

EXTENDED TO NOVEMBER 15, 2019

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

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation THE THOMPSON FAMILY FOUNDATION		A Employer identification number 38-3447218	
		B Telephone number (586) 773-5460	
Number and street (or P.O. box number if mail is not delivered to street address) 24417 GROESBECK HIGHWAY		C If exemption application is pending, check here ► 6	
City or town, state or province, country, and ZIP or foreign postal code WARREN, MI 48089-4786		D 1. Foreign organizations, check here ► 	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change		2. Foreign organizations meeting the 85% test, check here and attach computation ► 	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 2. Foreign organizations meeting the 85% test, check here and attach computation ► 	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 25,267,595.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ► 	
(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))		(a) Revenue and expenses per books	(b) Net investment income
1 Contributions, gifts, grants, etc., received			N/A
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments		9.	9.
3 Dividends and interest from securities		486,795.	486,795.
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a		353,119.	
7 Capital gain net income (from Part IV, line 2)			353,119.
8 Net short-term capital gain			
9 Income modifications Gross sales less returns and allowances			
10a Less Cost of goods sold			
b Gross profit or (loss)			
11 Other income			
12 Total Add lines 1 through 11		839,923.	839,923.
13 Compensation of officers, directors, trustees, etc		0.	0.
14 Other employee salaries and wages Nov 15, 2019			
15 Pension plans, employee benefits			
16a Legal fees			
b Accounting fees EN, UT			
c Other professional fees			
17 Interest			
18 Taxes		55,538.	4,858.
19 Depreciation and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses		131.	0.
24 Total operating and administrative expenses Add lines 13 through 23		55,669.	4,858.
25 Contributions, gifts, grants paid		1,355,924.	1,355,924.
26 Total expenses and disbursements. Add lines 24 and 25		1,411,593.	4,858.
27 Subtract line 26 from line 12:		-571,670.	
a Excess of revenue over expenses and disbursements			
b Net investment income (if negative, enter -0-)		835,065.	
c Adjusted net income (if negative, enter -0-)			N/A

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		205,221.	-1,302.	-1,302.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►		200.		
	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 5	23,799,893.	24,634,630.	25,268,581.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► <u>DIVIDEND RECEIVABLE</u>)		0.	316.	316.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		24,005,314.	24,633,644.	25,267,595.
	17 Accounts payable and accrued expenses		50.	50.	
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons			1,200,000.	
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ► _____)				
	23 Total Liabilities (add lines 17 through 22)		50.	1,200,050.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		100.	100.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		24,005,164.	23,433,494.	
	30 Total net assets or fund balances		24,005,264.	23,433,594.	
	31 Total Liabilities and net assets/fund balances		24,005,314.	24,633,644.	

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 24,005,264.
2 Enter amount from Part I, line 27a	2 -571,670.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 23,433,594.
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 23,433,594.

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 CAPITAL GAINS DIVIDENDS					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))		
a 353,119.			353,119.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			353,119.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	353,119.	
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))
2017	1,031,010.	19,881,347.	.051858
2016	937,482.	17,509,505.	.053541
2015	774,630.	13,586,114.	.057016
2014	273,715.	6,969,868.	.039271
2013	174,950.	3,508,305.	.049867

2 Total of line 1, column (d)

2 .251553

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 .050311

4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5

4 27,228,801.

5 Multiply line 4 by line 3

5 1,369,908.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 8,351.

7 Add lines 5 and 6

7 1,378,259.

8 Enter qualifying distributions from Part XII, line 4

8 1,355,924.

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 2b

c All other domestic foundations enter 2% of line 2b. 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2018 estimated tax payments and 2017 overpayment credited to 2018

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a	19,074.
6b	0.
6c	0.
6d	0.

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2019 estimated tax ►

2,373. | Refunded ►

7	19,074.
8	0.
9	
10	2,373.
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?

Yes	No
1a	X
1b	X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the 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.

c Did the foundation file Form 1120-POL for this year?

