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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

2018

Open to Public Inspection

1906

For calendar year 2018 or tax year beginning JUL 1, 2018 , and ending JUN 30, 2019

Name of foundation: THE THOMPSON CHARITABLE FOUNDATION 1HOM

A Employer identification number: 58-1754763

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

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 ▶ ☐ 6

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) ▶$ 39,594,518.

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 ▶ ☐

03/04

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	21,450.	21,450.		
	4 Dividends and interest from securities	766,294.	766,294.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,388,773.			
	b Gross sales price for all assets on line 6a 13,209,688.				
	7 Capital gain net income (from Part IV, line 2)		2,388,773.		
	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	105,522.	63,977.		STATEMENT 1
	12 Total. Add lines 1 through 11	3,282,039.	3,240,494.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	71,530.	35,765.		35,765.
	14 Other employee salaries and wages	133,914.	66,957.		66,957.
	15 Pension plans, employee benefits	6,054.	3,027.		3,027.
	16a Legal fees				
	b Accounting fees STMT 2	26,100.	13,050.		13,050.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	73,641.	68,596.		5,045.
	19 Depreciation and depletion	188.	94.		
	20 Occupancy	44,497.	22,249.		22,248.
	21 Travel, conferences, and meetings	42,933.	21,467.		21,466.
	22 Printing and publications				
	23 Other expenses STMT 4	370,721.	356,179.		14,542.
	24 Total operating and administrative expenses. Add lines 13 through 23	769,578.	587,384.		182,100.
	25 Contributions, gifts, grants paid	2,172,698.			2,172,698.
	26 Total expenses and disbursements. Add lines 24 and 25	2,942,276.	587,384.		2,354,798.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	339,763.			
	b Net investment income (if negative, enter -0-)		2,653,110.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	586,838.	254,348.	254,348.
	2 Savings and temporary cash investments	5,112.	5,121.	5,121.
	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	31,405,895.	31,447,320.	39,332,635.
	14 Land, buildings, and equipment: basis ▶ 41,193.			
	Less accumulated depreciation ▶ 38,779.	15.	2,414.	2,414.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	31,997,860.	31,709,203.	39,594,518.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ 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	31,997,860.	31,709,203.	
	30 Total net assets or fund balances	31,997,860.	31,709,203.	
	31 Total liabilities and net assets/fund balances	31,997,860.	31,709,203.	

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	31,997,860.
2	Enter amount from Part I, line 27a	2	339,763.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	32,337,623.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	628,420.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,709,203.

Part IV Capital Gains and Losses for Tax on Investment Income SEE ATTACHED STATEMENT

	(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	13,209,688.		10,820,915.	2,388,773.

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				2,388,773.

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	2,388,773.
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	2,216,912.	38,827,204.	.057097
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

2 Total of line 1, column (d)	2	.257616
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	.051523
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	37,832,738.
5 Multiply line 4 by line 3	5	1,949,256.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,531.
7 Add lines 5 and 6	7	1,975,787.
8 Enter qualifying distributions from Part XII, line 4	8	2,354,798.

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 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	80,395.		126,151.	-45,756.
b	12,296,518.		10,600,215.	1,696,303.
c	220,282.			220,282.
d			94,549.	-94,549.
e	612,493.			612,493.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-45,756.
b				1,696,303.
c				220,282.
d				-94,549.
e				612,493.
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	2,388,773.
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

3

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

		Line	Amount
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	26,531.
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	26,531.
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	26,531.
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 31,259.		
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	31,259.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,728.
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax ▶ 4,728. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Line	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? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ TN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G?* If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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

2

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 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
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 2018?		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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	☐ 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 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	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 2018?		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		
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.

(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		71,530.	2,118.	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
BROWN BROTHERS HARRIMAN - 227 WEST TRADE ST. STE 2100, CHARLOTTE, NC 28202	INVESTMENT MANAGEMENT	172,235.
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	37,864,121.
b	Average of monthly cash balances	1b	544,750.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	38,408,871.
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	38,408,871.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	576,133.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,832,738.
6	Minimum investment return. Enter 5% of line 5	6	1,891,637.

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	1,891,637.
2a	Tax on investment income for 2018 from Part VI, line 5 — 2a: 26,531.		
b	Income tax for 2018. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	26,531.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,865,106.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,865,106.
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	1,865,106.

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	2,354,798.
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	2,354,798.
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	26,531.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,328,267.

