



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

**2010**

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 2010, 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

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) <b>6390 CHESEBRO ROAD</b>	Room/suite	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"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>622,677.</b> (Part I, column (d) must be on cash basis.)	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"/>

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	3.	3.		<b>STATEMENT 1</b>
4 Dividends and interest from securities	8,303.	8,303.		<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	4,050.			
b Gross sales price for all assets on line 6a	199,293.			
7 Capital gain net income (from Part IV, line 2)		4,050.		
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 Total. Add lines 1 through 11	12,356.	12,356.		
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>	204.	204.		0.
b Accounting fees <b>STMT 4</b>	2,323.	2,323.		0.
c Other professional fees <b>STMT 5</b>	2,562.	2,562.		0.
17 Interest				
18 Taxes <b>STMT 6</b>	79.	79.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses				
24 Total operating and administrative expenses. Add lines 13 through 23	5,168.	5,168.		0.
25 Contributions, gifts, grants paid	17,500.			17,500.
26 Total expenses and disbursements. Add lines 24 and 25	22,668.	5,168.		17,500.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<10,312.>			
b Net investment income (if negative, enter -0-)		7,188.		
c Adjusted net income (if negative, enter -0-)			<b>N/A</b>	

SCANNED SEP 16 2019

RECEIVED  
SEP 15 2011  
CSC

<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	14,161.	38,590.	38,590.
	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.	9,800.	9,800.
	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 <b>STMT 7</b>	444,996.	405,455.	574,287.
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>464,157.</b>	<b>453,845.</b>	<b>622,677.</b>	
<b>Liabilities</b>	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>		
<b>Net Assets or Fund Balances</b>	<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	<549,009.>	<559,321.>		
<b>30 Total net assets or fund balances</b>	<b>464,157.</b>	<b>453,845.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>464,157.</b>	<b>453,845.</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	464,157.
2 Enter amount from Part I, line 27a	2	<10,312.>
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	453,845.
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	453,845.

**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	20,557.	23,298.	<2,741.>	
b	178,736.	171,945.	6,791.	
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			<2,741.>	
b			6,791.	
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	4,050.
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))
2009	20,800.	473,464.	.043932
2008	17,919.	587,828.	.030483
2007	19,954.	606,820.	.032883
2006	59,575.	487,688.	.122158
2005	81,436.	478,897.	.170049
2	Total of line 1, column (d)	2	.399505
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	.079901
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	535,399.
5	Multiply line 4 by line 3	5	42,779.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	72.
7	Add lines 5 and 6	7	42,851.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	17,500.

**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	144.
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	144.
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	144.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,749.	
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	2,749.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,605.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 2,605. Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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</i>		X
1c Did the foundation file Form 1120-POL for this year?		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 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
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? <i>If "No," attach explanation</i>	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

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)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of LARRY E. THOMAS Telephone no. (818) 706-1873 Located at 6390 CHESEBRO ROAD, AGOURA HILLS, CA ZIP+4 91301
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
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 22 of the instructions)? 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 2010?
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2010 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 2010.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2010?

**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)? **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?  Yes  No  
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

	5b		
	6b		X
	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	495,770.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	47,782.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	543,552.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	543,552.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	8,153.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	535,399.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	26,770.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	26,770.
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	144.
<b>b</b>	Income tax for 2010. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	144.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	26,626.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	26,626.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	26,626.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	17,500.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	17,500.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	17,500.

**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 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				26,626.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2010:				
<b>a</b> From 2005	57,923.			
<b>b</b> From 2006	35,583.			
<b>c</b> From 2007				
<b>d</b> From 2008				
<b>e</b> From 2009				
<b>f</b> Total of lines 3a through e	93,506.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 17,500.				
<b>a</b> Applied to 2009, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2010 distributable amount				17,500.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	9,126.			9,126.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	84,380.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7	48,797.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	35,583.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2006	35,583.			
<b>b</b> Excess from 2007				
<b>c</b> Excess from 2008				
<b>d</b> Excess from 2009				
<b>e</b> Excess from 2010				

**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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities.					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see 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 XV** Supplementary Information (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
FENDER MUSIC FOUNDATION 28118 AGOURA ROAD, STE 105 AGOURA HILLS, CA 91301		OTHER PUBLIC CHARITY	EDUCATIONAL SUPPORT	12,500.
EXCEPTIONAL CHILDREN'S FOUNDATION 8740 WASHINGTON BOULEVARD CULVER CITY, CA 90232		OTHER PUBLIC CHARITY	EDUCATIONAL SUPPORT	2,000.
SAMARITAN AIR 3161 S.E. CHANDELLE ROAD JUPITER, FL 33478		OTHER PUBLIC CHARITY	HAITI RELIEF	3,000.
<b>Total</b>			<b>▶ 3a</b>	<b>17,500.</b>
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			<b>▶ 3b</b>	<b>0.</b>





