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Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052 **2017** Open to Public Inspection

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For calendar year 2017 or tax year beginning JUL 1, 2017 , and ending JUN 30, 2018

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

04

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) ▶$ 38,699,215.

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		(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	9,801.	9,801.		
	4	Dividends and interest from securities	622,917.	622,917.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,384,022.			
	b	Gross sales price for all assets on line 6a 6,882,204.				
	7	Capital gain net income (from Part IV, line 2)		2,384,022.		
	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	77,556.	50,060.		STATEMENT 1
	12	Total. Add lines 1 through 11	3,094,296.	3,066,800.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	69,736.	34,868.		34,868.
	14	Other employee salaries and wages	129,803.	64,902.		64,902.
	15	Pension plans, employee benefits	5,919.	2,960.		2,959.
	16a	Legal fees				
	b	Accounting fees STMT 2	23,325.	11,663.		11,662.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 3	74,713.	69,775.		4,938.
	19	Depreciation and depletion	136.	68.		
	20	Occupancy	45,494.	22,747.		22,747.
	21	Travel, conferences, and meetings	58,546.	29,273.		29,273.
	22	Printing and publications				
	23	Other expenses STMT 4	341,059.	326,928.		14,131.
	24	Total operating and administrative expenses Add lines 13 through 23	748,731.	563,184.		185,480.
	25	Contributions, gifts, grants paid	2,056,468.			2,056,468.
	26	Total expenses and disbursements Add lines 24 and 25	2,805,199.	563,184.		2,241,948.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	289,097.			
	b	Net investment income (if negative enter -0-)		2,503,616.		
	c	Adjusted net income (if negative enter -0-)			N/A	

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Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	817,275.	586,838.	586,838.
2	Savings and temporary cash investments	5,107.	5,112.	5,112.
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 6	31,440,588.	31,405,895.	38,107,250.
14	Land, buildings, and equipment basis ▶ 38,606.			
	Less accumulated depreciation ▶ 38,591.	151.	15.	15.
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	32,263,121.	31,997,860.	38,699,215.
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.	
	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	32,263,121.	31,997,860.	
30	Total net assets or fund balances	32,263,121.	31,997,860.	
31	Total liabilities and net assets/fund balances	32,263,121.	31,997,860.	

Assets: lines 1–16; Liabilities: lines 17–23; Net Assets or Fund Balances: lines 24–31

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	32,263,121.
2	Enter amount from Part I, line 27a	2	289,097.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	32,552,218.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	554,358.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,997,860.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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	6,882,204.		4,498,182.	2,384,022.

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

	(i) FMV 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				2,384,022.

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 2,384,022.

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 doesn't 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))
2016	2,096,020.	37,016,194.	.056624
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

2	Total of line 1, column (d)	2	.246039
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.049208
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	38,827,204.
5	Multiply line 4 by line 3	5	1,910,609.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	25,036.
7	Add lines 5 and 6	7	1,935,645.
8	Enter qualifying distributions from Part XII, line 4	8	2,241,948.

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

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

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	25,036.
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	25,036.
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	25,036.
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	24,952.		
b	Exempt foreign organizations - tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d	Backup withholding erroneously withheld	6d	0.		
7	Total credits and payments. Add lines 6a through 6d			7	24,952.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	84.
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 2018 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 the 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?	2		X
	If "Yes," attach a detailed description of the activities			
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?	5		X
	If "Yes," attach the statement required by *General Instruction T*			
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 2017 or the tax year beginning in 2017? See the 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

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

		Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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 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?	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 2017?	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 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 ▶ ____, ____, ____, ____			
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 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) 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 2017?	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 ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	N/A	5b		
Organizations relying on a current notice regarding disaster assistance, check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, and 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 7		69,736.	2,067.	0.

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

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	38,625,087.
b	Average of monthly cash balances		1b	793,394.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	39,418,481.
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	39,418,481.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	591,277.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	38,827,204.
6	**Minimum investment return.** Enter 5% of line 5		6	1,941,360.

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	1,941,360.
2a	Tax on investment income for 2017 from Part VI, line 5	2a 25,036.		
b	Income tax for 2017 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	25,036.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,916,324.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,916,324.
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	1,916,324.

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	2,241,948.
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	2,241,948.
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	25,036.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	2,216,912.

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				1,916,324.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014 214,187.				
d From 2015				
e From 2016 284,826.				
f Total of lines 3a through e	499,013.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ $ 2,241,948.				
a Applied to 2016, 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 2017 distributable amount				1,916,324.
e Remaining amount distributed out of corpus	325,624.			
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	824,637.			
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 instr.			0.	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	824,637.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014 214,187.				
c Excess from 2015				
d Excess from 2016 284,826.				
e Excess from 2017 325,624.				

