798,783.70	189,301.30	2.70%	24,990.00	2.53%
WELLS FARGO & CO	17,800.00	47.33	34.18	842,474.00	608,431.67	234,042.33	2.30%	27,056.00	3.21%
Healthcare									
DENTSPLY SIRONA INC COM STK	3,003.00	62.04	36.64	186,306.12	110,043.52	76,262.60	0.51%	930.93	0.50%
NOVARTIS AG - ADR	8,000.00	82.51	58.56	660,080.00	468,512.40	191,567.60	1.80%	18,424.00	2.79%
HENRY SCHEIN INC COM STK	1,400.00	176.80	74.84	247,520.00	104,775.44	142,744.56	0.68%	0.00	0.00%
ZOETIS INC COM STK	14,853.00	47.46	30.27	704,923.38	449,579.75	255,343.63	1.93%	5,644.14	0.80%
PERRIGO CO PLC COM STK	2,333.00	90.67	109.75	211,533.11	256,053.26	-44,520.15	0.58%	1,353.14	0.64%
Industrials									
WASTE MANAGEMENT INC	4,862.00	66.27	32.34	322,204.74	157,217.95	164,986.79	0.88%	7,973.68	2.47%
Information technology									
ALPHABET INC CL C	1,377.00	692.10	429.16	953,021.70	590,950.43	362,071.27	2.61%	0.00	0.00%

(details continued on next page)

BROWN
BROTHERS
HARRIMAN

June 1 to June 30 2016

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

Details of your investments - continued

DESCRIPTION	UNITS/SHARES YOU HOLD	UNIT PRICE ($)	AVERAGE UNIT COST ($)	MARKET VALUE ($)	TOTAL COST ($)	UNREALIZED GAINS/LOSSES ($)	PERCENT OF TOTAL INVESTMENTS	ESTIMATED ANNUAL INCOME ($)	ESTIMATED YIELD
EQUITY - CONTINUED									
U S. large cap equity- continued									
Information technology- continued									
EBAY INC	3,400 00	23 41	20 75	79,594 00	70,546 47	9,047 53	0 22%	0 00	0 00%
FLEETCOR TECHNOLOGIES INC COM STK	876 00	143 13	116 08	125,381 88	101,690 11	23,691 77	0 34%	0.00	0 00%
MICROSOFT CORP	17,600 00	51 17	27 81	900,592 00	489,459 39	411,132 61	2 46%	25,344 00	2 81%
ORACLE CORP	23,000 00	40 93	38 99	941,390 00	896,774 55	44,615 45	2 57%	13,800 00	1.47%
PAYPAL HOLDINGS INC- COM STK	7,800 00	36 51	31 96	284,778 00	249,250 07	35,527 93	0 78%	0 00	0 00%
QUALCOMM INC	10,450 00	53 57	58 81	559,806 50	614,608 77	-54,802 27	1 53%	22,154 00	3 96%
Materials									
CELANESE CORP SERIES A	5,900 00	65 45	40 19	386,155 00	237,145 06	149,009 94	1 06%	8,496 00	2 20%
PRAXAIR INC	3,400 00	112 39	108 16	382,126 00	367,744 47	14,381 53	1 04%	10,200 00	2 67%
Total U.S. Large cap equity				**$17,804,081 08**	**$13,793,623 93**	**$4,010,457.15**	**48 69%**	**$290,105.29**	**1 63%**
U.S. small/mid cap equity									
LONGLEAF PARTNERS SMALL CAP FD	53,676 29	29 72	29 03	1,595,259 37	1,558,380 22	36,879 15	4 36%	2,147 05	0 13%
CLARKSTON CAPITAL PARTNERS SMALL/MID CAP SERIES - BBH WEALTH STRATEGIES	1,015,750 48	1 00	0 98	1,015,750 48	1,000,000 00	15,750 48	2 78%	0 00	0 00%
Total U.S. Small/mid cap equity				**$2,611,009 85**	**$2,558,380.22**	**$52,629 63**	**7 14%**	**$2,147.05**	**0 08%**
Non-U S developed equity									
BBH INTERNATIONAL EQUITY FUND CL I	65,819 21	14 18	12 84	933,316 47	845,393 09	87,923 38	2 55%	18,580 76	1 99%
SELECT EQUITY SERIES BBH WEALTH STRATEGIES	3,336,773 67	1 00	0 99	3 336,773 67	3,300,000 00	36,773 67	9 12%	0 00	0 00%
Total non-U.S. Developed equity				**$4,270,090.14**	**$4,145,393 09**	**$124,697 05**	**11.67%**	**$18,580 76**	**0.44%**

