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

**2009**

Department of the Treasury  
Internal Revenue Service

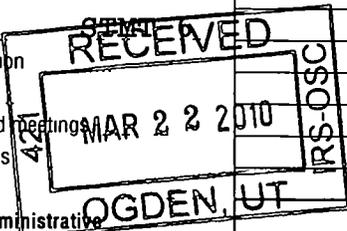
**Note** The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2009**, or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

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 <b>L. &amp; G. THOMAS FAMILY FOUNDATION</b>	A Employer identification number <b>95-4663947</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>6390 CHESEBRO ROAD</b>	B Telephone number <b>818-360-8300</b>
	City or town, state, and ZIP code <b>AGOURA HILLS, CA 91301</b>	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>553,946.</b> (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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			<b>N/A</b>	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	23.	23.		<b>STATEMENT 1</b>
4 Dividends and interest from securities	8,386.	8,386.		<b>STATEMENT 2</b>
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<31,510.>			
b Gross sales price for all assets on line 6a	127,755.			
7 Capital gain net income (from Part IV, line 2)		0.		
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				
12 <b>Total</b> Add lines 1 through 11	<23,101.>	8,409.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees <b>STMT 3</b>	900.	900.		0.
b Accounting fees <b>STMT 4</b>	2,665.	2,665.		0.
c Other professional fees <b>STMT 5</b>	2,216.	2,216.		0.
17 Interest				
18 Taxes	185.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 <b>Total operating and administrative expenses</b> Add lines 13 through 23	5,966.	5,781.		0.
25 Contributions, gifts, grants paid	20,800.			20,800.
26 <b>Total expenses and disbursements</b> Add lines 24 and 25	26,766.	5,781.		20,800.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<49,867.>			
b <b>Net investment income</b> (if negative, enter -0-)		2,628.		
c <b>Adjusted net income</b> (if negative, enter -0-)			<b>N/A</b>	



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			
	2 Savings and temporary cash investments	61,420.	14,161.	14,161.
	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	5,000.	5,000.	5,000.
	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 7	447,604.	444,996.	534,785.	
14 Land, buildings, and equipment, basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
<b>16 Total assets (to be completed by all filers)</b>	<b>514,024.</b>	<b>464,157.</b>	<b>553,946.</b>	
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 ▶)			
<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	<b>and complete lines 27 through 31.</b>			
27 Capital stock, trust principal, or current funds	1,013,166.	1,013,166.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	<499,142.>	<549,009.>		
<b>30 Total net assets or fund balances</b>	<b>514,024.</b>	<b>464,157.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>514,024.</b>	<b>464,157.</b>		

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	514,024.
2 Enter amount from Part I, line 27a	2	<49,867.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	464,157.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	464,157.

**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 WINDWARD CAPITAL - SEE STATEMENT A	P	VARIOUS	VARIOUS
b WINDWARD CAPITAL - SEE STATEMENT A	P	VARIOUS	VARIOUS
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 59,538.		60,454.	<916.>
b 68,217.		98,811.	<30,594.>
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) 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			<916.>
b			<30,594.>
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	<31,510.>
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 does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	17,919.	587,828.	.030483
2007	19,954.	606,820.	.032883
2006	59,575.	487,688.	.122158
2005	81,436.	478,897.	.170049
2004	100,014.	396,722.	.252101

2 Total of line 1, column (d)	2	.607674
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	.121535
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	473,464.
5 Multiply line 4 by line 3	5	57,542.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26.
7 Add lines 5 and 6	7	57,568.
8 Enter qualifying distributions from Part XII, line 4	8	20,800.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	53.
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	53.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	53.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,802.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,802.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,749.
11	Enter the amount of line 10 to be: <b>Credited to 2010 estimated tax</b> <input type="checkbox"/> <b>2,749.</b> <b>Refunded</b> <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
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		
1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.	
2		X
If "Yes," attach a detailed description of the activities		
3		X
Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		
4a		X
4b		
N/A		
5		X
If "Yes," attach the statement required by General Instruction T.		
6	X	
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?		
7	X	
If "Yes," complete Part II, col (c), and Part XV.		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA	
8b	X	
If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		
9		X
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		
10		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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

