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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.

2006

OMB No 1545-0047

2019

Open to Public Inspection

For calendar year 2019 or tax year beginning JUL 1, 2019 , and ending JUN 30, 2020

Name of foundation: THE THOMPSON CHARITABLE FOUNDATION

A Employer identification number: 58-1754763

Number and street (or P O box number if mail is not delivered to street address): 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: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation 04

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 38,033,795.

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

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

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

		(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 ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	28,592.	28,592.		
	4 Dividends and interest from securities	796,700.	796,700.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,184,952.			
	b Gross sales price for all assets on line 6a 6,396,157.				
	7 Capital gain net income (from Part IV, line 2)		1,184,952.		
	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	137,665.	74,212.		STATEMENT 1
	12 Total. Add lines 1 through 11	2,147,909.	2,084,456.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	73,548.	36,774.		36,774.
	14 Other employee salaries and wages	138,709.	69,355.		69,354.
	15 Pension plans, employee benefits	6,272.	3,136.		3,136.
	16a Legal fees				
	b Accounting fees STMT 2	25,125.	12,563.		12,562.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	63,970.	58,769.		5,201.
	19 Depreciation and depletion	517.	259.		
	20 Occupancy	45,328.	22,664.		22,664.
	21 Travel, conferences, and meetings	29,598.	14,799.		14,799.
	22 Printing and publications				
	23 Other expenses STMT 4	349,493.	332,041.		17,451.
	24 Total operating and administrative expenses. Add lines 13 through 23	732,560.	550,360.		181,941.
	25 Contributions, gifts, grants paid	2,335,380.			2,335,380.
	26 Total expenses and disbursements. Add lines 24 and 25	3,067,940.	550,360.		2,517,321.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	-920,031.			
	b Net investment income (if negative, enter -0-)		1,534,096.		
	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	88,835.	371,117.	371,117.
	2 Savings and temporary cash investments	170,634.	438,418.	438,418.
	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	31,447,320.	29,379,150.	37,222,363.
	14 Land, buildings, and equipment: basis ▶ 41,193.			
	Less accumulated depreciation ▶ 39,296.	2,414.	1,897.	1,897.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	31,709,203.	30,190,582.	38,033,795.
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 FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29, and 30.			
	24 Net assets without donor restrictions			
	25 Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30.			
	26 Capital stock, trust principal, or current funds	0.	0.	
	27 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	28 Retained earnings, accumulated income, endowment, or other funds	31,709,203.	30,190,582.	
	29 Total net assets or fund balances	31,709,203.	30,190,582.	
	30 Total liabilities and net assets/fund balances	31,709,203.	30,190,582.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	31,709,203.
2	Enter amount from Part I, line 27a	2	-920,031.
3	Other increases not included in line 2 (itemize) ▶ ACCRUAL TO CASH ADJUSTMENT	3	34.
4	Add lines 1, 2, and 3	4	30,789,206.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	598,624.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	30,190,582.

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				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a				
b				
c				
d				
e	6,396,157.		5,211,205.	1,184,952.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				1,184,952.

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 1,184,952.

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))
2018	2,328,267.	37,832,738.	.061541
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

2	Total of line 1, column (d)	2	.279752
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	.055950
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	37,579,708.
5	Multiply line 4 by line 3	5	2,102,585.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	15,341.
7	Add lines 5 and 6	7	2,117,926.
8	Enter qualifying distributions from Part XII, line 4	8	2,517,321.

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 - ST	P		
b	SEE ATTACHED - 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	75,262.		102,003.	-26,741.
b	5,738,808.		5,109,202.	629,606.
c	133,669.			133,669.
d	244,995.			244,995.
e	203,423.			203,423.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-26,741.
b				629,606.
c				133,669.
d				244,995.
e				203,423.
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	1,184,952.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	15,341.
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	15,341.
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	15,341.
6	Credits/Payments				
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	23,633.		
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	23,633.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	0.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	8,292.
11	Enter the amount of line 10 to be: **Credited to 2020 estimated tax** ▶		8,292. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? 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 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ FDNWEB.ORG/THOMPSON

14 The books are in care of ▶ DEBBIE BLACK, EXECUTIVE DIRECTOR Telephone no. ▶ (865)588-0491

Located at ▶ 4800 OLD KINGSTON PIKE, SUITE 100, KNOXVILLE, TN ZIP+4 ▶ 37919

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2019, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions N/A	1b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ 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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.) 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 2019?	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		73,548.	2,173.	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	166,782.
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	37,586,608.
b	Average of monthly cash balances	1b	565,380.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	38,151,988.
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	38,151,988.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	572,280.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,579,708.
6	**Minimum investment return.** Enter 5% of line 5	6	1,878,985.