The L G Thomas Family Foundation  
 Windward Capital Management / S.L. Reed Company A/C # 517-80326  
 Realized Gains and Losses From 01-01-10 Through 12-31-10

EIN 95-4663947

Description	Acquired Date	Sale Date	Proceeds	Cost	Gain/Loss
5 SHS MEDTRONIC INC	5/4/2010	5/27/2010	193 92	232 20	(38 28)
15 SHS ***BARRICK GOLD CORP	8/12/2009	2/23/2010	531 94	508 74	23 20
5 SHS GOLDMAN SACHS GROUP INC	3/19/2009	2/23/2010	749 44	512 26	237 18
10 SHS ***CANADIAN NATIONAL RAILWAY CO	12/22/2009	2/23/2010	497 49	542 75	(45 26)
15 SHS FREEPORT MCMORAN COPPER & GOLD INC	3/19/2009	2/23/2010	1,067.63	610 84	456 79
10 SHS MEDCO HEALTH SOLUTIONS INC	12/22/2009	2/23/2010	592 39	648 56	(56 17)
20 SHS ***PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	4/28/2009	2/23/2010	796 58	655 80	140 78
50 SHS DOW CHEMICAL CO	4/28/2009	2/23/2010	1,407.48	660 77	746 71
10 SHS ***POTASH CORP OF SASKATCHEWAN INC CANADIAN LISTED	2/26/2009	2/23/2010	1,063.18	848 99	214 19
10 SHS SPDR GOLD TR GOLD SHS	3/19/2009	2/23/2010	1,045 98	948 41	97 57
55 SHS PFIZER INC	12/22/2009	2/23/2010	937 93	1,026 06	(88 13)
65 SHS ORACLE CORP	4/28/2009	2/23/2010	1,578 32	1,294 17	284 15
75 SHS MEDCO HEALTH SOLUTIONS INC	12/22/2009	10/21/2010	3,776.59	4,864 24	(1,087 65)
130 SHS CREE INC	5/13/2010	10/21/2010	6,318 07	9,943.92	(3,625 85)
<b>Total Short Term</b>			<b>20,556.94</b>	<b>23,297.71</b>	<b>(2,740.77)</b>

