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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2009

For calendar year 2009, or tax year beginning _____, 2009, and ending _____, 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Billie & Gillis Thomas Family Foundation		A Employer identification number 75-2721588
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) 214-750-1200
	City or town, state, and ZIP code DALLAS TX 75225		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received (attach schedule)	1200000.00			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	87293.76	87293.76	87293.76	
	4 Dividends and interest from securities	197921.96	197921.96	197921.96	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<156384.98>			
	b Gross sales price for all assets on line 6a 403,037.03				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain		0		
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) CLASS ACTION SUIT	3500.67	3500.67	3500.67	
	12 Total. Add lines 1 through 11	1332331.41	288716.39	288716.39	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) Filing Advice OTHER MATTERS INVESTMENT FEES	3271.00	3271.00	3271.00	3271.00
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	40056.64	40056.64	40056.64	40056.00
	17 Interest FOREIGN TAX				
	18 Taxes (attach schedule) (see page 14 of the instructions)	3786.00	3786.00	3786.00	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications	68.00	0	0	68.00	
23 Other expenses (attach schedule) - 2010					
24 Total operating and administrative expenses. Add lines 13 through 23	47181.64	47113.64	47113.64	43395.00	
25 Contributions, gifts, grants paid	369694.28			369694.28	
26 Total expenses and disbursements. Add lines 24 and 25	416875.92	47113.64	47113.64	413089.28	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	915455.49				
b Net investment income (if negative, enter -0-)		241602.75			
c Adjusted net income (if negative, enter -0-)			241602.75		

SCANNED JUL 09 2010 Revenue

P 21

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	589,462.37	909,979.60	909,979.60
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ <u>Dividends</u>			
		Less: allowance for doubtful accounts ▶	16,423.55		
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	96,076,253.33	102,272,788.87	92,088,850.11
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	102,351,250	11,137,258.47	10,118,829.71	
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	10,235,112.50	11,137,258.47	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	10,235,112.50	11,137,258.47	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,235,112.50	11,137,258.47		

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	10,235,112.50
2	Enter amount from Part I, line 27a	2	915,455.49
3	Other increases not included in line 2 (itemize) ▶ <u>o/s check 200,000.00 Non Tax Div 16,261</u>	3	20,162.61
4	Add lines 1, 2, and 3	4	11,149,129.35
5	Decreases not included in line 2 (itemize) ▶ <u>REVERSE PRIOR YR o/s 11,870.88</u>	5	11,870.88
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,137,258.47

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				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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				
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 <156,389.98>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 }		3 <91,103.93>

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 does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of 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))
2008	312,438.18	8,926,492.67	.0350
2007	202,387.36	8,896,397.98	.0227
2006	390,028.43	7,409,952.47	.0526
2005	353,886.71	6,110,416.54	.0579
2004	63,555.60	5,075,123.65	.0125
2	Total of line 1, column (d)		2 .1807
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 .0361
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5		4 8,160,007.23
5	Multiply line 4 by line 3		5 294,576.26
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 2,416.03
7	Add lines 5 and 6		7 296,992.29
8	Enter qualifying distributions from Part XII, line 4 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 on page 18.		8 413,089.28

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, credits/payments, and total tax due. Handwritten values include 2416.03 for line 1, 17458.19 for line 7, and 15042.16 for line 10.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and substantial contributors. Handwritten answers include 'NONE' for tax on political expenditures and 'TEXAS' for states reported to.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question number, Description, and Answer. Rows 11-15. Row 11: 'At any time during the year, did the foundation, directly or indirectly, own a controlled entity...' Answer: X. Row 12: 'Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?' Answer: X. Row 13: 'Did the foundation comply with the public inspection requirements...' Answer: X. Row 14: 'The books are in care of...' Answer: ROBYN T. CONLON, Telephone no. 214-750-1200, Located at 8333 DOUGLAS AVE STE 1414 DALLAS TX, ZIP+4 75225-5821. Row 15: 'Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041...' Answer: 15 N/A.

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.

Table with 3 columns: Question number, Description, and Yes/No columns. Rows 1a-4b. Row 1a: 'During the year did the foundation (either directly or indirectly):' (1) Engage in the sale or exchange... (2) Borrow money from... (3) Furnish goods, services... (4) Pay compensation to... (5) Transfer any income or assets... (6) Agree to pay money or property to a government official? Row 1b: 'If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions...' Row 1c: 'Did the foundation engage in a prior year in any of the acts described in 1a...' Row 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 2009, did the foundation have any undistributed income... b) Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)... c) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. Row 3a: 'Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?' Row 3b: 'If "Yes," did it have excess business holdings in 2009 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 (3) the lapse of the 10-, 15-, or 20-year first phase holding period?' Row 4a: 'Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?' Row 4b: '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 2009?'