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 2017, 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) 2017	(b) 2016	(c) 2015	(d) 2014	(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., 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

SEE STATEMENT 8

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	2,056,468.
Total			▶ 3a	2,056,468.
b *Approved for future payment*				
SEE ATTACHED SCHEDULE			SEE ATTACHED SCHEDULE	1,015,334.
Total			▶ 3b	1,015,334.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu-sion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9,801.	
4 Dividends and interest from securities			14	622,917.	
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	2,384,022.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a CLAT ANNUITY PROCEEDS			14	27,496.	
b OTHER INCOME - BBH					
c WEALTH STRATEGIES			14	50,060.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		3,094,296.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,094,296.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 10/19/18 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
AMANDA P. HENSLEY, CPA	Amanda P. Hensley, CPA AMANDA P. HENSLEY	10/03/18		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	

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	5,498.			5,498.
b	6,215,009.		4,498,182.	1,716,827.
c	188,785.			188,785.
d	220,557.			220,557.
e	252,355.			252,355.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				5,498.
b				1,716,827.
c				188,785.
d				220,557.
e				252,355.
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	2,384,022.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

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04-01-17

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 06/30/2018

The Thompson Charitable Foundation
Grants Paid 7/1/2017 thru 6/30/2018

Grantee	Amount	Purpose
Aid to Distressed Families of Appalachian Counties Attn Annie Cacheiro, Executive Director P. O Box 5953 Oak Ridge, TN 37831	$ 10,000	Program Support
Alice Lloyd College Attn Joe Alan Stepp, President 100 Purpose Road Pippa Passes, KY 41844	$ 50,000	Scholarships
Alliance for Better Nonprofits Attn Jerry W Askew, President 318 North Gay Street, Suite 203 Knoxville, TN 37917	$ 10,000	Program Support
American Red Cross East Tennessee Chapter Attn Flint F. Clouse, Regional Philanthropy Officer 6921 Middlebrook Pike Knoxville, TN 37909	$ 5,000	Program Support
Appalachian Sustainable Development Attn Kathlyn Terry, Executive Director 1096 Old Berry Drive, Suite 100 Abingdon, VA 24210	$ 68,000	Program Support
Barter Theatre Attn Bill Hartley, Advancement Officer P O Box 867 Abingdon, VA 24212	$ 5,000	Program Support
Blount County Community Action Agency Attn David Buchanan, Executive Director 3509 Tuckaleechee Pike Maryville, TN 37803	$ 10,000	Equipment Purchase
Bluefield College Attn David W Olive, President 3000 College Avenue Bluefield, VA 24605	$ 125,000	Science Ctr. Building 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 06/30/2018

Boys & Girls Club of Central Appalachia Attn Taylor Burgess, CEO P O Box 1505 Grundy, VA 24614	$	25,000	Program Support
Boys & Girls Clubs of the Tennessee Valley [yr 4 of 4-yr pledge] Attn. Bart McFadden, President/CEO 967 Irwin Street Knoxville, TN 37917	$	25,000	Our Kids, Our Future Campaign
Buchanan County Board of Supervisors Attn J Carroll Branham Chairman P. O. Drawer 950 Grundy, VA 24614	$	100,000	Multi-Use Trail
Buchanan County Youth, Inc. Attn Fannie B Minton, RN P O Box 924 Vansant, VA 24656	$	50,000	Program Support
Cancer Support Community Beth Hamil, Executive Director 2230 Sutherland Avenue Knoxville, TN 37919-2350	$	10,000	Program Support
CASA of the Tennessee Heartland Attn Kesha Shipe Waters, Executive Director P O Box 4426 Oak Ridge, TN 37831	$	15,000	Program Support
Center for Christian Action, Inc Attn Shelia Edwards, Program Director P O. Box 608 Pocahontas, VA 24653	$	6,000	Program Support
Center for Rural Development Attn Lonnie Lawson, President 2292 South Highway 27, Suite 300 Somerset, KY 42501	$	150,000	Program Support
Change Center, The Attn Nicole Chandler, Executive Director 221 Harriet Tubman Street Knoxville, TN 37915	$	10,000	Program Support
Cherokee Health Systems Attn Ginny Weatherstone, Development Consultant 2018 Western Avenue Knoxville, TN 37921	$	30,000	Elevator Purchase