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					1,865,106.
2 Undistributed income, if any, as of the end of 2018					
a Enter amount for 2017 only				0.	
b Total for prior years: ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2018:					
a From 2013					
b From 2014	214,187.				
c From 2015					
d From 2016	284,826.				
e From 2017	325,624.				
f Total of lines 3a through e		824,637.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 2,354,798.					
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					1,865,106.
e Remaining amount distributed out of corpus		489,692.			
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		1,314,329.			
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					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		0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a		1,314,329.			
10 Analysis of line 9:					
a Excess from 2014	214,187.				
b Excess from 2015					
c Excess from 2016	284,826.				
d Excess from 2017	325,624.				
e Excess from 2018	489,692.				

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			
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	(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	2,172,698.
Total			▶ 3a	2,172,698.
b *Approved for future payment*				
SEE ATTACHED SCHEDULE			SEE ATTACHED SCHEDULE	616,667.
Total			▶ 3b	616,667.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	21,450.	
4 Dividends and interest from securities			14	766,294.	
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	2,388,773.	
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	41,244.	
b OTHER INCOME - BBH					
c WEALTH STRATEGIES			14	63,977.	
d SECURITY LITIGATION			14	301.	
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,282,039.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 3,282,039.

(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: 10-31-19 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	10/02/19		P01524172

Firm's name ▶ LBMC, PC Firm's EIN ▶ 62-1199757

Firm's address ▶ 2095 LAKESIDE CENTRE WAY, SUITE 220 KNOXVILLE, TN 37922 Phone no. (865) 691-9000

FORM 990-PF OTHER INCOME STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CLAT ANNUITY PROCEEDS	41,244.	0.	
OTHER INCOME - BBH WEALTH STRATEGIES	63,977.	63,977.	
SECURITY LITIGATION	301.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	105,522.	63,977.	

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	7,850.	3,925.		3,925.
AUDIT ACCOUNTING FEES	18,250.	9,125.		9,125.
TO FORM 990-PF, PG 1, LN 16B	26,100.	13,050.		13,050.

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	10,090.	5,045.		5,045.
FOREIGN TAXES	32,208.	32,208.		0.
INVESTMENT INCOME TAX	31,343.	31,343.		0.
TO FORM 990-PF, PG 1, LN 18	73,641.	68,596.		5,045.

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	1,641.	821.		820.
INVESTMENT EXPENSE	172,235.	172,235.		0.
MANAGEMENT FEE	6,131.	3,066.		3,065.
OFFICE EXPENSES	14,551.	7,275.		7,276.
TELEPHONE	5,676.	2,838.		2,838.
MISCELLANEOUS EXPENSES	429.	215.		214.
OTHER PORTFOLIO DEDUCTIONS	127,574.	127,574.		0.
PAYROLL PROCESSING FEES	659.	330.		329.
SECURITY COST BASIS ADJUSTMENT	41,825.	41,825.		0.
TO FORM 990-PF, PG 1, LN 23	370,721.	356,179.		14,542.

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

DESCRIPTION	AMOUNT
ACCRUAL TO CASH ADJUSTMENT	393.
FLOW THROUGH INCOME INCLUDED ON TAX RETURN BUT NOT ON BOOKS	628,027.
TOTAL TO FORM 990-PF, PART III, LINE 5	628,420.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS PER ATTACHED	COST	21,280,497.	28,848,696.
CORPORATE BONDS PER ATTACHED	COST	10,166,823.	10,483,939.
TOTAL TO FORM 990-PF, PART II, LINE 13		31,447,320.	39,332,635.

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	71,530.	2,118.	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		71,530.	2,118.	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

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 06/30/2019

The Thompson Charitable Foundation
Grants Paid 7/1/2018 thru 6/30/2019

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
American Red Cross Tennessee Region Attn Leigh Elliott, Regional Philanthropy Officer 2201 Charlotte Avenue Nashville, TN 37203	$	5,000	Program Support
Appalachia Service Project Attn Walter B. Crouch, President 4523 Bristol Highway Johnson City, TN 37601	$	50,000	Building Materials/Cup of Coal Water Program
Appalachian Sustainable Development [yr. 2 of 2-yr. pledge] Attn Kathlyn Terry, Executive Director 1096 Ole Berry Dr., Suite 100 Abingdon, VA 24210	$	147,000	Program Support
Beardsley Community Farm (Knoxville-Knox Co. CAC) Attn Khann Chov, Urban Agriculture Director P. O. Box 51650 Knoxville, TN 37950	$	18,000	Vehicle Purchase
Big Brothers Big Sisters of East Tennessee Attn Brent Waugh, CEO 318 N. Gay Street, Suite 100 Knoxville, TN 37917	$	5,000	Program Support
Blount County Community Action Agency Attn David Buchanan, Executive Director 3509 Tuckaleechee Pike Maryville, TN 37803	$	7,000	Equipment Purchase

