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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

1902

► 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 3/01 , 2018, and ending 2/28 , 2019

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

A Employer identification number: 58-1788548

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

C If exemption application is pending, check here ► ☐ 6

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

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

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation 04
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 3,088,225.

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

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

	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 (attach schedule)				
	2 Check ► [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	60,929.	60,929.	60,929.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-233,526.			
	b Gross sales price for all assets on line 6a 4,900,805.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) See Statement 1	170,184.			
	12 Total. Add lines 1 through 11	-2,413.	60,929.	60,929.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	6,310.	6,310.		
	14 Other employee salaries and wages	136,083.	13,608.		122,472.
	15 Pension plans, employee benefits	9,526.			9,526.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other professional fees (attach sch) See St 2	22,188.	16,436.		5,752.
	17 Interest	40.			
	18 Taxes (attach schedule)(see instrs) See Stm 3	24,621.	4,657.		10,210.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	17,556.			17,556.
	21 Travel, conferences, and meetings	10,091.			10,091.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 4	33,550.	18,414.		15,136.
	24 Total operating and administrative expenses. Add lines 13 through 23	259,965.	59,425.		190,743.
	25 Contributions, gifts, grants paid Part XV	395,845.			395,845.
	26 Total expenses and disbursements. Add lines 24 and 25	655,810.	59,425.	0.	586,588.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-658,223.			
	b Net investment income (if negative, enter -0-)		1,504.		
	c Adjusted net income (if negative, enter -0-)			60,929.	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	16,232.	51,166.	51,166.
	2 Savings and temporary cash investments	354,323.	466,653.	466,653.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less. accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	3,340,855.	2,535,777.	2,570,406.
	14 Land, buildings, and equipment. basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	3,711,410.	3,053,596.	3,088,225.
Liabilities	17 Accounts payable and accrued expenses	4,620.	5,029.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	4,620.	5,029.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26, and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ *and complete lines 27 through 31.*			
	27 Capital stock, trust principal, or current funds	30,114,451.	30,114,451.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-26,407,661.	-27,065,884.	
29	30 **Total net assets or fund balances** (see instructions)	3,706,790.	3,048,567.	
30	31 **Total liabilities and net assets/fund balances** (see instructions)	3,711,410.	3,053,596.	

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	3,706,790.
2	Enter amount from Part I, line 27a	2	-658,223.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,048,567.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	3,048,567.

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	See Statement 5			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				
b				
c				
d				
e				

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

	(i) 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	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	-233,526.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) See instructions. If (loss), enter -0- in Part I, line 8	3	-141,531.

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	753,245.	3,955,216.	0.190443
2016	827,458.	4,524,664.	0.182877
2015	879,065.	5,152,919.	0.170596
2014	964,913.	6,147,719.	0.156955
2013	1,219,704.	6,810,497.	0.179092

2	**Total** of line 1, column (d)	2	0.879963
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	0.175993
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	3,309,778.
5	Multiply line 4 by line 3	5	582,498.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15.
7	Add lines 5 and 6	7	582,513.
8	Enter qualifying distributions from Part XII, line 4	8	586,588.

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.

3

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► [ ] and enter 'N/A' on line 1.		
Date of ruling or determination letter _______ (attach copy of letter if necessary – see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► [X] and enter 1% of Part I, line 27b	1	15.
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	15.
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	15.
6 Credits/Payments:		
a 2018 estimated tax pmts and 2017 overpayment credited to 2018 — 6a		
b Exempt foreign organizations – tax withheld at source — 6b		
c Tax paid with application for extension of time to file (Form 8868) — 6c 1,000.		
d Backup withholding erroneously withheld — 6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,000.
8 Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed ►	9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►	10	985.
11 Enter the amount of line 10 to be Credited to 2019 estimated tax ► 985. **Refunded** ►	11	0.