(details continued on next page)

Details of your investments - continued

DESCRIPTION	UNITS/SHARES YOU HOLD	UNIT PRICE ($)	AVERAGE UNIT COST ($)	MARKET VALUE ($)	TOTAL COST ($)	UNREALIZED GAINS/LOSSES ($)	PERCENT OF TOTAL INVESTMENTS	ESTIMATED ANNUAL INCOME ($)	ESTIMATED YIELD
EQUITY - CONTINUED									
Emerging markets equity									
BURGUNDY EMERGING MARKETS SERIES - BBH WEALTH STRATEGIES	1,020,691 48	1 00	0 93	1,020,691 48	950,000 00	70,691 48	2 79%	0 00	0 00%
Total emerging markets equity				$1,020,691.48	$950,000.00	$70,691.48	2 79%	$0.00	0.00%
TOTAL EQUITY				$25,705,872 55	$21,447,397.24	$4,258,475.31	70.29%	$310,833.10	1.21%
REAL ASSETS									
Public real estate									
REMS GROUP SERIES - BBH WEALTH STRATEGIES	1,637,928 85	1 00	0 96	1,637,928 85	1,570,017 60	67,911 25	4 48%	0 00	0 00%
Total public real estate				$1,637,928 85	$1,570,017.60	$67,911.25	4 48%	$0.00	0 00%
TOTAL REAL ASSETS				$1,637,928.85	$1,570,017.60	$67,911.25	4.48%	$0.00	0.00%
Total investments				$36,579,114.62	$32,485,197.63	$4,093,916.99	100.00%	$498,617.97	1.36%

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

15122.21

32470675.42

Part IV, Line 1a & 1b
THE THOMPSON CHARITABLE FOUNDATION 58-1754763
FISCAL YEAR JULY 1, 2015 THRU JUNE 30, 2016

Brown Brothers Harriman - Account 1091022878

	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	YEAR TO DATE
Total Gain/Loss:													
Realized gain													
Total proceeds	770,200 28	217,905 39	3,433,089 13	650,000 00	374,201 70	-	162,051 54	225,372 32	2,027,524 56	48,990 59	121,373 13	750,000 00	8,780,708 64
Total costs	518,724 81	161,392 27	3,279,992 17	662,156 12	249,155 80	-	88,539 88	167,036 01	2,732,033 16	33,653 45	70,216 44	769,598 38	8,732,498 49
Grand Total	251,475 47	56,513 12	153,096 96	(12,156 12)	125,045 90	-	73,511 66	58,336 31	(704,508 60)	15,337 14	51,156 69	(19,598 38)	$ **48,210.15**
Short-Term·													
Realized gain													
Total proceeds	-	-	-	-	-	-	-	45,025 04	176,820 98	-	-	-	221,846 02
Total costs	-	-	-	-	-	-	-	33,370 57	238,261 37	-	-	-	271,631 94
Total Short-Term	-	-	-	-	-	-	-	11,654 47	(61,440 39)	-	-	-	**(49,785.92)**
Long-Term													
Realized gain													
Total proceeds	770,200 28	217,905 39	3,433,089 13	650,000 00	374,201 70	-	162,051 54	180,347 28	1,850,703 58	48,990 59	121,373 13	750,000 00	8,558,862 62
Total costs	518,724 81	161,392 27	3,279,992 17	662,156 12	249,155 80	-	88,539 88	133,665 44	2,493,771 79	33,653 45	70,216 44	769,598 38	8,460,866 55
Total	251,475 47	56,513 12	153,096 96	(12,156 12)	125,045 90	-	73,511 66	46,681 84	(643,068 21)	15,337 14	51,156 69	(19,598 38)	**97,996.07**

