Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2009

For calendar year 2009, or tax year beginning 10/01 **, 2009, and ending** 9/30 , 2010

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

THE THOMAS FAMILY FOUNDATION, INC.
P.O. BOX 30580
FT. LAUDERDALE, FL 33303

A Employer identification number
36-4311966

B Telephone number (see the instructions)
954-524-3643

C If exemption application is pending, check here ► ☐
D 1 Foreign organizations, check here ► ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 5,122,812.

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

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

		(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 (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	846.	846.	N/A	
	4 Dividends and interest from securities	190,770.	190,770.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	193,004.			
	b Gross sales price for all assets on line 6a 1,523,720.				
	7 Capital gain net income (from Part IV, line 2)		198,694.		
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	384,620.	390,310.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) See St 1	2,500.	1,250.		1,250.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instr)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 2	9,317.	9,253.		64.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	11,817.	10,503.		1,314.
	25 Contributions, gifts, grants paid Part XV	208,580.			208,580.
	26 **Total expenses and disbursements.** Add lines 24 and 25	220,397.	10,503.		209,894.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	164,223.			
	b Net investment income (if negative, enter 0)		379,807.		
	c Adjusted net income (if negative, enter 0)				

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	339,646.	1,007,636.	1,007,636.
	3 Accounts receivable ►			
	Less. allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less. allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less. allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) Statement 3	4,954,112.	3,811,409.	2,062,113.
	c Investments – corporate bonds (attach schedule) Statement 4	1,369,584.	2,008,520.	2,053,063.
	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 instructions Also, see page 1, item I)	6,663,342.	6,827,565.	5,122,812.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,711,885.	5,711,885.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	951,457.	1,115,680.	
	30 **Total net assets or fund balances** (see the instructions)	6,663,342.	6,827,565.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	6,663,342.	6,827,565.	

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	6,663,342.
2	Enter amount from Part I, line 27a	2	164,223.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	6,827,565.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,827,565.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE SCHEDULE ATTACHED	P	Various	Various
b	500 MICROSOFT CORP	D	Various	1/04/10
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	1,508,194.		1,312,741.	195,453.
b	15,526.		12,285.	3,241.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				195,453.
b				3,241.
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	198,694.
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 the instructions). If (loss), enter -0- in Part I, line 8	3	0.

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 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 (column (b) divided by column (c))
2008	306,514.	4,168,399.	0.073533
2007	249,247.	5,938,366.	0.041972
2006	232,549.	6,100,388.	0.038120
2005	194,292.	5,044,586.	0.038515
2004	197,901.	4,377,521.	0.045208

2	**Total** of line 1, column (d)	2	0.237348
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	0.047470
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,959,358.
5	Multiply line 4 by line 3	5	235,421.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,798.
7	Add lines 5 and 6	7	239,219.
8	Enter qualifying distributions from Part XII, line 4	8	209,894.

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 the 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	7,596.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	7,596.
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	7,596.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 11,021.		
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	11,021.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed ►		9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	3,425.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ► 3,425.	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 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?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► IL FL			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

Part VII-A Statements Regarding Activities *Continued*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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?	13	X	

Website address ► N/A

14 The books are in care of ► ALFRED THOMAS Telephone no. ► 954-524-3643

Located at ► P.O. BOX 30580 FT. LAUDERDALE FL ZIP + 4 ► 33303

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

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__ .	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .				
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 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.)*		3b	N/A	
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 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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? **7b** N/A

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 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
ALFRED THOMAS P.O. BOX 30580 FT. LAUDERDALE, FL 33303	PRES/TREAS 2.00	0.	0.	0.
PHYLLIS THOMAS P.O. BOX 30580 FT. LAUDERDALE, FL 33303	V PRES/SECR 2.00	0.	0.	0.
LYDIA BART P.O. BOX 30580 FT. LAUDERDALE, FL 33303	Vice Preside 2.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 – (see instructions). 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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ►	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:			
a Average monthly fair market value of securities		1a	4,144,480.
b Average of monthly cash balances		1b	890,401.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	5,034,881.
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	5,034,881.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	75,523.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	4,959,358.
6 **Minimum investment return.** Enter 5% of line 5		6	247,968.

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	247,968.
2a Tax on investment income for 2009 from Part VI, line 5	2a 7,596.		
b Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	7,596.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	240,372.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	240,372.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	240,372.

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	209,894.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	209,894.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	209,894.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				240,372.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			179,563.	
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. ► $ 209,894.				
a Applied to 2008, but not more than line 2a			179,563.	
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				30,331.
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 instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				210,041.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see 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 instructions and Part VII-A, question 9) N/A

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 ▶

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) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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 organization 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).)

ALFRED 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 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.

N/A

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

N/A

c Any submission deadlines.

N/A

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

N/A

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 SCHEDULE ATTACHED	N/A		TO AID DONEE ORGANIZATION IN CARRYING OUT ITS EXEMPT FUNCTION	208,580.
Total			► **3a**	208,580.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
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	846.	
4 Dividends and interest from securities			14	190,770.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	193,004.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				384,620.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 384,620.