25 SHS PROCTER & GAMBLE CO	1/1/1985	2/23/2010	1,542 47	1,093 96	448 51
9 SHS PRAXAIR INC	1/1/1985	2/23/2010	672 83	359 91	312 92
30 SHS QUALCOMM INC	1/1/1985	2/23/2010	1,137.28	1,118 84	18.44
91 SHS QUALCOMM INC	1/1/1985	6/10/2010	3,148.81	3,393 82	(245 01)
3 SHS ***TEVA PHARMACEUTICAL INDUSTRIES LTD-ADR	2/13/2009	10/21/2010	157 64	131 32	26 32
5 SHS JOHNSON & JOHNSON	2/5/2007	2/23/2010	305 43	333 09	(27 66)
10 SHS CATERPILLAR INC	12/10/2008	2/23/2010	538 69	439 65	99 04
5 SHS INTERNATIONAL BUSINESS MACHINES CORP	1/16/2007	2/23/2010	621 47	505 88	115 59
10 SHS JOHNSON & JOHNSON	1/16/2007	2/23/2010	610 85	668 58	(57 73)
15 SHS ***SAP AG SPONSORED ADR	2/26/2008	5/12/2010	667 55	768 65	(101 10)
25 SHS MEDTRONIC INC	12/10/2008	2/23/2010	1,038 73	774 98	263 75
15 SHS AMAZON COM INC	12/16/2008	2/23/2010	1,743 27	775 83	967 44
19 SHS ***TEVA PHARMACEUTICAL INDUSTRIES LTD-ADR	10/16/2008	10/21/2010	998 37	805 32	193 05
10 SHS ***TRANSOCEAN LTD US LISTED	11/3/2008	4/29/2010	794 26	810 89	(16 63)
10 SHS ***TRANSOCEAN LTD US LISTED	3/13/2007	4/29/2010	794.26	823 60	(29 34)
35 SHS CONSTELLATION ENERGY GROUP INC	11/25/2008	2/23/2010	1,161 98	847 76	314 22
10 SHS MONSANTO CO NEW	12/10/2008	4/21/2010	659 35	848 10	(188 75)
20 SHS QUALCOMM INC	3/13/2007	6/10/2010	692.05	865.98	(173 93)
15 SHS MCDONALDS CORP	12/3/2008	2/23/2010	938 03	889 62	48 41
20 SHS PHILIP MORRIS INTERNATIONAL INC	1/16/2007	2/23/2010	951 58	947 45	4 13
15 SHS UNITED TECHNOLOGIES CORP	1/16/2007	2/23/2010	981 98	973 80	8 18
15 SHS PEPSICO INC	1/16/2007	2/23/2010	891 98	974 33	(82 35)
25 SHS QUESTAR CORP	1/16/2007	2/23/2010	998 48	974 58	23 90
10 SHS INTERNATIONAL BUSINESS MACHINES CORP	2/12/2007	2/23/2010	1,242 95	989 87	253 08
16 SHS PRAXAIR INC	1/16/2007	2/23/2010	1,196 14	991 18	204 96
20 SHS ABBOTT LABORATORIES	1/16/2007	2/23/2010	1,042 18	1,015 43	26 75
25 SHS EQT CORPORATION	1/16/2007	2/23/2010	1,060 48	1,052.08	8 40
30 SHS ***ACCENTURE PLC IRELAND SHS CL A	1/16/2007	2/23/2010	1,176 98	1,122.58	54 40
25 SHS ***SAP AG SPONSORED ADR	2/26/2007	2/23/2010	1,056.23	1,156 57	(100 34)
25 SHS ***SAP AG SPONSORED ADR	3/13/2007	5/12/2010	1,112 60	1,171 50	(58 90)
20 SHS MONSANTO CO NEW	5/16/2007	2/23/2010	1,481 38	1,228 99	252 39
15 SHS LOCKHEED MARTIN CORP	5/27/2009	10/21/2010	1,072 33	1,273 96	(201 63)
35 SHS QUALCOMM INC	3/19/2009	6/10/2010	1,211 08	1,334 78	(123 70)
30 SHS EQT CORPORATION	3/13/2007	10/21/2010	1,115 28	1,349 60	(234 32)
25 SHS COSTCO WHOLESALE CORP-NEW	1/16/2007	2/23/2010	1,498 98	1,407 89	91 09
15 SHS APPLE INC	4/24/2007	2/23/2010	2,940 26	1,416 60	1,523 66
15 SHS LOCKHEED MARTIN CORP	4/16/2007	10/21/2010	1,072 33	1,474 85	(402 52)
15 SHS LOCKHEED MARTIN CORP	3/13/2007	10/21/2010	1,072.33	1,497.80	(425 47)
35 SHS ***TEVA PHARMACEUTICAL INDUSTRIES LTD-ADR	10/15/2008	2/23/2010	2,071.50	1,503.52	567 98
20 SHS ***TRANSOCEAN LTD US LISTED	1/16/2007	4/29/2010	1,588 53	1,516 57	71 96
39 SHS ***TEVA PHARMACEUTICAL INDUSTRIES LTD-ADR	10/15/2008	10/21/2010	2,049 29	1,675 36	373 93
44 SHS ***TEVA PHARMACEUTICAL INDUSTRIES LTD-ADR	12/3/2008	10/21/2010	2,312.02	1,864 94	447 08
25 SHS ***TRANSOCEAN LTD US LISTED	1/16/2007	2/23/2010	2,080 22	1,895 72	184 50
60 SHS CVS CAREMARK CORPORATION	1/16/2007	2/23/2010	2,006 17	1,909 80	96 37
20 SHS LOCKHEED MARTIN CORP	1/16/2007	2/23/2010	1,514 98	1,949 50	(434 52)
55 SHS PEABODY ENERGY CORPORATION	1/16/2007	2/23/2010	2,425 11	2,013 20	411 91
50 SHS EQT CORPORATION	1/16/2007	10/21/2010	1,858.80	2,104 17	(245 37)
40 SHS ABBOTT LABORATORIES	10/29/2007	5/13/2010	1,937.10	2,215 00	(277 90)
60 SHS QUALCOMM INC	1/17/2007	6/10/2010	2,076 14	2,409 20	(333 06)