Bluefield College [yr. 2 of 4-yr. pledge] Attn David W. Olive, President 3000 College Avenue Bluefield, VA 24605	$	125,000	Science Ctr. Building Capital Campaign
Bluegrass Care Navigators Attn: Monica Couch, RN, Associate V P. 57 Dennis Sandlin MD Cove Hazard, KY 41701	$	10,000	Program Support
Boys & Girls Club of Central Appalachia Attn Taylor Burgess, CEO P. O. Box 1505 Grundy, VA 24614	$	30,000	Program Support
Boys & Girls Club of Scott County Attn Justin Sharpe, CPO 17025 Alberta Street Oneida, TN 37841	$	20,000	Program Support
Boys & Girls Clubs of the Tennessee Valley Attn Bart McFadden, President & CEO 967 Irwin Street Knoxville, TN 37917	$	15,000	Program Support
Breaks Interstate Park Attn: Austin Bradley, Superintendent 627 Commission Circle Breaks, VA 24607	$	125,000	Program Support
Buchanan County Youth, Inc. Attn: Frannie Minton, Director P. O. Box 924 Vansant, VA 24656	$	50,000	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
Cancer Support Community Attn: Beth Hamil, Executive Director 2230 Sutherland Avenue Knoxville, TN 37919	$	10,000	Program Support
Center for Christian Action, Inc. Attn: Sheila V. Edwards, Program Director P. O. Box 608 Pocahontas, VA 24635	$	6,000	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 06/30/2019

Clinch Independent Living Services, Inc Attn Tim Prater, Executive Director 1139C Plaza Drive Grundy, VA 24614	$	15,000	Program Support
Coalfield Water Development Fund [yr. 2 of 2-yr. pledge] Attn: Donna Stanley, Administrative Agent P. O. Box 2194 Coeburn, VA 24230	$	100,000	Water Project
CONNECT Ministries Attn: Keira A. Wyatt, Executive Director 2340 Magnolia Avenue Knoxville, TN 37917	$	15,000	Program Support
Dogwood Arts Festival Attn Sherry Jenkins, Executive Director 123 W. Jackson Avenue Knoxville, TN 37902	$	1,500	Program Support
East Tennessee Children's Hospital [yr. 1 of 3-yr. pledge] Attn Carlton Long, VP for Institutional Advancement 2018 Clinch Avenue Knoxville, TN 37916	$	25,000	Program Support
Emory Valley Center Attn Jennifer Enderson, President 715 Emory Valley Road Oak Ridge, TN 37830	$	5,000	Program Support
Feeding America Southwest Virginia Attn. Larry Pierce, Grants Administrator 1025 Electric Road Salem, VA 24153	$	15,000	Program Support
Feeding My Sheep, Inc. Attn Reva Fields, President P. O. Box 970 Vansant, VA 24656	$	41,095	Food Box Truck
Fish Hospitality Pantries Attn: Jim Wright, Executive Director 800 Northshore Drive Knoxville, TN 37919	$	60,000	Vehicle/Equipment Purchase

Form 990-PF, Page 11, Part XV
Grants and Contributions Paid During the Year
Organization Name The Thompson Charitable Foundation (EIN 58-1754763)
Year End Date 06/30/2019

Friends of Literacy Attn Teresa Brittain, Executive Director P. O. Box 3158 Knoxville, TN 37927	$	5,000	Program Support
Friends of Southwest Virginia Attn Chris Cannon, Director One Heartland Circle Abingdon, VA 24210	$	185,000	Program Support
Girl Talk, Inc. Attn: Denetria 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	$	15,000	Program Support
GraceInside Attn J. Randy Myers, President 2828 Emerywood Parkway Richmond, VA 23294	$	10,000	Program Support
Great Smoky Mountains Institute at Tremont Attn Catey Terry, CEO/President 9275 Tremont Road Townsend, TN 37882	$	5,000	Program Support
Hearing & Speech Foundation Attn John S. Berry, CEO 1619 E. Broadway Maryville, TN 37804	$	10,000	Program Support
Helen Ross McNabb Foundation [yr. 1 of 4-yr. pledge] Attn. Houston Smelcer, V.P. of Development 201 West Springdale Avenue Knoxville, TN 37917	$	50,000	Program Support
Interfaith Health Clinic Attn Kelly E. Mainor, Assistant Director 315 Gill Avenue Knoxville, TN 37917	$	27,916	Patient Visits/Lab Costs
Junior Achievement of East Tennessee Attn Callie J. Archer, President 2135 North Charles G. Seivers Blvd. Clinton, TN 37716	$	20,000	Program Support