The Thompson Charitable Foundation		
Grants Paid 7/1/2015 thru 6/30/2016		
Grantee	**Amount**	**Purpose**
Aid to Distressed Families of Appalachian Counties	$ 10,000	Program Support
Attn: Annie Cacheiro, Executive Director		
P. O. Box 5953		
Oak Ridge, TN 37831		
Alice Lloyd College	$ 50,000	Scholarships
Attn: Joe Alan Stepp, President		
100 Purpose Road		
Pippa Passes, KY 41844		
Appalachia Service Project	$ 50,000	Program Support
Attn. Walter B. Crouch, PhD., President/CEO		
4523 Bristol Highway		
Johnson City, TN 37601		
Austin Peay State University	$ 10,000	Program Support
(yr. 2 of 5-yr. pledge)		
Attn: Matt Bucy, Development Officer		
P. O. Box 4417		
Clarksville, TN 37044		
Autism Society of East Tennessee	$ 2,000	Program Support
Attn Margaret Stanley, Executive Director		
123 Center Park Drive, Suite 211		
Knoxville, TN 37922		
Bell-Whitley Community Action Agency, Inc.	$ 20,000	Program Support
Attn: Craig Brock, Executive Director		
P. O. Box 159		
Pineville, KY 30877		
Big Brothers Big Sisters of East Tennessee	$ 10,000	Program Support
Attn: Doug Kose, CEO		
318 North Gay Street, Suite 100		
Knoxville, TN 37917		
Blount County Community Action Agency	$ 10,000	Program Support
Attn: David Buchanan, Executive Director		
3509 Tuckaleechee Pike		
Maryville, TN 37803		
Boys & Girls Club of Central Appalachia	$ 25,000	Program Support
Attn: Taylor Raymond Burgess, CEO		
P. O. Box 1505		
Grundy, VA 24614		

Boys & Girls Club of Scott County	$ 8,000	HVAC Repair
Attn: Hank Hill, Chief Professional Officer		
17025 Alberta Street		
Oneida, TN 37841		
Boys & Girls Clubs of the Tennessee Valley	$ 25,000	Our Kids Our Future
(yr. 2 of 4-yr. pledge)		Capital Campaign
Attn: Dr. Lisa Hurst, President & CEO		
220 Carrick Street, Suite 318		
Knoxville, TN 37921		
Breakthrough Foundation	$ 50,000	Capital Campaign
Attn: Robert A. Ellis, Jr., CEO		
900 East Hill Avenue, Suite 145		
Knoxville, TN 37915		
Buchanan County Youth, Inc.	$ 50,000	Program Support
Attn Frannie B. Minton, RN, Director		
P. O. Box 924		
Vansant, VA 24656		
Cancer Support Community Rachael Young Center	$ 10,000	Program Support
Attn: Beth Hamil, Executive Director		
2230 Sutherland Avenue		
Knoxville, TN 37919-2350		
CASA of the Tennessee Heartland	$ 20,000	Program Support
Attn Kesha Shipe, Executive Director		
12 Van Hicks Road		
Oak Ridge, TN 37830		
Catholic Charities of East Tennessee	$ 18,000	Van Purchase
Attn: Sister Mary Christine Cremin, Executive Director		
119 Dameron Avenue		
Knoxville, TN 37917		
Center for Christian Action, Inc.	$ 6,000	Program Support
Attn: Sheila V. Edwards, Program Director		
P. O. Box 608		
Pocahontas, VA 24635		
Childhelp Children's Center of East Tennessee	$ 20,000	Program Support
Attn: Hugh Nystrom, Director		
2505 Kingston Pike		
Knoxville, TN 37919		
Children's Center of the Cumberlands	$ 10,000	Program Support
Attn: Kellie M. Asberry, Executive Director		
P. O. Box 4314		
Oneida, TN 37841		