(See worksheet in the instructions for line 13 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See the instructions.)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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) of the Code (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 or fiduciary) is based on all information of which preparer has any knowledge

▶ [signature] | 2/8/11 | ▶ President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature ▶ Paul J. D'Antonio, CPA	Date 1/31/11	Check if self employed ▶ ☒	Preparer's Identifying number (See Signature in the instrs) N/A
Firm's name (or yours if self employed), address, and ZIP code ▶ Paul J. D'Antonio 201 Palmer Alley Newtown, PA 18940		EIN ▶ N/A	
		Phone no ▶	

THE THOMAS FAMILY FOUNDATION
FEIN 36-4311966
FORM 990-PF, PAGE 1, LINE 6a
CAPITAL GAINS & LOSSES
FYE 9/30/2010

		DATE ACQU'D	DATE SOLD	SALES PROCEEDS	BASIS	GAIN (LOSS)	
A/C #37744							
1800	MORGAN STANLEY CAP TR VI 6.45%	4/19/2007	1/19/2010	39,522 24	45,000 00	(5,477 76)	PURCHASE
200	MORGAN STANLEY CAP TR VI 6 45%	4/19/2007	1/15/2010	4,382.69	5,000.00	(617 31)	PURCHASE
2000	MORGAN STANLEY CAP TR VI 6 45%	4/19/2007	3/2/2010	43,994.18	50,000.00	(6,005 82)	PURCHASE
50000	SLM CORP NTS 4 5% 072610	2/28/2008	7/26/2010	50,000 00	45,830 25	4,169 75	PURCHASE
250000	DOW CHEMICAL CO NTS 7 6% 051514	5/14/2009	8/12/2010	291,244 75	249,430 25	41,814 50	PURCHASE
4000	AIG INC 6 45% 06/15/77	6/1/2007	8/12/2010	75,935 76	100,000.00	(24,064 24)	PURCHASE
2600	MORGAN STANLEY CAP TR VI 6 45%	4/19/2007	8/11/2010	62,783 68	65,000 00	(2,216 32)	PURCHASE
A/C #37443							
7500	FLAHERTY & CRUMRINE/CLAYMORE	4/30/2009	10/19/2009	97,504 49	56,760 00	40,744 49	PURCHASE
2000	ISHARES INC MSCI BRAZIL INDEX FD	4/15/2009	10/16/2009	133,296 55	86,724 00	46,572 55	PURCHASE
10	CALL ISHARES FTSE/XINHUA 11/21/09	11/23/2009	11/23/2009	1,279 79	-	1,279 79	PURCHASE
20	CALL ISHARES FTSE/XINHUA 11/21/09	11/19/2009	11/19/2009	2,559.93	320 00	2,239 93	PURCHASE
0.545	AOL INC	9/18/2001	12/10/2009	12 61	26 10	(13 49)	PURCHASE
2500	MARVELL TECH GROUP LTD	4/5/2007	12/4/2009	45,123.84	42,625.00	2,498 84	PURCHASE
2000	ISHARES FTSE/XINHUA CHINA 25 INDX	8/20/2008	10/16/2009	88,597 71	82,233 93	6,363.78	PURCHASE
1000	ISHARES FTSE/XINHUA CHINA 25 INDX	10/10/2008	10/16/2009	44,298 84	27,450 00	16,848 84	PURCHASE
1000	ISHARES INC MSCI BRAZIL INDEX FD	8/20/2008	10/16/2009	66,648.26	72,476.75	(5,828 49)	PURCHASE
30	CALL ISHARES FTSE/XINHUA 10/17/09	10/19/2009	10/19/2009	3,599 90	-	3,599.90	PURCHASE
25	CALL ISHARES INC MSCI SO 10/17/09	10/19/2009	10/19/2009	3,374 91	-	3,374 91	PURCHASE
30	CALL ISHARES FTSE/XINHUA 02/20/10	1/26/2010	1/26/2010	3,299 91	210 00	3,089 91	PURCHASE
25	CALL MICROSOFT CORP 02/20/10	1/28/2010	1/28/2010	2,724 92	825 00	1,899 92	PURCHASE
25	CALL MICROSOFT CORP 02/20/10	1/26/2010	1/26/2010	2,724 92	1,250 00	1,474 92	PURCHASE
2000	MICROSOFT CORP	9/18/2001	1/4/2010	62,104 40	54,240 00	7,864 40	PURCHASE
500	MICROSOFT CORP	12/28/2007	1/4/2010	15,526 10	17,975 00	(2,448 90)	DONATION
500	ISHARES INC MSCI SO KOREA INDEX	8/20/2008	1/15/2010	24,749 67	23,615.95	1,133.72	PURCHASE
2000	ISHARES INC MSCI SO KOREA INDEX	8/27/2008	1/15/2010	98,998.70	88,912 53	10,086.17	PURCHASE
2500	ISHARES INC MSCI SO KOREA INDEX	8/20/2008	1/4/2010	123,354 32	118,079.73	5,274 59	PURCHASE
25	CALL MICROSOFT CORP 02/20/10	2/2/2010	2/2/2010	2,824 92	125 00	2,699 92	PURCHASE
15	CALL ISHARES FTSE/XINHUA 03/20/10	3/19/2010	3/19/2010	1,244 98	570 00	674 98	PURCHASE
60	AOL INC	VARIOUS	3/2/2010	1,474.18	2,871.86	(1,397.68)	PURCHASE
3000	ISHARES FTSE/XINHUA CHINA 25 INDX	VARIOUS	4/16/2010	126,972 82	92,990 00	33,982 82	PURCHASE
15	CALL MICROSOFT CORP 05/22/10	5/24/2010	5/24/2010	779 98	-	779 98	PURCHASE
15	CALL MICROSOFT CORP 05/22/10	5/5/2010	5/5/2010	779 98	75 00	704 98	PURCHASE
25	CALL MICROSOFT CORP 05/22/10	5/11/2010	5/11/2010	1,999.96	100.00	1,899 96	PURCHASE
TOTALS				1,523,719 89	1,330,716 35	193,003 54	