Junior Achievement of the Bluegrass Attn. Lynn Hudgins, President 2420 Spurr Road, Suite 150 Lexington, KY 40511	$	5,000	Program Support
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	$ $	1,000 40,000	Swing Seat Kitchen Renovations/Ceiling Fans
Leslie County Food Pantry Attn Sarah K. Osborne, Coordinator P. O. Box 212 Hyden, KY 41749	$	30,000	Backpack Program
Lily Fire & Rescue Attn Richard Douglas Jones, Chief 4034 East Highway 552 Lily, KY 40740	$	15,000	Fire Hoses
Morgan Scott Project Attn Crystal Tompkins, Executive Director 1022 Old Deer Lodge Pike Deer Lodge, TN 37726	$	10,000	Program Support
New Hope Blount County Children's Advocacy Center Attn Tabitha Damron, Executive Director P. O. Box 5058 Maryville, TN 37802	$	15,000	Program Support
New Opportunity School for Women Attn. Robbie Pentecost, Executive Director 204 Chestnut Street Berea, KY 40403	$	10,000	Program Support
Panco Youth Center Attn Jerry Rice, Director 9626 Hwy 1482 Oneida, KY 40972	$	6,000	Snack Stand
Pat Summitt Foundation 520 W. Summit Hill Drive, Suite 1101 Knoxville, TN 37902	$	5,000	Program Support

Form 990-PF, Page 11, Part XV
Grants and Contributions Paid During the Year
Organization Name The Thompson Charitable Foundation (EIN 58-1754763)
Year End Date 06/30/2019

Project13Three Attn: Josh Thompson, Director 315 East Main Street Tazewell, VA 24651	$	30,000	Program Support
Red Bird Mission, Inc. Attn Tim Crawford, Development Director 70 Queendale Center Beverly, KY 40913	$	6,800	Computer Equipment
Remote Area Medical Attn: Jeff Eastman, CEO 2200 Stock Creek Blvd. Rockford, TN 37853	$	10,000	Program Support
Renaissance Terrace Assisted Living Center Attn Melody Jones, Community Relations Liaison 215 Bearden Place Knoxville, TN 37917	$	18,000	Program Support
Restoration House of East Tennessee Attn Daniel Watson, Executive Director 2205 Village Way Knoxville, TN 37923	$	15,000	Program Support
Richard Williams Leadership Development Academy Attn: Clarence B. Williams, Executive Director 229 East Watt Street, Box 5 Alcoa, TN 37701	$	30,000	Program Support
Richlands Little League Attn Philip D. Lowe, Vice President P. O. Box 1737 Richlands, VA 24641	$	22,950	Roof Repair/Equipment Purchase
Scott County Family Justice Center Attn: Christy Harness, Executive Director P. O Box 9 Helenwood, TN 37755	$	20,000	Program Support
Smoky Mountain Service Dogs Attn Mike Kitchens, Director 110Tooweka Circle London, TN 37774	$	19,500	Service Dog
Southwest Virginia Community College Education Fdn. Attn: Susan R. Lowe, Vice President P. O. Box SVCC Richlands, VA 24641	$	25,000	Program Support

Southwest Virginia Sportsmen Attn: John Taylor, Co-Director P O. Box 269 Vansant, VA 24656	$	20,000	Program Support
Southwest Virginia Workforce Development Board [yr. 2 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. 2 of 3-yr. pledge] Attn Aleta Spicer, Executive Director P. O. Box 2439 Lebanon, VA 24266	$	100,000	S-BEE Program
Stinnett Area Community Center Attn. Kathy Hoskins, V.P. 4225 State Highway 406 Stinnett, KY 40868	$	30,000	Program Support
Tazewell, Town of Attn Todd Day, Town Manager P. O. Box 608 Tazewell, VA 24651	$	25,000	Hiking/Biking Trail
Teen Venture Center Attn Dr. Glenn A. Harrison, Board Chair 217 Railroad Avenue Richlands, VA 24641	$	10,000	Program Support
Thousandsticks Volunteer Fire & Rescue, Inc. Attn Anna Carol Jones, Treasurer P. O. Box 1624 Hyden, KY 41749	$	12,000	Program Support
Tri-County Health Clinic Attn Amanda Mustard, Executive Director P. O. Box 202 Richlands, VA 24641	$	30,000	Patient Visits/Furniture
University of the Cumberlands [yr. 2 of 2-yr. pledge] Attn Larry L. Cockrum, CEO 6191 College Station Drive Williamsburg, KY 40769	$	10,000	Program Support