Clinch Independent Living Services, Inc.	$	20,000	Program Support
Attn: Tim Prater, Executive Director			
1139C Plaza Drive			
Grundy, VA 24614			
Coalfield Water Development Fund	$	100,000	Program Support
Attn: Donna Stanley, Administrative Agent			
P. O. Box 34			
Big Stone Gap, VA 24219			
Come-Unity Cooperative Care	$	20,000	Program Support
Attn Linda Gilreath, Executive Director			
755 South Dixie Street			
London, KY 40743-0056			
Community School of the Arts	$	7,500	Program Support
Attn: Jennifer Willard, Executive Director			
620 State Street			
Knoxville, TN 37902			
CONNECT Ministries	$	25,000	Building Renovations
Attn Keira A. Wyatt, Executive Director			
2340 Magnolia Avenue			
Knoxville, TN 37917			
Crossroads Ministry, Inc.	$	10,000	Building Renovations
Attn: Cora Rhew, Executive Director			
451 E. Tennessee Avenue			
Oak Ridge, TN 37830			
Crutcher Memorial Youth Enrichment Center	$	5,000	Program Support
Attn: Mae Blanch Moore, Vice President			
P. O. Box 6747			
Knoxville, TN 37914			
Dogwood Arts Festival (A Very Special Arts Festival)	$	1,000	Program Support
Attn Alaine Schmidt McBee, Director of Programs			
602 S. Gay Street, Mezzanine Level			
Knoxville, TN 37902			
East Tennessee Children's Hospital	$	50,000	Capital Campaign Fund
(yr. 3 of 4-yr. pledge)			
Attn. Carlton M. Long, VP for Development			
P. O. Box 15010			
Knoxville, TN 37901-9947			
Feeding America Southwest Virginia	$	13,000	Parking Lot Safety
Attn Larry Pierce, Grants Administrator			Improvements
1025 Electric Road			
Salem, VA 24153			

First Tee of Greater Knoxville	$ 15,000	Program Support
Attn: Diondre Jackson, Executive Director		
2351 Dandridge Avenue		
Knoxville, TN 37915		
Fish Hospitality Pantries	$ 50,000	Forklift/Program Support
Attn: Jim Wright, Director		
800 Northshore Drive		
Knoxville, TN 37919		
Four Seasons YMCA	$ 50,000	Capital Campaign Fund
(yr. 2 of 4-yr. pledge)		
Attn. Chris Ratliff, Chairman of the Board		
106 Gratton Road		
Tazewell, VA 24651		
Friends of Literacy	$ 8,000	Program Support
Attn: Melissa Nance, Executive Director		
900 East Hill Avenue, Suite 300		
Knoxville, TN 37915		
Friends of Tennessee's Babies with Special Needs	$ 5,000	Program Support
Attn Teresa McMahan, Director of Programs		
P. O. Box 544		
Alcoa, TN 37701-0544		
Frontier Nursing University	$ 15,000	Building Repairs
Jonathan S. Harris, Grants Management Officer		
P. O. Box 528		
Hyden, KY 41749		
Girl Talk, Inc.	$ 10,000	Program Support
Attn: Denetria Moore, Executive Director		
P. O. Box 14634		
Knoxville, TN 37912		
GraceInside, Virginia's Prison Chaplain Service	$ 10,000	Program Support
Attn Rev. J. Randy Myers, President		
2828 Emerywood Parkway		
Richmond, VA 23294-3718		
Helen Ross McNabb Foundation	$ 50,000	Center's Knox Access to
(yr. 2 of 4-yr. pledge)		Care Campaign
Attn: Houston Smelcer, VP of Development		
201 W. Springdale Avenue, N.E.		
Knoxville, TN 37917		
Interfaith Health Clinic	$ 25,000	Program Support
Attn: Kelly Mainor, Assistant Director		
315 Gill Avenue		
Knoxville, TN 37917		

