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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 01-01-2016 , and ending 12-31-2016

Name of foundation
Homer and Annette Thompson Foundation

% Foundation Source

Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
Wilmington, DE 198091377

A Employer identification number
46-4472292

B Telephone number (see instructions)
(800) 839-1754

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 19,924,257

J Accounting method ☑ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

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) (see instructions))*

			(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 (attach schedule)	9,500,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,999	1,999		
	4	Dividends and interest from securities	311,253	311,253		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	265,338			
	b	Gross sales price for all assets on line 6a 5,366,616				
	7	Capital gain net income (from Part IV, line 2)		265,338		
	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) (attach schedule)				
	11	Other income (attach schedule)	48	47		
	12	**Total.** Add lines 1 through 11	10,078,638	578,637		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	14,633			14,633
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	67,168	67,168		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,106	506		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	32,350			32,350
	24	**Total operating and administrative expenses.** Add lines 13 through 23	117,257	67,674		46,983
	25	Contributions, gifts, grants paid	445,100			445,100
	26	**Total expenses and disbursements.** Add lines 24 and 25	562,357	67,674		492,083
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	9,516,281			
	b	**Net investment income** (if negative, enter -0-)		510,963		
	c	**Adjusted net income**(if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2016)

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	896,627	1,109,676	1,109,676
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ______ 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 (attach schedule)	499,115	1,550,010	1,525,725
	b	Investments—corporate stock (attach schedule)	5,683,499	12,316,282	12,760,367
	c	Investments—corporate bonds (attach schedule)	2,989,735	4,604,686	4,523,980
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		4,603	4,509
	14	Land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	15	Other assets (describe ▶ ______)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	10,068,976	19,585,257	19,924,257
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 (attach schedule)			
	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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,068,976	19,585,257	
	30	**Total net assets or fund balances** (see instructions)	10,068,976	19,585,257	
	31	**Total liabilities and net assets/fund balances** (see instructions)	10,068,976	19,585,257	

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	10,068,976
2	Enter amount from Part I, line 27a	2	9,516,281
3	Other increases not included in line 2 (itemize) ▶ ______	3	
4	Add lines 1, 2, and 3	4	19,585,257
5	Decreases not included in line 2 (itemize) ▶ ______	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,585,257

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)
1 a	Publicly-traded Securities			
b				
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	5,366,616		5,101,278	265,338
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				265,338
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	**2**	265,338
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) (see instructions) If (loss), enter -0- in Part I, line 8		**3**	

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 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))
2015	38,197	10,189,438	0 003749
2014	23,151	657,878	0 03519
2013	0	0	0 0
2012	0	0	0 0
2011	0	0	0 0

2	**Total** of line 1, column (d)	**2**	0 038939
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**	0 01947
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	**4**	15,660,688
5	Multiply line 4 by line 3	**5**	304,914
6	Enter 1% of net investment income (1% of Part I, line 27b)	**6**	5,110
7	Add lines 5 and 6	**7**	310,024
8	Enter qualifying distributions from Part XII, line 4 , ...	**8**	492,083

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**	5,110
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**	
3	Add lines 1 and 2.			**3**	5,110
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			**4**	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			**5**	5,110
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	**6a**	2,641		
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**	2,641
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**	2,469
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			**10**	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶	**Refunded** ▶		**11**	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	**1b**		No
	*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**		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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**		No
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**		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**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**		No
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**	Yes	
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**	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶DE			
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**	Yes	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	**11**		**No**
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**		**No**
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	**13**	**Yes**	

Website address ▶

14 The books are in care of ▶Foundation Source Telephone no ▶(800) 839-1754

Located at ▶501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶198091377

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**

			Yes	**No**
16	At any time during calendar year 2016, 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**		**No**
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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**		**No**
	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 2016?	**1c**		**No**
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ **Yes** ☑ **No** If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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)	**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 ▶ 20____ , 20____ , 20____ , 20____			
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 2016 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 2016).*	**3b**		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4a**		**No**
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 2016?	**4b**		**No**

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)? **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?. . . . . ☐ 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** No

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? **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 (see instructions).