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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>LARRY E. THOMAS</u> Telephone no. ▶ <u>(818) 706-1873</u> Located at ▶ <u>6390 CHESEBRO ROAD, AGOURA HILLS, CA</u> ZIP+4 ▶ <u>91301</u>			
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 ▶ <u>15</u>   <u>N/A</u>			

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

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

		Yes	No
<b>1a</b>	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	1b	
<b>c</b>	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 2009?	1c	X
<b>2</b>	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)):		
<b>a</b>	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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.) <u>N/A</u>	2b	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	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 longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) <u>N/A</u>	3b	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  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)?  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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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?  Yes  No

**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.

(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
LAWRENCE THOMAS 6390 CHESEBRO RD., AGOURA HILLS, CA 91301	PRESIDENT 0.00	0.	0.	0.
GINA THOMAS 6390 CHESEBRO RD., AGOURA HILLS, CA 91301	SECRETARY 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
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 N/A	
2	
3 All other program-related investments. See instructions.	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	<b>0.</b>

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**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	438,009.
b	Average of monthly cash balances	1b	42,665.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	480,674.
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	480,674.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,210.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	473,464.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	23,673.

**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	23,673.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	53.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	53.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	23,620.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	23,620.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	23,620.

**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	20,800.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	20,800.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	20,800.

**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.

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				23,620.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	80,396.			
b From 2005	57,923.			
c From 2006	35,583.			
d From 2007				
e From 2008				
f Total of lines 3a through e	173,902.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 20,800.				
a Applied to 2008, 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 2009 distributable amount				20,800.
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))	2,820.			2,820.
6 Enter the net total of each column as indicated below:	171,082.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	77,576.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	93,506.			
10 Analysis of line 9:				
a Excess from 2005	57,923.			
b Excess from 2006	35,583.			
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

**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 2009, 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)

**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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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 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).)

**SEE STATEMENT 8**

**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 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:

**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 XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or loss from sales, and Subtotal.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: 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.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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) of the Code (other than section 501(c)(3)) or in section 527? [ ] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Signature and title section: Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: [Signature], Date: 3/10/10, Title: PRESIDENT. Preparer's signature: [Signature], Date: 3/1/10, Check if self-employed: [ ], Preparer's identifying number: 208-SD-2152. Firm's name: MELONI HRIBAL TRATNER LLP, address: 21255 BURBANK BLVD, SUITE 250 WOODLAND HILLS, CA 91367. Phone no.: (818) 587-3730.