Part VII-A **Statements Regarding Activities**

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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? If 'Yes,' attach a detailed description of the activities	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes	3		X
4 a 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?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? If 'Yes,' complete Part II, col (c), and Part XV	7	X	
8 a Enter the states to which the foundation reports or with which it is registered See instructions ► TN			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G?* 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 2018 or the tax year beginning in 2018? 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

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 ► N/A

14 The books are in care of ► LILA K. PFLEGER Telephone no ► (865) 588-2836

Located at ► P.O. Box 11146 KNOXVILLE TN ZIP + 4 ► 37939-1146

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – check here N/A ► ☐

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 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If 'Yes,' enter the name of the foreign country ►			

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

				Yes	No
1 a	During the year, did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions		1 b	N/A	
	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?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 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.)		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		4 b		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		5b	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 ☒ 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		
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 ☒ 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. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 6		6,310.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LILA K. PFLEGER P.O. BOX 11146 KNOXVILLE, TN 37939-1146	EXECUTIVE DIR 40	136,083.	9,525.	0.
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. See instructions. If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
CHARLES SCHWAB INSTITUTIONAL 1958 SUMMIT PARK DR, STE 400 ORLANDO, FL 32810	INVEST MANAGEMENT	16,261.
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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
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	3,310,147.
b	Average of monthly cash balances	1b	50,034.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,360,181.
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	3,360,181.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	50,403.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,309,778.
6	**Minimum investment return.** Enter 5% of line 5	6	165,489.

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	165,489.
2a	Tax on investment income for 2018 from Part VI, line 5 — 2a: 15.		
b	Income tax for 2018 (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	15.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	165,474.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	165,474.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	165,474.

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	586,588.
b	Program-related investments – total from Part IX-B	1b	
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	586,588.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b. See instructions	5	15.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	586,573.

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					165,474.
2 Undistributed income, if any, as of the end of 2018.					
a Enter amount for 2017 only				0.	
b Total for prior years: 20 ___, 20 ___, 20 ___			0.		
3 Excess distributions carryover, if any, to 2018.					
a From 2013	879,351.				
b From 2014	667,383.				
c From 2015	624,597.				
d From 2016	616,023.				
e From 2017	557,548.				
f Total of lines 3a through e		3,344,902.			
4 Qualifying distributions for 2018 from Part XII, line 4 ► $ 586,588.					
a Applied to 2017, 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 2018 distributable amount					165,474.
e Remaining amount distributed out of corpus		421,114.			
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:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		3,766,016.			
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 instructions				0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019					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 2013 not applied on line 5 or line 7 (see instructions)		879,351.			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a		2,886,665.			
10 Analysis of line 9.					
a Excess from 2014	667,383.				
b Excess from 2015	624,597.				
c Excess from 2016	616,023.				
d Excess from 2017	557,548.				
e Excess from 2018	421,114.				

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 2018, 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			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
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 See instructions.

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

See Statement 7

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

See Statement for Line 2a

c Any submission deadlines.

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Statement 8				
Total			► 3a	395,845.
b Approved for future payment				
Total			► 3b	

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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					60,929.
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					170,184.
8 Gain or (loss) from sales of assets other than inventory					-233,526.
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)					-2,413.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	-2,413.

(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) (See instructions)
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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions.			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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			

2 a 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

Cumberland Trust & Investment Co. 1/10/20 Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
LILA K. PFLEGER	LILA K. PFLEGER			P01309788
Firm's name ► TABCO			Firm's EIN ► 62-0914381	
Firm's address ► P.O. Box 11146 Knoxville, TN 37939			Phone no (865) 588-2836	

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

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	$ 170,184.		
Total	$ 170,184.	$ 0.	$ 0.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT MANAGEMENT	$ 16,436.	$ 16,436.		
RETIREMENT PLAN MANAGEMENT	5,752.			$ 5,752.
Total	$ 22,188.	$ 16,436.	$ 0.	$ 5,752.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BUSINESS TAX	$ 9,754.			
EXCISE TAX	4,657.	$ 4,657.		
PAYROLL TAXES	10,210.			$ 10,210.
Total	$ 24,621.	$ 4,657.	$ 0.	$ 10,210.