THE THOMAS FAMILY FOUNDATION
FEIN 36-4311966
FORM 990-PF, PAGE 3, PART IV
CAPITAL GAINS & LOSSES
FYE 9/30/2010

		DATE ACQU'D	DATE SOLD	SALES PROCEEDS	BASIS	GAIN (LOSS)
A/C #37744						
1800	MORGAN STANLEY CAP TR VI 6.45%	4/19/2007	1/19/2010	39,522 24	45,000.00	(5,477.76)
200	MORGAN STANLEY CAP TR VI 6 45%	4/19/2007	1/15/2010	4,382.69	5,000.00	(617 31)
2000	MORGAN STANLEY CAP TR VI 6.45%	4/19/2007	3/2/2010	43,994.18	50,000 00	(6,005.82)
50000	SLM CORP NTS 4 5% 072610	2/28/2008	7/26/2010	50,000.00	45,830 25	4,169.75
250000	DOW CHEMICAL CO NTS 7.6% 051514	5/14/2009	8/12/2010	291,244.75	249,430 25	41,814 50
4000	AIG INC 6 45% 06/15/77	6/1/2007	8/12/2010	75,935 76	100,000 00	(24,064 24)
2600	MORGAN STANLEY CAP TR VI 6.45%	4/19/2007	8/11/2010	62,783.68	65,000.00	(2,216.32)
A/C #37443						
7500	FLAHERTY & CRUMRINE/CLAYMORE	4/30/2009	10/19/2009	97,504.49	56,760.00	40,744 49
2000	ISHARES INC MSCI BRAZIL INDEX FD	4/15/2009	10/16/2009	133,296 55	86,724 00	46,572 55
10	CALL ISHARES FTSE/XINHUA 11/21/09	11/23/2009	11/23/2009	1,279 79	-	1,279.79
20	CALL ISHARES FTSE/XINHUA 11/21/09	11/19/2009	11/19/2009	2,559.93	320 00	2,239 93
0.545	AOL INC	9/18/2001	12/10/2009	12.61	26.10	(13.49)
2500	MARVELL TECH GROUP LTD	4/5/2007	12/4/2009	45,123 84	42,625 00	2,498.84
2000	ISHARES FTSE/XINHUA CHINA 25 INDX	8/20/2008	10/16/2009	88,597 71	82,233.93	6,363.78
1000	ISHARES FTSE/XINHUA CHINA 25 INDX	10/10/2008	10/16/2009	44,298 84	27,450.00	16,848.84
1000	ISHARES INC MSCI BRAZIL INDEX FD	8/20/2008	10/16/2009	66,648.26	72,476 75	(5,828.49)
30	CALL ISHARES FTSE/XINHUA 10/17/09	10/19/2009	10/19/2009	3,599.90	-	3,599 90
25	CALL ISHARES INC MSCI SO 10/17/09	10/19/2009	10/19/2009	3,374 91	-	3,374 91
30	CALL ISHARES FTSE/XINHUA 02/20/10	1/26/2010	1/26/2010	3,299.91	210 00	3,089 91
25	CALL MICROSOFT CORP 02/20/10	1/28/2010	1/28/2010	2,724.92	825 00	1,899.92
25	CALL MICROSOFT CORP 02/20/10	1/26/2010	1/26/2010	2,724.92	1,250.00	1,474.92
2000	MICROSOFT CORP	9/18/2001	1/4/2010	62,104 40	54,240 00	7,864.40
500	ISHARES INC MSCI SO KOREA INDEX	8/20/2008	1/15/2010	24,749.67	23,615 95	1,133.72
2000	ISHARES INC MSCI SO KOREA INDEX	8/27/2008	1/15/2010	98,998.70	88,912.53	10,086 17
2500	ISHARES INC MSCI SO KOREA INDEX	8/20/2008	1/4/2010	123,354.32	118,079 73	5,274.59
25	CALL MICROSOFT CORP 02/20/10	2/2/2010	2/2/2010	2,824.92	125.00	2,699 92
15	CALL ISHARES FTSE/XINHUA 03/20/10	3/19/2010	3/19/2010	1,244.98	570 00	674.98
60	AOL INC	VARIOUS	3/2/2010	1,474 18	2,871.86	(1,397 68)
3000	ISHARES FTSE/XINHUA CHINA 25 INDX	VARIOUS	4/16/2010	126,972.82	92,990.00	33,982 82
15	CALL MICROSOFT CORP 05/22/10	5/24/2010	5/24/2010	779 98	-	779.98
15	CALL MICROSOFT CORP 05/22/10	5/5/2010	5/5/2010	779.98	75.00	704 98
25	CALL MICROSOFT CORP 05/22/10	5/11/2010	5/11/2010	1,999 96	100.00	1,899.96
TOTALS				1,508,193.79	1,312,741 35	195,452.44