**L&G Thomas Family Foundation (EIN 95-4663947)**  
**Realized Gains and Losses From 01-01-09 Through 12-31-09**

Symbol	Description	Quantity	Acquired Date	Cost	Sale Date	Proceeds	\$ Gain/Loss (ST)	\$ Gain/Loss (LT)
ABT	ABBOTT LABORATORIES	100	1/16/2007	5,077 17	4/28/2009	4,289 12	-	(788 05)
BK	BANK NEW YORK MELLON CORP	118	1/16/2007	5,083 44	4/28/2009	2,979 75	-	(2,103 69)
BK	BANK NEW YORK MELLON CORP	104	2/12/2007	4,654 75	4/28/2009	2,625 57	-	(2,029 18)
BK	BANK NEW YORK MELLON CORP	42	3/19/2007	1,814 75	4/28/2009	1,074 10	-	(740 65)
BK	BANK NEW YORK MELLON CORP	25	9/13/2007	1,096 50	4/28/2009	632 52	-	(463 98)
BK	BANK NEW YORK MELLON CORP	15	12/10/2008	460 40	4/28/2009	379 52	(80 88)	-
	BURLINGTON NORTHERN SANTA FE CORP	130	2/26/2008	11,877 99	12/22/2009	12,743 42	-	865 43
EMR	EMERSON ELECTRIC CO	220	1/25/2007	9,721 75	5/27/2009	7,183 61	-	(2,538 14)
EMR	EMERSON ELECTRIC CO	35	3/13/2007	1,524 60	5/27/2009	1,142 85	-	(381 75)
EQT	EQT CORPORATION	75	1/16/2007	3,156 25	5/27/2009	2,619 02	-	(537 23)
GDx	MARKET VECTORS ETF TRUST GOLD MINERS ETF	105	3/19/2009	3,956 88	8/12/2009	4,081 96	125 08	-
GDx	MARKET VECTORS ETF TRUST GOLD MINERS ETF	110	5/27/2009	4,575 84	8/12/2009	4,276 33	(299 51)	-
GILD	GILEAD SCIENCES INC	90	3/19/2009	3,982 35	8/12/2009	4,118 17	135 82	-
JCI	JOHNSON CONTROLS INC	370	1/16/2007	10,778 83	2/2/2009	4,521 52	-	(6,257 31)
JCI	JOHNSON CONTROLS INC	30	4/16/2007	1,001 10	2/2/2009	366 61	-	(634 49)
JCI	JOHNSON CONTROLS INC	30	12/10/2008	640 70	2/2/2009	366 61	(274 09)	-
JNJ	JOHNSON & JOHNSON	100	1/16/2007	6,685 82	4/28/2009	5,053 73	-	(1,632 09)
JPM	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO	90	2/5/2007	4,604 78	2/11/2009	2,334 05	-	(2,270 73)
JPM	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO	65	3/13/2007	3,097 15	2/11/2009	1,685 71	-	(1,411 44)
JPM	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO	10	4/16/2007	534 70	2/11/2009	259 34	-	(275 36)
JPM	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO	35	9/13/2007	1,631 70	2/11/2009	907 69	-	(724 01)
JPM	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO	40	10/29/2007	1,905 80	2/11/2009	1,037 36	-	(868 44)
JPM	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO	15	11/28/2007	687 35	2/11/2009	389 01	-	(298 34)
JPM	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO	55	7/30/2008	2,294 30	2/11/2009	1,426 36	(867 94)	-
KR	KROGER CO	340	10/22/2008	9,109 06	9/18/2009	7,019 45	(2,089 61)	-
KR	KROGER CO	125	11/19/2008	3,417 36	9/18/2009	2,580 68	(836 68)	-
KR	KROGER CO	30	12/10/2008	819 71	9/18/2009	619 37	(200 34)	-
PEP	PEPSICO INC	90	1/16/2007	5,846 00	5/27/2009	4,475 41	-	(1,370 59)
STR	QUESTAR CORP	65	1/16/2007	2,533 92	5/27/2009	2,064 88	-	(469 04)
T	AT&T INC	150	12/18/2008	4,273 27	12/22/2009	4,159 28	-	(113 99)
T	AT&T INC	155	3/19/2009	3,988 59	12/22/2009	4,297 92	309 33	-
WFC	WELLS FARGO & CO	70	2/12/2007	2,498 65	2/11/2009	1,203 28	-	(1,295 37)
WFC	WELLS FARGO & CO	90	3/13/2007	3,082 40	2/11/2009	1,547 08	-	(1,535 32)
WFC	WELLS FARGO & CO	15	4/16/2007	564 50	2/11/2009	257 85	-	(306 65)
WFC	WELLS FARGO & CO	155	11/30/2007	5,077 83	2/11/2009	2,664 40	-	(2,413 43)
368710406	GENENTECH INC COM NEW	175	10/15/2008	14,419 44	3/12/2009	16,430 56	2,011 12	-
775371107	ROHM & HAAS CO	120	10/23/2008	8,432 26	3/10/2009	9,293 82	861 56	-
775371107	ROHM & HAAS CO	45	11/20/2008	3,274 30	3/10/2009	3,485 18	210 88	-
775371107	ROHM & HAAS CO	15	12/10/2008	1,082 71	3/10/2009	1,161 73	79 02	-
<b>TOTAL</b>				<b>159,264 90</b>		<b>127,754 82</b>	<b>(916 24)</b>	<b>(30,593 84)</b>

	Cost	Proceeds	Net Loss
ST Loss	60,453 90	59,537 66	(916 24)
LT Loss	98,811 00	68,217 16	(30,593 84)
Total	159,264 90	127,754 82	(31,510 08)

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

SOURCE	AMOUNT
WELLS FARGO	23.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	23.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WINWARD CAPITAL	8,386.	0.	8,386.
TOTAL TO FM 990-PF, PART I, LN 4	8,386.	0.	8,386.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	900.	900.		0.
TO FM 990-PF, PG 1, LN 16A	900.	900.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/TAX	2,665.	2,665.		0.
TO FORM 990-PF, PG 1, LN 16B	2,665.	2,665.		0.