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
3	
4a	X
4b	
5	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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

N/A

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

3	X
4a	X
4b	
5	X
6	

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:

6	X
7	X
8b	X
9	X
10	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

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ►

7	
8b	X
9	X
10	X

MI

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

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 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► DOEREN MAYHEW Located at ► 305 W. BIG BEAVER RD., SUITE 200, TROY, MI	Telephone no. ► (248) 244-3000 ZIP+4 ► 48084	
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
16 At any time during calendar year 2018, 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 the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►	16	Yes X

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?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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	►	
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 2018?	1b 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)):	1c X	
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2018 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 2018.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2018?	4a X	
	4b X	

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))?

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X	No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A ►

Organizations relying on a current notice regarding disaster assistance, check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes X No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes X No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

 Yes X No**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
RICHARD K. THOMPSON 24417 GROESBECK HWY. WARREN, MI 48089-4786	PRES/TREAS/SECY 1.25	0.	0.	0.
LINDA DAVIS 39120 VENETIAN DRIVE HARRISON TOWNSHIP, MI 48045	DIRECTOR 0.00	0.	0.	0.

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

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

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

► 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

►

0
Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 <u>NONE</u>		
		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 <u>NONE</u>		
		0.
2		
All other program-related investments. See instructions.		
3 <u>NONE</u>		
		0.

Total. Add lines 1 through 3

►

0.

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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	27,557,490.
b	Average of monthly cash balances	1b	85,963.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	27,643,453.
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	27,643,453.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	414,652.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,228,801.
6	Minimum investment return. Enter 5% of line 5	6	1,361,440.

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	1,361,440.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	16,701.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,701.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,344,739.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,344,739.
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	1,344,739.

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	1,355,924.
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	1,355,924.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,355,924.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				1,344,739.
2 Undistributed income, if any, as of the end of 2018			0.	
a Enter amount for 2017 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013	1,157.			
b From 2014	100,446.			
c From 2015	75,163.			
d From 2016	75,090.			
e From 2017				
f Total of lines 3a through e	251,856.			
4 Qualifying distributions for 2018 from Part XII, line 4: ► \$ 1,355,924.			0.	
a Applied to 2017, but not more than line 2a				
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 2018 distributable amount				1,344,739.
e Remaining amount distributed out of corpus	11,185.			
5 Excess distributions carryover applied to 2018 (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:	263,041.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				
g 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 2013 not applied on line 5 or line 7 ..	1,157.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	261,884.			
10 Analysis of line 9:				
a Excess from 2014	100,446.			
b Excess from 2015	75,163.			
c Excess from 2016	75,090.			
d Excess from 2017	11,185.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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				
AMERICAN CANCER SOCIETY P.O. BOX 30280 LANSING, MI 48909	NONE	PC	GENERAL SUPPORT	600.
AMERICAN HEART ASSOCIATION 3816 PAYSPHERE CIRCLE CHICAGO, IL 60874	NONE	PC	GENERAL SUPPORT	250.
AMERICAN LUNG ASSOCIATION 1475 E. 12 MILE ROAD MADISON HEIGHTS, MI 48071	NONE	PC	GENERAL SUPPORT	250.
ANGELS OF HOPE 14281 BOURNEMUTH SHELBY TOWNSHIP, MI 48315	NONE	PC	GENERAL SUPPORT	1,000.
AUTISTIC PLAY PLACE 41105 TECHNOLOGY PARK DRIVE STERLING HEIGHTS, MI 48314	NONE	PC	GENERAL SUPPORT	4,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 1,355,924.
b Approved for future payment				
NONE				
Total				► 3b 0.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	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
BEHAVIORAL CARE SOLUTIONS 28800 RYAN ROAD, SUITE 320 WARREN, MI 48082	NONE	PC	GENERAL SUPPORT	25,000.
C.S. MOTT ANNUAL FUND 3003 SOUTH STATE STREET, STE 9000 ANN ARBOR, MI 48109	NONE	PC	GENERAL SUPPORT	50,000.
CAPUCHIN SOUP KITCHEN 1820 MT. ELLIOTT AVE. DETROIT, MI 48207	NONE	PC	GENERAL SUPPORT	30,000.
CHARITY NAVIGATOR P.O. BOX 6002 BELLMAWR, NJ 08099-6002	NONE	PC	GENERAL SUPPORT	100.
CHICAGO AREA COUNCIL, BOY SCOUTS OF AMERICA 1218 WEST ADAMS ST. CHICAGO, IL 60607	NONE	PC	GENERAL SUPPORT	1,000.
CLARKSTON SCAMP 6389 CLARKSTON ROAD CLARKSTON, MI 48346	NONE	PC	GENERAL SUPPORT	5,500.
CLINTON RIVER WATERSHED COUNCIL 1115 W. AVON ROAD ROCHESTER HILLS, MI 48309	NONE	PC	GENERAL SUPPORT	2,000.
COMMUNITY FOUNDATION GREATER ROCHESTER 303 EAST ST. ROCHESTER, MI 48307	NONE	PC	GENERAL SUPPORT	11,000.
COVENANT ACADEMIES FOUNDATION 125 CATHERINE AVE. MUSKEGON, MI 49442	NONE	PC	GENERAL SUPPORT	20,000.
COVENANT HOUSE 2959 MARTIN LUTHER KING DETROIT, MI 48208	NONE	PC	GENERAL SUPPORT	132,700.
Total from continuation sheets				1,349,824.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	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
CROSSROADS OF MICHIGAN 2424 WEST GRAND BOULEVARD DETROIT, MI 48208	NONE	PC	GENERAL SUPPORT	122,654.
DETROIT PUBLIC TELEVISION 1 CLOVER COURT WIXOM, MI 48393	NONE	PC	GENERAL SUPPORT	250.
DETROIT RESCUE MISSION MINISTRIES P.O. BOX 312087 DETROIT, MI 48231	NONE	PC	GENERAL SUPPORT	50,000.
FAMILIES AGAINST NARCOTICS 33000 GARFIELD FRASER, MI 48026	NONE	PC	GENERAL SUPPORT	32,000.
FORGOTTEN HARVEST 21800 GREENFIELD ROAD OAK PARK, MI 48237	NONE	PC	GENERAL SUPPORT	70,000.
GRACE CENTERS OF HOPE 35 E. HURON ST. PONTIAC, MI 48342	NONE	PC	GENERAL SUPPORT	70,000.
HEAL 22380 STARKS DRIVE CLINTON TOWNSHIP, MI 48038	NONE	PC	GENERAL SUPPORT	5,000.
HUMANE SOCIETY OF MACOMB 11350 22 MILE ROAD UTICA, MI 48317	NONE	PC	GENERAL SUPPORT	500.
KENSINGTON COMMUNITY CHURCH 1825 EAST SQUARE LAKE ROAD TROY, MI 48085	NONE	PC	GENERAL SUPPORT	44,000.
LASALLIAN FUND, DE LA SALLE COLLEGIATE 14600 COMMON ROAD WARREN, MI 48088	NONE	PC	GENERAL SUPPORT	200,400.
Total from continuation sheets				

THE THOMPSON FAMILY FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	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
LTU SOFTBALL 21000 WEST 10 MILE ROAD SOUTHFIELD, MI 48075	NONE	PC	GENERAL SUPPORT	3,500.
MACKINAC CENTER FOR PUBLIC POLICY 140 WEST MAIN STREET MIDLAND, MI 48640	NONE	PC	GENERAL SUPPORT	10,000.
MACOMB COUNTY INTERFAITH VOLUNTEER CAREGIVERS 8075 RITTER CENTER LINE, MI 48015	NONE	PC	GENERAL SUPPORT	35,000.
MARCH OF DIMES 1275 MAMARONECK WHITE PLAINS, NY 10605	NONE	PC	GENERAL SUPPORT	1,000.
NATIONAL RIGHT TO WORK LEGAL DEFENSE & EDUCATION FOUNDATION INC 8001 BRADDOCK ROAD SPRINGFIELD, VA 22160	NONE	PC	GENERAL SUPPORT	5,000.
PENRICKTON CENTER FOR BLIND CHILDREN 26530 EUREKA ROAD TAYLOR, MI 48180	NONE	PC	GENERAL SUPPORT	20,000.
PROJECT PREVENTION 4382 WINTERWOOD LANE HARRISBURG, NC 28075	NONE	PC	GENERAL SUPPORT	2,000.
READING WORKS 645 GRISWOLD ST., STE. 2600 DETROIT, MI 48226	NONE	PC	GENERAL SUPPORT	5,000.
SAMARITAN COUNSELING SERVICES 29687 ELEVEN MILE ROAD FARMINGTON HILLS, MI 48336	NONE	PC	GENERAL SUPPORT	10,000.
SCS MARINERS 23907 HARVARD SHORE DR. ST. CLAIR SHORES, MI 48082	NONE	PC	GENERAL SUPPORT	400.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SOUTH BEND HEBREW DAY SCHOOL 206 W. 8TH STREET MISHAWAKA, IN 46544	NONE	PC	GENERAL SUPPORT	250.
SPECIAL OLYMPICS MICHIGAN P.O. BOX 795 MOUNT PLEASANT, MI 48804	NONE	PC	GENERAL SUPPORT	5,000.
ST. JUDE'S CHILDRENS HOSPITAL 501 ST. JUDE PLACE MEMPHIS, TN 38105	NONE	PC	GENERAL SUPPORT	20,000.
STARFISH FAMILY SERVICES, INC. 30000 HIVELEY ROAD INKSTER, MI 48141	NONE	PC	GENERAL SUPPORT	70,000.
THE DETROIT INSTITUTE FOR CHILDREN 2075 E. WEST MAPLE, SUITE B-203 WALLED LAKE, MI 48390	NONE	PC	GENERAL SUPPORT	2,000.
THE SALVATION ARMY 16130 NORTHLAND DRIVE SOUTHFIELD, MI 48075	NONE	PC	GENERAL SUPPORT	50,000.
TURNING POINT P.O. BOX 1123 MT. CLEMENS, MI 48046	NONE	PC	GENERAL SUPPORT	75,000.
UNITED STATES FUND FOR UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE	PC	GENERAL SUPPORT	20,000.
UNIVERSITY OF MICHIGAN COMPREHENSIVE CANCER CTR 1500 E. MEDICAL CENTER DRIVE ANN ARBOR, MI 48109-0843	NONE	PC	GENERAL SUPPORT	5,000.
UNIVERSITY OF MICHIGAN-LSA 500 SOUTH STATE STREET ANN ARBOR, MI 48109	NONE	PC	GENERAL SUPPORT	35,000.
Total from continuation sheets				

THE THOMPSON FAMILY FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	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
UNIVERSITY OF MICHIGAN-PSD 3003 SOUTH STATE STREET, STE 8000 ANN ARBOR, MI 48109	NONE	PC	GENERAL SUPPORT	1,320.
VETS RETURNING HOME 17955 E. 11 MILE ROAD ROSEVILLE, MI 48066	NONE	PC	GENERAL SUPPORT	30,000.
VISTA MARIA 20651 W. WARREN ST. DEARBORN HEIGHTS, MI 48127	NONE	PC	GENERAL SUPPORT	60,000.
WIKIMEDIA FOUNDATION 149 NEW MONTGOMERY, 6TH FLOOR SAN FRANCISCO, CA 94105	NONE	PC	GENERAL SUPPORT	50.
WOLVERINE CONGRESSIONAL CHURCH 5830 W. MAIN ST. WOLVERINE, MI 49799	NONE	PC	GENERAL SUPPORT	200.
HUMBLE DESIGN 180 N. SAGINAW ST. PONTIAC, MI 48342	NONE	PC	GENERAL SUPPORT	10,000.
USC EDUCATIONAL FOUNDATION PETIGRU COLLEGE, SUITE 300 COLUMBIA, SC 29208	NONE	PC	GENERAL SUPPORT	1,000.
VFW NATIONAL HEADQUARTERS 406 W. 34TH STREET KANSAS CITY, MO 64111	NONE	PC	GENERAL SUPPORT	300.
WHEELER HIGH SCHOOL 587 W 300 N VALPARAISO, IN 45385	NONE	PC	GENERAL SUPPORT	500.
PMN 5400 CHEVROLET BLVD. PARMA, OH 44130	NONE	PC	GENERAL SUPPORT	200.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies

2 Membership dues and assessments**3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****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****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue:**

a _____
 b _____
 c _____
 d _____
 e _____

12 Subtotal. Add columns (b), (d), and (e)

14 9.

14 486,795.

14 353,119.

0. 839,923.

0.

13 Total Add line 12, columns (b), (d), and (e)

13 839,923.

(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	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	NET	(B) INVESTMENT INCOME	(C) ADJUSTED NET INCOME
TCF BANK	9.		9.	
TOTAL TO PART I, LINE 3	9.		9.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VANGUARD MARKETING CORPORATION	224,925.	0.	224,925.	224,925.	
VANGUARD-500 INDEX FUND	89,756.	0.	89,756.	89,756.	
VANGUARD-GROWTH INDEX FUND	3,988.	0.	3,988.	3,988.	
VANGUARD-HEALTH CARE FUND	437,879.	353,119.	84,760.	84,760.	
VANGUARD-MID-CAP INDEX FUND	44,201.	0.	44,201.	44,201.	
VANGUARD-SMALL CAP INDEX FUND	39,165.	0.	39,165.	39,165.	
TO PART I, LINE 4	839,914.	353,119.	486,795.	486,795.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	4,858.	4,858.		0.
IRS - 990-PF	50,660.	0.		0.
MICHIGAN ANNUAL REPORT	20.	0.		0.
TO FORM 990-PF, PG 1, LN 18	55,538.	4,858.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WIRE FEES	30.	0.		0.
CHECK FEES	98.	0.		0.
MISCELLANEOUS EXPENSE	3.	0.		0.
TO FORM 990-PF, PG 1, LN 23	131.	0.		0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
16183.835 SHS VANGUARD EMERGING MARKETS ETF	COST	642,958.	616,604.
18084.9889 SHS VANGUARD EXTENDED MARKET ETF	COST	1,866,165.	1,805,063.
42812.3471 SHS VANGUARD TOTAL STK MKT ETF	COST	4,561,840.	5,464,140.
6962.7089 SHS SPDR INDEX DJ INTL REAL ESTATE	COST	315,267.	246,062.
14687.133 SHS VANGUARD FTSE ALL WORLD EX US ETF	COST	626,750.	669,440.
4432.745 SHS VANGUARD GROWTH INDEX FUND	COST	594,015.	306,258.
37536.717 SHS VANGUARD SMALL-CAP INDEX FD	COST	1,984,915.	2,373,447.
14383.118 SHS VANGUARD MID-CAP INDEX FUND	COST	2,243,187.	2,460,089.
19111.014 SHS 500 INDEX FUND	COST	3,718,113.	4,423,053.
63268.938 SHS VANGUARD HEALTH CARE FUND	COST	6,192,764.	5,083,026.
400026.73 SHS VANGUARD FEDERAL MONEY MARKET FUND	COST	400,027.	400,027.
10160.695 SHS ISHARES CORE S&P US GROWTH ETF	COST	539,029.	535,469.
840.108 ISHARES CORE S&P 500 ETF	COST	222,675.	211,380.
2044.739 SHS ISHARES RUSSELL MID CAP ETF	COST	104,982.	95,039.
1825.689 SHS ISHARES RUSSELL 1000 GROWTH ETF	COST	241,693.	239,001.
2062.582 SHS ISHARES RUSSELL 2000 ETF	COST	311,406.	276,180.
357.933 SHS ISHARES RUSSELL 3000 ETF	COST	55,825.	52,588.
99.248 SHS FEDERAL RLTY INV TR SBI MARYLAND	COST	13,019.	11,715.
TOTAL TO FORM 990-PF, PART II, LINE 13		24,634,630.	25,268,581.