THE THOMAS FAMILY FOUNDATION
FEIN 36-4311966
FORM 990-PF, PAGE 11, PART XV
GRANTS AND CONTRIBUTIONS PAID
F/Y/E 9/30/2010

WESTMINSTER ACADEMY	2,540
FIRST PRESBYTERIAN CHURCH	21,125
THE NIGHT MINISTRY	25,000
BROWARD CENTER FOR THE PERFORMING ARTS	2,500
HUMANE SOCIETY OF BROWARD COUNTY	2,500
MARCH OF DIMES	2,000
SHENANDOAH VALLEY CHILDREN'S CHOIR	1,000
WOMEN IN DISTRESS OF BROWARD COUNTY	33,000
BROWARD PARTNERSHIP FOR THE HOMELESS	34,500
COOPERATIVE FEEDING PROGRAM - BROWARD	10,000
WORLD VISION	420
CENTRAL ASIA INSTITUTE	5,000
BROWARD MEALS ON WHEELS	3,000
HANDY, INC.	31,250
ROBERTA WEBB CHILD CARE CENTER	6,000
SALVATION ARMY - HAITI	5,000
PROJECT HOPE - HAITI	5,000
CHRISTIAN FELLOWSHIP MISSION HAITI	2,000
UNITED WAY - BROWARD COUNTY	2,500
MARGARET BAKER FOUNDATION CANCER RESEARCH	10,000
PAINT GEORGIA PINK BREAST CANCER	3,000
SHERIFFS OF BROWARD COUNTY	500
MVCC ATHLETICS	250
ASSOCIATION OF SMALL FOUNDATIONS	495
	208,580

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEE	$ 2,500.	$ 1,250.		$ 1,250.
Total	$ 2,500.	$ 1,250.		$ 1,250.

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FILING FEES	$ 64.			$ 64.
INVESTMENT FEES	9,253.	$ 9,253.		
Total	$ 9,317.	$ 9,253.		$ 64.

Statement 3
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
SEE SCHEDULE ATTACHED-UBS #37443	Cost	$ 3,349,298.	$ 1,924,985.
1339.286 BLACKROCK EUROFUND INST	Cost	38,423.	16,955.
SEE SCHEDULE ATTACHED-UBS #37744	Cost	423,688.	120,173.
	Total	$ 3,811,409.	$ 2,062,113.

Statement 4
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
SEE SCHEDULE ATTACHED-UBS #37744	Cost	$ 2,008,520.	$ 2,053,063.
	Total	$ 2,008,520.	$ 2,053,063.

UBS

UBS Strategic Advisor
September 2010

Account name THOMAS FAMILY FOUNDATION
Friendly account name Foundation
Account number: Y4 37443 JM

Your Financial Advisor:
JAY MALTBY/MATT LUDINGTON
312-525-7400/888-827-8469

THE THOMAS FAMILY FOUNDATION, INC.
ID # 36-4311966
FYE 9/30/10

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)
AMEREN CORP						
Symbol AEE Exchange NYSE						
EAI $10,780 Current yield 5 42%	Jun 26, 03	1,000 000	44 280	44,280 00	28 400	28,400.00
	Jun 26, 03	(D) 1,000 000	44 284	54,075.00	28 400	28,400.00
	Aug 6, 03	(D) 1,000 000	41 179	54,075.00	28 400	28,400 00
	Mar 20, 07	2,000 000	50 330	100,660 00	28 400	56,800 00
	Dec 2, 09	2,000 000	26 686	53,372 00	28 400	56,800.00
Security total		7,000 000		306,462.00		198,800 00
BARCLAYS PLC ADR						
Symbol BCS Exchange NYSE						
EAI. $2,760 Current yield 1 46%	Mar 1, 07	2,000 000	57 385	114,771 00	18 850	37,700 00
	Mar 5, 07	1,000 000	55 259	55,259 72	18 850	18,850 00
	Sep 11, 07	1,000 000	49 186	49,186 00	18 850	18,850 00
	Nov 5, 07	1,000 000	43 293	43,293 00	18 850	18,850 00
	Feb 21, 08	2,000 000	37 830	75,661 00	18 850	37,700 00
	Jun 24, 08	2,000 000	24 673	49,347 00	18 850	37,700 00
	Jul 8, 08	1,000 000	22 190	22,190 00	18 850	18,850 00
Security total		10,000 000		409,707 72		188,500 00