Coalfield Water Development Fund [yr. 1 of 2-yr. pledge] Attn Donna Stanley, Administrative Agent P. O Box 34 Big Stone Gap, VA 24219	$	100,000	Water Project
Communities in Schools in Southwest Virginia Attn Chase Stewart, Executive Director 220 Lee Street Bristol, VA 24201	$	30,000	Program Support
Crooked Road, The Attn Jack Hinshelwood, Executive Director One Heartwood Circle Abingdon, VA 24210	$	8,500	Program Support
Cutshin Volunteer Fire & Rescue Department Attn Michael Joseph, Chief 100 Rescue Lane Yeaddis, KY 41777	$	16,385	Building Improvements
Dogwood Arts Festival Attn Kate Creason, Program Manager 123 W. Jackson Avenue Knoxville, TN 37902	$	1,000	Program Support
Emerald Youth Foundation Attn Anne Marie Atkins, Grants Director 1718 N. Central Street Knoxville, TN 37917	$	10,000	Program Support
Emory Valley Center Attn Jennifer Enderson, President 715 Emory Valley Road Oak Ridge, TN 37830	$	10,000	Building Renovations
Feeding America Southwest Virginia Attn Larry Pierce, Grants Administrator P O Box 2579 Abingdon, VA 24211	$	2,500	Security System
Feeding My Sheep, Inc Attn Reva Fields, President P O Box 970 Vansant, VA 24656	$	55,000	Freezer/Forklift
Feeding the Orphans Attn William O'Leary, President 215 Center Park Drive, Suite 750 Knoxville, TN 37922	$	10,000	Camp Renovations

Four Seasons YMCA [yr. 4 of 4-yr pledge]	$	50,000	Program Support
Attn Chris Ratliff, Board Chairman 106 Gratton Road Tazewell, VA 24651	$	1,000	Program Support
Friends of Literacy Attn Teresa Brittain, Executive Director 900 East Hill Avenue, Suite 120 Knoxville, TN 37915	$	5,000	Program Support
Friends of Southwest Virginia Attn Chris Cannon, Executive Director One Heartwood Circle Abingdon, VA 24210	$	40,000	Program Support
Frontier Nursing University Attn Susan E. Stone, President P. O. Box 528 Hyden, KY 41749	$	20,000	Scholarships
Girl Talk, Inc. Attn Denetria D. Moore, Executive Director 318 N Gay Street, Suite 101 Knoxville, TN 37917	$	10,000	Program Support
Girls, Inc. of the Tennessee Valley Attn Rhoni Basden, Executive Director P O Box 7040 Oak Ridge, TN 37831	$	10,000	Program Support
Good Samaritan Food Pantry Attn Gene Hearl, Director 106 Veteran's Drive Richlands, VA 24641	$	16,500	Vehicle Purchase
GraceInside Attn Rev J. Randy Myers, President 2828 Emerywood Parkway Richmond, VA 23294	$	10,000	Program Support
Habitat for Humanity of Anderson County Attn Charlotte Bowers, Executive Director 111 Randolph Road Oak Ridge, TN 37830	$	20,000	Program Support
Hearing & Speech Foundation, The Attn John S Berry, CEO & Founder 1619 E Broadway Avenue Maryville, TN 37804	$	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 06/30/2018

Helen Ross McNabb Foundation [yr 4 of 4-yr pledge] Attn Houston Smelcer, VP of Development 201 W Springdale Avenue, NE Knoxville, TN 37917	$	50,000	Access to Care Campaign
Hoof and Harness Experiential Learning, Inc Attn Melani B. Nelson, Director & President 470 Judson Road Strawberry Plains, TN 37871	$	10,000	Program Support
Hope Resource Center Attn Andrew Wood, Executive Director 2700 Painter Avenue Knoxville, TN 37919	$	15,000	Program Support
Housing Development Alliance, Inc. Attn Timothy Baker, Director of Development P. O Box 7284 Hazard, KY 41702	$	30,000	Program Support
Interfaith Health Clinic Attn Kelly E Mainor, Assistant Director, Development 315 Gill Avenue Knoxville, TN 37917	$	27,916	Program Support/Lab Fees
Knox County Community Action Committee Attn Susan Long, Director 2247 Western Avenue Knoxville, TN 37921	$	25,000	Program Support
Knoxville Family Justice Center Attn Amy Dilworth, Executive Director 400 Harriet Tubman Street Knoxville, TN 37915	$	10,000	Program Support
Knoxville-Knox County CAC/Beardsley Farm Attn Barbara Kelly, Executive Director P O Box 51650 Knoxville, TN 37950-1650	$	10,000	Demonstration Kitchen
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 Betterment, Inc Attn Kevin Cook, Director P O Box 948 Hyden, KY 41749	$	10,500	Athletic Field Improvements