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Charles R Chilton Foundation Source 501 Silverside Rd Wilmington, DE 198091377	VP / Dir / Sec 2 0	3,075	0	0
Samuel W Hart Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Pres / Dir / Treas 3 0	5,310	0	0
William A Rowse Jr Foundation Source 501 Silverside Rd Wilmington, DE 198091377	VP / Dir 1 0	2,180	0	0
Robert J Stambaugh Foundation Source 501 Silverside Rd Wilmington, DE 198091377	VP / Dir 2 0	4,068	0	0

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

(a) Name and address of each employee paid more than $50,000	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Cypress Trust Company 251 Royal Palm Way Suite 500 PALM BEACH, FL 33480	Investment Mgmt	67,168

Total number of others receiving over $50,000 for professional services. . . . . ▶

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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**	14,603,007
b	Average of monthly cash balances.	**1b**	1,296,169
c	Fair market value of all other assets (see instructions).	**1c**	0
d	**Total** (add lines 1a, b, and c).	**1d**	15,899,176
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). **1e**		
2	Acquisition indebtedness applicable to line 1 assets.	**2**	0
3	Subtract line 2 from line 1d.	**3**	15,899,176
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	**4**	238,488
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	**5**	15,660,688
6	**Minimum investment return.** Enter 5% of line 5.	**6**	783,034

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**	783,034
2a	Tax on investment income for 2016 from Part VI, line 5.	**2a**	5,110		
b	Income tax for 2016 (This does not include the tax from Part VI).	**2b**			
c	Add lines 2a and 2b.			**2c**	5,110
3	Distributable amount before adjustments Subtract line 2c from line 1.			**3**	777,924
4	Recoveries of amounts treated as qualifying distributions.			**4**	
5	Add lines 3 and 4.			**5**	777,924
6	Deduction from distributable amount (see instructions).			**6**	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			**7**	777,924

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**	492,083
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**	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	**3a**	0
b	Cash distribution test (attach the required schedule).	**3b**	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	**4**	492,083
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 (see instructions).	**5**	5,110
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	**6**	486,973

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					777,924
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.				478,361	
b Total for prior years 2014 , 2013 , 2012					
3 Excess distributions carryover, if any, to 2016					
a From 2011.					
b From 2012.					
c From 2013.					
d From 2014.					
e From 2015.					
f **Total** of lines 3a through e.					
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 492,083					
a Applied to 2015, but not more than line 2a				478,361	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2016 distributable amount.					13,722
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2016					
(If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b Prior years' undistributed income Subtract line 4b from line 2b					
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.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					764,202
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)					
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2012. . . .					
b Excess from 2013. . . .					
c Excess from 2014. . . .					
d Excess from 2015. . . .					
e Excess from 2016. . . .	0				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	**(e) Total**
2a 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 organization 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

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 email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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 Additional Data Table				
Total . . . . ▶ **3a**				445,100
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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)** Related or exempt function income (See instructions)
1 Program service revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
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	1,999	
4 Dividends and interest from securities. . . .			14	311,253	
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	265,338	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a K-1 Inc/Loss	525990	1	14	47	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		1		578,637	

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 578,638

(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) (See instructions)

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)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

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

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

****** 2017-04-27 ******

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
Jeffrey D Haskell				P01345770