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**FORM 990-PF** **OTHER PROFESSIONAL FEES** **STATEMENT** **5**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	2,216.	2,216.		0.
TO FORM 990-PF, PG 1, LN 16C	2,216.	2,216.		0.

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**FORM 990-PF** **TAXES** **STATEMENT** **6**


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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER TAXES	79.	0.		0.
FOREIGN TAX	106.	0.		0.
TO FORM 990-PF, PG 1, LN 18	185.	0.		0.

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**FORM 990-PF** **OTHER INVESTMENTS** **STATEMENT** **7**


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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
WINDWARD CAPITAL	COST	444,996.	534,785.
TOTAL TO FORM 990-PF, PART II, LINE 13		444,996.	534,785.

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**FORM 990-PF** **PART XV - LINE 1A** **STATEMENT** **8**  
**LIST OF FOUNDATION MANAGERS**


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**NAME OF MANAGER**

LAWRENCE THOMAS  
GINA THOMAS

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
OLD AGOURA HOMEOWNERS ASSOCIATION 6064 CHESEBRO ROAD AGOURA HILLS, CA 91301	OTHER PUBLIC CHARITY	OTHER PUBLIC CHARITY	2,000.
USC THORNTON SCHOOL OF MUSIC UNIVERSITY OF SOUTHERN CALIFORNIA LOS ANGELES, CA 90089	EDUCATIONAL SUPPORT	OTHER PUBLIC CHARITY	1,000.
CHP 11-99 FOUNDATION P.O. BOX 3537 LA HABRA, CA 90632	HIGHWAY PATROL SUPPORT	OTHER PUBLIC CHARITY	300.
NORTH COAST CHURCH 2400 S. STAGECOACH LANE FALLBROOK, CA 92028	OTHER PUBLIC CHARITY	OTHER PUBLIC CHARITY	1,000.
FENDER MUSIC FOUNDATION 28118 AGOURA ROAD, STE 105 AGOURA HILLS, CA 91301	EDUCATIONAL SUPPORT	OTHER PUBLIC CHARITY	500.
ST. FRANCIS MEDICAL CENTER FOUNDATION 3630 EAST IMPERIAL HWY. LOS ANGELES, CA 90262	MEDICAL SUPPORT	OTHER PUBLIC CHARITY	1,750.
PEPPERDINE ASSOCIATES PEPPERDINE UNIVERSITY MALIBU, CA 90263	EDUCATIONAL SUPPORT	OTHER PUBLIC CHARITY	2,500.
CHALLENGED ATHLETES FOUNDATION P.O. BOX 910769 SAN DIEGO, CA 92191	OTHER PUBLIC CHARITY	OTHER PUBLIC CHARITY	1,000.

BOYS AND GIRLS CLUB OF SAN FERNANDO VALLEY 11251 GLENOAKS BLVD. PACOIMA, CA 91331	OTHER PUBLIC CHARITY	OTHER PUBLIC CHARITY	2,500.
LOS ANGELES MISSION 303 EAST 5TH STREET LOS ANGELES, CA 90013	OTHER PUBLIC CHARITY	OTHER PUBLIC CHARITY	200.
AMERICAN DIABETES ASSOCIATION 1701 NORTH BEAUREGARD STREET ALEXANDRIA, VA 22311	MEDICAL SUPPORT	OTHER PUBLIC CHARITY	50.
CORNERSTONE NETWORK 141 DUESENBERG DRIVE, STE 8 WESTLAKE VILLAGE, CA 91362	CHURCH SUPPORT	OTHER PUBLIC CHARITY	8,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			<u>20,800.</u>