A/C # 37443 PAGE 1/5

UBS

Friendly account name Foundation
Account number: Y4 37443 JM

The Thomas Family Foundation, Inc.
ID# 36-4311966
A/E 9/30/10

Your assets › Equities › Common stock (continued)

Holding	Trade date		Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)
BASIN WATER INC (DELA)							
Symbol BWTRQ Exchange OTC	Nov 3, 06		2,000 000	8 180	16,360 00	0 002	4 00
	Mar 30, 07		3,000 000	6 856	20,570 00	0 002	6 00
Security total			5,000 000		36,930 00		10 00
BOSTON SCIENTIFIC CORP							
Symbol BSX Exchange NYSE	Dec 5, 05		2,000 000	26 260	52,520 00	6 130	12,260 00
	Jun 27, 06		1,000 000	16 560	16,560.00	6 130	6,130 00
	Oct 19, 06		2,000 000	16 040	32,080 00	6 130	12,260 00
	Mar 16, 10		5,000 000	7 073	35,365 00	6.130	30,650 00
Security total			10,000 000		136,525 00		61,300 00
BRISTOL MYERS SQUIBB CO							
Symbol BMY Exchange NYSE							
EAI $2,560 Current yield 4 72%	Sep 7, 06		2,000 000	22 830	45,660 00	27 110	54,220 00
CITIGROUP INC							
Symbol C Exchange NYSE	Jan 24, 08		1,000 000	27 080	27,080 00	3 910	3,910 00
	Feb 13, 08		2,000 000	26 050	52,100 00	3 910	7,820 00
	Jun 24, 08		2,000 000	18 867	37,734 85	3 910	7,820 00
	Jul 31, 08		2,000 000	18 438	36,877 99	3 910	7,820 00
	Mar 2, 10		3,000 000	3 420	10,260 00	3 910	11,730 00
Security total			10,000 000		164,052 84		39,100 00
DOW CHEMICAL							
Symbol DOW Exchange. NYSE							
EAI $3,000 Current yield: 2 18%	Oct 27, 05		1,000 000	45 400	45,400 00	27 460	27,460 00
	Feb 1, 06		2,000 000	42 034	84,068 00	27 460	54,920 00
	Sep 3, 08		2,000 000	34 836	69,673 00	27 460	54,920 00
Security total			5,000 000		199,141 00		137,300 00
DUKE ENERGY HOLDING CORP NEW							
Symbol DUK Exchange NYSE							
EAI $9,800 Current yield 5 53%	Nov 19, 03	(D)	2,000 000	10 175	38,543.69	17 710	35,420 00
	Jul 16, 04	(D)	3,000 000	11 941	57,715.53	17 710	53,130 00
	Apr 29, 09		5,000 000	13 925	69,627 50	17 710	88,550 00
Security total			10,000 000		165,886.72		177,100 00
DYNEGY INC NEW (DELA)							
Symbol DYN Exchange NYSE	Jan 22, 08		600 000	32 549	19,529 70	4 870	2,922 00

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THE THOMAS FAMILY FOUNDATION, INC.
ID# 36-4311966
FYE 9/30/10

