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 JUL 1, 2016 , and ending JUN 30, 2017

Name of foundation: THE THOMPSON CHARITABLE FOUNDATION

A Employer identification number: 58-1754763

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 4800 OLD KINGSTON PIKE, SUITE 100

B Telephone number: 865-588-0491

City or town, state or province, country, and ZIP or foreign postal code: KNOXVILLE, TN 37919

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 38,958,330.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	1,969.	1,969.		
	4	Dividends and interest from securities	616,472.	616,472.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,709,806.			
	b	Gross sales price for all assets on line 6a 5,073,525.				
	7	Capital gain net income (from Part IV, line 2)		1,709,806.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	78,958.	56,284.		STATEMENT 1
	12	**Total.** Add lines 1 through 11	2,407,205.	2,384,531.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	61,319.	30,659.		30,660.
	14	Other employee salaries and wages	64,200.	32,100.		32,100.
	15	Pension plans, employee benefits	2,568.	1,284.		1,284.
	16a	Legal fees				
	b	Accounting fees STMT 2	42,161.	21,081.		21,080.
	c	Other professional fees STMT 3	5,000.	2,500.		2,500.
	17	Interest				
	18	Taxes STMT 4	19,996.	17,066.		2,930.
	19	Depreciation and depletion	364.	182.		
	20	Occupancy	35,761.	17,880.		17,881.
	21	Travel, conferences, and meetings	24,777.	12,388.		12,389.
	22	Printing and publications				
	23	Other expenses STMT 5	282,891.	268,544.		14,347.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	539,037.	403,684.		135,171.
	25	Contributions, gifts, grants paid	1,980,657.			1,980,657.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,519,694.	403,684.		2,115,828.
	27	Subtract line 26 from line 12.				
	a	Excess of revenue over expenses and disbursements	-112,489.			
	b	**Net investment income** (if negative, enter -0-)		1,980,847.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	168,907.	817,275.	817,275.
	2 Savings and temporary cash investments	5,106.	5,107.	5,107.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	32,384,951.	31,440,588.	38,135,797.
	14 Land, buildings, and equipment basis ▶ 38,606.			
	Less accumulated depreciation ▶ 38,455.	516.	151.	151.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	32,559,480.	32,263,121.	38,958,330.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	32,559,480.	32,263,121.	
	30 **Total net assets or fund balances**	32,559,480.	32,263,121.	
	31 **Total liabilities and net assets/fund balances**	32,559,480.	32,263,121.	

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	32,559,480.
2	Enter amount from Part I, line 27a	2	-112,489.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	32,446,991.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	183,870.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,263,121.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	5,073,525.		3,363,719.	1,709,806.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,709,806.

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	1,709,806.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	1,707,040.	36,313,393.	.047009
2014	2,215,055.	38,535,169.	.057481
2013	1,507,692.	38,261,298.	.039405
2012	1,631,517.	35,841,912.	.045520
2011	1,593,185.	34,657,833.	.045969

2 Total of line 1, column (d)	2	.235384
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	.047077
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	37,016,194.
5 Multiply line 4 by line 3	5	1,742,611.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,808.
7 Add lines 5 and 6	7	1,762,419.
8 Enter qualifying distributions from Part XII, line 4	8	2,115,828.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	19,808.
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	19,808.
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	19,808.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	4,756.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	4,756.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	405.
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	15,457.
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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ FDNWEB.ORG/THOMPSON

14 The books are in care of ▶ DEBBIE BLACK, EXECUTIVE DIRECTOR Telephone no. ▶ (865)588-0491

Located at ▶ 4800 OLD KINGSTON PIKE, SUITE 100, KNOXVILLE, TN ZIP+4 ▶ 37919

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 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 ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		X

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

			Yes	No
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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions)	[ ] Yes [X] 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 [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	[ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		61,319.	2,568.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	36,236,949.
b	Average of monthly cash balances	1b	1,342,943.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	37,579,892.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	37,579,892.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	563,698.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,016,194.
6	**Minimum investment return.** Enter 5% of line 5	6	1,850,810.

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

1	Minimum investment return from Part X, line 6	1	1,850,810.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 19,808.		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	19,808.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,831,002.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,831,002.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,831,002.

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	2,115,828.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,115,828.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	19,808.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,096,020.

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				1,831,002.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014 214,187.				
e From 2015				
f Total of lines 3a through e	214,187.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 2,115,828.				
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				1,831,002.
e Remaining amount distributed out of corpus	284,826.			
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	499,013.			
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 instr.			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	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	499,013.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014 214,187.				
d Excess from 2015				
e Excess from 2016 284,826.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 9

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE			SEE ATTACHED SCHEDULE	1,980,657.
Total			▶ 3a	1,980,657.
b Approved for future payment				
SEE ATTACHED SCHEDULE			SEE ATTACHED SCHEDULE	125,000.
Total			▶ 3b	125,000.