Junior Achievement of the Bluegrass, Inc.	$ 5,000	Program Support
Attn Lynn Hudgins, President		
1092 Duval Street, Suite 240		
Lexington, KY 40515		
Junior Achievement of East Tennessee, Inc.	$ 20,000	Program Support
Attn: Chip Reed, President		
2135 North Charles G. Seivers Boulevard		
Clinton, TN 37716		
Knox County Imagination Library	$ 10,000	Program Support
Attn: Abigail Wintker Burris, Executive Director		
500 West Church Avenue		
Knoxville, TN 37902		
Laurel County Habitat for Humanity	$ 25,000	Program Support
Attn Timothy J. Dyche, President		
348 Bryants Way		
London, KY 40741		
Laurel County Older Persons Activity Center	$ 25,000	Program Support
Attn: Donna Stanifer, Director		
426-1/2 East 4th Street		
London, KY 40741		
Leslie County Food Pantry Backpack Program	$ 30,000	Program Support
Attn Sarah K Osborne, Director		
P. O. Box 212		
Hyden, KY 41749		
Michael Dunn Foundation	$ 10,000	Program Support
Attn Tara Hanouskova, Development Coordinator		
629 Gallaher Road		
Kingston, TN 37763		
Mountain Mission School	$ 30,000	Cooler/Freezer Purchase
Attn: Chris A. Mitchell, CFO		
1760 Edgewater Drive		
Grundy, VA 24614		
New Hope Blount County Children's Advocacy Center	$ 15,000	Program Support
Attn. Nicole Wicker, Fundraising Coordinator		
212 Cates Street		
Maryville, TN 37801		
New Opportunity School for Women	$ 15,000	Program Support
Attn: Lori Sliwa, Executive Director		
205 Chestnut Street		
Berea, KY 40403		

The Next Door Knoxville	$ 20,000	Program Support
Attn Riley Landers, Development Coordinator		
P. O. Box 282		
Knoxville, TN 37902		
Norwood Boys & Girls Club	$ 15,000	Program Support
Attn Bonnie Ivey, Director		
827 E. Tri-County Boulevard		
Oliver Springs, TN 37840		
Oakwood Volunteer Fire and Rescue	$ 30,000	Vehicle Purchase
Attn Jeremy Cook, Chief		
10491 Garden Creek Road		
Oakwood, VA 24631		
Panco Youth Center	$ 15,000	Driveway Pavement
Attn: Jerry Rice, Director		
9626 Hwy 1482		
Oneida, KY 40972		
Richard Williams Leadership Development Academy	$ 30,000	Program Support
Attn Clarence B. Williams, Director		
229 East Watt Street, Box 5		
Alcoa, TN 37701		
Save the Children Federation, Inc.	$ 15,000	Program Support
Attn Susan Jerdonek, Senior Manager		
2000 L Street, NW, Suite 500		
Washington, DC 20036		
Second Harvest Food Bank of East Tennessee	$ 25,000	Fork Lift Purchase
Attn: Patty Ford, Senior Grant Writer		
136 Harvest Lane		
Maryville, TN 37801		
Senior Citizens Homes Assistance Service, Inc.	$ 13,000	Caregiver Training
Attn: Jessica Popek, Development & Event Coordinator		
P. O. Box 3025		
Knoxville, TN 37927		
Southwest Virginia Community College Educational Fdn.	$ 50,000	Program Support
Attn: Susan R. Lowe, Executive Director		
P. O. Box SVCC		
Richlands, VA 24641		
Stinnett Area Community Center	$ 50,000	Program Support
Attn Regina Plant, President		
P. O. Box 88		
Stinnett, KY 40868		