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 06/30/2018

Leslie County Food Pantry Backpack Program Attn Sarah Osborne, Coordinator P. O Box 212 Hyden, KY 41749	$	30,000	Program Support
Leslie Public County Library Foundation Attn Clifford Hamilton, Director P. O Box 498 Hyden, KY 41749	$	50,000	Program Support
Leslie County School System Attn Anthony Little, Superintendent P. O. Box 949 Hyden, KY 41749	$	24,000	Track LED Lights
Morgan Scott Project for Christian Concern, Inc Attn Ella Smith, Executive Director 1022 Old Deer Lodge Pike Deer Lodge, TN 37726	$	15,000	Program Support
Mountain View Elementary School Attn Heather Brock, Principal 130 Bears Trail Hyden, KY 41749	$	6,000	Athletic Equipment
New Hope Blount County Children's Advocacy Center Attn Tabitha Damron, Executive Director P O Box 5058 Maryville, TN 37802	$ $	15,000 25,000	Program Support Building Capital Campaign
New Opportunity School for Women Attn Robbie Pentecost, Executive Director 204 Chestnut Street Berea, KY 40403	$	15,000	Program Support
Panco Youth Center Attn Jerry Rice, Director 6929 Hwy 1482 Oneida, KY 40972	$	9,000	Playground Equipment
Richard Williams Leadership Development Academy Attn Clarence Williams, Executive Director 2229 East Watt Street, Box 5 Alcoa, TN 37701	$	30,000	Program Support
Salvation Army Attn April Keeton, Grants Administrator P O Box 669 Knoxville, TN 37901	$	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 06/30/2018

Scott County Shelter Society, Inc Attn Judy Liming, Executive Director P. O Box 5402 Oneida, TN 37841	$	20,000	Program Support
Second Harvest Food Bank of East Tennessee Attn· Patty Ford, Senior Grant Writer 136 Harvest Lane Maryville, TN 37801	$	15,000	Vehicle Purchase
Southwest VA Community College Educational Fdn Attn Susan Lowe, Executive Director P. O Box SVCC Richlands, VA 24641	$	25,000	Program Support
Southwest Virginia Community Health System Attn Bryan Haynes, CEO P. O. Box 729 Saltville, VA 24370	$	50,000	Building Construction
Southwest Virginia Cultural Heritage Foundation Attn Chris Cannon, Executive Director One Heartwood Circle Abingdon, VA 24210	$	2,500	Program Support
Southwest Virginia Sportsmen Attn John Taylor, Board Member P. O Box 269 Vansant, VA 24656	$	15,000	Wildlife Viewing Shelters
Southwest Virginia Workforce Development Board [yr. 1 of 2-yr pledge] Attn Aleta Spicer, Executive Director P O. Box 2439 Lebanon, VA 24266	$	50,000	LETS-Train Program
Southwest Virginia Workforce Development Board [yr 1 of 3-yr pledge] Attn Aleta Spicer, Executive Director P O 2439 Lebanon, VA 24266	$	100,000	S-BEE Program
Teen Venture Center Attn Larry C Brown, Grant Advisor 217 Railroad Avenue Richlands, VA 24641	$	15,000	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 06/30/2018

Tennessee Wesleyan University Attn Lacey McDonald, Director of Development 204 East College Street Athens, TN 37303	$	10,000	Nursing Center Simulator
Thousandsticks Volunteer Fire & Rescue, Inc. Attn Anna Carol Jones, Treasurer P O. Box 1624 Hyden, KY 41749	$	15,000	Program Support
United Way of Southwest Virginia Attn Travis Staton, President and CEO P. O. Box 644 Abingdon, VA 24212	$	15,000	Program Support
University of the Cumberlands [yr 1 of 2-yr pledge] Attn Larry L Cockrum, President 6191 College Station Drive Williamsburg, KY 40769	$	10,000	House Construction
University of Virginia's College at Wise Attn Don Sharitt, Director of Foundation Relations 1 College Avenue Wise, VA 24293	$	50,000	Scholarships
Virginia Community Capital [yr 1 of 3-yr. pledge] Attn Caroline Nowery, Vice President 7814 Carousel Lane, Suite 100 Richmond, VA 23294	$	66,667	Program Support
Wilderwood Service Dogs Attn Tiffany Denyer, Director 1319 Tuckaleechee Trail Maryville, TN 37803	$	5,000	Program Support
William King Museum of Art Attn Chase Mitchell, Director of Advancement P `O 2256 Abingdon, VA 24210	$	5,000	Program Support
Williams Creek Youth Foundation Attn Tankia S Harper, President 2351 Dandridge Avenue Knoxville, TN 37915	$	10,000	Program Support
Total:	**$**	**2,056,468**	