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

- 5a During the year did the foundation pay or incur any amount to:
 - (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? 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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? Yes No
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? Yes No
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*

5b		X
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Gillis Thomas 8333 Douglas #1414 Dallas TX 75225	PRES TRUSTEE 1	0	0	0
Billie D Thomas 8333 Douglas #1414 Dallas TX 75225	VICE PRES TRUSTEE 0	0	0	0
Robyn T Conlon 8333 Douglas #1414 Dallas TX 75225	SECY TRUSTEE 0	0	0	0
WALTER T. SHANK 8333 Douglas #1414 Dallas TX 75225	TREAS. 1	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

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

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'NONE'.

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Table with 2 columns: Description of investments, Amount. Rows 1 and 2 contain 'NONE'. Row 3 is for other investments.

Total. Add lines 1 through 3

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	7,585,764.17
b	Average of monthly cash balances	1b	698,507.13
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	8,284,271.30
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	8,284,271.30
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	124,264.07
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,160,007.23
6	Minimum investment return. Enter 5% of line 5	6	408,000.36

Part XI Distributable Amount (see page 25 of the 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	408,000.36
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,416.03
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	2,416.03
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	405,584.33
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	405,584.33
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	405,584.33

Part XII Qualifying Distributions (see page 25 of the 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	413,089.28
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	413,089.28
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	2,416.03
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	410,673.25

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				410,673.25
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			331,631.58	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$413,089.28				
a Applied to 2008, but not more than line 2a			331,631.58	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				81,457.70
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 (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	0			
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 page 27 of the instructions		0		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				329,215.55
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling **N/A**
- 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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a 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 page 28 of the 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).)
H. Gillis Thomas Billie D. Thomas
- 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. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a The name, address, and telephone number of the person to whom applications should be addressed:
SEE ATTACHED STATEMENT
- b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT
- c Any submission deadlines:
SEE ATTACHED STATEMENT
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT

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
<p>a Paid during the year</p> <p>SCHEDULE ATTACHED</p>				
<p>Total ▶</p>				<p>3a 36969428</p>
<p>b Approved for future payment</p> <p>NONE</p>				
<p>Total ▶</p>				<p>3b</p>

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No. 1545-0047

2009

Name of the organization

Employer identification number

Billie + Gillis Thomas Family Foundation

75 : 2721588

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Billie & Gillis Thomas Family Foundation Employer identification number 75 : 2721588

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	H. Gillis Thomas 8333 Douglas Suite 1414 Dallas TX 75225	\$600,000.00	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	Billie D. Thomas 8333 Douglas Suite 1414 Dallas TX 75225	\$600,000.00	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$.....	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$.....	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$.....	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$.....	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Billie and Gillis Thomas Family Foundation ID #75-2721588

Investment - Corporate Stock

For the Year Ending December 31, 2009

	(b)	(c)
Investments	Book Value	Fair Market Value
Air Products	\$418,993.08	\$519,999.90
Allied Capital Corp.	\$340,929.69	\$114,458.84
Boeing Co.	\$214,290.80	\$144,065.59
Du Pont	\$326,673.97	\$256,733.75
Clough Global Allocation Fund	\$585,966.89	\$405,342.40
General Electric	\$677,764.15	\$298,212.30
Home Depot	\$245,799.63	\$171,120.95
International Paper	\$196,116.20	\$155,056.20
ISHARE Index	\$591,181.38	\$492,544.80
Johnson & Johnson	\$303,278.00	\$309,168.00
3M Company	\$221,206.62	\$266,558.84
United Parcel Service	\$162,403.48	\$119,329.60
Washington Mutual	\$401,736.36	\$1,326.50
Wal-Mart Stores	\$553,426.84	\$557,216.25
Westwood Trust AllCap Growth Equity - P.T. Fund	\$731,488.77	\$829,932.51
Westwood Intl. Growth Equity P.T. Fund	\$400,463.11	\$490,020.12
Westwood Trust Intl. Value Equity - P.T. Fund	\$496,524.36	\$492,170.90
Westwood Trust Midcap Value P.T. Fund	\$134,882.25	\$160,005.65
Westwood Trust Real Estate Invest Tr. - P.T. Fund	\$159,626.24	\$158,996.64
Westwood Trust SMidCap Equity - P.T. Fund	\$147,756.67	\$160,403.16
Westwood Trust SmallCap Growth Eq. - P.T. Fund	\$118,580.33	\$162,352.55
Westwood Trust SmallCap Value Eq. - P.T. Fund	\$155,922.34	\$160,218.13
Westwood Trust Core Inv. Grade Bond - P.T. Fund	\$1,087,207.55	\$1,108,017.75
Westwood Trust HighYield Bond - P.T. Fund	\$248,001.03	\$274,957.15
WHG Income Opportunity Fund	\$654,901.84	\$700,307.47
WHG LargeCap Value Fund	\$652,157.29	\$700,334.16
Investment Part 2, 10b	\$10,227,278.87	\$9,208,850.11