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

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	$ 211.			$ 211.
COMPUTER EXPENSES	4,248.			4,248.
INSURANCE	1,756.			1,756.
OFFICE EXPENSES	1,898.			1,898.
PARTNERSHIP ALLOCATIONS	18,414.	$ 18,414.		
PROFESSIONAL DEVELOPMENT	524.			524.
PROFESSIONAL DUES	940.			940.
SUBSCRIPTIONS	1,000.			1,000.
TELEPHONE & INTERNET	4,559.			4,559.
Total	$ 33,550.	$ 18,414.	$ 0.	$ 15,136.

Statement 5
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	30 SHS AMAZON	Purchased	9/19/2018	11/21/2018
2	450 SHS AMGEN INC	Purchased	9/19/2018	2/11/2019
3	280 SHS BOEING	Purchased	9/19/2018	11/19/2018
4	4228 SHS CORTINA SM CAP VALUE	Purchased	7/11/2017	5/01/2018
5	1500 SHS DEERE & CO	Purchased	8/07/2018	8/08/2018
6	81 SHS DFA EMERGING MKTS CORE EQTY	Purchased	Various	7/02/2018
7	700 SHS IBM CORP	Purchased	8/07/2018	9/19/2018
8	1000 SHS IBM CORP	Purchased	8/07/2018	10/17/2018
9	10000 SHS INVESCO SENIOR LOAN ETF	Purchased	8/08/2018	10/29/2018
10	1000 SHS JPMORGAN CHASE & CO	Purchased	9/19/2018	10/12/2018
11	10000 SHS KINDER MORGAN INC	Purchased	8/07/2018	10/24/2018
12	2000 SHS LYONDELLBASELL INDS	Purchased	8/07/2018	9/18/2018
13	33916 SHS MAINSTAY MACKAY HIGH YIELD	Purchased	8/06/2018	8/07/2018
14	1500 SHS MERCK & CO INC.	Purchased	8/07/2018	9/19/2018
15	2500 SHS PHILIP MORRIS INTL	Purchased	8/07/2018	9/10/2018
16	6379 SHS RBC SMALL CAP VALUE	Purchased	5/01/2018	8/06/2018
17	900 SHS ROYAL CARIBBEAN CRUISE	Purchased	9/19/2018	12/31/2018
18	3500 SHS SPDR SHORT TERM	Purchased	8/08/2018	8/16/2018
19	2000 SHS VERIZON COMMUNICATION	Purchased	8/07/2018	9/19/2018
20	1000 SHS WAL-MART STORES	Purchased	8/07/2018	9/19/2018
21	800 SHS WALT DISNEY CO	Purchased	8/07/2018	9/19/2018
22	4309 SHS ARTISAN INTL VALUE FUND	Purchased	7/11/2017	8/06/2018
23	1875 SHS CONESTOGA SMALL CAP FD	Purchased	7/11/2017	8/06/2018
24	4005 SHS EMERGING MKTS CORE EQTY	Purchased	Various	7/02/2018
25	48323 SHS FPA NEW INCOME	Purchased	1/08/2015	8/06/2018
26	16301 SHS KOPERNIK GLBL ALL CAP FD	Purchased	Various	8/07/2018
27	10416 SHS MAINSTAY MACKAY HIGH YIELD	Purchased	7/11/2017	8/07/2018
28	32745 SHS SCHWAB FUNDAMENTAL US	Purchased	Various	8/07/2018
29	292 SHS TOCQUEVILLE GOLD FD	Purchased	Various	8/07/2018
30	1326 SHS VICTORY GLOBAL NATURAL RES	Purchased	Various	8/06/2018
31	11118 SHS WCM FOCUSED INTL GROWTH RD	Purchased	7/11/2017	8/06/2018
32	7455 SHS SPROTT PHYSICAL GOLD & S	Purchased	5/27/2010	8/06/2018
33	12217 SHS SPROTT PHYSICAL GOLD ETV	Purchased	8/17/2011	7/13/2018
34	4597 SHS TOCQUEVILLE GOLD FD	Purchased	Various	8/07/2018
35	1576 SHS VICTORY GLOBAL NATURAL RES	Purchased	Various	8/06/2018
36	1300 SHS CVS HEALTH CORP	Purchased	9/19/2018	1/04/2019
37	VARIOUS SCH K-1 LTCL	Purchased	Various	12/31/2018

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	45,511.		57,639.	-12,128.				$ -12,128.
2	82,822.		91,518.	-8,696.				-8,696.
3	89,230.		102,321.	-13,091.				-13,091.
4	82,830.		85,013.	-2,183.				-2,183.
5	217,704.		220,446.	-2,742.				-2,742.
6	1,712.		1,756.	-44.				-44.
7	104,561.		103,146.	1,415.				1,415.
8	133,470.		147,352.	-13,882.				-13,882.
9	230,097.		230,481.	-384.				-384.
10	106,444.		118,001.	-11,557.				-11,557.
11	171,539.		180,325.	-8,786.				-8,786.
12	203,778.		227,327.	-23,549.				-23,549.
13	191,251.		191,000.	251.				251.
14	105,049.		100,157.	4,892.				4,892.

Statement 5 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
15	196,480.		213,441.	-16,961.				$ -16,961.
16	87,859.		83,520.	4,339.				4,339.
17	94,561.		118,269.	-23,708.				-23,708.
18	105,756.		105,545.	211.				211.
19	106,742.		104,795.	1,947.				1,947.
20	95,068.		89,898.	5,170.				5,170.
21	87,934.		93,483.	-5,549.				-5,549.
22	160,018.		159,013.	1,005.				1,005.
23	110,301.		85,000.	25,301.				25,301.
24	84,097.		71,490.	12,607.				12,607.
25	479,319.		490,015.	-10,696.				-10,696.
26	158,563.		161,015.	-2,452.				-2,452.
27	58,738.		59,610.	-872.				-872.
28	596,617.		436,871.	159,746.				159,746.
29	9,434.		11,750.	-2,316.				-2,316.
30	29,366.		33,313.	-3,947.				-3,947.
31	181,077.		159,013.	22,064.				22,064.
32	89,793.		151,857.	-62,064.				-62,064.
33	123,036.		198,527.	-75,491.				-75,491.
34	148,101.		316,275.	-168,174.				-168,174.
35	34,895.		31,947.	2,948.				2,948.
36	86,706.		103,202.	-16,496.				-16,496.
37	10,346.		0.	10,346.				10,346.
							Total	$-233,526.

Statement 6
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
KRISTIN B. MACDERMOTT 3424 Alana Drive Sherman Oaks, CA 91403	BOARD MEMBER 0	$ 0.	$ 0.	$ 0.
SANDRA K. BISHOP POST OFFICE BOX 11146 KNOXVILLE, TN 37939	Chairman 0	0.	0.	0.
ARCHER W. BISHOP, JR. POST OFFICE BOX 11146 KNOXVILLE, TN 37939	BOARD MEMBER 0	0.	0.	0.
ARCHER W. BISHOP, III P.O. BOX 11146 KNOXVILLE, TN 37939	BOARD MEMBER 0	0.	0.	0.

Statement 6 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen-sation	Contri-bution to EBP & DC	Expense Account/ Other
BAKER O. BISHOP 1814 MIDDLE STREET SULLIVAN'S ISLAND, SC 29482	BOARD MEMBER 0	$ 0.	$ 0.	$ 0.
THOMPSON A. BISHOP 88 ELK MOUNTAIN DR REDSTONE, CO 81623	BOARD MEMBER 0	0.	0.	0.
JOHN W. BAKER, JR. 1431 TUGALOO KNOXVILLE, TN 37919	BOARD MEMBER 0	0.	0.	0.
CUMBERLAND TRUST & INVESTMENT 104 WOODMONT BLVD NASHVILLE, TN 37205-2245	Trustee 0	6,310.	0.	0.
LILA PFLEGER P.O. BOX 11146 KNOXVILLE, TN 37939-1146	Executive Dir. 0	0.	0.	0.
	Total	$ 6,310.	$ 0.	$ 0.

Statement 7
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

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

Statement 8
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
ALZHEIMER'S TENNESSEE 5801 KINGSTON PIKE KNOXVILLE TN 37919	NONE		KONNECTIONS PROGRAM	$ 50,000.
AMERICAN ASSOC OF THE OLD VIC THEATRE 750 3RD AVE NEW YORK NY 10017	NONE		PROGRAMS DONATION	8,500.
ASPEN MUSIC FEST & SCHOOL 2 MUSIC SCHOOL ROAD ASPEN CO 81611	NONE		ANNUAL FUND	8,500.
ASPEN WORDS 110 E HALLAM STREET ASPEN CO 81611	NONE		ANNUAL FUND	10,000.
BIG SUNDAY 6111 MELROSE AVE LOS ANGELES CA 90038	NONE		ANNUAL FUND	1,000.
CHRIST EPISCOPAL CHURCH 536 W NORTH STREET ASPEN CO 81611	NONE		ANNUAL FUND	70,000.
COASTAL CONSERVATION LEAGUE 328 EAST BAY STREET CHARLESTON SC 29401	NONE		GENERAL OPERATING	5,000.
DUKE UNIVERSITY PO BOX 90581 DURHAM NC 27708	NONE		BASS-ANNUAL FUND	105,000.
EMERALD YOUTH FOUNDATION 1014 HEISKELL AVE KNOXVILLE TN 37921	NONE		OPERATING FUND	10,000.
ENOUGH PIE 1630 MEETING STREET CHARLESTON SC 29407	NONE		FIRST FAMILY FUND	5,000.
ENOUGH PIE 1630 MEETING STREET ROAD CHARLESTON SC 29407	NONE		BUS STOP PROGRAM	13,000.
HALSEY INSTITUTE OF CONTEMPORARY ART 161 CALHOUN STREET CHARLESTON SC 29424	NONE		DAN ZANFAGNA EXHIBIT	20,000.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
HELEN ROSS MCNABB FOUNDATION 201 W. SPRINGDALE AVE KNOXVILLE TN 37917	NONE		SEXUAL ASSAULT CTR/THERAPEUTIC SCHOOL	$ 10,000.
JEWISH NATIONAL FUND 78 RANDALL AVE ROCKVILLE CENTRE NY 11570	NONE		SPECIAL IN UNIFORM	500.
LEADERSHIP KNOXVILLE 17 MARKET SQUARE KNOXVILLE TN 37902	NONE		ANNUAL FUND	250.
LOWCOUNTRY LAND TRUST 635 RUTLEDGE AVE CHARLESTON SC 29403	NONE		CONSERVATION PROGRAM	5,000.
MILAN USA ACADEMY 27471 CATALA AVENUE SAUGUS CA 91350	NONE		UNDERPRIVILEGED YOUT	1,000.
MVAT FOUNDATION 13636 VENTURA BLVD SHERMAN OAKS CA 91423	NONE		GOLF PROGRAM FOR YOUTH	1,000.
NATIONAL CHARITY LEAGUE PO BOX 1018 CULVER CITY CA 90232	NONE		GENERAL FUND	800.
NEW BEGINNINGS MINISTRIES 808 N BROADWAY KNOXVILLE TN 37917	NONE		ANNUAL FUND	5,000.
PATHFINDERS PO BOX 11799 ASPEN CO 81612	NONE		PROGRAM SERVICES	15,000.
PORTER-GAUD FOUNDATION 300 ALBERMARLE RD CHARLESTON SC 29407	NONE		SCHOLARSHIP PROGRAM	5,000.
RAMSEY HOUSE PLANTATION 2614 THORNGROVE PIKE KNOXVILLE TN 37914	NONE		PROGRAMMING DONATION	13,000.
ST LUKE'S EPISCOPAL CHURCH 600 S CHESNUT ST KNOXVILLE TN 37914	NONE		MUSIC FUND	2,295.
ST MARTIN OF TOURS SCHOOL 11955 SUNSET BLVD LOS ANGELES CA 90049	NONE		ANNUAL FUND	13,500.

Statement 8 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found-ation Status	Purpose of Grant	Amount
THE HARVARD-WESTLAKE SCHOOL 700 NORTH FARING RD LOS ANGELES CA 90077	NONE		ANNUAL FUND	$ 7,500.
THE HUMANE SOCIETY-U.S. 700 PROFESSIONAL DRIVE GAITHERSBURG MD 20879	NONE		PRAIRIE DOG COALITION	10,000.
			Total	$ 395,845.