Firm's name ▶ Foundation Source

Firm's EIN ▶

Firm's address ▶ One Hollow Ln Ste 212

Lake Success, NY 11042

Phone no (800) 839-1754

Form 990PF Part XV Line 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*				
CHRISTIAN FAMILY AND YOUTH SERVICES INC 180 E CENTRAL AVE WINTER HAVEN, FL 33880	N/A	PC	Building Fund	50,000
CITRUS CENTER BOYS & GIRLS CLUB INC PO BOX 2666 WINTER HAVEN, FL 33883	N/A	PC	underwriting the sending of children to camp	30,000
CITY OF AUBURNDALE PO BOX 186 AUBURNDALE, FL 33823	N/A	GOV	The Baynard House energy audit and maintenance plan	5,100
FIRST BAPTIST CHURCH WINTER HAVEN FLORIDA 198 W CENTRAL AVE WINTER HAVEN, FL 33880	N/A	PC	The Haley Center	50,000
FIRST UNITED METHODIST CHURCH 316 LAKE ARIANA BLVD AUBURNDALE, FL 33823	N/A	PC	General & Unrestricted	25,000
KIDZ OUTDOORS INC 107 N PKWY HUEYTOWN, AL 35023	N/A	PC	South Central Florida Chapter	6,000
MEALS ON WHEELS OF POLK COUNTY INC 620 6TH ST NW WINTER HAVEN, FL 33881	N/A	PC	Angel Meals Program	10,000
NEW HORIZON CHURCH PO BOX 455 HAINES CITY, FL 33845	N/A	PC	A House Blest Food Bank	15,000
POLK EDUCATION FOUNDATION AND BUSINESS PARTNERSHIP 1530 SHUMATE DR BARTOW, FL 33830	N/A	PC	Project Hearth salary for part-time college clerk, fund the Jacket Project for 1 year, and contribute towards support for food and travel need for homeless students/families	20,000
POLK SENIOR GAMES INC 515 E BLVD ST BARTOW, FL 33830	N/A	PC	Silver Sponsor for 2017	10,000
PROJECT LOVE OF ELOISE INC PO BOX 2285 EAGLE LAKE, FL 33839	N/A	PC	General & Unrestricted	3,000
SPECIAL OLYMPICS FLORIDA INC - POLK COUNTY 2215 SLEEPY HILL RD LAKELAND, FL 33810	N/A	PC	to cover the cost of participants	10,000
UNIVERSITY OF FLORIDA FOUNDATION INC PO BOX 14425 GAINESVILLE, FL 32604	N/A	PC	The Homer and Annette Thompson Leadership Fund	100,000
WARNER UNIVERSITY 13895 HWY 27 LAKE WALES, FL 33859	N/A	PC	Sponsor Secondary Education Ag Teacher In-Service/Equipment event, Three Day Summer Ag Tour Camp event and American FFA Degree Travel Scholarship Fund	36,000
WOMEN AND YOUTH CENTER INC 20 N 6TH ST HAINES CITY, FL 33844	N/A	PC	reduce mortgage debt	50,000
Total . . . . ▶ **3a**				445,100

Form 990PF Part XV Line 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*				
WOUNDED WARRIOR OUTDOORS INC 1041 CROWN PARK CIR WINTER GARDEN, FL 34787	N/A	PC	expenses for soldier hunting trips	25,000
Total . . . . ▶ 3a				445,100

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Depreciation Schedule

Name: Homer and Annette Thompson Foundation

EIN: 46-4472292

TY 2016 Investments Corporate Bonds Schedule

Name: Homer and Annette Thompson Foundation
EIN: 46-4472292

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERISOURCEBERGEN CORP - 1.150	249,973	249,900
AMGEN INC - 0.613% - 05/22/201	250,098	250,314
AMGEN INC - 3.625% - 05/22/202	108,523	101,724
APPLE INC - 2.500% - 02/09/202	244,740	239,334
APPLE INC NOTE - 2.400% - 05/0	100,708	97,372
AT&T INC BD - 5.500% - 02/01/2	106,272	103,899
BANK AMER CORP - 2.625% - 10/1	101,295	100,057
BANK OF NY MELLON - 3.000% - 0	250,798	245,843
BLACKROCK INC - 3.500% - 03/18	88,230	82,854
CHEVRON CORP - 2.100% - 05/16/	95,993	94,186
CLOROX - 3.500% - 12/15/2024	250,718	253,993
DOW CHEMICAL CO THE NOTE - 4.2	108,688	105,908
EBAY INC SR GLBL NT - 3.450% -	93,125	88,597
GE CAP CORP - 2.300% - 01/14/2	97,824	96,124
HOME DEPOT INC - 2.250% - 09/1	97,401	96,203
INTEL CORP - 2.700% - 12/15/20	105,062	100,451
JOHNSON & JOHNSON - 2.450% - 0	103,391	95,643
JPMORGAN CHASE & CO - 3.250% -	103,577	101,129
MAXIM INTEGRATED - 2.500% - 11	253,322	251,928
NEXTERA ENERGY - 2.400% - 09/1	254,532	251,289