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)
	Jan 24, 08	1,000 000	32 000	32,000 00	4 870	4,870 00
	Jul 31, 08	400 000	33 927	13,570 84	4 870	1,948 00
	Aug 12, 08	1,000 000	29 751	29,751 50	4 870	4,870 00
	Sep 9, 08	1,000 000	24 695	24,695 00	4 870	4,870 00
	Sep 10, 08	1,000 000	23 745	23,745 00	4 870	4,870 00
	Oct 8, 08	1,000 000	12 751	12,751 50	4 870	4,870 00
Security total		6,000 000		156,043 54		29,220.00
EL PASO CORP Symbol EP Exchange NYSE EAI $640 Current yield 0 32%	Jun 17, 05 (D)	5,000 000	11 440	76,650.00	12 380	61,900 00
	Aug 12, 08	5,000 000	16 496	82,484 43	12 380	61,900 00
	Sep 2, 08	2,000 000	16 019	32,039 78	12 380	24,760.00
	Sep 9, 08	2,000 000	14 450	28,900 60	12 380	24,760.00
	Sep 10, 08	2,000 000	13 850	27,700 60	12.380	24,760.00
Security total		16,000 000		247,775.41		198,080 00
FANNIE MAE Symbol FNMA Exchange OTC	Dec 21, 07	2,000 000	36 417	72,834 00	0 273	546 00
	Jan 24, 08	2,000 000	33 255	66,510 00	0 273	546.00
Security total		4,000 000		139,344 00		1,092.00
GENL ELECTRIC CO Symbol GE Exchange NYSE EAI $2,400 Current yield 2 95%	May 29, 08	2,000 000	30 609	61,219 26	16 250	32,500 00
	Jun 24, 08	2,000 000	27 499	54,998 56	16 250	32,500.00
	Jul 31, 08	1,000 000	28 558	28,558 50	16 250	16,250 00
Security total		5,000 000		144,776 32		81,250 00
GREAT PLAINS ENERGY INC Symbol GXP Exchange NYSE EAI $2,131 Current yield 4 39%	Jul 15, 08	2,568 000	25 740	66 100 32	18 900	48,535 20
LABRANCHE & CO Symbol LAB Exchange NYSE	Jun 6, 06	2,000 000	12 786	25,573 94	3 900	7,800 00
	Jul 27, 06	2,000 000	9 490	18,980 00	3 900	7,800 00
Security total		4,000 000		44,553 94		15,600 00

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UBS

Friendly account name Foundation
Account number Y4 37443 JM

THE THOMAS FAMILY FOUNDATION, INC.
ID # 36-4311966
FYE 9/30/10

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)
MICROSOFT CORP						
Symbol MSFT Exchange OTC						
EAI $8,000 Current yield 2 61%	Mar 23, 04	(D) 1,500 000	24 570	53,925.00	24 490	36,735 00
	Apr 20, 04	(D) 1,000 000	25 779	35,958.00	24 490	24,490 00
	Apr 20, 04	1,000 000	25 809	25,809 00	24 490	24,490 00
	Jan 20, 06	(D) 5,000 000	26 550	179,750.00	24 490	122,450 00
	May 16, 06	(D) 1,000 000	22 940	35,950.00	24 490	24,490 00
	Jun 14, 06	(D) 1,000 000	21 850	35,958.00	24 490	24,490 00
	Nov 18, 08	2,000 000	19 320	38,640 00	24 490	48,980 00
Security total		12,500 000		405,974.00		306,125 00
PENN WEST ENERGY TRUST UNIT ORD						
Symbol PWE Exchange NYSE						
EAI $7,308 Current yield 5 20%	Aug 7, 07	2,000 000	29 796	59,592 00	20 070	40,140 00
	Jan 3, 08	2,000 000	27 012	54,025 17	20 070	40,140 00
	Apr 23, 09	3,000 000	10 829	32,489 00	20 070	60,210 00
Security total		7,000 000		146,106 17		140,490 00
PFIZER INC						
Symbol PFE Exchange NYSE						
EAI $2,880 Current yield 4 19%	Mar 23, 04	1,000 000	34 070	34,070 00	17.170	17,170 00
	Apr 20, 04	1,000 000	37 230	37,230 00	17 170	17,170 00
	Jan 20, 05	2,000 000	24 890	49,780.00	17 170	34,340 00
Security total		4,000 000		121,080 00		68,680 00
TIME WARNER CABLE INC						
Symbol TWC Exchange NYSE						
EAI $1,333 Current yield 2 96%	Sep 18, 01	83 000	92 209	7,653 42	53 990	4,481 17
	Jan 30, 02	83 000	75 396	6,257 87	53 990	4,481 17
	Jan 30, 02	1 000	82 740	82 74	53 990	53 99
	Feb 14, 07	241 000	122 738	29,580 00	53 990	13,011 59
	Mar 6, 07	425 000	111 089	47,212 95	53 990	22,945 75
Security total		833 000		90,786 98		44,973 67
TIME WARNER INC NEW						
Symbol TWX Exchange NYSE						
EAI $566 Current yield 2 77%	Sep 18, 01	333 000	65 460	21,798 18 [1]	30 650	10,206 45

Account name THOMAS FAMILY FOUNDATION
Friendly account name Foundation
Account number Y4 37443 JM

Your Financial Advisor:
JAY MALTBY/MATT LUDINGTON
312-525-7400/888-827-8469

THE THOMAS FAMILY FOUNDATION, INC.
ID# 36-4311966
FYE 9/30/10

Your assets › **Equities** › **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)
	Jan 30, 02	333 000	53 523	17,823 41 [1]	30 650	10,206 45
Security total		666 000		39,621 59		20,412 90
WASH MUTUAL INC						
Symbol WAMUQ Exchange OTC	Oct 25, 07	3,000 000	27 875	83,626 00	0.191	573 00
	Dec 7, 07	1,000 000	19 650	19,650 00	0 191	191 00
	Jan 24, 08	2,000 000	16 046	32,093.00	0 191	382 00
Security total		6,000 000		135,369 00		1,146 00
Total				3,201,896.55		**$1,811,934.77**