Form **990-PF** (2016)

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,969.	
4 Dividends and interest from securities			14	616,472.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	1,709,806.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SEE STATEMENT 10				78,958.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,407,205.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 2,407,205.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

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

Signature of officer or trustee: [signature] Date: 9/25/17 Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
AMANDA P. HENSLEY, CPA	Amanda P. Hensley, CPA AMANDA P. HENSLEY	09/08/17		P01524172
Firm's name ▶ LBMC, PC			Firm's EIN ▶ 62-1199757	
Firm's address ▶ 2095 LAKESIDE CENTRE WAY, SUITE 220 KNOXVILLE, TN 37922			Phone no. (865) 691-9000	

Form 990-PF (2016)

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Form 990-PF, Page 11, Part XV
Grants and Contributions Approved for Future Payment
Organization Name The Thompson Charitable Foundation (EIN 58-1754763)
Year End Date 12/31/2016

Recipient		Purpose of Grant	Amount Due in Future
Boys & Girls Clubs of the Tennessee Valley Attn Dr. Lisa Hurst, President & CEO 220 Carrick Street, Suite 318 Knoxville, TN 37921	(year 4 of 4-yr pledge)	Our Kids Our Future Comprehensive Campaign	$ 25,000
Four Seasons YMCA Attn David G Graf, Board Chairman 106 Gratton Road Tazewell, TN 24651	(year 4 of 4-yr pledge)	Capital Campaign	$ 50,000
Helen Ross McNabb Foundation Attn Houston Smelcer, V P of Development 201 W. Springdale Avenue, N E Knoxville, TN 37917	(year 4 of 4-yr pledge)	Center's Knox Access to Care Campaign	$ 50,000
		Total	$ 125,000.00

Form 990-PF, Page 11, Part XV
Grants and Contributions Paid During the Year
Organization Name The Thompson Charitable Foundation (EIN 58-1754763)
Year End Date 12/31/2016

The Thompson Charitable Foundation
Grants Paid 7/1/2016 thru 6/30/2017

Grantee	Amount	Purpose
Appalachia Service Project Attn Walter B Crouch, PhD, President/CEO 4523 Bristol Highway Johnson City, TN 37601	$ 30,000	Program Support
Alice Lloyd College Attn Joe Alan Stepp, President 100 Purpose Road Pippa Passes, KY 41844	$ 50,000	Scholarships
Big Brothers Big Sisters of East Tennessee Attn Doug Kose, CEO 318 North Gay Street, Suite 100 Knoxville, TN 37917	$ 5,000	Program Support
Blount County Community Action Agency Attn David Buchanan, Executive Director 3509 Tuckaleechee Pike Maryville, TN 37803	$ 10,000	Program Support
Blount County Youth Attn Frannie B Minton, RN P. O. Box 924 Vansant, VA 24656	$ 50,000	Program Support
Boys & Girls Club of Central Appalachia Attn Taylor Raymond Burgess, CEO P O Box 1505 Grundy, VA 24614	$ 15,000	Program Support
Boys & Girls Club of Scott County Attn Justin Sharpe, CPO 17025 Alberta Street Oneida, TN 37841	$ 10,000	Program Support
Boys & Girls Clubs of the Tennessee Valley (yr 3 of 4-yr. pledge) Attn Dr. Lisa Hurst, President & CEO 220 Carrick Street, Suite 318 Knoxville, TN 37921	$ 25,000	Our Kids Our Future Capital Campaign

Form 990-PF, Page 11, Part XV
Grants and Contributions Paid During the Year
Organization Name: The Thompson Charitable Foundation (EIN 58-1754763)
Year End Date: 12/31/2016

Buchanan County Public Schools Attn Melanie Hibbitts, Superintendent P. O Box 833 Grundy, VA 24614	$	25,000	Equipment Purchase
Cancer Support Community Rachael Young Center Attn. Beth Hamil, Executive Director 2230 Sutherland Avenue Knoxville, TN 37919-2350	$	10,000	Program Support
CASA of the Tennessee Heartland Attn Kesha Shipe, Executive Director 12 Van Hicks Road Oak Ridge, TN 37830	$	15,000	Program Support
Catholic Charities of East Tennessee Children's Emergency Shelter Attn Sister Mary Christine Cremin, Executive Director 119 Dameron Avenue Knoxville, TN 37917	$	15,000	Playground Renovations
Center for Christian Action, Inc Attn Sheila V Edwards, Program Director P. O Box 608 Pocahontas, VA 24635	$	6,000	Program Support
Center for Rural Development Attn Lonnie Lawson, President 2292 US-27 #300 Somerset, KY 42501	$	500,000	Program Support
Change Center Attn Nichole Chandler, Executive Director 221 Harriet Tubman Street Knoxville, TN 37915	$	50,000	Building Renovation
Clinch Independent Living Services, Inc Attn: Tim Prater, Executive Director 1139C Plaza Drive Grundy, VA 24614	$	15,000	Home Modifications
Communities In Schools in Southwest Virginia Attn Deborah Wagner, Executive Director 220 Lee Street Bristol, VA 24201	$	30,000	Program Support
Community School of the Arts Attn Jennifer Willard, Executive Director 620 State Street Knoxville, TN 37902	$	8,000	Program Support

Form 990-PF, Page 11, Part XV
Grants and Contributions Paid During the Year
Organization Name. The Thompson Charitable Foundation (EIN· 58-1754763)
Year End Date· 12/31/2016

CONNECT Ministries Attn. Keira A. Wyatt, Executive Director 2340 Magnolia Avenue Knoxville, TN 37917	$	15,000	Program Support
Dogwood Arts Festival (A Very Special Arts Festival) Attn Kate Creason, Program Manager 123 W Jackson Avenue Knoxville, TN 37902	$	1,000	Program Support
East Tennessee Children's Hospital (yr. 4 of 4-yr pledge) Attn Carlton M Long, VP for Development P. O. Box 15010 Knoxville, TN 37901-9947	$	50,000	Capital Campaign Fund
Emerald Youth Foundation Attn Anne Marie Atkins, Grants Administrator 1718 N Central Street Knoxville, TN 37917	$	15,000	Program Support
Emory Valley Center Attn Jennifer Enderson, President 715 Emory Valley Road Oak Ridge, TN 37830	$	5,000	Kitchen Equipment
First Tee of Greater Knoxville Attn Diondre Jackson, Executive Director 2351 Dandridge Avenue Knoxville, TN 37915	$	10,000	Program Support
Florence Crittenton Agency, Inc. Attn Nancy Christian, President & CEO 1531 Dick Lonas Road Knoxville, TN 37909	$	10,000	Kitchen Equipment
Four Seasons YMCA (yr 3 of 4-yr. pledge) Attn Chris Ratliff, Chairman of the Board 106 Gratton Road Tazewell, VA 24651	$	50,000	Capital Campaign Fund
Friends of Literacy Attn Melissa Nance, Executive Director 900 East Hill Avenue, Suite 300 Knoxville, TN 37915	$	5,000	Program Support

Form 990-PF, Page 11, Part XV
Grants and Contributions Paid During the Year
Organization Name The Thompson Charitable Foundation (EIN 58-1754763)
Year End Date 12/31/2016

Frontier Nursing University Attn Susan E. Stone, President P. O Box 528 Hyden, KY 41749	$	10,000	Building Upkeep
Girl Talk, Inc Attn Denetria D. Moore, Executive Director 318 N. Gay Street, Suite 101 Knoxville, TN 37917	$	10,000	Program Support
GraceInside, Virginia's Prison Chaplain Service Attn Rev J Randy Myers, President 2828 Emerywood Parkway Richmond, VA 23294-3718	$	10,000	Program Support
Hearing & Speech Foundation Attn John S. Berry, CEO 1652 E. Broadway Avenue Maryville, TN 37804	$	10,000	Program Support
Helen Ross McNabb Foundation (yr 3 of 4-yr pledge) Attn. Houston Smelcer, VP of Development 201 W. Springdale Avenue, N E. Knoxville, TN 37917	$	50,000	Center's Knox Access to Care Campaign
Huntsville, Town of Attn Wendy Buttram, Recorder P. O. Box 150 Huntsville, TN 37756	$	25,000	Park Upgrades
Hyden Volunteer Fire & Rescue, Inc Attn Bill Morgan, Chief P. O. Box 210 Hyden, KY 41749	$	17,525	Equipment Purchase
Interfaith Health Clinic Attn Kelly E Mainor, Assistant Director 315 Gill Avenue Knoxville, TN 37917	$	25,000	Program Support
Junior Achievement of the Bluegrass, Inc Attn Lynn Hudgins, President 2420 Spurr Road, Suite 150 Lexington, KY 40511	$	5,000	Program Support
Junior Achievement of East Tennessee, Inc Chip Reed, President 2135 North Charles G. Seivers Boulevard Clinton, TN 37716	$	10,000	Program Support

Form 990-PF, Page 11, Part XV
Grants and Contributions Paid During the Year
Organization Name: The Thompson Charitable Foundation (EIN. 58-1754763)
Year End Date 12/31/2016

Kentucky Association of Food Banks Attn Tammy Sandberg, Executive Director P. O. Box 1824 Berea, KY 40403-1824	$	25,000	Program Support
Knoxville Leadership Foundation Attn Christopher L. Martin, President 318 North Gay Street, Suite 210 Knoxville, TN 37917	$	2,000	Playground Repair/Upgrade
Laurel County Older Persons Activity Center Attn Donna Stanifer, Director 426-1/2 East 4th Street London, KY 40741	$	20,000	Program Support
Leslie County Food Pantry Backpack Program Attn Sarah K Osborne, Director P O Box 212 Hyden, KY 41749	$	30,000	Program Support
Manchester Memorial Hospital Attn. Sandy Eversole, Manager 210 Marie Langdon Drive Manchester, KY 40962	$	19,735	Equipment Purchase
New Hope Blount County Children' Advocacy Center Attn Nicole Wicker, Fundraising Coordinator 212 Cates Street Maryville, TN 37801	$	15,000	Program Support
New Opportunity School for Women Attn Lori Sliwa, Executive Director 205 Chestnut Street Berea, KY 40403	$	15,000	Program Support
Norwood Boys & Girls Club Attn Bonnie Ivey, Director 827 E Tri-County Boulevard Oliver Springs, TN 37840	$	15,000	Program Support
Panco Youth Center Attn Jerry Rice, Director 9626 Hwy 1482 Oneida, KY 40972	$	10,000	Furniture Purchase

Form 990-PF, Page 11, Part XV
Grants and Contributions Paid During the Year
Organization Name: The Thompson Charitable Foundation (EIN: 58-1754763)
Year End Date. 12/31/2016

Pellissippi State Community College Foundation Attn Marilyn Roddy, Director, Major Gift Development P. O Box 22990 Knoxville, TN 37933-0990	$	100,000	Program Support
Pregnancy Resource Center Attn Valerie Millsapps, Executive Director 3028 Old Niles Ferry Road Maryville, TN 37803	$	25,000	Mobile Medical Unit
Restoration House of East Tennessee Attn Daniel Watson, Executive Director 2205 Village Place Way Knoxville, TN 37923	$	80,000	Phase II Construction
Richard Williams Leadership Development Academy Attn Clarence B. Williams, Executive Director 229 East Watt Street, Box 5 Alcoa, TN 37701	$	30,000	Program Support
Save the Children Federation, Inc. Attn Susan Jerdonek, Senior Manager 899 North Capitol Street, NE, Suite 900 Washington, DC 20002	$	10,000	Program Support
Scott County Homeless Shelter Attn Ray Perry, Executive Director P. O Box 164 Huntsville, TN 37756	$	15,000	Building Renovations
Second Harvest Food Bank of East Tennessee Attn Patty Ford, Senior Grant Writer 136 Harvest Lane Maryville, TN 37801	$	15,000	Box Trailer Purchase
Southwest Virginia Community College Attn Dr. J Mark Estepp, President P. O. Box SVCC Richlands, VA 24641-1101	$	125,000	Program Support
Stinnett Elementary School Attn Teresa Wilder, Principal 12975 Hwy 421 Hoskinton, KY 40844	$	2,728	Uniform Purchase
Sunrise Children's Services Attn Claudia Eggleton, Director of Foundation Relations P. O. Box 1429 Mt Washington, KY 40047	$	10,000	Program Support

Form 990-PF, Page 11, Part XV
Grants and Contributions Paid During the Year
Organization Name. The Thompson Charitable Foundation (EIN 58-1754763)
Year End Date: 12/31/2016

Teen Venture Center Attn Laura C Brown, Ed.D., Executive Director 217 Railroad Avenue Richlands, VA 24641	$	25,000	Program Support
Tennessee Children's Home Attn. Loy Molchan, Development P. O Box 7347 Knoxville, TN 37921	$	20,000	Building Upgrade
Thousandsticks Volunteer Fire & Rescue, Inc Attn Anna Carol Jones, Treasurer P. O Box 1624 Hyden, KY 41749	$	15,000	Program Support
Town of Tazewell, VA Attn Todd Day, Town Manager P O Box 608 Tazewell, VA 24651-0608	$	50,000	Historic Restoration
Tri-County Health Clinic Attn Amanda Mustard, Executive Director P. O Box 202 Richlands, VA 24641	$	30,000	New Roof/Program Support
Union College Attn Jason Reeves, Ed D, Dean 310 College Street Barbourville, KY 40906-1499	$	20,000	Program Support
University of Tennessee College of Nursing (yr 3 of 3-yr pledge) Attn Victoria Niederhauser, Dr PH, RN 1200 Volunteer Boulevard Knoxville, TN 37996	$	15,000	Program Support
University of Pikeville Attn David R Hutchens, VP for Advancement 147 Sycamore Street Pikeville, KY 41501-9118	$	25,000	Scholarships
University of the Cumberlands Attn Larry L. Cockrum, President 6191 College Station Drive Williamsburg, KY 40769	$	10,000	Program Support

Form 990-PF, Page 11, Part XV
Grants and Contributions Paid During the Year
Organization Name The Thompson Charitable Foundation (EIN 58-1754763)
Year End Date 12/31/2016

Volunteer Ministry Center Attn Bruce W Spangler, CEO 511 North Broadway Knoxville, TN 37917-7408	$	5,500	Equipment Purchase
Wesley House Community Center Attn Tim Adams, Executive Director 1719 Reynolds Street Knoxville, TN 37921	$	25,000	Roof Replacement
Wilderwood Service Dogs Attn Tiffany Denyer, Director 1319 Tuckaleechee Trail Maryville, TN 37803	$	10,000	Program Support
Youth Transitions Attn. Chris Harper, Sr., President 6900 Kingston Pike Knoxville, TN 37919	$	5,000	Equipment Purchase
Total:	**$**	**2,022,488**	
The Next Door Knoxville Refund of Unused Portion of 10/9/15 Grant (7/15/16)	$	(17,001)	
Austin Peay State University Refund of 2015/16 Grant 12/19/16	$	(20,000)	
The Next Door Knoxville Refund of Unused Portion of 10/9/15 Grant (3/6/17)	$	(4,830)	
Grand Total:	**$**	**1,980,657**	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED SCHEDULE -ST	P		
b	SEE ATTACHED SCHEDULE - LT	P		
c	CAPITAL GAINS DIVIDENDS	P		
d	SHORT TERM CAPITAL GAIN - BBH WEALTH STRATEGIES	P		
e	LONG TERM CAPITAL GAIN - BBH WEALTH STRATEGIES	P		
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	51,427.		38,551.	12,876.
b	4,672,270.		3,325,168.	1,347,102.
c	253,352.			253,352.
d	106,877.			106,877.
e	-10,401.			-10,401.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				12,876.
b				1,347,102.
c				253,352.
d				106,877.
e				-10,401.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	1,709,806.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c); If (loss), enter "-0-" in Part I, line 8	3	N/A

623591
04-01-16

Part IV, Line 1a & 1b
THE THOMPSON CHARITABLE FOUNDATION 58-1754763
FISCAL YEAR JULY 1, 2016 THRU JUNE 30, 2017

Brown Brothers Harriman - Account 1091022878

Total Gain/Loss	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	YEAR TO DATE
Realized gain													
Total proceeds	1,102,529 32	159,044 23	62,316 23	549,897 21	1,136,426 26	273,925 78	-	243,538 82	103,870 92	384,620 13	296,405 34	408,122 82	4,720,697 06
Total costs	647,972 58	105,157 75	56,045 34	491,809 84	931,205 42	153,204 34	-	231,896 88	55,350 80	214,963 20	191,375 37	281,736 92	3,360,718 44
Grand Total	454,556 74	53,886 48	6,270 89	58,087 37	205,220 84	120,721 44	-	11,641 94	48,520 12	169,656 93	105,029 97	126,385 90	$ 1,359,978.62
Short-Term													
Realized gain													
Total proceeds	-	-	-	-	-	-	-	-	-	-	-	51,427 20	51,427 20
Total costs	-	-	-	-	-	-	-	-	-	-	-	38,550 53	38,550 53
Total Short-Term	-	-	-	-	-	-	-	-	-	-	-	12,876 67	12,876 67
Long-Term:													
Realized gain													
Total proceeds	1 102,529 32	159,044 23	62,316 23	549 897 21	1,139,426 26	273,925 78	-	243,538 82	103,870 92	384,620 13	296,405 34	356,695 62	4,672,269 86
Total costs	647,972 58	105,157 75	56,045 34	491,809 84	931,205 42	153,204 34	-	231,896 88	55 350 80	217,963 20	191,375 37	243,186 39	3,325,167 91
Total	454,556 74	53,886 48	6,270 89	58,087 37	208,220 84	120,721 44	-	11,641 94	48,520 12	166,656 93	105,029 97	113,509 23	1,347,101.95

Details of your investments

Information is as of Jun 30, 2017, except where noted otherwise

DESCRIPTION	UNITS/SHARES YOU HOLD	UNIT PRICE ($)	AVERAGE UNIT COST ($)	MARKET VALUE ($)	TOTAL COST ($)	UNREALIZED GAINS/LOSSES ($)	PERCENT OF TOTAL INVESTMENTS	ESTIMATED ANNUAL INCOME ($)	ESTIMATED YIELD
CASH									
Pending cash									
CASH	0 00	0 00	0 00	0 00	0 00	0 00	0 00%	0 00	0 00%
ACCRUED INCOME	0 00	0 00	0 00	11,467 53	11,467 53	0 00	0 03%	0 00	0 00%
Total pending cash				**$11,467 53**	**$11,467 53**	**$0 00**	**0 03%**	**$0.00**	**0.00%**
Transactional cash									
BBH U S GOVERNMENT MONEY MARKET FUND INSTITUTIONAL	750 812 77	1 00	1 00	750,812 77	750,812 77	0 00	1 93%	75 08	0 01%
Total transactional cash				**$750,812 77**	**$750,812 77**	**$0.00**	**1 93%**	**$75.08**	**0.01%**
TOTAL CASH				**$762,280 30**	**$762,280 30**	**$0.00**	**1.96%**	**$75.08**	**0.01%**
FIXED INCOME									
Public markets									
Strategic reserves									
BBH LIMITED DURATION FUND CL I	881,626 03	10 17	10 34	8,966,136 81	9,112 856 10	-146,719 29	23 05%	193 957 73	2 16%
Total strategic reserves				**$8,966,136 81**	**$9,112,856 10**	**-$146,719 29**	**23 05%**	**$193,957.73**	**2.16%**
Private markets									
Private debt									
Direct lending									
BARINGS LOAN SUB TRUST BBH WEALTH STRATEGIES UNIT SERIES 1	37 54	10 058 29	9,999 80	377 588 21	375 392 38	2,195 83	0 97%	0 00	0 00%
BARINGS LOAN SUB TRUST BBH WEALTH STRATEGIES UNIT CAPITAL CALL SERIES 2	9 38	10,000 00	10,005 13	93 800 00	93 848 10	48 10	0 24%	0 00	0 00%

(details continued on next page)

Details of your investments - continued

DESCRIPTION	UNITS/SHARES YOU HOLD	UNIT PRICE ($)	AVERAGE UNIT COST ($)	MARKET VALUE ($)	TOTAL COST ($)	UNREALIZED GAINS/LOSSES ($)	PERCENT OF TOTAL INVESTMENTS	ESTIMATED ANNUAL INCOME ($)	ESTIMATED YIELD
FIXED INCOME - CONTINUED									
Private markets - continued									
Private debt - continued									
Total private debt				$471,388.21	$469,240.48	$2,147.73	1.21%	$0.00	0.00%
TOTAL FIXED INCOME				$9,437,525.02	$9,582,096.58	-$144,571.56	24.26%	$193,957.73	2.06%
EQUITY									
U.S. large cap equity									
ALTAROCK PARTNERS SERIES - BBH WEALTH STRATEGIES	1,871,933.91	1.00	0.80	1,871,933.91	1,500,000.00	371,933.91	4.81%	0.00	0.00%
Consumer discretionary									
BED BATH & BEYOND INC	4,487.00	30.40	56.09	136,404.80	251,658.36	-115,253.56	0.35%	2,467.85	1.81%
COMCAST CORP CL A	17,400.00	38.92	16.52	677,208.00	287,468.73	389,739.27	1.74%	10,962.00	1.62%
DISCOVERY COMMUNICATIONS C	18,200.00	25.21	26.39	458,822.00	480,236.50	-21,414.50	1.18%	0.00	0.00%
LIBERTY INTERACTIVE CORP Q-A	15,804.00	24.54	15.29	387,830.16	241,689.71	146,140.45	1.00%	0.00	0.00%
LIBERTY GLOBAL PLC-SERIES C	8,200.00	31.18	30.89	255,676.00	253,297.87	2,378.13	0.66%	0.00	0.00%
Consumer staples									
DIAGEO PLC SPONSORED ADR	4,500.00	119.83	110.47	539,235.00	497,119.80	42,115.20	1.39%	13,576.50	2.52%
NESTLE S A SPONS ADR	4,640.00	87.20	61.47	404,608.00	285,223.50	119,384.50	1.04%	8,894.88	2.20%
UNILEVER N V-NY SHARES	6,900.00	55.27	38.23	381,363.00	263,777.16	117,585.84	0.98%	8,411.10	2.21%
WAL-MART STORES INC	2,395.00	75.68	61.34	181,253.60	146,903.67	34,349.93	0.47%	4,885.80	2.70%
Financials									
BERKSHIRE HATHAWAY INC CL B	7,800.00	169.37	86.16	1,321,086.00	672,057.60	649,028.40	3.40%	0.00	0.00%
U S BANCORP	22,540.00	51.92	32.42	1,170,276.80	730,654.29	439,622.51	3.01%	25,244.80	2.16%
WELLS FARGO & CO	17,800.00	55.41	34.18	986,298.00	608,431.67	377,866.33	2.54%	27,056.00	2.74%
Healthcare									
DENTSPLY SIRONA INC COM STK	3,003.00	64.84	36.64	194,714.52	110,043.52	84,671.00	0.50%	1,051.05	0.54%
NOVARTIS AG - ADR	8,000.00	83.47	58.56	667,760.00	468,512.40	199,247.60	1.72%	18,424.00	2.76%
HENRY SCHEIN INC COM STK	1,400.00	183.02	74.84	256,228.00	104,775.44	151,452.56	0.66%	0.00	0.00%
ZOETIS INC COM STK	13,963.00	62.38	30.19	871,011.94	421,534.78	449,477.16	2.24%	5,864.46	0.67%

details continued on next page

BROWN BROTHERS HARRIMAN

June 1 to June 30 2017

Account name THOMPSON FND
Account number XXXXXX2878

Details of your investments - continued

DESCRIPTION	UNITS/SHARES YOU HOLD	UNIT PRICE ($)	AVERAGE UNIT COST ($)	MARKET VALUE ($)	TOTAL COST ($)	UNREALIZED GAINS/LOSSES ($)	PERCENT OF TOTAL INVESTMENTS	ESTIMATED ANNUAL INCOME ($)	ESTIMATED YIELD
EQUITY - CONTINUED									
U S Large cap equity - continued									
Healthcare- continued									
PERRIGO CO PLC COM STK	2,758 00	75 52	106 40	208,284 16	293,444 76	-85,160 60	0 54%	1 765 12	0 85%
Industrials									
WASTE MANAGEMENT INC	4,137 00	73 35	32 22	303,448 95	133,274 32	170,174 63	0 78%	7,032 90	2 32%
NIELSEN HOLDINGS PLC FOREIGN STK	5,875 00	38 66	41 92	227,127 50	246,277 82	19,150 32	0 58%	7,990 00	3 52%
Information technology									
ALPHABET INC CL C	1,377 00	908 73	429 16	1,251,321 21	590,950 43	660,370 78	3 22%	0 00	0 00%
FLEETCOR TECHNOLOGIES INC COM STK	2,115 00	144 21	130 24	305,004 15	275,451 20	29,552 95	0 78%	0 00	0 00%
MICROSOFT CORP	9,760 00	68 93	27 11	672,756 80	264,602 99	408,153 81	1 73%	15,225 60	2 26%
ORACLE CORP	23,000 00	50 14	38 99	1,153,220 00	896 774 55	256,445 45	2 96%	17,480 00	1 52%
PAYPAL HOLDINGS INC - COM STK	8,110 00	53 67	32 22	435,263 70	261,344 01	173,919 69	1 12%	0 00	0 00%
QUALCOMM INC	9,511 00	55 22	58 54	526,854 02	558,563 13	-31,709 41	1 35%	21,753 48	4 13%
SABRE CORP COM STK	6,235 00	21 77	22 18	135,735 95	138,276 10	-2,540 15	0 35%	3,491 60	2 57%
Materials									
CELANESE CORP SERIES A	5,900 00	94 94	40 19	560,146 00	237,145 06	323 000 94	1 44%	10,856 00	1 94%
PRAXAIR INC	3,400 00	132 55	108 16	450,670 00	367,744 47	82,925 53	1 16%	10,710 00	2 38%
Total U.S. Large cap equity				**$16,991,542 17**	**$11,587,234 14**	**$5,404,308 03**	**43.70%**	**$223,143 14**	**1 31%**
U S small/mid cap equity									
LONGLEAF PARTNERS SMALL CAP FD	53,676 29	28 85	29 03	1 548,561 00	1,558,380 22	-9,819 22	3 98%	5,152 92	0 33%
CLARKSTON CAPITAL PARTNERS SMALL/MID CAP SERIES BBH WEALTH STRATEGIES	1,163,766 34	1 00	0 86	1 163,766 34	1,000,000 00	163,766 34	2 99%	0 00	0.00%
Total U.S. Small/mid cap equity				**$2,712,327 34**	**$2,558,380 22**	**$153,947 12**	**6 97%**	**$5,152 92**	**0 19%**

(details continued on next page)

Details of your investments - continued

DESCRIPTION	UNITS/SHARES YOU HOLD	UNIT PRICE ($)	AVERAGE UNIT COST ($)	MARKET VALUE ($)	TOTAL COST ($)	UNREALIZED GAINS/LOSSES ($)	PERCENT OF TOTAL INVESTMENTS	ESTIMATED ANNUAL INCOME ($)	ESTIMATED YIELD
EQUITY - CONTINUED									
Non-U.S. developed equity									
BBH PARTNER FUND INTERNATIONAL EQUITY	88,255 11	15 99	13 54	1,411,199 24	1,195,393 09	215,806 15	3 63%	28,418 15	2 01%
SELECT EQUITY SERIES - BBH WEALTH STRATEGIES	4,418,194 63	1 00	0 83	4,418,194 63	3 675 000 00	743,194 63	11 36%	0 00	0 00%
SELECT EQUITY SERIES PENDING PURCHASE - BBH WEALTH STRATEGIES	375,000 00	1 00	1 00	375,000 00	375,000 00	0 00	0 96%	0 00	0 00%
Total non-U.S Developed equity				$6,204,393.87	$5,245,393 09	$959,000 78	15.95%	$28,418 15	0.46%
Emerging markets equity									
BURGUNDY EMERGING MARKETS SERIES - BBH WEALTH STRATEGIES	1,122,718 71	1 00	0 85	1,122,718 71	950,000 00	172,718 71	2 89%	0 00	0 00%
Total emerging markets equity				$1,122,718 71	$950,000.00	$172,718 71	2.89%	$0.00	0.00%
TOTAL EQUITY				$27,030,982.09	$20,341,007.45	$6,689,974.64	69.51%	$256,714 21	0.95%
REAL ASSETS									
Public real estate									
REMS GROUP SERIES - BBH WEALTH STRATEGIES	1,667,289 60	1 00	0 91	1,667,289 60	1 517,484 31	149,805 29	4 29%	66,858 31	4.01%
Total public real estate				$1,667,289 60	$1,517,484 31	$149,805.29	4 29%	$66,858.31	4.01%
TOTAL REAL ASSETS				$1,667,289.60	$1,517,484.31	$149,805.29	4.29%	$66,858.31	4.01%
Total public markets				$38,426,688.80	$31,733,628.16	$6,693,060.64	98.79%	$517,605.33	1.35%
Total private markets				$471,388.21	$469,240.48	$2,147.73	1.21%	$0 00	0.00%
Total investments				$38,898,077.01	$32,202,868.64	$6,695,208.37	100.00%	$517,605.33	1.33%

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

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CLAT ANNUITY PROCEEDS	18,331.	0.	
SECURITITES LITIGATION INCOME	912.	0.	
FEDERAL INCOME TAX REFUND	3,431.	0.	
OTHER INCOME - BBH WEALTH STRATEGIES	45,695.	45,695.	
REMS DISTRIBUTION	10,589.	10,589.	
TOTAL TO FORM 990-PF, PART I, LINE 11	78,958.	56,284.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,615.	3,308.		3,307.
AUDIT ACCOUNTING FEES	35,546.	17,773.		17,773.
TO FORM 990-PF, PG 1, LN 16B	42,161.	21,081.		21,080.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	5,000.	2,500.		2,500.
TO FORM 990-PF, PG 1, LN 16C	5,000.	2,500.		2,500.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER TAXES & LICENSES	5,860.	2,930.		2,930.
FOREIGN TAXES	14,136.	14,136.		0.
TO FORM 990-PF, PG 1, LN 18	19,996.	17,066.		2,930.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,712.	1,356.		1,356.
INVESTMENT EXPENSE	176,722.	176,722.		0.
MANAGEMENT FEE	5,561.	2,780.		2,781.
OFFICE EXPENSES	14,098.	7,049.		7,049.
TELEPHONE	6,048.	3,024.		3,024.
MISCELLANEOUS EXPENSES	63.	32.		31.
OTHER PORTFOLIO DEDUCTIONS	77,475.	77,475.		0.
PAYROLL PROCESSING FEES	212.	106.		106.
TO FORM 990-PF, PG 1, LN 23	282,891.	268,544.		14,347.

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

DESCRIPTION	AMOUNT
FLOW THROUGH INCOME INCLUDED ON TAX RETURN BUT NOT ON BOOKS	183,870.
TOTAL TO FORM 990-PF, PART III, LINE 5	183,870.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS PER ATTACHED	COST	20,341,007.	27,030,982.
CORPORATE BONDS PER ATTACHED	COST	9,582,097.	9,437,525.
REAL ESTATE PER ATTACHED	COST	1,517,484.	1,667,290.
TOTAL TO FORM 990-PF, PART II, LINE 13		31,440,588.	38,135,797.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MERLE D. WOLFE 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	PRESIDENT 3.00	0.	0.	0.
DEBBIE BLACK 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	EXECUTIVE DIRECTOR 20.00	61,319.	2,568.	0.
SYLVIA M. THOMPSON 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	VICE PRESIDENT 1.00	0.	0.	0.
GREGORY E. ERICKSON 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
GINNY THOMPSON 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
JESSIE L. THOMPSON 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	SECRETARY 1.00	0.	0.	0.
JO ANNE T. MANOFSKY 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.

J. KYLE DERHAM 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
J. MATTHEW DERHAM 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
T.J. DERHAM 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
LAURA OLESKY 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
DOUGLAS MANOFSKY 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		61,319.	2,568.	0.

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

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

865-588-0491

FORM AND CONTENT OF APPLICATIONS

LETTER OF NOT MORE THAN TWO PAGES DESCRIBING THE PROJECT

ANY SUBMISSION DEADLINES

MARCH 1, AUGUST 15

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

FORM 990-PF OTHER REVENUE STATEMENT 10

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
CLAT ANNUITY PROCEEDS			14	18,331.	
SECURITITES LITIGATION INCOME			14	912.	
FEDERAL INCOME TAX REFUND			14	3,431.	
OTHER INCOME - BBH WEALTH STRATEGIES			14	45,695.	
REMS DISTRIBUTION			14	10,589.	
TOTAL TO FORM 990-PF, PG 12, LN 11				78,958.	

GENERAL EXPLANATION STATEMENT 11

FORM/LINE IDENTIFIER

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

EXPLANATION:

THE EXECUTIVE DIRECTOR'S SALARY AND BENEFITS WERE PAID BY THE ASLAN FOUNDATION UNTIL SEPTEMBER 30, 2016. THOMPSON CHARITABLE FOUNDATION REIMBURSED THE ASLAN FOUNDATION FOR ITS SHARE OF THOSE EXPENSES AND BEGAN PAYING THE EXECUTIVE DIRECTOR'S FULL ANNUAL SALARY OCTOBER 1, 2016. THE AMOUNT DISCLOSED ON THIS RETURN REPRESENTS THOMPSON CHARITABLE FOUNDATION'S SHARE OF THE EXPENSES THROUGH SEPTEMBER 30, 2016 PLUS THE EXPENSES PAID BY THOMPSON CHARITABLE FOUNDATION SINCE OCTOBER 1, 2016.