Name of Bond	End of Year Book Value	End of Year Fair Market Value
NORTHROP GRUMMAN - 1.750% - 06	250,633	250,607
PEPSI CO - 2.750% - 04/30/2025	104,674	97,665
PRECISION CASTPARTS CORP - 2.5	245,375	245,595
PRUDENTIAL FINL INC - 6.000% -	106,802	103,907
RIO TINTO FIN - 3.750% - 06/15	98,420	97,832
SIMON PROPERTY GROUP - 2.500%	93,362	90,587
STARBUCKS CORP - 2.100% - 02/0	102,988	99,680
TARGET CORP BOND - 2.300% - 06	103,326	101,612
UNITED HEALTH GROUP NOTE - 0.0	96,245	95,351
VERIZON - 3.000% - 11/01/2021	252,297	251,822
VERIZON COMMUNICATIONS NOTE -	86,294	82,574

TY 2016 Investments Corporate Stock Schedule

Name: Homer and Annette Thompson Foundation
EIN: 46-4472292

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC	99,554	105,890
ACCENTURE PLC	34,040	48,023
AEGON NV PFD - 6.375%	2,357	2,254
AETNA INC	76,074	97,596
AFFILIATED MANAGERS GROUP	38,964	37,052
ALLSTATE CORP SER E PFD STK 6.	5,381	4,915
ALPHABET INC CL C	66,017	73,323
ALTRIA GROUP INC	42,057	55,922
AMERIPRISE FINANCIAL INC	63,122	71,002
AMERISOURCEBERGEN CORP	101,253	82,803
AMGEN INC	133,590	122,524
APPLE INC	164,896	186,932
ARCHER DANIELS MDLND	45,310	56,971
AT&T, INC	147,454	174,585
AVERY DENNISON CORP	33,745	47,539
BAC CAPITAL TR XII	2,854	2,776
BAKER HUGHES INC	47,650	47,298
BANC OF CALIFORNIA INC	2,284	2,114
BARD C R INC	44,874	49,425
BB&T CORP SER F PERPETUAL PFD	5,325	4,666
BERKSHIRE HATHAWAY INC. CLASS	36,521	41,560
BLACKROCK INC	45,218	49,470
BOEING CO	109,347	120,185
BOFA CORP NON-CUM PFD STK SER	4,124	3,984
BOSTON SCIENTIFIC	46,396	42,957
BROADCOM LIMITED	35,900	40,657
CAMPBELL SOUP CO	85,667	89,496
CAPITAL ONE FINANCIAL CO NON-C	5,371	4,887
CAPITAL ONE FNCL SRS G PFD 5.2	5,711	4,986
CARDINAL HEALTH INC	132,319	115,728