Total estimated annual income: $54,158

[1] Indicates cost basis information provided by you or another third party UBS FS has not verified this information and does not guarantee its accuracy

Closed end mutual funds

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)
EATON VANCE TAX MANAGED DIVERSIFIED EQUITY INCOME FUND Symbol: ETY Exchange NYSE EAI. $8,115 Current yield 13 91%	Aug 16, 07	5,000 000	15 937	79,686 00	11 670	58,350 00
EATON VANCE TAX MANAGED GLOBAL DIVERSIFIED EQUITY INCOME FUND Symbol EXG Exchange NYSE EAI $7,650 Current yield 13 99%	Aug 27, 08	5,000 000	13 543	67,715 00	10 940	54,700 00
Total				**$147,401.00**		**$113,050.00**

Total estimated annual income: $15,765

TOTAL CORPORATE STOCKS $3,349,297.55 $1,924,984.77

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Friendly account name: Cash Fdn
Account number Y4 37744 JM

THE THOMAS FAMILY FOUNDATION, INC.
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FYE 9/30/10

Your assets (continued)

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)
ADELPHIA RECOVERY TRUST						
Symbol ADPAJ Exchange OTC	Feb 14, 07	38,860 000	0 560	21,761 60	0 120	4,663 20
AMERICAN CAPITAL LTD						
Symbol ACAS Exchange OTC	Nov 16, 07	5,000 000	39 916	197,150.00	5 810	29,050 00
	Jan 26, 10	1,627 000	3 938	6,462 38	5 810	9,452 87
	Earnings	1,373 000	3 219	4,420 92	5 810	7,977 13
Security total		8,000 000		208,033.30		46,480 00
GT SOLAR INTL INC						
Symbol SOLR Exchange OTC	Jul 23, 08	3,500 000	16 500	57,750 00	8 370	29,295 00
	Jul 9, 09	1,500 000	4 945	7,720 65	8 370	12,555 00
Security total		5,000 000		65,470 65		41,850 00
Total				#295,265.55		**$92,993.20**

Closed end mutual funds

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)
PROSHARES TRUST ULTRA FINANCIALS NEW 2X ETF Symbol UYG Exchange NYSE EAI $26 Current yield 0 10%	Jun 5, 08	200 000	290 814	58,162 89	54 360	10,872 00
	Jun 9, 08	200 000	254 300	50,860 00	54 360	10,872 00
	Aug 20, 08	100 000	194 000	19,400 00	54 360	5,436 00
Security total		500 000		128,422 89		27,180 00
TOTAL - CORPORATE STOCKS				$423,688.44		$120,173.20

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Account name: THOMAS FAMILY FOUNDATION
Friendly account name: Cash Fdn
Account number: Y4 37744 JM

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THE THOMAS FAMILY FOUNDATION, INC.
ID # 36-4311966
FYE 9/30/10

Your assets (continued)

Fixed income

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected Cost basis has been adjusted for accreted original issue discount (OID) If you have made a tax election to deduct the premium amortization on taxable debt securities, you may i cost basis for the bond premium amortization

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Sep 30 ($)	Value on Sep 30 ($)
MOTOROLA INC 25BP RATE 07 625% MATURES 11/15/10 ACCRUED INTEREST $457 50 Moody Baa3 S&P BB+ EAI $610 Current yield 7 56%	May 10, 01	16,000 000	97 957	15,673 26 [1]	100 799	16,127 84
ISTAR FINANCIAL INC NTS 5BP RATE 05 800% MATURES 03/15/11 ACCRUED INTEREST $1,691 67 Moody Ca S&P CCC- EAI $2,900 Current yield 6 20%	Feb 28, 08	50,000 000	92 648	46,329 25	93 500	46,750 00
	Feb 19, 10	50,000 000	87 000	43,505 25	93 500	46,750 00
Security total		100,000 000		89,834 50		93,500 00
WASHINGTON MUT DEFAULTED RATE 06 875% MATURES 06/15/11 Moody WR S&P Not rated	Feb 28, 08	40,000 000	95 000	38,005 25	0 200	80 00
SPRINT CAPITAL CORP MW+45BP NTS RATE 08 375% MATURES 03/15/12 ACCRUED INTEREST $348 96 Moody Ba3 S&P BB- EAI $8,375 Current yield 7 83%	Feb 27, 08	100,000 000	103 154	103,159 25	107 000	107,000 00