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 Attn: Wendy Jay 110 Peppers Ferry Road, NW Christiansburg, VA 24073	$	10,000	Program Support
Virginia Community Capital [yr. 2 of 3-yr. pledge] Attn Caroline Nowery, V. P. 7814 Carousel Lane, Suite 100 Richmond, VA 23294	$	66,667	Program Support
Volunteer Ministry Center Attn Bruce W. Spangler, CEO P. O. Box 325 Knoxville, TN 37901	$	10,000	Vehicle Purchase
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. Box 2256 Abingdon, VA 24212	$	5,000	Program Support
Williams Creek Youth Foundation Attn Shawn Mauer, Executive Director 2351 Dandridge Avenue Knoxville, TN 37915	$	10,000	Program Support
YMCA of Buchanan County Attn Brandee Brown, Executive Director P. O. Box 1450 Grundy, VA 24614	$	61,270	Program Support/Equipment/ Renovations
Total:	**$**	**2,172,698**	

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 06/30/2019

Recipient		Purpose of Grant	Amount Due in Future	
Bluefield College Attn David W Olive, President 3000 College Avenue Bluefield, VA 24605	(year 2 of 4-yr pledge)	Science Ctr Building Capital Campaign	$	250,000
East Tennessee Children's Hospital Attn Carlton Long, VP for Institutional Advancement 2018 Clinch Avenue Knoxville, TN 37916	(year 1 of 3-yr pledge)	Program Support	$	50,000
Helen Ross McNabb Foundation Attn Houston Smelcer, V P of Development 201 West Springdale Avenue Knoxville, TN 37917	(year 1 of 4-yr pledge)	Program Support	$	150,000
Southwest Virginia Workforce Development Board Attn Aleta Spicer, Executive Director P O Box 2439 Lebanon, VA 24266	(year 2 of 3-yr pledge)	S-BEE Program	$	100,000
Virginia Community Capital Attn Caroline Nowery, V P 7814 Carousel Lane, Suite 100 Richmond, VA 23294	(year 2 of 3-yr pledge)	Program Support	$	66,667
		Total	$	616,667 00

Part IV, Line 1a & 1b
THE THOMPSON CHARITABLE FOUNDATION 58-1754763
FISCAL YEAR JULY 1, 2018 THRU JUNE 30, 2019

Brown Brothers Harriman - Account 1091022878

Total Gain/Loss.	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER	JANUARY	FEBRUARY	MARCH	APRIL	MAY	JUNE	YEAR TO DATE
Realized gain													
Total proceeds		1,506,498 19	1,840,922 26	2,752,124 73	1,484,958 79	295,824 03	2,176,809 28	86,832 97	364,184 64	1,394,808 13	374,482 00	99,468 04	12,376,913 06
Total costs		1,741,058 08	1,660,013 70	1,930,096 43	1,184,415 09	226,539 22	1,931,595 27	59,236 70	386,495 36	1,316,346 07	235,035 15	55,535 16	10,726,366 23
Grand Total	0 00	(234,559 89)	180,908 56	822,028 30	300,543 70	69,284 81	245,214 01	27,596 27	(22,310 72)	78,462 06	139,446 85	43,932 88	$ 1,650,546.83
Short-Term													
Realized gain													
Total proceeds	-	-		19,699 14	17,923 91	18,557 10	5,823 52	348 87			18,042 50		80,395 04
Total costs	-	99,643 26	26,508 11										126,151 37
Total Short-Term	-	(99,643 26)	(26,508 11)	19,699 14	17,923 91	18,557 10	5,823 52	348 87	-	-	18,042 50	-	(45,756.33)
Long-Term													
Realized gain													
Total proceeds	-	1,506,498 19	1,840,922 26	2,732,425 59	1,467,034 88	277,266 93	2,170,985 76	86,484 10	364,184 64	1,394,808 13	356,439 50	99,468 04	12,296,518 02
Total costs	-	1,641,414 82	1,633,505 59	1,930,096 43	1,184,415 09	226,539 22	1,931,595 27	59,236 70	386,495 36	1,316,346 07	235,035 15	55,535 16	10,600,214 86
Total	-	(134,916 63)	207,416 67	802,329 16	282,619 79	50,727 71	239,390 49	27,247 40	(22,310 72)	78,462 06	121,404 35	43,932 88	1,696,303.16