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CELGENE CORP	30,921	37,040
CENTERPOINT ENERGY	89,855	100,950
CENTURYLINK INC	101,421	78,236
CHARLES SCHWAB 5.95% SER D PFD	5,343	4,873
CHARLES SCHWAB CORP PFD STK SE	5,330	4,799
CHEVRON CORP	45,459	51,788
CHIMERA INV CORP PFD SER A - 8	3,508	3,503
CHIPOTLE MEX GRILL	37,266	35,845
CHS INC - PFD CLASS B	4,678	4,342
CHUBB LIMITED	36,389	38,315
CHURCH & DWIGHT	92,191	87,010
CIGNA	47,313	46,153
CISCO SYSTEMS INC	77,246	84,586
CITIGROUP 5.8% PFD	4,479	4,218
CITIGROUP INC PFD - 6.30%	4,488	4,175
CLOROX CO	84,078	96,136
CME GROUP, INC	95,905	115,350
CMS ENERGY CP	18,225	17,272
COLGATE-PALMOLIVE COMPANY	41,314	39,788
CONSTELLATION BRANDS INC	43,968	40,780
COSTCO WHOLESALE CORPORATION	36,178	36,825
CROWN CASTLE INTL	45,801	41,650
CVS CAREMARK CORP	138,681	120,259
DANAHER CORP	82,102	82,744
DAVITA HEALTHCARE PARTNERS INC	46,686	46,738
DELTA AIR LINES INC	37,780	43,189
DENTSPLY SIRONA INC	37,946	34,638
DIGITAL RLTY TR INC	85,079	83,521
DISCOVER FINANCIAL SERVICES PR	5,348	5,136
DOLLAR GENERAL CORP	36,132	29,258

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOMINION RESOURCES INC	59,658	61,272
DOW CHEMICAL PV	36,323	38,910
DR PEPPER SNAPPLE GROUP, INC	88,504	99,193
DUKE ENERGY CO	31,749	29,884
DUN & BRADSTREET CORP	41,106	43,433
EBAY INC	35,174	42,932
ECOLAB INC	36,470	35,752
EDISON INTL	44,346	44,706
ELI LILLY & CO	141,475	132,169
ENBRIDGE INC	45,610	45,279
ENDO INTERNATIONAL PLC	46,385	37,799
ESTEE LAUDER COMPANIES INC	47,968	44,058
ETF SPDR SERIES TRUST	95,587	92,883
EXPEDITORS INTL WASH INC	41,790	44,539
EXPRESS SCRIPTS HOLDING CO	97,572	81,241
EXXON MOBIL CORP	43,840	43,325
F5 NETWORKS, INC	73,013	90,305
FACEBOOK INC	37,209	37,391
FEDEX CORPORATION	28,312	29,792
FIRST ENERGY CORP	48,918	43,203
FIRST REPUBLIC BANK PFD SER G	3,757	3,185
FIRST REPUBLIC BANK SAN FRANCI	3,820	3,318
FMC TECHS INC COM	38,042	47,575
FORD MOTOR COMPANY	44,637	40,817
FORTIVE CORPORATION	36,961	39,793
GENERAL ELECTRIC CO	108,880	110,916
GILEAD SCIENCES INC	157,721	121,307
GOLDMAN SACHS GROUP PFD SHS SE	3,302	3,130
GOLDMAN SACHS PFD SER D - 4.00	3,083	3,055
HASBRO INC	56,882	51,341

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HCA INC	44,771	42,117
HESS CORP	40,151	43,292
HOLOGIC, INC	94,835	109,407
HOME DEPOT INC	77,669	94,929
HP INC	37,207	47,889
HUNTINGTON BANCSHARES	7,307	6,831
IBERIABANK CORP - PFD CLBL	2,424	2,408
ING GROEP N.V. PERP PFD - 6.12	2,348	2,251
INT'L FLAVORS & FRAGRANCES INC	91,082	88,373
INTEL CORP	45,329	50,959
INTERNATIONAL PAPER CO	35,971	44,836
INTUIT	43,092	51,689
INTUITIVE SURGICAL	44,028	51,368
ISHARE SP SMALL CAP 600 INDEX	52,006	55,008
ISHARES BARCLAYS 1-3 YR CD BD	211,619	209,879
ISHARES IBOXX $ HIGH YIELD COR	143,126	147,568
ISHARES TR S & P MIDCAP 400 IN	63,225	66,136
ISHARES TRUST MSCI EAFE INDEX	386,306	379,285
JOHNSON & JOHNSON	100,683	97,813
JP MORGAN CHASE	139,539	180,777
JP MORGAN PFD - 6.15%	5,347	4,990
KEYCORP	33,211	47,411
KIMBERLY CLARK CORP	43,557	44,963
KOHLS CORP	27,270	36,541
KRAFT HEINZ CO	81,779	79,898
LABORATORY CORP AMER HLDGS	44,891	49,170
LEGG MASON INC JR NOTES 5.45%	5,063	4,430
LYONDELLBASELL INDUSTRIES NV	84,152	95,559
MAILLINCKRODT PLC	149,960	109,205
MASTERCARD INC	42,255	49,354