Part IV Capital Gains and Losses for Tax on Investment Income					
			(b) How acquired	(c) Date acquired	(d) Date sold
(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)			P - Purchase	(Mo, day, yr)	(mo, day, yr)
a	9 8293	Westwood SMIDCAP Value Equity	P	VAR	12/31/09
b	789 1147	Westwood Mid Cap Value Equity	P	VAR	12/31/09
c	388.7852	Westwood Small Cap Growth Equity	P	VAR	12/31/09
d	3,189 28	Westwood High Yield Bond	P	VAR	10/09/09
e	82 6882	Westwood REIT	P	VAR	12/31/09
f	161 7492	Westwood Int'l Value Equity	P	VAR	10/09/09
g	K-1	Westwood Trusts	P	VAR	VAR
h	K-1	Westwood Trusts	P	VAR	VAR
(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	3,600 48		3,554.65	45 83	
b	59,459 40		54,216 60	5,242 80	
c	55,000 00		47,189 86	7,810 14	
d	254,000 00		240,925 84	13,074 16	
e	13,977 15		21,149 95	(7,172 80)	
f	17,000.00		21,490 80	(4,490 80)	
g	K-1		K-1	(79,790 38)	
h	K-1		K-1	(91,103 93)	

**Billie and Gillis Thomas Family Foundation
2009**

ID #75-2721588

Part XV

The Billie and Gillis Thomas Family Foundation generally makes contributions to only preselected charitable organizations. The Foundation also maintains a scholarship program in accordance with conditions approved by the Internal Revenue Service in a determination letter dated September 9, 1997. Scholarship applicants should contact Robyn T. Conlon, 8333 Douglas Avenue, Suite 1414, Dallas, Texas 75225 regarding the application process.

Part XV Supplementary Information (continued)				Page 1 of 2
3 Grants and Contributions Paid During the Year of Approved for Future Payment				
Recipient		Relationship	Foundation status	Purpose of grant
Name and address (home or business)		of individual	of recipient	or contribution
a Paid during the year				Amount
1	Fairhill School 16150 Preston Rd Dallas, TX 75248 For Charlie & Katie Osten	None	Student	Tuition 27,400 00
2	University of the Ozarks 415 N College Ave Clarksville, AR 72830 For Samuel Ballard	None	Student	Tuition 13,942 25
3	Shelton School and Evaluation Center 15720 Hillcrest Rd. Dallas, TX 75248 For Kate Clifford	None	Student	Tuition 17,980 00
4	Shelton School and Evaluation Center 15720 Hillcrest Rd Dallas, TX 75248 For Gretchen Fay Botens	None	Student	Tuition 19,293 00
5	Texas Tech University 301 West Hall Lubbock, TX 79409 For Colby James Kennedy	None	Student	Tuition 6,079 03
6	The George Washington University 800 21st Street NW Washington, DC 20052 For Brian Tan	None	Student	Tuition 15,000.00
7	First Presbyterian Church - Dallas 408 Park Ave. Dallas, TX 75201	N/A	Public Charity	Capital Campaign Fund 100,000 00
8	Network of Community Ministries 741 S Sherman Richardson, TX 75081	N/A	Public Charity	Capital Campaign Fund 50,000 00
9	Interfaith Housing Coalition 5600 Ross Ave Dallas, TX 75206	N/A	Public Charity	Capital Campaign Fund 50,000 00

Part XV Supplementary Information (continued)				Page 2 of 2
3 Grants and Contributions Paid During the Year of Approved for Future Payment				
Recipient		Relationship	Foundation status	Purpose of grant
Name and address (home or business)		of individual	of recipient	or contribution
a Paid during the year				Amount
10	East Dallas Community School 924 Wayne St Dallas, TX 75223	N/A	Public Charity	Capital Campaign Fund 20,000 00
11	Communities in Schools - Dallas 8700 N Stemmons Fwy , Ste 125 Dallas, TX 75247	N/A	Public Charity	Capital Campaign Fund 20,000 00
12	Assistance League of Dallas P O Box 12403 Dallas, TX 75225	N/A	Public Charity	Capital Campaign Fund 10,000 00
13	Reconciliation Outreach 4311 Bryan St Dallas, TX 75204	N/A	Public Charity	Capital Campaign Fund 20,000 00
Total				3a 369,694 28