

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

2016**Open to Public Inspection**

For calendar year 2016 or tax year beginning 3/01, 2016, and ending 2/28, 2017

LUCILLE S. THOMPSON FAMILY FOUNDATION
DBA BFF, CUMBERLAND TRUST, TTE
P.O. Box 11146
KNOXVILLE, TN 37939-1146

A Employer identification number
58-1788548

B Telephone number (see instructions)
(865) 588-2836

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 **04**
☐ 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, column (c), line 16)
\$ 4,149,203.
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 ADMINISTRATIVE EXPENSES	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	60,914.	60,914.	60,914.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	755,453.			
	b	Gross sales price for all assets on line 6a 865,713.				
	7	Capital gain net income (from Part IV, line 2)		755,453.		
	8	Net short-term capital gain			24,311.	
	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)				
		See Statement 1	-3,219.	-415.		
	12	Total. Add lines 1 through 11	813,148.	815,952.	85,225.	
	13	Compensation of officers, directors, trustees, etc	8,133.	8,133.		
	14	Other employee salaries and wages	133,343.	4,343.		129,000.
	15	Pension plans, employee benefits	18,734.			18,734.
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch)				
	c	Other professional fees (attach sch) See St 2	21,151.	16,558.		4,593.
	17	Interest	492.			492.
	18	Taxes (attach schedule) (see instrs) See Stm 3	68,440.	3,611.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	17,406.			17,406.
21	Travel, conferences, and meetings					
22	Printing and publications					
23	Other expenses (attach schedule)					
	See Statement 4	61,727.	43,360.		18,367.	
24	Total operating and administrative expenses. Add lines 13 through 23	329,426.	76,005.		188,592.	
25	Contributions, gifts, grants paid Part XV	646,265.			646,265.	
26	Total expenses and disbursements. Add lines 24 and 25	975,691.	76,005.	0.	834,857.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-162,543.				
b	Net investment income (if negative, enter -0-)		739,947.			
c	Adjusted net income (if negative, enter -0-)			85,225.		

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing	8,231.	37,071.	37,071.
	2	Savings and temporary cash investments	318,714.	397,213.	397,213.
	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 sch)			
		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)			
	b	Investments — corporate stock (attach schedule)			
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments — mortgage loans				
13	Investments — other (attach schedule)	835,701.	2,071,363.	3,714,919.	
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)	1,162,646.	2,505,647.	4,149,203.	
LIABILITIES	17	Accounts payable and accrued expenses	767.	4,052.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	767.	4,052.	
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	30,114,451.	30,114,451.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-28,952,572.	-27,612,856.	
	30	Total net assets or fund balances (see instructions)	1,161,879.	2,501,595.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,162,646.	2,505,647.	

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	1,161,879.
2	Enter amount from Part I, line 27a	2	-162,543.
3	Other increases not included in line 2 (itemize) See Statement 5	3	1,502,259.
4	Add lines 1, 2, and 3	4	2,501,595.
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	2,501,595.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Statement 6				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss).		2		755,453.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3		24,311.
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				

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))
2015	879,065.	5,152,919.	0.170596
2014	964,913.	6,147,719.	0.156955
2013	1,219,704.	6,810,497.	0.179092
2012	841,973.	7,821,555.	0.107648
2011	773,468.	9,085,579.	0.085131
2 Total of line 1, column (d)		2	0.699422
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	0.139884
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4	4,524,664.
5 Multiply line 4 by line 3		5	632,928.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	7,399.
7 Add lines 5 and 6		7	640,327.
8 Enter qualifying distributions from Part XII, line 4		8	834,857.
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.			