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 06/30/2018

Recipient		Purpose of Grant	Amount Due in Future	
Appalachian Sustainable Development Attn Kathlyn Terry, Executive Director 1096 Old Berry Drive, Suite 100 Abingdon, VA 24210	(year 1 of 2-yr pledge)	Program Support	$	147,000
Bluefield College Attn David W Olive, President 3000 College Avenue Bluefield, VA 24605	(year 1 of 4-yr pledge)	Science Ctr Building Capital Campaign	$	375,000
Coalfield Water Development Fund Attn Donna Stanley, Administrative Agent P O Box 34 Big Stone Gap, VA 24219	(year 1 of 2-yr pledge)	Water Project	$	100,000
Southwest Virginia Workforce Development Board Attn Aleta Spicer, Executive Director P O Box 2439 Lebanon, VA 24266	(year 1 of 2-yr pledge)	LETS-Train Program	$	50,000
Southwest Virginia Workforce Development Board Attn Aleta Spicer, Executive Director P O Box 2439 Lebanon, VA 24266	(year 1 of 3-yr pledge)	S-BEE Program	$	200,000
University of the Cumberlands Attn Larry L Cockrum, President 6191 College Station Drive Williamsburg, KY 40769	(year 1 of 2-yr pledge)	House Construction	$	10,000
Virginia Community Capital Attn Caroline Nowery, Vice President 7814 Carousel Lane, Suite 100 Richmond, VA 23294	(year 1 of 3-yr pledge)	Program Support	$	133,334
		Total	$	1,015,334 00

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CLAT ANNUITY PROCEEDS	27,496.	0.	
OTHER INCOME - BBH WEALTH STRATEGIES	50,060.	50,060.	
TOTAL TO FORM 990-PF, PART I, LINE 11	77,556.	50,060.	

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	6,325.	3,163.		3,162.
AUDIT ACCOUNTING FEES	17,000.	8,500.		8,500.
TO FORM 990-PF, PG 1, LN 16B	23,325.	11,663.		11,662.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER TAXES & LICENSES	9,875.	4,937.		4,938.
FOREIGN TAXES	24,432.	24,432.		0.
INVESTMENT INCOME TAX	40,406.	40,406.		0.
TO FORM 990-PF, PG 1, LN 18	74,713.	69,775.		4,938.

FORM 990-PF	OTHER EXPENSES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,764.	882.		882.
INVESTMENT EXPENSE	188,150.	188,150.		0.
MANAGEMENT FEE	5,900.	2,950.		2,950.
OFFICE EXPENSES	14,338.	7,169.		7,169.
TELEPHONE	5,332.	2,666.		2,666.
MISCELLANEOUS EXPENSES	364.	182.		182.
OTHER PORTFOLIO DEDUCTIONS	101,926.	101,926.		0.
PAYROLL PROCESSING FEES	565.	283.		282.
SECURITY COST BASIS ADJUSTMENT	22,720.	22,720.		0.
TO FORM 990-PF, PG 1, LN 23	341,059.	326,928.		14,131.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 5

DESCRIPTION	AMOUNT
ACCRUAL TO CASH ADJUSTMENT	163.
FLOW THROUGH INCOME INCLUDED ON TAX RETURN BUT NOT ON BOOKS	554,195.
TOTAL TO FORM 990-PF, PART III, LINE 5	554,358.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS PER ATTACHED	COST	22,290,264.	28,962,825.
CORPORATE BONDS PER ATTACHED	COST	7,640,428.	7,536,086.
REAL ESTATE PER ATTACHED	COST	1,475,203.	1,608,339.
TOTAL TO FORM 990-PF, PART II, LINE 13		31,405,895.	38,107,250.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

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 1.00	0.	0.	0.
DEBBIE BLACK 4800 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919	EXECUTIVE DIRECTOR 30.00	69,736.	2,067.	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		69,736.	2,067.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 8
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

GENERAL EXPLANATION STATEMENT 9

FORM/LINE IDENTIFIER

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

EXPLANATION:

THOMPSON CHARITABLE FOUNDATION BEGAN PAYING THE EXECUTIVE DIRECTOR'S FULL ANNUAL SALARY AND BENEFITS ON OCTOBER 1, 2016. THE AMOUNT DISCLOSED ON THIS RETURN REPRESENTS THOMPSON CHARITABLE FOUNDATION'S EXPENSES FROM JULY 1, 2017 THROUGH JUNE 30, 2018.