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UBS

Friendly account name: Cash Fdn
Account number: Y4 37744 JM

The Thomas Family Foundation, Inc
ID # 36-4311966
FYE 9/30/10

Your assets › Fixed income › Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Sep 30 ($)	Value on Sep 30 ($)
ANADARKO PETROLEUM CORP +50BPS RATE 07 625% MATURES 03/15/14 ACCRUED INTEREST $317 71 Moody Ba1 S&P BBB- EAI $7,625 Current yield 6 74%	Jun 03, 10	100,000 000	102 850	102,855 25	113 162	113,162 00
SPRINT NEXTEL CORP W +30BPS RATE 06 000% MATURES 12/01/16 ACCRUED INTEREST $1,983 33 Moody Ba3 S&P BB- EAI $6,000 Current yield 6 08%	Jun 27, 07	100,000 000	96 151	96,156 25 ✓	98 750	98,750 00
MORGAN STANLEY STEP-UP MED TERM NTS RATE 05 000% MATURES 06/11/25 INTEREST EARNED FROM 06/11/10 1ST INTEREST PAYMENT 12/11/10 CALLABLE Moody A2 S&P A EAI $12,500 Current yield 5 04%	Jun 08, 10	250,000 000	100 000	250,000 00	99 250	248,125 00
Total		**$806,000.000**		A **$695,683.76**		B **$676,744.84**

Total accrued interest: $4,799.17

Total estimated annual income: $38,010

' Indicates cost basis information provided by you or another third party UBS FS has not verified this information and does not guarantee its accuracy

Mutual funds

Total reinvested is the total of all reinvested dividends It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis The shares you receive each time you reinvest dividends become a separate tax lot

Cost basis is the total purchase cost of the security, including reinvested dividends The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized gain or loss is the difference between the current value and the cost basis The unrealized gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include any cash dividends that were not reinvested

Holding	Number of shares	Purchase price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)
WELLS FARGO ADVANTAGE ULTRA SHORT TERM INCOME FUND CLASS A						

continued next page

THE THOMAS FAMILY FOUNDATION, INC.
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Your assets › Fixed income › Mutual funds (continued)

Holding	Number of shares	Purchase price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)
Symbol SADAX Trade date Jul 1, 09 EAI $11,400 Current yield 2 15%	61,957 869	8 070	500,005 25	(A) 500,005 25	8 550	(B) 529,739 77

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)
CITIGROUP CAPITAL XII FXD/FLT TRUST PFD 8 50% DUE 3/30/2040 Symbol C PRJ Exchange NYSE EAI $10,625 Current yield 8 05%	May 17, 10	1,000 000	24 675	24,725 00	26 410	26,410 00
	May 17, 10	1,000 000	24 670	24,725 25	26 410	26,410 00
	May 18, 10	2,000 000	24 489	49,085 05	26 410	52,820 00
	May 19, 10	1,000 000	24 299	24,405 15	26 410	26,410 00
Security total		5,000 000		122,940 45		132,050 00
FORD MOTOR CREDIT CO LLC 7 375% SENIOR NOTES B/E DUE 10/15/31 CALLABLE Symbol FCZ Exchange. NYSE EAI $7,360 Current yield 7 42%	Dec 14, 09	4,000 000	19 370	77,585 25	24 810	99,240 00
FORD MOTOR CREDIT CO LLC 7 600% DUE 03/01/32 CALLABLE Symbol FCJ Exchange NYSE EAI $7,600 Current yield 7 55%	Dec 14, 09	4,000.000	19 300	77,305 25	25 160	100,640 00
GENL ELEC CAP SERIES A 6 45% DUE 6/15/46 CALL 6/15/11@25 00 Symbol GER Exchange NYSE EAI $16,130 Current yield 6 26%	Jun 9, 06	10,000 000	25 000	250,000 00	25 750	257,500 00

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UBS

Friendly account name Cash Fdn
Account number Y4 37744 JM

THE THOMAS FAMILY FOUNDATION, INC.
ID # 36-4311966
FYE 9/30/10

Your assets › **Fixed income** › **Preferred securities** (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)
HSBC HOLDINGS 8 125% PERPETUAL, CALLABLE Symbol HCS Exchange NYSE EAI $8,124 Current yield 7 41%	Apr 2, 08	4,000 000	25 000	100,000 00 ✓	27 410	109,640 00
LLOYDS BANKING GROUP 7 750% 07/15/50 Symbol LYG PRA Exchange NYSE EAI $1,938 Current yield 7 31%	Jun 30, 10	1,000 000	25 000	25,000 00	26 500	26,500 00
MORGAN STANLEY CAP TR VIII 6 450% DUE 04/15/67 CALLABLE Symbol MSK Exchange NYSE EAI $3,871 Current yield 6 51%	Apr 19, 07	2,400 000	25 000 ✓	60,000 00	24 770	59,448 00
ROYAL BK SCOTLAND GROUP PLC SER R 6.125% PREFERRED CLBL PAR VALUE - 25 00 USD Symbol RBS PRR Exchange NYSE	Dec 15, 06	4,000 000	25 000	100,000 00 /	15 390	61,560 00
Total				A **$812,830.95**		B **$846,578.00**

Total estimated annual income: $55,648

TOTAL CORPORATE BONDS Σ A 2,008,519.96 Σ B 2,053,062.61

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