Windward Capital Management / S.L. Reed Company A/C # 517-80326

Realized Gains and Losses From 01-01-10 Through 12-31-10

Description	Acquired Date	Sale Date	Proceeds	Cost	Gain/Loss
40 SHS ***TRANSOCEAN LTD US LISTED	2/26/2009	4/29/2010	3,177.05	2,469.04	708.01
45 SHS ***TRANSOCEAN LTD US LISTED	1/26/2009	4/29/2010	3,574.19	2,523.08	1,051.11
40 SHS ***TRANSOCEAN LTD US LISTED	3/19/2009	4/29/2010	3,177.06	2,535.56	641.50
75 SHS QUALCOMM INC	1/25/2007	6/10/2010	2,595.17	2,887.25	(292.08)
85 SHS PEABODY ENERGY CORPORATION	1/16/2007	4/21/2010	3,901.35	3,111.32	790.03
80 SHS ***PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	5/27/2009	10/21/2010	2,535.96	3,394.59	(858.63)
110 SHS MEDTRONIC INC	12/10/2008	5/27/2010	4,266.20	3,409.92	856.28
100 SHS MEDTRONIC INC	2/2/2009	5/27/2010	3,878.36	3,417.39	460.97
46 SHS ***TRANSOCEAN LTD US LISTED	2/5/2007	4/29/2010	3,653.61	3,550.55	103.06
165 SHS MORGAN STANLEY	3/19/2009	4/19/2010	4,777.68	3,582.24	1,195.44
35 SHS GOLDMAN SACHS GROUP INC	3/19/2009	4/19/2010	5,529.83	3,585.83	1,944.00
110 SHS ***PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR	4/28/2009	10/21/2010	3,486.95	3,606.89	(119.94)
50 SHS MONSANTO CO NEW	9/12/2007	4/21/2010	3,296.73	3,624.00	(327.27)
100 SHS PEABODY ENERGY CORPORATION	1/16/2007	5/13/2010	4,276.07	3,660.37	615.70
70 SHS COSTCO WHOLESALE CORP-NEW	1/16/2007	5/13/2010	4,056.23	3,942.08	114.15
65 SHS HESS CORPORATION	3/19/2009	5/13/2010	3,758.80	4,272.48	(513.68)
105 SHS URS CORPORATION	12/10/2008	10/21/2010	4,066.69	4,280.31	(213.62)
85 SHS FLUOR CORP NEW	12/10/2008	3/2/2010	3,597.82	4,461.89	(864.07)
55 SHS LOCKHEED MARTIN CORP	1/16/2007	5/13/2010	4,544.28	5,361.12	(816.84)
135 SHS EQT CORPORATION	2/5/2007	10/21/2010	5,018.77	5,896.85	(878.08)
305 SHS CONSTELLATION ENERGY GROUP INC	11/25/2008	10/21/2010	9,651.78	7,387.60	2,264.18
135 SHS ABBOTT LABORATORIES	3/13/2007	5/13/2010	6,537.70	7,389.80	(852.10)
75 SHS LOCKHEED MARTIN CORP	2/5/2007	10/21/2010	5,361.65	7,457.00	(2,095.35)
125 SHS MONSANTO CO NEW	5/16/2007	4/21/2010	8,241.82	7,681.20	560.62
190 SHS ***SAP AG SPONSORED ADR	2/26/2007	5/12/2010	8,455.73	8,789.93	(334.20)
<b>Total Long Term</b>			<b>178,736.21</b>	<b>171,944.89</b>	<b>6,791.32</b>

---



---

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


---

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

---



---



---

**FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2**


---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WINWARD CAPITAL	8,303.	0.	8,303.
TOTAL TO FM 990-PF, PART I, LN 4	8,303.	0.	8,303.

---



---



---

**FORM 990-PF LEGAL FEES STATEMENT 3**


---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	204.	204.		0.
TO FM 990-PF, PG 1, LN 16A	204.	204.		0.

---



---



---

**FORM 990-PF ACCOUNTING FEES STATEMENT 4**


---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING/TAX	2,323.	2,323.		0.
TO FORM 990-PF, PG 1, LN 16B	2,323.	2,323.		0.

---

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	2,524.	2,524.			0.
BANK FEES	38.	38.			0.
TO FORM 990-PF, PG 1, LN 16C	2,562.	2,562.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	79.	79.			0.
TO FORM 990-PF, PG 1, LN 18	79.	79.			0.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
WINDWARD CAPITAL	COST	405,455.	574,287.	
TOTAL TO FORM 990-PF, PART II, LINE 13		405,455.	574,287.	

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

NAME OF MANAGER  
 LAWRENCE THOMAS  
 GINA THOMAS

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

<b>Part II</b>	<b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed)	
Type or print File by the extended due date for filing your return See instructions	Name of exempt organization <b>L. &amp; G. THOMAS FAMILY FOUNDATION</b>	Employer identification number <b>95-4663947</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>6390 CHESEBRO ROAD</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>AGOURA HILLS, CA 91301</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**LARRY E. THOMAS**

• The books are in the care of  **6390 CHESEBRO ROAD - AGOURA HILLS, CA 91301**  
 Telephone No.  **(818) 706-1873** FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2011**
- 5 For calendar year **2010**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- 7 State in detail why you need the extension \_\_\_\_\_

**ALL NECESSARY INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE. AN EXTENSION OF TIME TO FILE IS REQUESTED.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$ <b>144.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	<b>8b</b>	\$ <b>2,749.</b>
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$ <b>0.</b>

**Signature and Verification**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  \_\_\_\_\_ Title  **CPA** Date  \_\_\_\_\_