

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation VERNON F THOMPSON & MAE E THOMPSON CHARITABLE FOUNDATION		A Employer identification number 31-6649958	
Number and street (or P O box number if mail is not delivered to street address) C/O DAVID BOLESTA 6138 SIMPSON AVE		B Telephone number (see instructions) (314) 290-3300	
City or town, state or province, country, and ZIP or foreign postal code ST LOUIS, MO 63139		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,293,298	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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	52,527	52,527		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	42,399			
	b Gross sales price for all assets on line 6a 325,970				
	7 Capital gain net income (from Part IV, line 2)		42,399		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances _____				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	4,393	0		
	12 Total. Add lines 1 through 11	99,319	94,926		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	21,000	16,800		4,200
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,675	838		837
	c Other professional fees (attach schedule)	11,067	11,067		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,009	509		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	29	29		0
	24 Total operating and administrative expenses. Add lines 13 through 23	35,780	29,243		5,037
	25 Contributions, gifts, grants paid	134,000			134,000
	26 Total expenses and disbursements. Add lines 24 and 25	169,780	29,243		139,037
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-70,461			
	b Net investment income (if negative, enter -0-)		65,683		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing	272,086	213,081	213,081		
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ 591,263 Less allowance for doubtful accounts ▶ _____ 0	591,263	591,263	0		
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)	54,026	55,070	58,668		
	b	Investments—corporate stock (attach schedule)	504,022	473,125	822,449		
	c	Investments—corporate bonds (attach schedule)	158,876	158,876	161,112		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)	836,321	854,718	1,037,988		
	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)	2,416,594	2,346,133	2,293,298			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable.					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule).					
	22	Other liabilities (describe ▶ _____)					
	23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds	2,416,594	2,346,133			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0			
	29	Retained earnings, accumulated income, endowment, or other funds	0	0			
30	Total net assets or fund balances (see instructions)	2,416,594	2,346,133				
31	Total liabilities and net assets/fund balances (see instructions) .	2,416,594	2,346,133				

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	2,416,594
2	Enter amount from Part I, line 27a	2	-70,461
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	2,346,133
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	2,346,133

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a CAPITAL GAIN DIVIDENDS		2016-01-01	2017-12-31
b PUBLICLY TRADED SECURITIES		2017-01-01	2017-12-31
c PUBLICLY TRADED SECURITIES		2016-12-31	2017-12-31
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 11,579			11,579
b 75,727		75,812	-85
c 238,664		207,759	30,905
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			11,579
b			-85
c			30,905
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	42,399
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	141,647	2,798,555	0 050614
2015	132,712	2,889,734	0 045925
2014	107,812	2,966,977	0 036337
2013	105,587	2,191,116	0 048189
2012	106,762	2,109,399	0 050613

2 Total of line 1, column (d)	2	0 231678
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 046336
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	2,293,957
5 Multiply line 4 by line 3	5	106,293
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	657
7 Add lines 5 and 6	7	106,950
8 Enter qualifying distributions from Part XII, line 4	8	139,037

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	657
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	657
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	657
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	1,142
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	2,142
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,485
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 1,485 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? 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	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► RUBINBROWN LLP Telephone no ► (314) 290-3300			

Located at **►** ONE NORTH BRENTWOOD BLVD ST LOUIS MO ZIP+4 **►** 63105

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			
16	At any time during calendar year 2017, 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		No
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 2017? ☐	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here. 	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
DAVID J BOLESTA 6138 SIMPSON AVE ST LOUIS, MO 63139	TRUSTEE 8 00	21,000	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000.				0

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)	
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	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	2,046,836
b	Average of monthly cash balances.	1b	282,054
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,328,890
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	2,328,890
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	34,933
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	2,293,957
6	Minimum investment return. Enter 5% of line 5.	6	114,698

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	114,698
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	657
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	657
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	114,041
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	114,041
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	114,041

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	139,037
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	139,037
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	657
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	138,380

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				114,041
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			133,609	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 139,037				
a Applied to 2016, but not more than line 2a			133,609	
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 2017 distributable amount.				5,428
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				108,613
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 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> HEARING HEALTH FOUNDATION 363 SEVENTH AVENUE 10TH FLOOR NEW YORK, NY 10001		PC	GENERAL CHARITABLE PURPOSES OF ORGANIZATION	29,000
MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905		PC	GENERAL CHARITABLE PURPOSES OF ORGANIZATION	85,000
THE FOUNDATION FIGHTING BLINDNESS 1350 EAST ARAPAHO ROAD SUITE 238 RICHARDSON, TX 75081		PC	GENERAL CHARITABLE PURPOSES OF ORGANIZATION	20,000
Total			▶ 3a	134,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