Stinnett Elementary School	$ 13,000	Gymnasium Lighting
Attn: Teresa Wright, Principal		
12975 Hwy. 421		
Hyden, KY 40844		
Teen Venture Center	$ 25,000	Program Support
Attn: Laura C. Brown, Executive Director		
217 Railroad Avenue		
Richlands, VA 24641		
Tennessee Baptist Adult Homes	$ 10,000	Transportation Costs
Attn: Jim Highland, Development Director		
P. O. Box 728		
Brentwood, TN 37024-0728		
Tennessee Children's Home	$ 30,000	Capital Campaign
Attn: Brian L. King, President		
P. O. Box 10		
Spring Hill, TN 37174		
Thousandsticks Volunteer Fire & Rescue, Inc.	$ 10,000	Program Support
Attn: Anna Carol Jones, Treasurer		
P. O. Box 1624		
Hyden, KY 41749		
Thrive Lonsdale	$ 15,000	Van Purchase
Attn: Clayton Wood, Executive Director		
1317 Connecticut Avenue		
Knoxville, TN 37921		
Town of Richlands	$ 25,000	Preservation/Restoration
Attn: Timothy Taylor, Town Manager		
200 Washington Square		
Richlands, VA 24641		
Tri-County Health Clinic	$ 25,000	Program Support
Attn: Amanda Mustard, Executive Director		
P. O. Box 202		
Richlands, VA 24641		
University of the Cumberlands	$ 10,000	Mountain Outreach Program
(yr. 2 of 2-yr. pledge)		
Attn: Larry L. Cockrum, CEO		
6191 College Station Drive		
Williamsburg, KY 40769		
University of Tennessee College of Nursing	$ 15,000	Program Support
(yr. 2 of 3-yr. pledge)		
Attn: Victoria Niederhauser, Dr.PH, RN		
1200 Volunteer Boulevard		
Knoxville, TN 37996		

University of Virginia's College at Wise	$ 50,000	Scholarships
Attn. *Don Sharitt, Director of Foundation Relations*		
1 College Avenue		
Wise, VA 24293		
Volunteer Ministry Center	$ 2,515	Freezer Purchase
Attn Bruce W. Spangler, Interim CEO		
511 North Broadway		
Knoxville, TN 37917-7408		
YMCA of Buchanan County	$ 75,000	Equipment/Renovations
Attn: Brandee Brown, Executive Director		
P. O. Box 1450		
Grundy, VA 24641		
Youth Transitions, Inc.	$ 7,000	Program Support
Attn Chris Harper, Sr., President		
301 Cheshire Drive		
Knoxville, TN 37919		
Total:	**$ 1,654,015**	*
*Fiscal Court of Leslie Co., KY Refund of 4/28/15		
Unused Grant received 12/22/15	$ 11,000	
	$ 1,643,015	

ADDITIONAL SCHEDULES - Continued
THE THOMPSON CHARITABLE FOUNDATION 58-1754763
FORM 990 PF
Year Ended June 30, 2016

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

Recipient		Purpose of Grant	Amount Due in Future
Austin Peay State University Foundation Attn Erin Lynch, Ed.D, Program Director P. O Box 4635 Clarksville, TN 37044	(years 3 - 5 of 5-yr pledge)	Scholarship Program	$ 30,000
Boys & Girls Clubs of the Tennessee Valley Attn Dr. Lisa Hurst, President & CEO 220 Carrick Street, Suite 318 Knoxville, TN 37921	(years 3 - 4 of 4-yr pledge)	Our Kids Our Future Comprehensive Campaign	$ 50,000
East Tennessee Children's Hospital Attn Carlton M Long, V P for Development 2018 Clinch Avenue Knoxville, TN 37916	(year 4 of 4-yr pledge)	Capital Campaign Fund	$ 50,000
Four Seasons YMCA Attn David G Graf, Board Chairman 106 Gratton Road Tazewell, TN 24651	(years 3 - 4 of 4-yr pledge)	Capital Campaign	$ 100,000
Helen Ross McNabb Foundation Attn Houston Smelcer, V P. of Development 201 W. Springdale Avenue, N E Knoxville, TN 37917	(years 3 - 4 of 4-yr. pledge)	Center's Knox Access to Care Campaign	$ 100,000
University of Tennessee College of Nursing Attn Victoria Niederhauser, Dr.PH, RN 1200 Volunteer Boulevard Knoxville, TN 37996	(year 3 of 3-yr pledge)	Program Support	$ 15,000
		Total	$ 345,000.00