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	1,878,985.
2a	Tax on investment income for 2019 from Part VI, line 5 — 2a: 15,341.		
b	Income tax for 2019. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	15,341.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,863,644.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,863,644.
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	1,863,644.

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	2,517,321.
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	2,517,321.
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	15,341.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,501,980.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				1,863,644.
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.	
b Total for prior years: ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2019				
a From 2014 214,187.				
b From 2015				
c From 2016 284,826.				
d From 2017 325,624.				
e From 2018 489,692.				
f Total of lines 3a through e	1,314,329.			
4 Qualifying distributions for 2019 from Part XII, line 4: ▶ $ 2,517,321.				
a Applied to 2018, 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 2019 distributable amount				1,863,644.
e Remaining amount distributed out of corpus	653,677.			
5 Excess distributions carryover applied to 2019 (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	1,968,006.			
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7	214,187.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	1,753,819.			
10 Analysis of line 9:				
a Excess from 2015				
b Excess from 2016 284,826.				
c Excess from 2017 325,624.				
d Excess from 2018 489,692.				
e Excess from 2019 653,677.				

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 2019, 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) 2019	(b) 2018	(c) 2017	(d) 2016	(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	2,335,380.
Total			▶ 3a	2,335,380.
b Approved for future payment				
SEE ATTACHED SCHEDULE			SEE ATTACHED SCHEDULE	568,508.
Total			▶ 3b	568,508.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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	28,592.	
4 Dividends and interest from securities			14	796,700.	
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			14	74,212.	
8 Gain or (loss) from sales of assets other than inventory			14	1,184,952.	
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	61,866.	
b SECURITY LITIGATION			14	1,587.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		2,147,909.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 2,147,909.

(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] 10/23/20 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
AMANDA P. HENSLEY, CPA	Amanda P. Hensley	09/29/20		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
SECURITY COST BASIS ADJUSTMENT	35,387.	35,387.	
OTHER INCOME - BBH WEALTH STRATEGIES	38,825.	38,825.	
CLAT ANNUITY PROCEEDS	61,866.	0.	
SECURITY LITIGATION	1,587.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	137,665.	74,212.	

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	7,875.	3,938.		3,937.
AUDIT ACCOUNTING FEES	17,250.	8,625.		8,625.
TO FORM 990-PF, PG 1, LN 16B	25,125.	12,563.		12,562.

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	10,401.	5,200.		5,201.
FOREIGN TAXES	34,664.	34,664.		0.
INVESTMENT INCOME TAX	18,905.	18,905.		0.
TO FORM 990-PF, PG 1, LN 18	63,970.	58,769.		5,201.

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	1,530.	765.		765.
INVESTMENT EXPENSE	166,782.	166,782.		0.
MANAGEMENT FEE	6,409.	3,205.		3,204.
OFFICE EXPENSES	16,732.	8,365.		8,366.
TELEPHONE	6,062.	3,031.		3,031.
MISCELLANEOUS EXPENSES	389.	195.		194.
OTHER PORTFOLIO DEDUCTIONS	147,806.	147,806.		0.
PAYROLL PROCESSING FEES	783.	392.		391.
EDUCATION EXPENSE	3,000.	1,500.		1,500.
TO FORM 990-PF, PG 1, LN 23	349,493.	332,041.		17,451.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5
DESCRIPTION	AMOUNT
FLOW THROUGH INCOME INCLUDED ON TAX RETURN BUT NOT ON BOOKS	598,624.
TOTAL TO FORM 990-PF, PART III, LINE 5	598,624.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS PER ATTACHED	COST	19,632,322.	27,202,378.
CORPORATE BONDS PER ATTACHED	COST	9,598,029.	9,872,214.
REAL ESTATE PER ATTACHED	COST	148,799.	147,771.
TOTAL TO FORM 990-PF, PART II, LINE 13		29,379,150.	37,222,363.

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	73,548.	2,173.	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		73,548.	2,173.	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 06/30/2020

The Thompson Charitable Foundation
Grants Paid 7/1/2019 thru 6/30/2020

Grantee	Amount	Purpose
Aid to Distressed Families of Appalachian Counties Attn Annette 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 of East Tennessee Attn Leigh Elliott, Regional Philanthropy Officer 6921 Middlebrook Pike Knoxville, TN 37909	$ 5,000	Program Support
Appalachia Service Project Attn Walter B. Couch, President/CEO 4523 Bristol Highway Johnson City, TN 37601	$ 50,000	Program Support
Appalachian Sustainable Development [yr. 1 of 3-yr. pledge, $148,995 in 2020; $144,513 in 2021] Attn. Kathlyn Terry, Executive Director 1096 Ole Berry Dr., Suite 100 Abingdon, VA 24210	$ 133,650	Program Support
Bell-Whitley Community Action Agency Attn Sandy Hoskins P. O. Box 159 Pineville, KY 40977	$ 25,000	Program Support
Big Brothers Big Sisters of East Tennessee Attn Brent Waugh, CEO 318 N Gay Street, Suite 100 Knoxville, TN 37917	$ 5,000	Program Support
Big Creek Mission Attn Mary Lewis P. O. Box 211 Bear Branch, KY 41714	$ 8,000	Program Support
Bluefield College [yr. 3 of 4-yr pledge] Attn David Olive, President 3000 College Avenue Bluefield, VA 24605	$ 125,000	Science Center

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 06/30/2020

Bluegrass Care Navigators Attn: Monica Couch, 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	$ $	25,000 5,723	Program Support Broadband/Wi-Fi Project
Breaks Interstate Park Attn Austin Bradley, Superintendent 627 Commission Circle Breaks, VA 24607	$	120,000	Program Support
Buchanan County Industrial Development Authority Attn: Asher McGlothlin, President Sunset Holler, Inc. 1108 East Main Street, Suite 501 Richmond, VA 23219	$	38,000	Sunset Holler, Inc. Project
Buchanan County Public Library Attn: Sherry J. Bright, Director 1185 Poe Town Street Grundy, VA 24614	$	38,000	Building Improvements
Buchanan County Youth, Inc. Attn Frannie B. Minton, Director P. O. Box 924 Vansant, VA 24656	$	50,000	Program Support
Burkes Garden Artisan Guild Attn Ron Levison, Treasurer 205 Greever Ridge Road Tazewell, VA 24651	$	2,000	Program Support
Cancer Support Community Attn Beth A. Hamil, Executive Director 2230 Sutherland Avenue Knoxville, TN 37919	$	10,000	Program Support
CASA of the Tennessee Heartland Attn Kesha Shipe Waters, Executive Director P. O Box 4426 Oak Ridge, TN 37831	$	15,000	Program Support
Catholic Charities of East Tennessee, Inc Attn Lisa Healy, Executive Director 119 Dameron Avenue Knoxville, TN 37917	$	15,000	Vehicle 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 06/30/2020

Center for Christian Action Attn: Sally Rash, Director P. O. Box 608 Pocahontas, VA 24635	$ 3,000 $ 6,000	COVID-19 Support Program Support
Change Center Attn Nicole Chandler, Executive Director 203 Harriet Tubman Street Knoxville, TN 37915	$ 20,000	Capital Campaign
Childhelp Children's Advocacy Center of Tennessee Attn Eddie Smith, Director of Programs & Development 623 Lindsay Place Knoxville, TN 37919	$ 15,000	Medical Expenses/Repairs
Cherokee Health Systems Attn Ginny Weatherstone, Development Consultant 2018 Western Avenue Knoxville, TN 37921	$ 20,000	Dental Chairs
Children's Center of the Cumberlands Attn Kellie Walker, Executive Director P. O. Box 4314 Oneida, TN 37841	$ 25,000	Program Support
Clinch Valley Community Action, Inc. Attn. Doug Sheets, Executive Director P. O. Box 188 North Tazewell, VA 24630	$ 110,000	Program Support
Coalfield Water Development Fund Attn Donna Stanley, Administrative Agent P. O Box 2194 Coeburn, VA 24230	$ 100,000	Water Tank Repairs
Community School of the Arts Attn Jennifer Willard, Executive Director 900 Henley Street Knoxville, TN 37902	$ 8,000	Program Support
Compassion Counseling Attn Lakshmie Napagoda, Executive Director 200 E Broadway Avenue, Suite 515 Maryville, TN 37801	$ 10,000	Building Resiliency Project
CONNECT Ministries Attn Keira A Wyatt, Executive Director 2340 Magnolia Avenue Knoxville, TN 37917	$ 15,000	Program Support

Form 990-PF, Page 11, Part XV
Grants and Contributions Paid During the Year
Organization Name The Thompson Charitable Foundation (EIN 58-1754763)
Year End Date 06/30/2020

Crossroads Ministry, Inc. Attn: Cora Rhew, Executive Director 451 E. Tennessee Avenue Oak Ridge, TN 37830	$ 20,000	Building Renovations
Daniel Boone Community Action Agency Attn Mona Whitaker, Deputy Director 1535 Shamrock Road Manchester, KY 40962	$ 12,000	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. 2 of 3-yr. pledge] Attn: Carlton M. Long, Vice President 2018 Clinch Avenue Knoxville, TN 37916	$ 25,000	Program Support
Feeding America Southwest Virginia Attn: Lori McAnnally, Director of Foundation Relations 1025 Electric Drive Salem, VA 24153	$ 15,000	Program Support
Feeding My Sheep, Inc. Attn Reva Fields, President P. O. Box 970 Vansant, VA 24656	$ 10,000 $ 3,000 $ 38,110	Program Support COVID-19 Support Parking Lot Expansion
Feeding the Orphans Attn William O'Leary, President 505 Cave Creek Road Loudon, TN 37774	$ 7,000	Basketball Court/Goal/Lighting
Foundation for Appalachian Kentucky Attn Gerry Roll, Executive Director 420 Main Street Hazard, KY 41701	$ 50,000 $ 25,000	Program Support COVID-19 Support
Friends of Literacy Attn Teresa Brittain, Executive Director P. O. Box 3158 Knoxville, TN 37927	$ 8,000	Program Support
Girl Talk, Inc. Attn Denetria Moore, Executive Director 318 N. Gay Street, Suite 101 Knoxville, TN 37917	$ 10,000	Program Support

Form 990-PF, Page 11, Part XV
Grants and Contributions Paid During the Year
Organization Name The Thompson Charitable Foundation (EIN 58-1754763)
Year End Date 06/30/2020

Good Samaritan Food Pantry Attn Dick Lee, Assistant Manager P. O Box 523 Richlands, VA 24641	$ $	10,000 3,000	Program Support COVID-19 Support
Great Smoky Mountains Institute at Tremont Attn Caleb Carlton, Development Manager 9275 Tremont Road Townsend, TN 37882	$	10,000	Program Support
Habitat for Humanity of Anderson County Attn Charlotte Bowers, Executive Director 111 Randolph Road Oak Ridge, TN 37830	$	15,000	Program Support
Hearing & Speech Foundation Attn John Berry, CEO 1619 E. Broadway Maryville, TN 37804	$	10,000	Program Support
Helen Ross McNabb Foundation [yr. 2 of 4-yr. pledge] Attn Houston Smelcer, V.P. 201 West Springdale Avenue Knoxville, TN 37917	$	50,000	Program Support
Henderson Settlement Attn: Brittaney Patterson, Mission Advancement Coor. P. O. Box 205 Frakes, KY 40940	$	10,000	Program Support
Historic Tennessee Theatre Foundation Attn. Becky Hancock, Executive Director 604 S. Gay Street Knoxville, TN 37902	$	5,000	Program Support
Hoof and Harness Experiential Learning, Inc. Attn Melani B Nelson, Executive Director 470 Judson Road Strawberry Plains, TN 37871	$	10,000	Program Support
Housing Development Alliance, Inc. Attn Mindy Miller, Director of Development P O. Box 7284 Hazard, KY 41702	$	30,000	Program Support
Interfaith Health Clinic Attn Kelly E Mainor, Assistant Director 315 Gill Avenue Knoxville, TN 37917	$	27,916	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 06/30/2020

Junior Achievement of the Bluegrass Attn Lynn Hudgins, President 2420 Spurr Road, Suite 150 Lexington, KY 40511	$	5,000	Program Support
Knoxville Leadership Foundation Attn Christopher L. Martin, President 318 North Gay Street, Suite 210 Knoxville, TN 37917	$	20,000	Program Support
Laurel County Older Persons Activity Center Attn Donna Stanifer, Director 426-1/2 East 4th Street London, KY 40741	$	15,000	Program Support
Leslie County Betterment, Inc. Attn Frank Baker, III, Vice President 22023 Main Street Hyden, KY 41749	$	4,000	Lawn Mower Purchase
Leslie County Sheriff's Department Attn Billy Michael Collett, Sherriff P. O. Box 912 Hyden, KY 41749	$	10,000	Vehicle Maintenance
Lighthouse Mission Attn Darryl Lowe P. O. Box 511 Pineville, KY 40977	$	2,500	Program Support
Mountain View Elementary School Attn Connie Osborne, Library & Media Specialist 130 Bears Trail Hyden, KY 31749	$	15,000	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	$	5,000	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: 06/30/2020

Penultimate Development Attn. Diondre Jackson, Founder/CSO 104 East Old Andrew Jackson Highway Jefferson City, TN 37760	$	25,000	Program Support
People Inc. Attn Robert G. Goldsmith, President/CEO 1173 W. Main Street Abingdon, VA 24210	$	110,000	Program Support
Pregnancy Resource Center Attn Valerie Millsapps, Executive Director 103 Station Drive, Bldg. #4 Maryville, TN 37804	$	5,000	Equipment Purchase
Provision CARES Foundation Attn Wendi Mullins, Development Director 2095 Lakeside Centre Way, Suite 101 Knoxville, TN 37922	$	10,000	Program Support
Renaissance Terrace Assisted Living Center Attn. Jessica Popek, Development P O. Box 3025 Knoxville, TN 37927	$	10,000	Bridge the Gap Fund
Richard Williams Leadership Development Academy Attn: Clarence B. Williams, Executive Director 229 East Watt Street, Box 5 Alcoa, TN 37701	$	30,000	Program Support
Rock Lick Food Pantry Attn Pat Skeens, Director 3972 Bull Creek Road Grundy, VA 24614	$	3,000	COVID-19 Support
Salvation Army Attn April Keeton, Grant & Volunteer Coordinator 409 N. Broadway Knoxville, TN 37917	$	9,315	Program Support
Scott Christian Care Center Attn. Lisa Cotton, Executive Director P O. Box 5373 Oneida, TN 37841	$	20,000	Building Renovations
Scott County Shelter Society, Inc. Attn Shonda Duncan, Executive Director P. O. Box 5402 Oneida, TN 37841	$	20,000	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 06/30/2020

Second Harvest Food Bank of East Tennessee Attn Elaine Streno, Executive Director 136 Harvest Lane Maryville, TN 37801	$	10,000	Perimeter Fencing
Shora Foundation Attn Tanika Harper, Founder/CEO 2425 Martin Luther King Jr. Avenue Knoxville, TN 37915	$	19,000	Van Purchase
Southwest VA Sportsmen Attn John Taylor, Co-Director P. O. Box 269 Vansant, VA 24656	$	5,000	Program Support
Southwest VA Workforce Development Board [yr 3 of 3-yr. pledge] Attn: Aleta Spicer, Executive Director P. O. Box 2439 Lebanon, VA 24266	$	100,000	S-BEE Program
Tazewell Baseball Boosters, Inc. Attn Larry Blankenship, President P. O. Box 1393 North Tazewell, VA 24630	$	30,000	Baseball Field Completion
Tazewell County Chamber of Commerce Attn: Lori Stacy, Executive Director P. O. Box 672 Tazewell, VA 24651	$	10,000	Program Support
Tazewell Today Attn Amanda Hoops, Executive Director P. O. Box 297 Tazewell, VA 24651	$	5,000	Park Renovation
Teen Venture Center Attn Dr. Glenn A. Harrison, Board Chair 217 Railroad Avenue Richlands, VA 24609	$	15,000	Program Support
Thousandsticks Volunteer Fire & Rescue, Inc. Attn Anna Carol Jones, Treasurer P. O. Box 1624 Hyden, KY 41749	$	10,000	Program Support
Tri-County Health Clinic Attn Amanda Mustard, Executive Director P O Box 202 Richlands, VA 24641	$	30,000	Patient Visits/Lab Costs

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 06/30/2020

Thrive Lonsdale Attn Clayton Wood, Executive Director 1317 Connecticut Avenue Knoxville, TN 37921	$	15,000	Van Purchase
Town of Pocahontas Attn Ben Gibson, Mayor 300 Centre Street Pocahontas, VA 24635	$	55,000	Museum Renovation
University of Pikeville Attn David R. Hutchens, VP for Advancement 147 Sycamore Street Pikeville, KY 41501	$	25,000	Scholarships
University of the Cumberlands [yr.1 of 2-yr. pledge] Attn Dr. Larry L. Cockrum, President 6191 College Station Drive Williamsburg, KY 40769	$	10,000	Program Support
University of Virginia's College at Wise Foundation Attn Becki O'Quinn, Director Comm. & Econ. Dev. 106 College Avenue Wise VA 24293	$ $	3,000 50,000	Cedar Bluff Rally SWVA Scholarships
Virginia Community Capital [yr 3 of 3-yr. pledge] Attn Caroline Nowery, Vice President 7814 Carousel Lane, Suite 100 Richmond, VA 23294	$	66,666	Program Support
Volunteer Ministry Center Attn Bruce Spangler, CEO 511 North Broadway Knoxville, TN 37917	$	10,000	Program Support
Wilderwood Service Dogs Attn Tiffany Denyer, Director 1319 Tuckaleechee Trail Maryville, TN 37803	$	10,000	Program Support
William King Museum of Art Attn Betsy K White, Director P O. Box 2256 Abingdon, VA 24212	$	5,000	Program Support
YMCA of Buchanan County Attn Brandee Brown, Executive Director 1059 Golden Wave Drive Grundy, VA 24614	$	30,000	Parking Lot Expansion/Equipment

Total: $ 2,335,380

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 06/30/2020

Recipient		Purpose of Grant	Amount Due in Future
Appalachian Sustainable Development Attn Kathlyn Terry, Executive Director 1096 Ole Berry Dr., Suite 100 Abingdon, VA 24210	[yr. 1 of 3-yr. pledge)	Program Support	$ 293,508
Bluefield College Attn David Olive, President 3000 College Avenue Bluefield, VA 24605	[yr. 3 of 4-yr. pledge]	Science Center	$ 125,000
East Tennessee Children's Hospital Attn Carlton M. Long, Vice President 2018 Clinch Avenue Knoxville, TN 37916	[yr. 2 of 3-yr pledge]	Program Support	$ 25,000
Helen Ross McNabb Foundation Attn Houston Smelcer, V P 201 West Springdale Avenue Knoxville, TN 37917	[yr 2 of 4-yr pledge]	Program Support	$ 100,000
University of the Cumberlands Attn Dr. Larry L. Cockrum, President 6191 College Station Drive Williamsburg, KY 40769	[yr 1 of 2-yr pledge]	Program Support	$ 10,000
Clinch Independent Living Services 1 Grundy Plaze Drive Grundy, VA 24614		Program Support	$ 15,000
		Total	$ 568,508

Part IV, Line 1a & 1b
THE THOMPSON CHARITABLE FOUNDATION 58-1754763
FISCAL YEAR JULY 1, 2019 THRU JUNE 30, 2020

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	450 940 35	484,544 99	687,509 53	1,147,012 30	45,347 89	272,788 96	-	801,757 33	729,331 39	564,058 12	559 016 92	71,762 40	5,814,070 18
Total costs	359 382 17	334 361 50	443,161 33	893 332 03	26,560 92	144,821 57	-	836,155 40	644 434 11	1 013,800 09	455,055 75	60,140 33	5,211,205 20
Grand Total	91,558 18	150,183 49	244,348 20	253,680 27	18,786 97	127,967 39	-	(34,398 07)	84,897 28	(449,741 97)	103,961 17	11,622 07	$ 602,864.98
Short-Term													
Realized gain													
Total proceeds	-	-	-	43,915 31	-	27,363 52	-	-	-	-	3,858 53	124 81	75,262 17
Total costs	-	-	-	-	-	-	-	1,749 95	100 252 83	-	-	-	102 002 78
Total Short-Term	-	-	-	43,915 31	-	27,363 52	-	(1,749 95)	(100,252 83)	-	3,858 53	124 81	(26,740 61)
Long-Term													
Realized gain													
Total proceeds	450,940 35	484,544 99	687,509 53	1,103,096 99	45,347 89	245,425 44	-	801,757 33	729,331 39	564 058 12	555 158 39	71,637 59	5 738,808 01
Total costs	359,382 17	334,361 50	443,161 33	893 332 03	26,560 92	144,821 57	-	834,405 45	544,181 28	1,013,800 09	455,055 75	60,140 33	5,109 202 42
Total	91,558 18	150,183 49	244,348 20	209,764 96	18,786 97	100,603 87	-	(32,648 12)	185,150 11	(449,741 97)	100 102 64	11,497 26	629,605.59