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

1 a 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	7,399.
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	7,399.
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	7,399.
6 Credits/Payments:			
a 2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	3,180.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	3,180.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	159.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,378.	
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	11		
Refunded			

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation . . . \$ 0. (2) On foundation managers . . . \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, col (c), and Part XV</i>	X	
8 a 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? <i>If 'No,' attach explanation</i>	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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? Website address <u>N/A</u>	13	X
14 The books are in care of <u>LILA K. PFLEGER</u> Telephone no. <u>(865) 588-2836</u> Located at <u>P.O. Box 11146 KNOXVILLE TN</u> ZIP + 4 <u>37939-1146</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>		
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	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
1 a 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)? <u>N/A</u> Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	N/A
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?	1 c	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 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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2016?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

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	(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 7		8,133.	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	(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
LILA K. PFLEGER P.O. BOX 11146 KNOXVILLE, TN 37939-1146	EXECUTIVE DIR 40	133,343.	9,334.	0.

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

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	1 a	4,550,722.
b	Average of monthly cash balances	1 b	42,846.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	4,593,568.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,593,568.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	68,904.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,524,664.
6	Minimum investment return. Enter 5% of line 5	6	226,233.

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	226,233.
2a	Tax on investment income for 2016 from Part VI, line 5	2 a	7,399.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	7,399.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	218,834.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	218,834.
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	218,834.

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	1 a	834,857.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	834,857.
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	7,399.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	827,458.

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				218,834.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years 20 , 20 , 20		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	320,071.			
b From 2012	454,794.			
c From 2013	879,351.			
d From 2014	667,383.			
e From 2015	624,597.			
f Total of lines 3a through e	2,946,196.			
4 Qualifying distributions for 2016 from Part XII, line 4. ▶ \$ 834,857.				
a Applied to 2015, 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 2016 distributable amount				218,834.
e Remaining amount distributed out of corpus	616,023.			
5 Excess distributions carryover applied to 2016. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,562,219.			
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 2015. Subtract line 4a from line 2a. Taxable amount — see instructions.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				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 2011 not applied on line 5 or line 7 (see instructions)	320,071.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	3,242,148.			
10 Analysis of line 9:				
a Excess from 2012	454,794.			
b Excess from 2013	879,351.			
c Excess from 2014	667,383.			
d Excess from 2015	624,597.			
e Excess from 2016	616,023.			

BAA

Form 990-PF (2016)

Part XIV	Private Operating Foundations (see instructions and Part VII-A, question 9)
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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 2016, 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)

- 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 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 8

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

See Statement for Line 2a

- c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

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 SCHEDULE ATTACHED	NONE	EXEMPT	CHARITABLE	646,265.
Total			3 a	646,265.
b Approved for future payment				
Total			3 b	

Part XVI-A	Analysis of Income-Producing Activities
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Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities . .			14	60,914.	
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			16	-3,219.	
8	Gain or (loss) from sales of assets other than inventory					755,453.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				57,695.	755,453.
13	Total. Add line 12, columns (b), (d), and (e)				13	813,148.

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

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

LUCILLE S. THOMPSON FAMILY FOUNDATION
DBA BFF, CUMBERLAND TRUST, TTE

58-1788548

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income.	\$ -3,219.	\$ -415.	
Total	<u>\$ -3,219.</u>	<u>\$ -415.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT MANAGEMENT.	\$ 16,558.	\$ 16,558.		
RETIREMENT PLAN MANAGEMENT.	4,593.			\$ 4,593.
Total	<u>\$ 21,151.</u>	<u>\$ 16,558.</u>	<u>\$ 0.</u>	<u>\$ 4,593.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BUSINESS TAX	\$ 64,829.			
EXCISE TAX	3,327.	\$ 3,327.		
FOREIGN TAX	284.	284.		
Total	<u>\$ 68,440.</u>	<u>\$ 3,611.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	\$ 150.			\$ 150.
COMPUTER EXPENSES	7,066.			7,066.
INSURANCE	3,097.			3,097.
OFFICE EXPENSES	1,083.			1,083.
PARTNERSHIP ALLOCATIONS	43,360.	\$ 43,360.		
PROFESSIONAL DEVELOPMENT	429.			429.
PROFESSIONAL DUES	925.			925.
SUBSCRIPTIONS	1,000.			1,000.
TELEPHONE & INTERNET	4,617.			4,617.
Total	<u>\$ 61,727.</u>	<u>\$ 43,360.</u>	<u>\$ 0.</u>	<u>\$ 18,367.</u>

LUCILLE S. THOMPSON FAMILY FOUNDATION
DBA BFF, CUMBERLAND TRUST, TTE

58-1788548

Statement 5
Form 990-PF, Part III, Line 3
Other Increases

NET PARTNERSHIP ALLOCATION. Total \$ 1,502,259.
\$ 1,502,259.

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	VARIOUS CHARLES SCHWAB LT CAP GAIN DIST	Purchased	Various	Various
2	VARIOUS SCH K-1 STCG	Purchased	Various	Various
3	VARIOUS SCH K-1 LTCG	Purchased	Various	Various
4	6.30 SHS SCHWAB: VAN ECK GLOBAL	Purchased	12/22/2015	9/13/2016
5	71 SHS SCHWAB: VAN ECK GLOBAL	Purchased	Various	9/13/2016
6	1040 SHS SCHWAB: VANECK VECTORS	Purchased	8/07/2011	9/12/2016
7	1182 SHS SCHWAB: VANK ECK GLOBAL	Purchased	Various	9/13/2016
8	VARIOUS SCHWAB FUNDS	Purchased	Various	Various
9	VARIOUS SCHWAB: CRESCENT FUND	Purchased	Various	Various
10	VARIOUS UBS Willow Fund	Purchased	Various	3/01/2016

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	21,889.		0.	21,889.				\$ 21,889.
2	22,096.		0.	22,096.				22,096.
3	691,574.		0.	691,574.				691,574.
4	219.		166.	53.				53.
5	2,500.		3,210.	-710.				-710.
6	51,495.		52,469.	-974.				-974.
7	41,151.		54,415.	-13,264.				-13,264.
8	2,119.		0.	2,119.				2,119.
9	43.		0.	43.				43.
10	32,627.		0.	32,627.				32,627.
							Total	\$ <u>755,453.</u>

Statement 7
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
KRISTIN BISHOP MACDERMOTT 10429 SUMMER HOLLY CIRCLE LOS ANGELES, CA 90077	Chairman 0	\$ 0.	\$ 0.	\$ 0.
SANDRA K. BISHOP POST OFFICE BOX 11146 KNOXVILLE, TN 37939	BOARD MEMBER 0	0.	0.	0.

**LUCILLE S. THOMPSON FAMILY FOUNDATION
DBA BFF, CUMBERLAND TRUST, TTE**

58-1788548

**Statement 7 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees**

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
ARCHER W. BISHOP, JR. POST OFFICE BOX 11146 KNOXVILLE, TN 37939	BOARD MEMBER 0	\$ 0.	\$ 0.	\$ 0.
ARCHER W. BISHOP, III P.O. BOX 11146 KNOXVILLE, TN 37939	BOARD MEMBER 0	0.	0.	0.
BAKER O. BISHOP 1814 MIDDLE STREET SULLIVAN'S ISLAND, SC 29482	BOARD MEMBER 0	0.	0.	0.
THOMPSON A. BISHOP 88 ELK MOUNTAIN DR REDSTONE, CO 81623	BOARD MEMBER 0	0.	0.	0.
JOHN W. BAKER, JR. 1431 TUGALOO KNOXVILLE, TN 37919	BOARD MEMBER 0	0.	0.	0.
CUMBERLAND TRUST & INVESTMENT 104 WOODMONT BLVD NASHVILLE, TN 37205-2245	Trustee 0	8,133.	0.	0.
LILA PFLEGER P.O. BOX 11146 KNOXVILLE, TN 37939-1146	Executive Dir. 0	0.	0.	0.
Total		\$ 8,133.	\$ 0.	\$ 0.

**Statement 8
Form 990-PF, Part XV, Line 2a-d
Application Submission Information**

Name of Grant Program:	LUCILLE S THOMPSON FAMILY FOUNDATION
Name:	LILA K PFLEGER, EXECUTIVE DIRECTOR
Care Of:	P.O. BOX 11146
Street Address:	KNOXVILLE, TN 37939-1146
City, State, Zip Code:	865-588-2836
Telephone:	
E-Mail Address:	
Form and Content:	SUBMIT A LETTER OF REQUEST INCLUDING A DETAIL PROJECT BUDGET.
Submission Deadlines:	NONE
Restrictions on Awards:	FUNDING NOT AVAILABLE FOR DEFICIT OPERATING BUDGETS OR ENDOWMENTS. LIMITED AVAILABILE FUNDS FOR CAPITAL PROJECTS.

Grants and Donations
March 2016 through February 2017

RECIPIENT	STATE	PURPOSE	AMOUNT
Alzheimer's Tennessee, Inc.	TN	Konnections Program	50,000
American Assoc of the Old Vic Theatr	UK	Program Donation	11,000
American Friends of Chickenshed	DE	General Fund donation	4,000
Aspen Art Museum.	CO	ArtCrush/Programs/Capital Fund	85,000
Aspen Music Festival & School	CO	Program Donation	40,000
Aspen Valley Hospital Foundation	CO	Capital Fund	50,000
Aspen Words	CO	Program Donation	10,000
Big Sunday	CA	General Fund donation	1,000
Bullsugar Alliance, Inc.	FL	Program Donation	2,500
Cerebral Palsy Center	TN	Program Donation	3,000
Charleston Waterkeeper	SC	Program Donation	40,000
Childhelp Children's Center of East TN	TN	General Fund donation	5,000
Christ Episcopal Church of Aspen	CO	Annual Fund	75,000
Coastal Conservation League	SC	Program Donation	5,000
Duke University	NC	Annual Fund	5,000
Duke University	NC	Bass Connections Endowment	100,000
East TN Children's Hospital	TN	Capital Fund	10,000
Emerald Youth Foundation	TN	Imagine a City Campaign	10,000
Enough Pie	SC	Match for Giving Day	10,000
Helen Ross McNabb Foundation	TN	2016 Knoxville Challenger	5,000
Helen Ross McNabb Foundation	TN	Sexual Assault Ctr/Therapeutic Preschool	10,000
Leadership Knoxville, Inc.	TN	Program Donation	400
Little Creek Sanitarium	TN	General Fund donation	2,000
McCallie School	TN	Swim program	2,000
Michael Varah Memorial Fund	UK	Program Donation	1,500
New Beginnings Ministries, Inc.	TN	Building Fund	2,000
Old Gray Cemetery	TN	Capital Fund	7,500
Operation Progress	CA	Program Donation	3,000
Our Community Listens	CO	Memorial Donation	500
PathFinders	CO	Program Donation	4,000
Prairie Dog Coalition of HSUS	CO	Program Donation	10,000
Ramsey House Plantation	TN	Program Donation	300
Second Harvest of East Tennessee	TN	Food for Kids Program Sponsor	5,000
Second Harvest of East Tennessee	TN	General Fund donation	4,000
Sherman Oaks Extreme Soccer Club	CA	Scholarship Fund for Underprivileged	2,000
St. Luke's Episcopal Church	TN	Fellowship Hall Fund	1,000
St. Martin of Tours Church	CA	Programs Fund Donation	10,065
Sunburst Youth Academy Foundation	CA	Scholarship Fund for Underprivileged	2,500
The Dollywood Foundation	TN	My People Fund	37,000
The Harvard-Westlake School	CA	Programs Fund Donation	11,000
The TLC Foundation for BFRBs	CA	Program Donation	1,000
Thompson Cancer Survival Center Fdn	TN	Game ON Against Cancer	5,000
Women's Cancer Research Fund	CA	Research	3,000

Total Part XV Contributions**646,265**