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MCCORMICK & CO	43,941	41,905
MCDONALD'S CORP	35,563	35,299
MCKESSON CORP	101,298	82,304
MEAD JOHNSON NUTRITI	52,198	38,706
MEDTRONIC PLC	35,924	30,273
MERCK & CO INC	128,699	134,636
METLIFE INC FLOTAING RATE NON-	5,393	4,889
MICROSOFT CORP	101,441	123,037
MONMOUTH REAL ESTATE INVESTMEN	2,503	2,359
MOODYS CORP	42,192	38,934
MORGAN STANLEY - 6.375% PFD CL	4,498	4,117
MYLAN NV	78,908	64,702
NATIONAL GENERAL HOLDINGS CORP	5,986	5,748
NATL OILWELL VARCO	61,525	67,355
NETAPP, INC	51,521	46,027
NIKE INC-CL B	27,388	25,415
NORTHERN TRUST CORP PFD SER C	5,314	4,761
NORTHROP GRUMMAN CORP	62,206	83,729
NOVARTIS AG ADR	64,160	58,636
NRG ENERGY	44,587	48,905
PAYCHEX	42,248	51,931
PENTAIR INC. COM	27,433	24,671
PEOPLE'S UNITED FINANCIAL, INC	51,485	58,080
PEPSICO INC	138,589	137,484
PFIZER INC	140,419	138,625
PHILIP MORRIS INTL	95,332	95,241
PHILLIPS 66	94,997	108,013
PNC FINANCIAL GROUP INC	29,151	40,351
PNC FINL SVCS GRP D S Q	5,327	4,842
POWERSHARES SENIOR LOAN PORT	95,261	96,710

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PRAXAIR INC	35,824	37,501
PROCTER GAMBLE CO	86,757	87,864
PRUDENTIAL FINCL INC	45,395	63,997
PUBLIC STORAGE SER D CUM PFD S	3,843	3,286
QUALCOMM INC	45,031	54,442
RAYTHEON CO	31,683	33,370
REGIONS FINANCIAL 6.375 PREFER	5,277	4,906
REGIONS FINANCIAL CORP NEW MON	5,405	4,908
REYNOLDS AMERICAN INC	36,139	39,508
RLJ LODGING TRUST	40,640	45,919
ROBERT HALF INTL INC	53,573	45,317
ROGERS COMM CL B	18,319	17,554
SALESFORCE.COM	33,412	28,069
SCANNA CORP	31,986	32,610
SCHLUMBERGER LTD	36,656	39,037
SHERWIN-WILLIAMS CO	41,204	44,880
SOUTHWEST AIRLINES	43,470	50,039
SPDR S&P 600 SMALL CAP	286,200	329,865
SPDR WELLS FARGO PREFERRED STO	50,705	45,935
STARBUCKS CORP COM	66,599	79,616
STATE STREET 5.35% - CLASS B	5,272	4,754
STATE STREET CORP NEW MONEY PF	5,632	5,045
SUNTRUST BKS INC PFD SER E - 5	5,312	4,970
SYSCO CORP	93,970	104,649
TARGET CORPORATION	54,251	57,423
TE CONNECTIVITY LTD	35,996	40,875
TERADATA CORPORATION	61,018	54,313
TESORO CORP	44,874	53,957
TEXAS INSTRUMENTS INC	46,467	45,898
THE HERSHEY COMPANY	43,403	50,577