[illegible]

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

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2018-10-30	*****
	Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	KENNETH L RUBIN				P00325544
	Firm's name ► RUBINBROWN LLP	Firm's EIN ► 43-0765316			
	Firm's address ► ONE NORTH BRENTWOOD SAINT LOUIS, MO 63105				Phone no (314) 290-3300

TY 2017 Accounting Fees Schedule

Name: VERNON F THOMPSON & MAE E THOMPSON
CHARITABLE FOUNDATION

EIN: 31-6649958

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,675	838		837

TY 2017 Investments Corporate Bonds Schedule

Name: VERNON F THOMPSON & MAE E THOMPSON
CHARITABLE FOUNDATION
EIN: 31-6649958

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BANK AMER CORP 3.2% 05/15/22	25,000	25,077
COMMERCE BANCSHARES INC 6.0% 9/01/19	19,915	19,763
GENERAL ELEC CAP CORP 4.000% 3/15/20	25,000	25,523
GOLDMAN SACHS GROUP INC 4.75% 10/15/24	25,000	26,832
UNITED TECHNOLOGIES CORP 3.1% 6/01/22	25,263	25,465
US BANCORP 5.15% 7/15/18	19,293	18,960
WELLS FARGO 5.17% 3/15/21	19,405	19,492

TY 2017 Investments Corporate Stock Schedule

Name: VERNON F THOMPSON & MAE E THOMPSON
CHARITABLE FOUNDATION
EIN: 31-6649958

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ADIENT PLC (JOHNSON CONTROLS SPIN OFF)	1,398	2,361
ADVANSIX INC (HONEYWELL SPIN OFF)	56	168
AMEREN CORP	3,858	5,899
APPLE INC	3,649	41,461
AQUA AMERICAN INC	1,850	4,904
BANK OF AMERICA CORP	7,916	5,970
BROADCOM LTD	12,027	19,267
CELGENE CORP	12,208	20,872
CHEVRON CORP	9,903	12,519
CLOROX COMPANY	5,718	14,874
COCA COLA COMPANY	4,108	9,176
COLGATE PALMOLIVE CO	5,290	15,090
CONSOLIDATED EDISON	3,795	8,495
DEVON ENERGY CORP	2,515	4,140
DOMINION RESOURCES INC	4,150	8,106
DOW CHEM CO	13,175	24,927
EASTMAN CHEMICAL CO	7,314	9,264
ELI LILY & CO	10,048	16,892
ENTERPRISE PRODS PARTNERS LP COM	9,028	17,178
ENTERTAINMENT PPTYS	3,895	6,546
EXPRESS SCRIPTS INC (2 TO 1 ST SPLIT 6/8/10)	5,729	0
EXXON MOBIL CORP	7,376	8,364
FASTENAL CO	9,713	10,938
FINANCIAL SELECT SECTOR SPDR FUND	29,445	39,074
GENERAL ELECTRIC	5,073	3,490
GENUINE PARTS CO	3,508	9,501
ALPHABET INC (FORMALLY GOOGLE)	8,420	15,801
HARRIS CORP	10,154	10,624
HONEYWELL INTL INC	10,554	15,336
WEC ENERGY GP (MERGER W/ INTEGRITY)	9,783	14,947

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES RUSSELL 2000 ETF	22,540	30,492
ISHARES RUSSELL MID CAP ETF	16,699	20,813
JOHNSON & JOHNSON	12,103	27,944
JP MORGAN CHASE & CO	10,678	21,388
KELLOG COMPANY	4,819	6,798
KRAFT HEINZ CO (MERGED W/ KRAT FOODS)	775	2,566
MCCORMICK & CO INC	2,868	10,191
MCDONALDS CORP	13,220	25,818
MEDTRONIC INC.	11,026	16,150
MICROSOFT CORP	9,264	25,662
NATIONAL GRID PLC ADR	6,789	5,352
NUSTAR GROUP HOLDING	2,460	1,570
ONEOK INC	2,331	10,690
ONEOK INC	2,450	5,345
ONE GAS INC (ONEOK)	339	3,663
ORACLE CORP	11,225	14,184
PEARSON PLC	1,360	982
PEPSICO INC	11,128	29,980
WEYERHAEUSER (FMRLY PLUM CREEK TIMBER)	3,370	5,642
PROCTOR & GAMBLE CO	6,509	9,188
PUBLIC STORAGE	10,398	10,450
RPM INTERNATIONAL	1,825	5,242
REAL ESTATE SELCECT SPDT FUND	4,069	4,118
REALITY INCOME CORP	2,212	5,731
ROYAL DUTCH SHELL ADR	6,208	6,671
SOUTH JERSEY INDUSTRIES	3,240	6,246
SOUTHERN COMPANY	3,150	4,809
SOUTHWEST AIRLINES CO	8,615	13,090
SPECTRA ENERGY	0	1,956
STARBUCKS CORP	9,491	22,972

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STRYKER CORP	7,098	23,226
SUNOCO LTD PTNRSP	2,350	2,840
SUNRUN INC	1,600	1,180
SYSCO CORP	2,210	6,073
TESLA MOTORS INC	10,447	17,124
VANGUARD INTL EQUITY INDEX	6,508	5,915
VERIZON COMMS INC	4,580	5,293
VEOLIA ENVIROMENT SPON	4,678	2,550
WASTE MANAGEMENT INC	2,675	8,630
WASTE MANAGEMENT INC	3,130	8,630
WELL FARGO	5,032	9,101

TY 2017 Investments Government Obligations Schedule

Name: VERNON F THOMPSON & MAE E THOMPSON
CHARITABLE FOUNDATION

EIN: 31-6649958

**US Government Securities - End
of Year Book Value:**

55,070

**US Government Securities - End
of Year Fair Market Value:**

58,668

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2017 Investments - Other Schedule

Name: VERNON F THOMPSON & MAE E THOMPSON
CHARITABLE FOUNDATION

EIN: 31-6649958

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DFA COMMODITY STRATEGY PORT	AT COST	36,264	23,657
DFA EMERGING MARKETS	AT COST	19,008	32,403
DFA INTERNATIONAL CORE EQUITY PORT	AT COST	55,569	72,102
DFA INTL SMALL CAP VALUE	AT COST	53,462	76,662
DFA INTL VALUE III PORT	AT COST	75,401	76,162
DFA REAL ESTATE	AT COST	18,591	33,545
DFA US CORE EQUITY 2	AT COST	57,466	116,268
BRIDGEWAY OMNI SM CAP VALUE FD	AT COST	50,320	101,157
AQR LG CAP MULTI STYLE	AT COST	28,043	36,509
DODGE & COX INTERNATIONAL	AT COST	15,035	20,337
MERIDIAN VALUE FUND	AT COST	13,011	15,415
GOLDMAN SACHS BK 2.2% 12/03/19	AT COST	44,751	44,956
BANK OF BARODA 2.15% 11/13/18	AT COST	52,949	53,194
GOLDMAN SACHS BK 2.15% 4/08/21	AT COST	49,653	49,582
SYNCHRONY BANK 1.9% 4/13/20	AT COST	46,801	46,568
VANGUARD INFLATION PROTECTED SECS	AT COST	4,621	4,778
LOOMIS SAYLES BOND FUND RETAIL	AT COST	8,503	8,100
ISHARES INVESTMENT GRADE BOND FD	AT COST	21,162	24,312
ISHARES INTEMEDIANTE GOV'T BOND	AT COST	24,949	24,696
ISHARES US PREFERRED STOCK ETF	AT COST	19,159	19,035
ISHARES 1 - 3 YEAR CREDIT BOND ETF	AT COST	42,058	41,816
DFA DIVERSIFIED FIXED INCOME PORTFOLIO	AT COST	117,942	116,734

TY 2017 Other Expenses Schedule

Name: VERNON F THOMPSON & MAE E THOMPSON
CHARITABLE FOUNDATION

EIN: 31-6649958

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISC EXPENSE	29	29		0

TY 2017 Other Income Schedule

Name: VERNON F THOMPSON & MAE E THOMPSON
CHARITABLE FOUNDATION

EIN: 31-6649958

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NON-TAXABLE DISTRIBUTIONS	1,761	0	1,761
FEDERAL TAX REFUND	2,632		2,632

TY 2017 Other Professional Fees Schedule

Name: VERNON F THOMPSON & MAE E THOMPSON
CHARITABLE FOUNDATION

EIN: 31-6649958

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	11,067	11,067		0

TY 2017 Taxes Schedule

Name: VERNON F THOMPSON & MAE E THOMPSON
CHARITABLE FOUNDATION

EIN: 31-6649958

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	509	509		0
FEDERAL ESTIMATED TAX PAID	1,500	0		0