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THE JM SMUCKER COMPANY	42,094	44,053
THERMO FISHER SCIENTIFIC INC	36,611	34,570
TJX COMPANIES INC	81,341	85,348
TRANSCANADA CORP	36,869	37,249
TYSON FOODS INC CL A	129,018	150,438
UNION PACIFIC	62,924	74,131
UNITED PARCEL SERVICE	41,273	44,136
UNITEDHEALTH GROUP INC	80,398	103,546
US BANCORP PFD SER H - 5.15% -	3,530	3,153
VALERO ENERGY CORP	34,451	48,644
VALIDUS HOLDINGS, LTD.	6,285	5,517
VANGUARD FTSE DEVELOPED MARKET	385,681	386,227
VANGUARD FTSE EMERGING MARKETS	143,984	148,487
VANGUARD MID-CAP ETF	286,085	303,406
VANGUARD SF REIT ETF	94,565	91,196
VANGUARD TOTAL STOCK MARKET ET	107,586	115,320
VENTAS INC	54,791	49,078
VERIZON COMMUNICATIONS	137,096	139,589
VISA INC	94,285	94,794
WAL-MART STORES INC	41,835	48,730
WALGREENS BOOTS ALLIANCE	84,497	84,084
WATERS CORP	43,962	37,226
WELLS FARGO & CO	27,144	31,688
WELLS FARGO NON-CUM PFD STOCK	5,379	4,889
WELLS FARGO PERP PFD SER X CL	5,711	5,040
WESTERN DIGITAL CORP	59,884	47,565
WESTERN UNION CO	41,337	52,280
WISDOMTREE MIDCAP DIVIDEND F	190,937	202,444
ZIMMER BIOMET HOLDINGS	44,147	35,294

TY 2016 Investments Government Obligations Schedule

Name:	Homer and Annette Thompson Foundation
EIN:	46-4472292
US Government Securities - End of Year Book Value:	1,300,000
US Government Securities - End of Year Fair Market Value:	1,271,440
State & Local Government Securities - End of Year Book Value:	250,010
State & Local Government Securities - End of Year Fair Market Value:	254,285

TY 2016 Investments - Other Schedule

Name: Homer and Annette Thompson Foundation

EIN: 46-4472292

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ARES MANAGEMENT PFD 7.00% SERI		4,603	4,509

TY 2016 Other Expenses Schedule

Name: Homer and Annette Thompson Foundation

EIN: 46-4472292

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	29,895			29,895
Foundation Dues & Memberships	750			750
Indemnification Insurance	1,625			1,625
Office Supplies	55			55
State or Local Filing Fees	25			25

TY 2016 Other Income Schedule

Name: Homer and Annette Thompson Foundation

EIN: 46-4472292

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 Inc/Loss ARES MANAGEMENT PFD 7 00% SERIES A	48	47	

TY 2016 Other Professional Fees Schedule

Name: Homer and Annette Thompson Foundation

EIN: 46-4472292

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Services	67,168	67,168		

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TY 2016 Taxes Schedule

Name: Homer and Annette Thompson Foundation

EIN: 46-4472292

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2016	2,600			
Foreign Tax Paid	506	506		

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

Schedule of Contributors

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

OMB No 1545-0047

2016

Name of the organization
Homer and Annette Thompson Foundation

Employer identification number
46-4472292

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
Homer and Annette Thompson Foundation

Employer identification number
46-4472292

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Homer V Thompson Irrevocable Trust 55 Walls Drive 3rd FL Fairfield, CT06824	$ 9,500,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	**Employer identification number**
Homer and Annette Thompson Foundation	46-4472292

Part II **Noncash Property**

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

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

Name of organization	**Employer identification number**
Homer and Annette Thompson Foundation	46-4472292

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

Use duplicate copies of Part III if additional space is needed

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No.from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee