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INTERNAL REVENUE SERVICE

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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning 01/28, 2011, and ending 12/31, 2011

Name of foundation **WALTER J & HOLLY O THOMSON CHARITABLE FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) **BANK OF AMERICA, N.A. P.O. BOX 831041**

Room/suite

City or town, state, and ZIP code **DALLAS, TX 75283-1041**

A Employer identification number
30-6268353

B Telephone number (see instructions)
(800) 357-7094

C If exemption application is pending, check here ☒ **X**

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 ☐

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

H Check type of organization: ☒ 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, col. (c), line 16) **\$ 31,549,649.**

J Accounting method: ☒ 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 instructions).)				(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)			32,052,592.			
2	Check ☐ if the foundation is not required to attach Sch B						
3	Interest on savings and temporary cash investments						
4	Dividends and interest from securities			704,722.	329,774.		STMT 1
5a	Gross rents			338,507.	338,507.		
b	Net rental income or (loss)		133,712.				
6a	Net gain or (loss) from sale of assets not on line 10			165,683.			
b	Gross sales price for all assets on line 6a		14,018,001.				
7	Capital gain net income (from Part IV, line 2)				165,683.		
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) (attach schedule)						
11	Other income (attach schedule)			222,634.	222,634.		STMT 7
12	Total. Add lines 1 through 11			33,484,138.	1,056,598.		
13	Compensation of officers, directors, trustees, etc.			127,618.	58,883.		68,735.
14	Other employee salaries and wages						
15	Pension plans, employee benefits						
16a	Legal fees (attach schedule)		STMT 8	21,006.	21,006.	NONE	NONE
16b	Accounting fees (attach schedule)						
c	Other professional fees (attach schedule)						
17	Interest						
18	Taxes (attach schedule) (see instructions)		STMT 9	24,921.	4,921.		
19	Depreciation (attach schedule) and depletion			115,047.	115,047.		
20	Occupancy						
21	Travel, conferences, and meetings						
22	Printing and publications						
23	Other expenses (attach schedule)		STMT 10	324,456.	265,971.		58,485.
24	Total operating and administrative expenses. Add lines 13 through 23			613,048.	465,828.	NONE	127,220.
25	Contributions, gifts, grants paid			510,000.			510,000.
26	Total expenses and disbursements. Add lines 24 and 25			1,123,048.	465,828.	NONE	637,220.
27	Subtract line 26 from line 12						
a	Excess of revenue over expenses and disbursements			32,361,090.			
b	Net investment income (if negative, enter -0-)				590,770.		
c	Adjusted net income (if negative, enter -0-)						

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2011)

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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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		NONE	1,481,380.	1,481,380.
	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 instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations(attach schedule).	NONE	4,138,475.	4,162,431.	
	b	Investments - corporate stock (attach schedule)	NONE	3,146,152.	3,352,528.	
	c	Investments - corporate bonds (attach schedule).	NONE	1,147,501.	1,162,899.	
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶	13,398,060. 115,047.	NONE	13,283,013.	STMT 11 13,398,060.
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)	NONE	8,941,744.	7,881,041.	
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)	NONE	1.	111,310.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	NONE	32,138,266.	31,549,649.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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	NONE	32,138,266.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	NONE	32,138,266.		
	31	Total liabilities and net assets/fund balances (see instructions)	NONE	32,138,266.		

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	NONE
2	Enter amount from Part I, line 27a	2	32,361,090.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	1,891.
4	Add lines 1, 2, and 3	4	32,362,981.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	224,715.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,138,266.

Form 990-PF (2011)

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 13,937,354.		13,852,318.	85,036.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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			85,036.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	165,683.	
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 instructions). If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

N/A

(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 (col. (b) divided by col. (c))
2010			
2009			
2008			
2007			
2006			
2 Total of line 1, column (d)		2	
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	
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4	
5 Multiply line 4 by line 3		5	
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	
7 Add lines 5 and 6		7	
8 Enter qualifying distributions from Part XII, line 4		8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☐ and enter 1% of Part I, line 27b	1	11,815.
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	
3	Add lines 1 and 2	3	11,815.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	11,815.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	20,000.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	20,000.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,185.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 8,185. Refunded ☐	11	

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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		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?		X
If "Yes," attach the statement required by General Instruction T.		
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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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? If "No," attach explanation	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address NONE				
14	The books are in care of BANK OF AMERICA, N.A. Telephone no (213) 861-5183 Located at 500 S FLOWER ST, FL 27, LOS ANGELES, CA ZIP + 4 90071-2201			
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		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				X

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 instructions)?	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ No	
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2011 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 2011.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Form 990-PF (2011)

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)? ☐ Yes ☒ NoOrganizations 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? ☐ 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? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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
SEE STATEMENT 15		127,618.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

Form 990-PF (2011)

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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
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 NONE	
2 NONE	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2011)

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	18,611,062.
b	Average of monthly cash balances	1b	-163.
c	Fair market value of all other assets (see instructions)	1c	7,824,819.
d	Total (add lines 1a, b, and c)	1d	26,435,718.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	26,435,718.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	396,536.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,039,182.
6	Minimum investment return. Enter 5% of line 5	6	1,205,650.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,205,650.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	11,815.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,815.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,193,835.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,193,835.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,193,835.

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	637,220.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	637,220.
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	637,220.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,193,835.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 637,220.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				637,220.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2011 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				556,615.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007 . . .	NONE			
b Excess from 2008 . . .	NONE			
c Excess from 2009 . . .	NONE			
d Excess from 2010 . . .	NONE			
e Excess from 2011 . . .	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2a 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) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (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:

SEE STATEMENT 16

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 STATEMENT 26				
Total			3a	510,000.
b Approved for future payment				
Total			3b	

Form **990-PF** (2011)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities			14	704,722.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	133,712.	
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	165,683.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue: a _____					
b SEE STATEMENT 27				222,634.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				1,226,751.	
13 Total. Add line 12, columns (b), (d), and (e)					1,226,751.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following in 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?		Yes	No
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.			

[illegible]

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee
BANK OF AMERICA, N.A.

Date _____

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed	PTIN
---	------

Firm's name 

Firm's EIN ▶

Firm's address ►

Phone no.

Form **990-PF** (2011)

Schedule of Contributors

OMB No 1545-0047

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

2011

Name of the organization

Employer identification number

WALTER J & HOLLY O THOMSON CHARITABLE

30-6268353

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization
WALTER J & HOLLY O THOMSON CHARITABLE

Employer identification number
30-6268353

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WALTER J THOMSON ESTATE P.O. BOX 831041 DALLAS, TX 75283-1041	\$ 726,048.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	WALTER J THOMSON ESTATE P.O. BOX 831041 DALLAS, TX 75283-1041	\$ 17,928,483.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3	WALTER J THOMSON ESTATE P.O. BOX 831041 DALLAS, TX 75283-1041	\$ 1,250,000.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
4	WALTER J THOMSON ESTATE P.O. BOX 831041 DALLAS, TX 75283-1041	\$ 1,500,000.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
5	WALTER J THOMSON ESTATE P.O. BOX 831041 DALLAS, TX 75283-1041	\$ 2,395,120.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
6	WALTER J THOMSON ESTATE P.O. BOX 831041 DALLAS, TX 75283-1041	\$ 1,276,760.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)

Name of organization
WALTER J & HOLLY O THOMSON CHARITABLE

Employer identification number
30-6268353

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	WALTER J THOMSON ESTATE P.O. BOX 831041 DALLAS, TX 75283-1041	\$ 1,240,770.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
8	WALTER J THOMSON ESTATE P.O. BOX 831041 DALLAS, TX 75283-1041	\$ 825,410.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
9	WALTER J THOMSON ESTATE P.O. BOX 831041 DALLAS, TX 75283-1041	\$ 4,910,000.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
10	WALTER J THOMSON ESTATE P.O. BOX 831041 DALLAS, TX 75283-1041	\$ 1.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization WALTER J & HOLLY O THOMSON CHARITABLE	Employer identification number 30-6268353
---	--

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	PUBLICLY-TRADED SECURITIES _____ _____ _____	\$ <u>17,928,483.</u>	<u>01/28/2011</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>3</u>	REAL ESTATE PROPERTY - 617 S SPRING ST, LOS ANGELES, CA 90014 _____ _____	\$ <u>1,250,000.</u>	<u>06/30/2011</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>4</u>	REAL ESTATE PROPERTY - 618 S BROADWAY, LOS ANGELES, CA 90014 _____ _____	\$ <u>1,500,000.</u>	<u>06/30/2011</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>5</u>	REAL ESTATE PROPERTY - BIXBY-WIGGINS RANCH 480 ACRES IMPERIAL COUNTY, CA _____	\$ <u>2,395,120.</u>	<u>06/30/2011</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>6</u>	REAL ESTATE PROPERTY - 602 DOG WOOD RD, IMPERIAL VALLEY, CA _____ _____	\$ <u>1,276,760.</u>	<u>06/30/2011</u>
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>7</u>	REAL ESTATE PROPERTY - 1151 AUSTIN ROAD, EL CENTRO, CA APPROX 240 ACS - THE BURCH RANCH _____	\$ <u>1,240,770.</u>	<u>06/30/2011</u>

Name of organization

Employer identification number

WALTER J & HOLLY O THOMSON CHARITABLE

30-6268353

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
8	REAL ESTATE PROPERTY - 610 W WAHL RD, IMPERIAL VALLEY, CA ALEXANDER-VOGEL RANCHES	\$ 825,410.	06/30/2011
9	REAL ESTATE PROPERTY - 1670 MAIN ST, RAMONA, CA 92065	\$ 4,910,000.	06/30/2011
10	OIL & GAS LEASES - CALIFORNIA	\$ 1.	11/03/2011

RENT AND ROYALTY INCOME

Taxpayer's Name WALTER J & HOLLY O THOMSON CHARITABLE	Identifying Number 30-6268353
---	---

DESCRIPTION OF PROPERTY
 617 S. SPRING ST. LOS ANGELES, CA 90014

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME	86,035.	
OTHER INCOME:		
TOTAL GROSS INCOME		86,035.
OTHER EXPENSES:		
INSURANCE	130.	
LEGAL AND OTHER PROFESSIONAL FEES	50.	
MANAGEMENT FEES	20,615.	
TAXES	8,040.	
OTHER EXPENSES	25.	
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		28,860.
TOTAL RENT OR ROYALTY INCOME (LOSS)		57,175.

Less Amount to

Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		57,175.

Deductible Rental Loss (if Applicable) _____

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des.	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES

25.

25.
=====

RENT AND ROYALTY INCOME

Taxpayer's Name WALTER J & HOLLY O THOMSON CHARITABLE	Identifying Number 30-6268353
---	---

DESCRIPTION OF PROPERTY

618 S. BROADWAY LOS ANGELES, CA 90014

Yes	No	Did you actively participate in the operation of the activity during the tax year?
-----	----	--

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME

50,100.

OTHER INCOME:

TOTAL GROSS INCOME	50,100.
-------------------------------------	---------

OTHER EXPENSES:

COMMISSIONS

52,613.

INSURANCE

34,372.

LEGAL AND OTHER PROFESSIONAL FEES

160.

MANAGEMENT FEES

46,922.

TAXES

12,705.

UTILITIES

904.

OTHER EXPENSES

362.

DEPRECIATION (SHOWN BELOW)

LESS: Beneficiary's Portion

AMORTIZATION

LESS: Beneficiary's Portion

DEPLETION

LESS: Beneficiary's Portion

148,038.

TOTAL RENT OR ROYALTY INCOME (LOSS)	-97,938.
--	-----------------

Less Amount to

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others

-97,938.

Net Rent or Royalty Income (Loss)	-97,938.
--	-----------------

Deductible Rental Loss (if Applicable)**SCHEDULE FOR DEPRECIATION CLAIMED**[illegible]

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES

362.

362.
=====

RENT AND ROYALTY INCOME

Taxpayer's Name WALTER J & HOLLY O THOMSON CHARITABLE	Identifying Number 30-6268353
---	---

DESCRIPTION OF PROPERTY

1670 MAIN STREET RAMONA, CA 92065

	Yes		No	Did you actively participate in the operation of the activity during the tax year?
--	-----	--	----	--

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME

202,372.

OTHER INCOME:**TOTAL GROSS INCOME**

202,372.

OTHER EXPENSES:

LEGAL AND OTHER PROFESSIONAL FEES

75.

MANAGEMENT FEES

27,487.

OTHER EXPENSES

335.

DEPRECIATION (SHOWN BELOW)

LESS: Beneficiary's Portion

AMORTIZATION

LESS: Beneficiary's Portion

DEPLETION

LESS: Beneficiary's Portion

TOTAL EXPENSES

27,897.

TOTAL RENT OR ROYALTY INCOME (LOSS)

174,475.

Less Amount to

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others**Net Rent or Royalty Income (Loss)**

174,475.

Deductible Rental Loss (if Applicable)**SCHEDULE FOR DEPRECIATION CLAIMED**[illegible]

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES

335.

335.

=====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC	140.	140.
AT&T INC	335.	335.
ABBOTT LABS	1,690.	1,690.
CAMBIAR SMALL CAP FUND INV CL	8,883.	8,883.
AIR PRODS & CHEMS INC	557.	557.
ALLEGHENY TECHNOLOGIES INC	77.	77.
AMERICAN MUN PWR OHIO INC REV REV BDS-TA	130.	130.
AMERICAN WTR WKS CO INC NEW COM	828.	828.
APACHE CORP	11.	11.
ARCADIA CALIF UNI SCH DIST GO SCHOOL BDS	17,000.	
ARIZONA BRD REGENTS UNIV ARIZ SPEED REV	209.	209.
AUTOMATIC DATA PROCESSING INC	576.	576.
BP CAPITAL MARKETS PLC CO GTD BD UNITED	495.	495.
BAXTER INTL INC	489.	489.
BECTON DICKINSON & CO	191.	191.
BLACKROCK INC	487.	487.
BOMBARDIER INC CL B	119.	119.
CBS CORP CL B COM	25.	25.
CME GROUP INC COM	133.	133.
CMS ENERGY CORP COM	838.	838.
CALIFORNIA HSG FIN AGY REV MTG REV BDS	17,272.	
CALIFORNIA STATE REF GO BOND	4,961.	
CALIFORNIA ST G.O. REF BDS-OID	62,000.	
CALIFORNIA ST G.O. BDS-OID	9,139.	
CALIFORNIA ST G.O. BDS-OID	4,250.	
CALIFORNIA ST VAR PURP GO BDS-OID	48,519.	
CALIFORNIA ST VARIOUS PURPOSE GO BDS	13,056.	
CALIFORNIA ST GO BDS-OID	4,569.	
CALIFORNIA ST G.O. BDS-OID	13,079.	
CALIFORNIA ST G.O. BDS-OID	14,188.	
CALIFORNIA ST G.O. REF BDS-OID	3,975.	
CALIFORNIA ST GO BDS-OID	4,113.	

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CALIFORNIA ST G.O. REF BDS-OID	5,346.	
CALIFORNIA ST G.O. BDS-OID	4,750.	
CALIFORNIA ST G.O. BDS-OID	3,289.	
CALIFORNIA ST G.O. BDS-OID	3,545.	
CALIFORNIA ST G.O. REF BDS-OID	4,551.	
CALIFORNIA ST DEPT VET AFFAIRS HOME PUR	2,308.	
CALIFORNIA ST PUB WKS BRD LEAS VARIOUS L	11,875.	
CHEVRONTXACO CORP COM	6,180.	6,180.
CHUBB CORP	562.	562.
CIMAREX ENERGY CO COM	6.	6.
CISCO SYS INC	318.	318.
CITIGROUP INC SR UNSECD NT	549.	549.
COCA COLA CO	1,913.	1,913.
COLUMBIA ACORN FUND CLASS Z SHARES	290.	290.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	3,966.	3,966.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	728.	728.
COLUMBIA CONTRARIAN CORE FUND CLASS Z SH	3,198.	3,198.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	1,942.	1,942.
COMCAST CORP NEW CL A COM	506.	506.
COMMONWEALTH FING AUTH PA REV REV BDS-TA	679.	679.
CONSOLIDATED EDISON INC	600.	600.
CULLEN FROST BANKERS INC	711.	711.
DALLAS FORT WORTH TEX INTL ARP JOINT REV	325.	325.
DELAWARE EMERGING MKTS FUND CL INSTL CL	7,145.	7,145.
DEVON ENERGY CORP	503.	503.
DIAMOND OFFSHORE DRILLING INC COM	814.	814.
DU PONT E I DE NEMOURS & CO	3,280.	3,280.
DUKE ENERGY CORP NEW COM	245.	245.
ONEX CORP COM	19.	19.
EATON VANCE STRUCTURED EMERGING MKTS FUN	8,157.	8,157.
EMERSON ELEC CO	448.	448.
EXXON MOBIL CORPORATION	2,330.	2,330.
FEDERAL HOME LN MTG CORP POOL #G13516	656.	656.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL HOME LN MTG CORP POOL #J16680	488.	488.
FEDERAL HOME LN MTG CORP POOL #E02804	886.	886.
FEDERAL HOME LN MTG CORP POOL #G80312	2,132.	2,132.
FEDERAL HOME LN BKS CONS BD CALL 9/23/11	203.	203.
FEDERAL NATL MTG ASSN MTN CALL 12/8/11 @	600.	600.
FEDERAL NATL MTG ASSN MTN CALL 12/16/11	675.	675.
FEDERAL HOME LN MTG CORP REFERENCE NTS	363.	363.
FEDERAL HOME LN MTG CORP REFERENCE NT	388.	388.
FEDERAL NATL MTG ASSN POOL #AH0973	1,169.	1,169.
FEDERAL NATL MTG ASSN POOL #AL0471	1,204.	1,204.
FEDERAL NATL MTG ASSN NT	245.	245.
FEDERAL NATL MTG ASSN POOL #AD9750	1,035.	1,035.
FLORIDA ST DEPT ENVIRONMENTAL FLORIDA FO	151.	151.
FREDERICK MD GO BDS AND NTS-TAXBL	305.	305.
FREEPORT-MCMORAN COPPER & GOLD INC COM	850.	850.
FRESNO CALIF JT PWRS FING AUTH LEASE REV	8,188.	
FRESNO CNTY CALIF PENSION OBLI PENSION O	166.	166.
GENERAL DYNAMICS CORP	559.	559.
GENERAL ELECTRIC CO	1,514.	1,514.
GENERAL ELEC CAP CORP MTN	1,102.	1,102.
GENERAL ELEC CAP CORP SR INTERNOTE CALL	16,050.	16,050.
GOLDMAN SACHS GROUP INC SR MTN	170.	170.
HARBOR INTERNATIONAL FUND INSTL CL	11,920.	11,920.
HOME DEPOT INC	3,120.	3,120.
HONEYWELL INTERNATIONAL INC	711.	711.
HONEYWELL INTL INC SR UNSEC MTN	456.	456.
ICICI BANK LTD SPONSORED ADR	65.	65.
ILLINOIS ST GO BDS-TAXBL	417.	417.
INDUSTRY CALIF GO BDS	7,500.	
INTEL CORP	7,824.	7,824.
INTERNATIONAL BUSINESS MACHS CORP	1,754.	1,754.
J P MORGAN CHASE & CO COM	3,000.	3,000.
J P MORGAN CHASE & CO SUB NOTES 0102/201	176.	176.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
JOHN HANCOCK FDS III DISCIPLINED VALUE M	1,073.	1,073.
JOHNSON & JOHNSON	1,515.	1,515.
KENTUCKY ASSET / LIABILITY COM FUNDING N	573.	573.
KRAFT FOODS INC CL A COM	653.	653.
LANSE CREUSE MICH PUB SCHS SCH BLDG AND	559.	559.
LEUCADIA NATL CORP	83.	83.
ELI LILLY & CO	1,470.	1,470.
LINCOLN NATL CORP IND	100.	100.
LOCKHEED MARTIN CORP	375.	375.
LOS ANGELES CALIF DEPT WTR & P POWER SYS	7,722.	
LOS ANGELES CALIF UNI SCH DIST GO SCHOOL	8,667.	
LOS ANGELES CNTY CALIF MET TRA SALES TAX	7,500.	
MASTERCARD INC CL A COM	11.	11.
MCDONALDS CORP	128.	128.
MERCK & CO INC NEW COM	380.	380.
MICHIGAN ST BLDG AUTH REV REV BDS-TAXBL	281.	281.
MICROSOFT CORP	1,628.	1,628.
MONROE CNTY N Y WTR AUTH WTR R WTR BDS-T	352.	352.
MONSANTO CO NEW COM	94.	94.
MORGAN STANLEY SR UNSEC'D GLOBAL MTN SER	820.	820.
CHEUNG KONG(HLDGS) HKD0.50	40.	40.
FAST RETAILING CO LTD COM	94.	94.
FANUC CORP JPY50	95.	95.
NATL RURAL UTLY DTD 2/25/2004 4.75% DUE	554.	554.
NESTLE S A SPONSORED ADR	4,165.	4,165.
NEW JERSEY ECONOMIC DEV AUTH R REV REF B	849.	849.
JARDINE STRATEGIC HLDGS LTD COM	33.	33.
NIDEC CORP COM	64.	64.
OCCIDENTAL PETE CORP	736.	736.
OREGON SCH BRDS ASSN TAXABLE LTD TAX PEN	1,625.	1,625.
UTD O/S BANK SGD1	74.	74.
PECO ENERGY CO 1ST & REF MTG BD	640.	640.
PIMCO TOTAL RETURN FUND INSTL	40,257.	40,257.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PNC FINL CORP	417.	417.
PACIFICORP DTD 8/24/04 4.95% DUE 8/15/14	468.	468.
PALM SPRINGS CALIF UNI SCH DIS GO BDS	10,000.	
PFIZER INC	4,776.	4,776.
PHILIP MORRIS INTL INC COM	2,999.	2,999.
PIMCO ALL ASSET FUND INSTL CL	9,673.	9,673.
PIMCO COMMODITY REALRETURN STRATEGY FUND	89,786.	89,786.
PIMCO GLOBAL MULTI-ASSET FUND INSTL CL	12,215.	12,215.
PORT OAKLAND CALIF REV INTER LIEN REV RE	20,000.	
PROCTER & GAMBLE CO	620.	620.
QUALCOMM INC	1,670.	1,670.
RAYTHEON CO COM	473.	473.
REPUBLIC SERVICES INC CL A	757.	757.
RIO TINTO FIN USA LTD CO GTD NT AUSTRALI	563.	563.
SAN DIEGO CALIF PUB FACS FING REV BDS	13,944.	
SAN JUAN CALIF UNI SCH DIST REFUNDING GO	12,000.	
SCHLUMBERGER LTD	518.	518.
SMUCKER J M CO COM NEW	728.	728.
SOUTHERN CALIF PUB PWR AUTH RE REV BDS	6,250.	
SPECTRA ENERGY CORP COM	130.	130.
STANLEY BLACK & DECKER INC COM	806.	806.
TJX COS INC NEW	241.	241.
TARGET CORP	682.	682.
TEXAS INSTRS INC	961.	961.
THORNBURG INTL VALUE FUND CL I	8,914.	8,914.
3M CO COM	743.	743.
TIME WARNER INC NEW COM	1,253.	1,253.
TIME WARNER CABLE INC COM	160.	160.
UNITED TECHNOLOGIES CORP	3,730.	3,730.
UNIVERSITY CALIF REVS REV BDS	9,917.	
UTAH ST BRD REGENTS REV REV BDS-TAXBL	212.	212.
VERIZON COMMUNICATIONS INC SR UNSECD NT	997.	997.
VIACOM INC CL B COM	75.	75.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
VISTA CALIF UNI SCH DIST GO BDS	11,475.	
WELLS FARGO & CO	302.	302.
WELLS FARGO & CO NEW MEDIUM TERM SR NT	438.	438.
WILEY JOHN & SONS INC CL A	62.	62.
YUM BRANDS INC COM	479.	479.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	1,177.	1,177.
HUABAO INTERNATIONAL HOLDINGS LT COM	72.	72.
COLOPLAST A/S - B COM	124.	124.
OLAM INTL LTD COM	166.	166.
CHINA HIGH PRECISION AUTOMATION GROUP LT	63.	63.
ACCENTURE PLC CL A COM	331.	331.
TE CONNECTIVITY LTD COM	691.	691.
	-----	-----
TOTAL	704,722.	329,774.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CA ST GO REF BDS OID	520.	520.
CA ST CAR PURP GO BDS OID	1,052.	1,052.
CA ST GO BDS OID	18.	18.
GROSS FARM RENTAL INCOME	198,782.	198,782.
GROSS O&G ROYALTY INCOME	22,262.	22,262.
	-----	-----
TOTALS	222,634.	222,634.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
FELL MARKING ABKIN MONTGOMERY GRANET & RANEY LLP SIDLEY AUSTIN LLP	17,115. 3,891.	17,115. 3,891.		
TOTALS	21,006.	21,006.	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	700.	700.
FEDERAL EXCISE ESTIMATES	20,000.	
FOREIGN TAXES ON QUALIFIED FOR	4,221.	4,221.
	-----	-----
TOTALS	24,921.	4,921.
	=====	=====

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT
=====

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	ENDING BALANCE
'8084 BUILDING	M39		1,050,000.	1,050,000.		26,922.	26,922.
'8084 LAND	L	450,000.		450,000.			
'2449 BUILDING	M39		3,437,000.	3,437,000.		88,125.	88,125.
'2449 LAND	L	1,473,000.		1,473,000.			
TOTALS		1,923,000.		6,410,000.			115,047
		=====		=====	=====		=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
YEAR-END SALES ADJUSTMENT - 2011	490.
HARBOR INTL TIMING DIFFERENCE - 2011	1,401.

TOTAL	1,891.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND ADJUSTMENT - 2011	5,953.
PURCHASED ACCRUED INTEREST - 2011	66.
NET PREMIUM AMORTIZATION ADJUSTMENT	83,361.
NET ROUNDING	13.
BASIS ADJUSTMENT - 2011 SALES	90,993.
NET BASIS ADJUSTMENT	44,329.

TOTAL	224,715.
	=====

WALTER J & HOLLY O THOMSON CHARITABLE

30-6268353

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

=====

NAME AND ADDRESS

WALTER J THOMSON ESTATE
P.O. BOX 831041
DALLAS, TX 75283-1041

STATEMENT 14

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

500 S FLOWER ST, FL 27

LOS ANGELES, CA 90071-2201

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 98,049.

OFFICER NAME:

PHILIP MARKING

ADDRESS:

222 E CARRILLO ST, SUITE 400

SANTA BARBARA, CA 93101-7148

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 14,785.

OFFICER NAME:

DAVID ANDERSON

ADDRESS:

P.O. BOX 5917

KETCHUM, ID 83340-5917

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 14,784.

TOTAL COMPENSATION:

127,618.

=====

WALTER J & HOLLY O THOMSON CHARITABLE
FORM 990PF, PART XV - LINES 2a - 2d

30-6268353

=====

RECIPIENT NAME:

JOHN OSTLER - BANK OF AMERICA, N.A.

ADDRESS:

515 S FLOWER ST, FL 27; MC: CA9-512-27-01

LOS ANGELES, CA 90071-2201

RECIPIENT'S PHONE NUMBER: 213-861-5183

FORM, INFORMATION AND MATERIALS:

THE WALTER J & HOLLY O. THOMSON FOUNDATION GRANT APPLICATION AND
COVERSHEET

SUBMISSION DEADLINES:

OCTOBER 31

RESTRICTIONS OR LIMITATIONS ON AWARDS:

CALIFORNIA-BASED QUALIFIED PUBLIC CHARITIES FOR PURPOSES TO BE CARRIED
OUT WITHIN SANTA BARBARA COUNTY AND CENTRAL LOS ANGELES; ONE REQUEST
PER ORGANIZATION WITHIN A 12-MONTH PERIOD; NO UNSOLICITED REQUESTS

STATEMENT 16

RECIPIENT NAME:
MUSIC ACADEMY OF THE WEST
ADDRESS:
1070 FAIRWAY RD
SANTA BARBARA, CA 93108-2865
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FACULTY CHAIR SPONSORSHIPS & SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 55,000.

RECIPIENT NAME:
SANTA BARBARA MUSEUM OF
NATURAL HISTORY
ADDRESS:
2559 PUESTA DEL SOL
SANTA BARBARA, CA 93105-2936
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
BUTTERFLIES ALIVE EXHIBIT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
DOCTORS WITHOUT BORDERS
ADDRESS:
333 SEVENTH ST, 2ND FLOOR
NEW YORK, NY 10001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
BOYS AND GIRLS CLUB OF
SANTA BARBARA, INC.
ADDRESS:
632 E CANON PERDIDO ST
SANTA BARBARA, CA 93103-3005
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TEEN CENTER AND CLUB
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
UNITED WAY OF SANTA BARBARA
COUNTY, INC.
ADDRESS:
320 E GUTIERREZ ST
SANTA BARBARA, CA 93101-1707
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUMMER PROGRAMS - UNDERPRIVILEGED CHILDREN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
LOS ANGELES CONSERVANCY
ADDRESS:
523 W 6TH ST, SUITE 826
LOS ANGELES, CA 90014-1248
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
THE SALVATION ARMY
ADDRESS:
180 E OCEAN BLVD
LONG BEACH, CA 90802-4709
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RED SHIELD YOUTH & COMMUNITY CENTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
MENTAL HEALTH ASSOCIATION IN SANTA
BARBARA COUNTY
ADDRESS:
617 GARDEN ST
SANTA BARBARA, CA 93101-1664
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LOCAL HOUSING & EMPLOYMENT SERVICES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
MIDNIGHT MISSION
ADDRESS:
601 S SAN PEDRO ST
LOS ANGELES, CA 90014-2415
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
SANTA YNEZ VALLEY HUMANE SOCIETY
ADDRESS:
P.O. BOX 335
BUELLTON, CA 93427-0335
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SPAY/NEUTER PROGRAM & UNRESTRICTED
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
SANTA BARBARA CITY COLLEGE
FOUNDATION
ADDRESS:
721 CLIFF DR
SANTA BARBARA, CA 93109-2312
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RUNNING START PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
SANTA BARBARA COTTAGE HOSPITAL
FOUNDATION
ADDRESS:
P.O. BOX 689
SANTA BARBARA, CA 93102-0689
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HEALING ARTS PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
ROBERT R MCCORMICK FOUNDATION
ADDRESS:
205 N MICHIGAN AVE, SUITE 4300
CHICAGO, IL 60601-5983
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUMMER LITERACY & EDUCATION PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
SANTA BARBARA RESCUE MISSION
ADDRESS:
535 E YANONALI ST
SANTA BARBARA, CA 93103-3254
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
PLANNED PARENTHOOD OF SANTA BARBARA,
VENTURA & S L OBISPO
ADDRESS:
518 GARDEN ST
SANTA BARBARA, CA 93101-1606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HEALTHY FAMILIES HEALTHY COMMUNITIES CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
UNITY SHOPPE, INC.
ADDRESS:
1219 STATE ST
SANTA BARBARA, CA 93101-2661
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOOD CLOTHING & HOUSEHOLD NEEDS - LOW-INCOME
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
WORLD WILDLIFE FUND, INC.
ADDRESS:
1250 24TH ST NW
WASHINGTON, DC 20037
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
TRANSITION HOUSE
ADDRESS:
425 E COTA ST
SANTA BARBARA, CA 93101-1662
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FAMILY HOMELESS SHELTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
AMERICAN HEART ASSOCIATION
ADDRESS:
212 W FIGUEROA ST
LOS ANGELES, CA 93101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MY HEART MY LIFE HEART WALK
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
FOOD BANK OF SANTA BARBARA
COUNTY
ADDRESS:
4554 HOLLISTER AVE
SANTA BARBARA, CA 93110-1710
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
GUIDE DOGS FOR THE BLIND, INC.
ADDRESS:
P.O. BOX 151200
SAN RAFAEL, CA 94915-1200
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
AMERICAN RED CROSS
ADDRESS:
2707 STATE ST
SANTA BARBARA, CA 93105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SANTA BARBARA - LOCAL DISASTER ASSISTANCE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
BRAILLE INSTITUTE
ADDRESS:
741 N VERMONT
LOS ANGELES, CA 90029
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
REHAB SERVICES - SANTA BARBARA CNTY RESIDENTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
CALIFORNIA POLYTECHNIC STATE
UNIVERSITY FOUNDATION
ADDRESS:
1 GRAND AVE, SUITE 01 413
SAN LUIS OBISPO, CA 93407-9000
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
10 SADDLES FOR EQUINE CENTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
CHILDRENS HOSPITAL OF LOS
ANGELES
ADDRESS:
4650 W SUNSET BLVD
LOS ANGELES, CA 90027-6062
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
COMMUNITY ARTS MUSIC ASSOCIATION
OF SANTA BARBARA
ADDRESS:
2060 ALAMEDA PADRE SERRA,
SANTA BARBARA, CA 93103-1713
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAMA'S MUSIC EDUCATION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
JUNIOR BLIND OF AMERICA
ADDRESS:
5300 ANGELES VISTA BLVD
LOS ANGELES, CA 90043-1648
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
INFANT & EARLY CHILDHOOD PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

LOBERO THEATRE FOUNDATION

ADDRESS:

33 E CANON PERDIDO ST
SANTA BARBARA, CA 93101-2213

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC 501(C)(3)

AMOUNT OF GRANT PAID 15,000.

TOTAL GRANTS PAID: 510,000.

=====

WALTER J & HOLLY O THOMSON CHARITABLE

30-6268353

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

=====

DESCRIPTION	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
-----	-----	-----
CA ST GO REF BDS	14	520.
CA ST VAR PURP BDS	14	1,052.
CA ST GO BDS OID	14	18.
GROSS FARM RENTAL	16	198,782.
GROSS O&G ROYALTY	15	22,262.

RENT AND ROYALTY SUMMARY

=====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
617 S. SPRING ST. LO	86,035.		28,860.	57,175.
618 S. BROADWAY LOS	50,100.		148,038.	-97,938.
1670 MAIN STREET RAM	202,372.		27,897.	174,475.
	-----	-----	-----	-----
TOTALS	338,507.		204,795.	133,712.
	=====	=====	=====	=====

Description of Property

[illegible]

AMORTIZATION

AMORTIZATION		Date placed in service	Cost or basis					Ending accumulated amortization	Code	Life	Current-year amortization
Asset description	Accumulated amortization										
TOTALS											

***Assets Retired**

JSA

JSA
1X9024 1 000

FEDERAL FOOTNOTES

=====

FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust

WALTER J & HOLLY O THOMSON CHARITABLE

Employer identification number

30-6268353

Note: Form 5227 filers need to complete *only* Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-63,573.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-63,573.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					80,647.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	148,609.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	229,256.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-63,573.
14	Net long-term gain or (loss):			
a	Total for year	14a		229,256.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		
c	28% rate gain	14c		476.
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		165,683.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	
a	The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if.

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,300	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

WALTER J & HOLLY O THOMSON CHARITABLE

Employer identification number

30-6268353

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 200. AMERICAN SUPERCONDUCT	05/18/2011	06/01/2011	1,694.00	2,131.00	-437.00
505. KUBOTA CORP JPY50	05/19/2011	06/15/2011	4,304.00	4,586.00	-282.00
5. ALEXION PHARMACEUTICALS	05/18/2011	06/27/2011	227.00	241.00	-14.00
30. BOMBARDIER INC CL B	05/18/2011	06/27/2011	200.00	211.00	-11.00
5. ONEX CORP COM	05/18/2011	06/27/2011	181.00	193.00	-12.00
5. NOVOZYMES A/S B SHS COM	05/18/2011	06/27/2011	764.00	851.00	-87.00
5. MCDONALDS CORP	06/14/2011	06/27/2011	411.00	407.00	4.00
5. MONSANTO CO NEW COM	05/18/2011	06/27/2011	328.00	316.00	12.00
5. REGENERON PHARMACEUTICA	05/18/2011	06/27/2011	266.00	269.00	-3.00
5. ENSTAR GROUP LTD COM	05/18/2011	06/27/2011	508.00	510.00	-2.00
465. AFLAC INC	05/10/2011	06/28/2011	20,928.00	25,531.00	-4,603.00
10. JARDINE STRATEGIC HLDG	05/19/2011	06/28/2011	292.00	291.00	1.00
529.12 FEDERAL HOME LN MTG #E02804	06/13/2011	06/30/2011	529.00	532.00	-3.00
588.71 FEDERAL HOME LN MTG #G80312	06/24/2011	06/30/2011	589.00	701.00	-112.00
604.84 FEDERAL NATL MTG AS #AH0973	06/09/2011	06/30/2011	605.00	633.00	-28.00
503.36 FEDERAL NATL MTG AS #AD9750	06/08/2011	06/30/2011	503.00	518.00	-15.00
100. AIR PRODS & CHEMS INC	05/10/2011	07/06/2011	9,661.00	9,452.00	209.00
321. AMERICAN WTR WKS CO I	05/10/2011	07/06/2011	9,579.00	9,800.00	-221.00
179. AUTOMATIC DATA PROCES	05/10/2011	07/06/2011	9,675.00	9,687.00	-12.00
3080. TIGER AIRWAYS HLDGS	05/19/2011	07/06/2011	2,586.00	3,854.00	-1,268.00
45. HONG KONG EXCHANGES & COM	05/19/2011	07/12/2011	937.00	1,001.00	-64.00
1183.992 COLUMBIA ACORN IN FUND CL Z	04/08/2011	07/13/2011	48,508.00	50,000.00	-1,492.00
242.954 COLUMBIA ACORN INT FUND CL Z	03/24/2011	07/13/2011	9,954.00	10,000.00	-46.00
2378.961 COLUMBIA ACORN IN FUND CL Z	03/01/2011	07/13/2011	97,466.00	97,371.00	95.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

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Employer identification number

30-6268353

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 10. BORG WARNER AUTOMOTIVE	05/18/2011	07/29/2011	785.00	705.00	80.00
606.01 FEDERAL HOME LN MTG #E02804	06/13/2011	07/31/2011	606.00	609.00	-3.00
479.66 FEDERAL HOME LN MTG #G80312	06/24/2011	07/31/2011	480.00	571.00	-91.00
846.22 FEDERAL NATL MTG AS #AH0973	06/09/2011	07/31/2011	846.00	886.00	-40.00
1790.15 FEDERAL NATL MTG A #AL0471	07/06/2011	07/31/2011	1,790.00	1,948.00	-158.00
568.9 FEDERAL NATL MTG ASS #AD9750	06/08/2011	07/31/2011	569.00	586.00	-17.00
300. HONG KONG EXCHANGES & LTD COM	05/19/2011	08/02/2011	6,166.00	6,676.00	-510.00
5. APACHE CORP	05/18/2011	08/03/2011	585.00	610.00	-25.00
162. BAXTER INTL INC	05/10/2011	08/03/2011	8,952.00	9,509.00	-557.00
20. CIMAREX ENERGY CO COM	05/18/2011	08/03/2011	1,573.00	1,838.00	-265.00
326. REPUBLIC SERVICES INC	05/10/2011	08/03/2011	9,049.00	10,440.00	-1,391.00
70. VALERO REFNG & MARKETI	05/18/2011	08/03/2011	1,601.00	1,835.00	-234.00
105. ICICI BANK LTD SPONSO	05/18/2011	08/04/2011	4,559.00	4,828.00	-269.00
230. VALERO REFNG & MARKET	05/18/2011	08/04/2011	4,981.00	6,029.00	-1,048.00
60000. FEDERAL NATL MTG AS	06/09/2011	08/10/2011	63,974.00	63,128.00	846.00
60000. FEDERAL HOME LN MTG REFERENCE NTS	06/09/2011	08/11/2011	67,098.00	64,523.00	2,575.00
40. REPUBLIC SERVICES INC	05/18/2011	08/11/2011	1,024.00	1,295.00	-271.00
60. CIMAREX ENERGY CO COM	05/18/2011	08/18/2011	3,805.00	5,515.00	-1,710.00
1335. WILMAR INTL LTD COM	05/19/2011	08/19/2011	5,548.00	5,938.00	-390.00
64.235 COLUMBIA ACORN INTE FUND CL Z	03/01/2011	08/23/2011	2,371.00	2,629.00	-258.00
768.403 HARBOR INTERNATIONAL INSTL CL	04/08/2011	08/23/2011	42,439.00	50,000.00	-7,561.00
1042.207 HARBOR INTERNATIO INSTL CL	02/16/2011	08/23/2011	57,561.00	65,315.00	-7,754.00
1637.197 THORNBURG INTL VA I	04/08/2011	08/23/2011	42,092.00	50,000.00	-7,908.00
1678.416 THORNBURG INTL VA I	03/02/2011	08/23/2011	43,152.00	50,000.00	-6,848.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1
(Form 1041)**

Department of the Treasury
Internal Revenue Service

**Continuation Sheet for Schedule D
(Form 1041)**

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

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Employer identification number

30-6268353

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1546.308 THORNBURG INTL VA I	02/16/2011	08/23/2011	39,756.00	45,941.00	-6,185.00
754.74 FEDERAL HOME LN MTG #E02804	06/13/2011	08/31/2011	755.00	759.00	-4.00
475.4 FEDERAL HOME LN MTG #G80312	06/24/2011	08/31/2011	475.00	566.00	-91.00
1596.64 FEDERAL NATL MTG A #AH0973	06/09/2011	08/31/2011	1,597.00	1,671.00	-74.00
1715.78 FEDERAL NATL MTG A #AL0471	07/06/2011	08/31/2011	1,716.00	1,867.00	-151.00
928.69 FEDERAL NATL MTG AS #AD9750	06/08/2011	08/31/2011	929.00	956.00	-27.00
15. REGENERON PHARMACEUTIC	05/18/2011	09/02/2011	975.00	808.00	167.00
60000. FEDERAL HOME LN MTG REFERENCE NT	06/09/2011	09/19/2011	63,940.00	62,093.00	1,847.00
60000. FEDERAL HOME LN BKS CALL 9/23/11 @100	06/07/2011	09/23/2011	60,000.00	60,000.00	
10. ALEXION PHARMACEUTICAL	05/18/2011	09/28/2011	669.00	482.00	187.00
15. ONEX CORP COM	05/18/2011	09/28/2011	473.00	580.00	-107.00
5. MASTERCARD INC CL A COM	05/18/2011	09/28/2011	1,681.00	1,405.00	276.00
10. REGENERON PHARMACEUTIC	05/18/2011	09/28/2011	621.00	539.00	82.00
5. ALEXION PHARMACEUTICALS	05/18/2011	09/29/2011	320.00	241.00	79.00
5. ANHEUSER BUSCH INBEV SA SPONSORED ADR	05/18/2011	09/29/2011	269.00	300.00	-31.00
5. APACHE CORP	05/18/2011	09/29/2011	416.00	610.00	-194.00
10. ONEX CORP COM	05/18/2011	09/29/2011	316.00	387.00	-71.00
5. NOVOZYMES A/S B SHS COM	05/18/2011	09/29/2011	741.00	851.00	-110.00 *
5. LAS VEGAS SANDS CORP	05/18/2011	09/29/2011	204.00	208.00	-4.00
5. BAYER MOTOREN WERK AG G #5756029	05/18/2011	09/29/2011	356.00	435.00	-79.00
5. MCDONALDS CORP	08/09/2011	09/29/2011	445.00	424.00	21.00
5. ROLLS-ROYCE PLC SPONSOR	05/18/2011	09/29/2011	238.00	260.00	-22.00
5. WILEY JOHN & SONS INC C	05/18/2011	09/29/2011	224.00	256.00	-32.00 *
712.53 FEDERAL HOME LN MTG #G13516	09/08/2011	09/30/2011	713.00	797.00	-84.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

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Employer identification number

30-6268353

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 315.79 FEDERAL HOME LN MTG #J16680	09/19/2011	09/30/2011	316.00	327.00	-11.00
846.44 FEDERAL HOME LN MTG #E02804	06/13/2011	09/30/2011	846.00	851.00	-5.00
490.9 FEDERAL HOME LN MTG #G80312	06/24/2011	09/30/2011	491.00	584.00	-93.00
1797.47 FEDERAL NATL MTG A #AH0973	06/09/2011	09/30/2011	1,797.00	1,882.00	-85.00
1636.06 FEDERAL NATL MTG A #AL0471	07/06/2011	09/30/2011	1,636.00	1,780.00	-144.00
2108.85 FEDERAL NATL MTG A #AD9750	06/08/2011	09/30/2011	2,109.00	2,171.00	-62.00
5. CME GROUP INC COM	05/18/2011	10/03/2011	1,222.00	1,478.00	-256.00
5. MASTERCARD INC CL A COM	05/18/2011	10/03/2011	1,568.00	1,405.00	163.00
65. APACHE CORP	05/18/2011	10/04/2011	4,888.00	7,936.00	-3,048.00
2555. GEELY AUTOMOBILE HOL COM	07/06/2011	10/04/2011	493.00	1,081.00	-588.00
4492. GEELY AUTOMOBILE HOL COM	05/19/2011	10/04/2011	867.00	1,874.00	-1,007.00
7433. GEELY AUTOMOBILE HOL COM	05/19/2011	10/06/2011	1,453.00	3,102.00	-1,649.00
10. NOVO-NORDISK A S ADR	05/18/2011	10/07/2011	961.00	1,227.00	-266.00
118. OCCIDENTAL PETE CORP	05/10/2011	10/14/2011	9,944.00	12,644.00	-2,700.00
550. RAYTHEON CO COM	05/10/2011	10/14/2011	23,457.00	27,235.00	-3,778.00
169. YUM BRANDS INC COM	05/10/2011	10/14/2011	8,752.00	9,296.00	-544.00
56. ST JOE CO	05/18/2011	10/28/2011	862.00	1,350.00	-488.00
531.02 FEDERAL HOME LN MTG #G13516	09/08/2011	10/31/2011	531.00	594.00	-63.00
497.06 FEDERAL HOME LN MTG #J16680	09/19/2011	10/31/2011	497.00	515.00	-18.00
996.31 FEDERAL HOME LN MTG #E02804	06/13/2011	10/31/2011	996.00	1,002.00	-6.00
623.29 FEDERAL HOME LN MTG #G80312	06/24/2011	10/31/2011	623.00	742.00	-119.00
1216.5 FEDERAL NATL MTG AS #AH0973	06/09/2011	10/31/2011	1,217.00	1,274.00	-57.00
1684.96 FEDERAL NATL MTG A #AL0471	07/06/2011	10/31/2011	1,685.00	1,833.00	-148.00
2377.08 FEDERAL NATL MTG A #AD9750	06/08/2011	10/31/2011	2,377.00	2,447.00	-70.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1
(Form 1041)**

Department of the Treasury
Internal Revenue Service

**Continuation Sheet for Schedule D
(Form 1041)**

▶ See instructions for Schedule D (Form 1041).
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OMB No 1545-0092

2011

Name of estate or trust

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Employer identification number

30-6268353

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 78. ST JOE CO	05/18/2011	10/31/2011	1,136.00	1,880.00	-744.00
76. ST JOE CO	05/18/2011	11/01/2011	1,045.00	1,832.00	-787.00
1392. CMS ENERGY CORP COM	05/10/2011	11/15/2011	29,113.00	28,320.00	793.00
603. CMS ENERGY CORP COM	05/10/2011	11/16/2011	12,482.00	12,268.00	214.00
634.67 FEDERAL HOME LN MTG #G13516	09/08/2011	11/30/2011	635.00	710.00	-75.00
723.89 FEDERAL HOME LN MTG #J16680	09/19/2011	11/30/2011	724.00	750.00	-26.00
636.44 FEDERAL HOME LN MTG #E02804	06/13/2011	11/30/2011	636.00	640.00	-4.00
536.97 FEDERAL HOME LN MTG #G80312	06/24/2011	11/30/2011	537.00	639.00	-102.00
1071.82 FEDERAL NATL MTG A #AH0973	06/09/2011	11/30/2011	1,072.00	1,122.00	-50.00
1542.79 FEDERAL NATL MTG A #AL0471	07/06/2011	11/30/2011	1,543.00	1,679.00	-136.00
1181.07 FEDERAL NATL MTG A #AD9750	06/08/2011	11/30/2011	1,181.00	1,216.00	-35.00
60000. FEDERAL NATL MTG AS 12/8/11 @100	06/02/2011	12/08/2011	60,000.00	60,000.00	
15. ALEXION PHARMACEUTICAL	05/18/2011	12/09/2011	978.00	724.00	254.00
5. CME GROUP INC COM	05/18/2011	12/09/2011	1,247.00	1,478.00	-231.00
5. CME GROUP INC COM	05/18/2011	12/14/2011	1,195.00	1,478.00	-283.00
10. ROLLS-ROYCE PLC SPONSO	05/18/2011	12/15/2011	553.00	520.00	33.00
60000. FEDERAL NATL MTG AS 12/16/11 @100	06/08/2011	12/16/2011	60,000.00	59,925.00	75.00
5. CME GROUP INC COM	05/18/2011	12/21/2011	1,204.00	1,478.00	-274.00
1072.85 FEDERAL HOME LN MT #G13516	09/08/2011	12/31/2011	1,073.00	1,200.00	-127.00
1067.04 FEDERAL HOME LN MT #J16680	09/19/2011	12/31/2011	1,067.00	1,105.00	-38.00
781.89 FEDERAL HOME LN MTG #E02804	06/13/2011	12/31/2011	782.00	786.00	-4.00
543.3 FEDERAL HOME LN MTG #G80312	06/24/2011	12/31/2011	543.00	647.00	-104.00
1461.48 FEDERAL NATL MTG A #AH0973	06/09/2011	12/31/2011	1,461.00	1,530.00	-69.00
1548.56 FEDERAL NATL MTG A #AL0471	07/06/2011	12/31/2011	1,549.00	1,685.00	-136.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

Department of the Treasury
Internal Revenue Service

▶ **See instructions for Schedule D (Form 1041).**
▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

OMB No. 1545-0092

2011

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30-6268353

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1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-63,573.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

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* INDICATES WASH SALE

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

WALTER J & HOLLY O THOMSON CHARITABLE

30-6268353

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 200000. CALIFORNIA STATE R	02/01/2010	02/04/2011	174,118.00	181,598.00	-7,480.00
1300000. CALIFORNIA ST VAR BDS-OID	02/01/2010	02/04/2011	1,141,777.00	1,192,126.00	-50,349.00
500000. CALIFORNIA ST VARI GO BDS	02/01/2010	02/04/2011	437,780.00	453,845.00	-16,065.00
145000. CALIFORNIA ST G.O.	02/01/2010	02/04/2011	136,968.00	142,190.00	-5,222.00
195000. CALIFORNIA ST G.O.	02/01/2010	02/04/2011	180,430.00	195,519.00	-15,089.00
235000. CALIFORNIA ST DEPT HOME PUR REV SER B	02/01/2010	02/04/2011	221,988.00	226,512.00	-4,524.00
100000. CALIFORNIA ST PUB VARIOUS LEASE REV BDS-OID	02/01/2010	02/04/2011	76,455.00	82,549.00	-6,094.00
500. NESTLE S A SPONSORED	02/01/2010	02/11/2011	26,657.00	23,950.00	2,707.00
300000. CALIFORNIA ST G.O.	02/01/2010	02/15/2011	303,942.00	304,114.00	-172.00
600000. CALIFORNIA ST PUB VARIOUS LEASE REV BDS-OID	02/01/2010	02/15/2011	480,156.00	495,294.00	-15,138.00
495000. CALIFORNIA ST VAR BDS-OID	02/01/2010	02/28/2011	466,201.00	454,977.00	11,224.00
190000. CALIFORNIA ST G.O.	02/01/2010	03/01/2011	190,000.00	190,000.00	
730000. CALIFORNIA ST G.O.	02/01/2010	03/07/2011	751,404.00	751,248.00	156.00
250000. CALIFORNIA ST G.O.	02/01/2010	03/14/2011	242,683.00	247,918.00	-5,235.00
150000. CALIFORNIA ST G.O.	02/01/2010	03/14/2011	146,580.00	147,607.00	-1,027.00
145000. CALIFORNIA ST G.O.	02/01/2010	03/14/2011	142,115.00	145,069.00	-2,954.00
500. CBS CORP CL B COM	02/01/2010	03/15/2011	11,704.00	6,530.00	5,174.00
500000. CALIFORNIA ST G.O.	02/01/2010	03/15/2011	496,100.00	496,049.00	51.00
4000. CISCO SYS INC	02/01/2010	03/15/2011	69,424.00	90,640.00	-21,216.00
2076. KRAFT FOODS INC CL A	02/01/2010	03/15/2011	64,580.00	57,879.00	6,701.00
3000. ELI LILLY & CO	02/01/2010	03/15/2011	102,283.00	105,810.00	-3,527.00
707. MONSANTO CO NEW COM	02/01/2010	03/15/2011	47,249.00	54,262.00	-7,013.00
2000. NOKIA CORP SPONSORED	02/01/2010	03/15/2011	16,060.00	27,970.00	-11,910.00
334. TIME WARNER CABLE INC	02/01/2010	03/15/2011	22,576.00	14,648.00	7,928.00
250000. CALIFORNIA ST G.O.	02/01/2010	03/18/2011	249,378.00	248,025.00	1,353.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

WALTER J & HOLLY O THOMSON CHARITABLE

30-6268353

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 400000. CALIFORNIA ST G.O.	02/01/2010	04/13/2011	396,120.00	396,668.00	-548.00
200000. CALIFORNIA ST G.O.	02/01/2010	04/28/2011	199,688.00	198,429.00	1,259.00
250000. LOS ANGELES CALIF POWER SYS REV BDS	02/01/2010	04/28/2011	274,593.00	261,114.00	13,479.00
779. AT&T INC	02/01/2010	05/09/2011	24,339.00	19,861.00	4,478.00
1000. CONSOLIDATED EDISON	02/01/2010	05/09/2011	52,957.00	43,645.00	9,312.00
1000. DUKE ENERGY CORP NEW	02/01/2010	05/09/2011	18,796.00	16,530.00	2,266.00
2000. LINCOLN NATL CORP IN	02/01/2010	05/09/2011	59,909.00	49,980.00	9,929.00
500. LOCKHEED MARTIN CORP	02/01/2010	05/09/2011	40,166.00	37,405.00	2,761.00
1000. MERCK & CO INC NEW C	02/01/2010	05/09/2011	36,484.00	38,350.00	-1,866.00
500. SPECTRA ENERGY CORP C	02/01/2010	05/09/2011	14,172.00	10,770.00	3,402.00
500. VIACOM INC CL B COM	02/01/2010	05/09/2011	25,582.00	14,713.00	10,869.00
1240. ABBOTT LABS	02/01/2010	05/10/2011	65,241.00	66,197.00	-956.00
1435. COCA COLA CO	02/01/2010	05/10/2011	96,357.00	77,892.00	18,465.00
1055. EXXON MOBIL CORPORAT	02/01/2010	05/10/2011	87,716.00	69,503.00	18,213.00
3755. GENERAL ELECTRIC CO	02/01/2010	05/10/2011	76,036.00	60,906.00	15,130.00
710. INTERNATIONAL BUSINES	02/01/2010	05/10/2011	120,521.00	87,944.00	32,577.00
430. JOHNSON & JOHNSON	02/01/2010	05/10/2011	28,081.00	27,096.00	985.00
4715. MICROSOFT CORP	02/01/2010	05/10/2011	119,948.00	132,963.00	-13,015.00
1250. NESTLE S A SPONSORED	02/01/2010	05/10/2011	76,492.00	59,875.00	16,617.00
2155. PHILIP MORRIS INTL I	02/01/2010	05/10/2011	147,126.00	98,979.00	48,147.00
465. SCHLUMBERGER LTD	02/01/2010	05/10/2011	39,225.00	30,023.00	9,202.00
530. TEXAS INSTRS INC	02/01/2010	05/10/2011	18,710.00	12,095.00	6,615.00
500000. ARCADIA CALIF UNI SCHOOL BDS	02/01/2010	06/02/2011	558,820.00	527,401.00	31,419.00
200000. CALIFORNIA ST G.O.	02/01/2010	06/02/2011	199,750.00	198,437.00	1,313.00
100000. CALIFORNIA ST G.O.	02/01/2010	06/02/2011	102,924.00	102,900.00	24.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

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Employer identification number

30-6268353

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

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6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	148,609.00
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Schedule D-1 (Form 1041) 2011

WALTER J & HOLLY O THOMSON CHARITABLE FOUNDATION

30-6268353

Balance Sheet

12/31/2011

<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Fed Tax Cost</u>	<u>Market Value</u>
002824100	ABBOTT LABS	760.000	40,572.60	42,734.80
0075W0817	CAMBIAR SMALL CAP FUND	23,744.991	452,500.00	397,491.15
009158106	AIR PRODS & CHEMS INC	430.000	40,644.76	36,631.70
015351109	ALEXION PHARMACEUTICALS INC	145.000	6,995.56	10,367.50
01741R102	ALLEGHENY TECHNOLOGIES INC	190.000	10,962.86	9,082.00
02765UCS1	AMERICAN MUN PWR OHIO INC REV	35,000.000	36,015.00	36,215.90
030420103	AMERICAN WTR WKS CO INC	1,114.000	34,008.64	35,492.04
03524A108	ANHEUSER BUSCH INBEV SA/NV	150.000	9,006.75	9,148.50
040484EA1	ARIZONA BRD REGENTS UNIV ARIZ	50,000.000	53,137.00	54,948.00
053015103	AUTOMATIC DATA PROCESSING INC	711.000	38,475.76	38,401.11
05565QBH0	BP CAPITAL MARKETS PLC	50,000.000	52,962.50	53,390.50
071813109	BAXTER INTL INC	708.000	41,556.84	35,031.84
075887109	BECTON DICKINSON & CO	424.000	31,382.83	31,681.28
084670BC1	BERKSHIRE HATHAWAY INC DEL	60,000.000	59,653.80	62,343.00
084670702	BERKSHIRE HATHAWAY INC DEL	110.000	8,625.04	8,393.00
09247X101	BLACKROCK INC	177.000	34,507.65	31,548.48
097751200	BOMBARDIER INC	2,375.000	16,419.30	9,386.00
099724106	BORG WARNER INC	125.000	8,815.63	7,967.50
12572Q105	CME GROUP INC	20.000	5,797.55	4,873.40
166764100	CHEVRON CORP	2,000.000	145,880.00	212,800.00
167560PP0	CHICAGO ILL MET WTR RECLAMATIO	50,000.000	50,000.00	50,374.50
171232101	CHUBB CORP	720.000	47,233.66	49,838.40
17275R102	CISCO SYS INC	2,650.000	47,242.88	47,912.00
172967EY3	CITIGROUP INC	50,000.000	55,884.50	52,476.00
191216100	COCA COLA CO	565.000	30,668.20	39,533.05
191216100	COCA COLA CO	125.000	8,505.63	8,746.25
197199409	COLUMBIA ACORN FUND	5,838.223	185,000.00	160,901.43
19765H362	COLUMBIA SHORT TERM BOND FUND	40,567.951	400,000.00	400,000.00
19765P406	COLUMBIA CONTRARIAN CORE FUND	28,801.267	425,000.00	396,881.46
19765P596	COLUMBIA SMALL CAP GROWTH I FUND	12,677.252	425,500.00	344,060.62
19765Y688	COLUMBIA SELECT LARGE CAP GROWTH	120,102.947	1,625,000.00	1,443,637.42
20030N101	COMCAST CORP	1,500.000	23,970.00	35,565.00
20281PCV2	COMMONWEALTH FING AUTH PA REV	50,000.000	52,613.50	52,084.50
215183GT5	COOK CNTY ILL SCH DIST NO 153	40,000.000	40,000.00	40,365.60
229899109	CULLEN / FROST BANKERS INC	515.000	30,275.41	27,248.65
235036QX1	DALLAS FORT WORTH TEX INTL ARP	50,000.000	50,000.00	50,375.50
245914817	DELAWARE EMERGING MKTS FUND	37,215.882	608,000.00	464,082.05
25179M103	DEVON ENERGY CORP NEW	750.000	51,551.25	46,500.00
25271C102	DIAMOND OFFSHORE DRILLING INC	465.000	33,193.38	25,695.90
263534109	DU PONT E I DE NEMOURS & CO	2,000.000	66,610.00	91,560.00
2659518#3	ONEX CORP	325.000	12,574.59	10,760.75
268648102	EMC CORP	1,000.000	16,830.00	21,540.00
277923751	EATON VANCE STRUCTURED EMERGING	42,229.676	662,000.00	535,894.59
291011104	EMERSON ELEC CO	675.000	32,311.23	31,448.25
30231G102	EXXON MOBIL CORP	945.000	62,256.60	80,098.20
30231G102	EXXON MOBIL CORP	125.000	10,105.63	10,595.00
3128MCDV4	FEDERAL HOME LN MTG CORP	34,877.779	39,008.62	38,320.91
3128PWM54	FEDERAL HOME LN MTG CORP	58,463.260	60,564.29	60,468.55
31294MDH1	FEDERAL HOME LN MTG CORP	53,582.732	53,867.39	55,370.25

WALTER J & HOLLY O THOMSON CHARITABLE FOUNDATION

30-6268353

Balance Sheet

12/31/2011

Cusip	Asset	Units	Fed Tax Cost	Market Value
31331K2S8	FEDERAL FARM CR BKS	50,000 000	50,047 00	50,046.50
31335PKZ7	FEDERAL HOME LN MTG CORP	41,049.490	48,848 89	46,066.15
3135G0EE9	FEDERAL NATL MTG ASSN	50,000.000	50,000.00	50,000.00
3136FTUH0	FEDERAL NATL MTG ASSN	50,000 000	50,000.00	50,180.50
3138A2CK3	FEDERAL NATL MTG ASSN	50,388 090	52,750.03	53,157 92
3138EGQZ0	FEDERAL NATL MTG ASSN	45,015.074	48,982 02	48,940 84
31418XZQ4	FEDERAL NATL MTG ASSN	50,270.849	51,747.55	52,616.99
34160WUD4	FLORIDA ST DEPT ENVIRONMENTAL	35,000.000	37,147 95	39,066 30
355748PT5	FREDERICK MD	50,000 000	55,850.00	57,341.00
35671D857	FREEPORT-MCMORAN COPPER & GOLD	850 000	43,782.23	31,271.50
358266BV5	FRESNO CNTY CALIF PENSION OBLI	40,000.000	39,424.00	40,512.40
369550108	GENERAL DYNAMICS CORP	595 000	44,325 48	39,513.95
36962G3U6	GENERAL ELEC CAP CORP	50,000 000	55,542.50	56,000 00
36966RXA9	GENERAL ELEC CAP CORP	300,000.000	273,752 70	293,994 00
38141EA74	GOLDMAN SACHS GROUP INC	50,000 000	51,240.00	48,985 00
38259P508	GOOGLE INC	10.000	5,384.31	6,459 00
411511306	HARBOR INTERNATIONAL FUND	7,995.492	499,684.90	419,363 56
437076102	HOME DEPOT INC	3,000 000	84,540.00	126,120.00
438516AX4	HONEYWELL INTL INC	50,000 000	57,038.00	58,965.00
438516106	HONEYWELL INTL INC	685.000	42,171.89	37,229.75
452152HS3	ILLINOIS ST	50,000 000	51,983 00	52,741.00
456560TL5	INDUSTRY CALIF	500,000.000	515,751.95	514,295.00
458140100	INTEL CORP	10,000.000	195,950 00	242,500.00
459200101	INTERNATIONAL BUSINESS MACHS	236 000	29,232 14	43,395.68
46625HAT7	J P MORGAN CHASE & CO	50,000 000	53,426 00	51,867.00
46625H100	J P MORGAN CHASE & CO	4,000 000	157,760.00	133,000.00
47103C795	JANUS ENTERPRISE FUND	5,117.166	323,000 00	298,228 43
47803W406	JOHN HANCOCK FDS III DISCIPLINED	30,439 893	367,000.00	343,666.39
478160104	JOHNSON & JOHNSON	570.000	35,918.55	37,380.60
491189FH4	KENTUCKY ASSET / LIABILITY COM	50,000.000	52,997 00	53,281 00
50075N104	KRAFT FOODS INC	1,125 000	38,401.88	42,030.00
516228PL1	LANSE CREUSE MICH PUB SCHS	40,000 000	43,430 00	44,516.00
517834107	LAS VEGAS SANDS CORP	335.000	13,883.33	14,314.55
527288104	LEUCADIA NATL CORP	350.000	11,747 81	7,959.00
544712N24	LOS ANGELES CNTY CALIF MET TRA	500,000 000	522,315 17	527,375.00
5756029#6	BAYER MOTOREN WERK	110.000	9,493.42	7,391.15
57636Q104	MASTERCARD INC	30.000	8,432 25	11,184 60
580135101	MCDONALDS CORP	95 000	7,758.94	9,531.35
5946145U9	MICHIGAN ST BLDG AUTH REV	50,000.000	50,000 00	51,198.50
594918104	MICROSOFT CORP	1,285.000	36,237.00	33,358.60
610763PK4	MONROE CNTY N Y WTR AUTH WTR R	50,000 000	52,625 00	56,699 00
61166W101	MONSANTO CO	170.000	10,834.23	11,911.90
61747YCJ2	MORGAN STANLEY	50,000.000	51,903 50	46,304.00
6190273#0	CHEUNG KONG(HLDGS)	585 000	8,820.41	6,959 80
6286257@8	LI & FUNG LTD	3,290.000	6,560 56	6,091.47
6332439#9	FAST RETAILING CO LTD	85 000	12,771.11	15,466.60
6356934#8	FANUC CORP	65.000	10,387.94	9,951.91
637432DC6	NATL RURAL UTLY DTD 2/25/2004	50,000.000	54,597 00	53,946 00
63968AQF5	NEBRASKA PUB PWR DIST REV	50,000.000	53,717.00	53,525.00

WALTER J & HOLLY O THOMSON CHARITABLE FOUNDATION

30-6268353

Balance Sheet

12/31/2011

<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Fed Tax Cost</u>	<u>Market Value</u>
641069406	NESTLE S A	750.000	35,925.00	43,311.00
645918XJ7	NEW JERSEY ECONOMIC DEV AUTH R	50,000.000	51,305.00	51,720.00
6472960#0	JARDINE STRATEGIC HLDGS LTD	510.000	14,856.99	14,111.70
6640682#9	NIDEC CORP	120.000	11,094.23	10,434.10
66987V109	NOVARTIS A G	810.000	48,580.97	46,307.70
670100205	NOVO-NORDISK A S	110.000	13,497.55	12,678.60
6730936#2	SHINSEI BK LTD	6,890.000	7,959.50	7,164.02
674599105	OCCIDENTAL PETE CORP DEL	682.000	73,075.41	63,903.40
686053GN3	OREGON SCH BRDS ASSN	60,000.000	64,635.00	64,136.40
6916781#3	UTD O/S BANK	460.000	7,946.85	5,417.19
693304AN7	PECO ENERGY CO	49,000.000	54,480.16	54,087.67
693390700	PIMCO TOTAL RETURN FUND	126,773.368	1,400,000.00	1,378,026.51
693475105	PNC FINL SVCS GROUP INC	596.000	36,920.31	34,371.32
695114BY3	PACIFICORP DTD 8/24/04 4.95% DUE	50,000.000	55,415.00	54,591.00
696667N34	PALM SPRINGS CALIF UNI SCH DIS	250,000.000	268,746.78	262,845.00
713448108	PEPSICO INC	647.000	42,034.99	42,928.45
717081103	PFIZER INC	5,970.000	112,504.65	129,190.80
718172109	PHILIP MORRIS INTL INC	699.000	32,105.07	54,857.52
71884AUU1	PHOENIX ARIZ CIVIC IMPT CORP E	40,000.000	40,345.60	40,847.20
722005626	PIMCO ALL ASSET FUND	21,385.800	250,000.00	246,792.13
722005667	PIMCO COMMODITY REALRETURN	53,231.387	500,000.00	348,133.27
72201P100	PIMCO GLOBAL MULTI-ASSET FUND	21,364.918	250,000.00	229,672.87
735000JN2	PORT OAKLAND CALIF REV	500,000.000	524,494.07	529,560.00
742718DV8	PROCTER & GAMBLE CO	60,000.000	59,517.60	60,703.80
742718109	PROCTER & GAMBLE CO	590.000	38,721.23	39,358.90
747525103	QUALCOMM INC	2,000.000	78,650.00	109,400.00
75886F107	REGENERON PHARMACEUTICALS	165.000	8,889.37	9,145.95
760759100	REPUBLIC SVCS INC	270.000	8,738.55	7,438.50
760759100	REPUBLIC SVCS INC	1,359.000	43,521.16	37,440.45
767201AM8	RIO TINTO FIN USA LTD	50,000.000	50,321.00	51,004.50
773903109	ROCKWELL AUTOMATION INC	65.000	4,932.31	4,769.05
775781206	ROLLS-ROYCE HLDGS PLC	180.000	9,354.60	10,441.26
798306LH7	SAN JUAN CALIF UNI SCH DIST	300,000.000	322,454.69	327,885.00
806857108	SCHLUMBERGER LTD	535.000	34,542.27	36,545.85
81724Q107	SENOYX INC	775.000	4,655.75	2,697.00
832696405	SMUCKER J M CO	520.000	39,143.62	40,648.40
84247PBB6	SOUTHERN CALIF PUB PWR AUTH RE	500,000.000	513,122.98	512,520.00
854502101	STANLEY BLACK & DECKER INC	655.000	49,232.23	44,278.00
872540109	TJX COS INC NEW	635.000	33,760.99	40,989.25
87612E106	TARGET CORP	655.000	33,410.43	33,549.10
882508104	TEXAS INSTRS INC	1,470.000	33,545.40	42,791.70
882722J28	TEXAS ST	50,000.000	52,725.50	53,073.00
883556BA9	THERMO FISHER SCIENTIFIC INC	50,000.000	50,497.00	50,973.50
885215566	THORNBURG INTL VALUE FUND	19,292.459	569,059.19	474,208.64
88579Y101	3M CO	450.000	43,073.24	36,778.50
887317303	TIME WARNER INC	1,333.000	37,117.39	48,174.62
911312106	UNITED PARCEL SVC INC	505.000	34,904.79	36,960.95
913017109	UNITED TECHNOLOGIES CORP	2,000.000	135,170.00	146,180.00
91754RPZ4	UTAH ST BRD REGENTS REV	35,000.000	37,823.10	39,761.75

WALTER J & HOLLY O THOMSON CHARITABLE FOUNDATION

30-6268353

Balance Sheet

12/31/2011

Cusip	Asset	Units	Fed Tax Cost	Market Value
92343VAV6	VERIZON COMMUNICATIONS INC	50,000.000	58,443.50	60,925.50
94974BEU0	WELLS FARGO & CO	50,000.000	52,826.50	52,342.00
949746101	WELLS FARGO & CO	1,257.000	35,325.47	34,642.92
962166104	WEYERHAEUSER CO	1,790.000	40,265.69	33,419.30
968223206	WILEY JOHN & SONS INC	170.000	8,620.48	7,548.00
988498101	YUM BRANDS INC	726.000	39,935.95	42,841.26
B00HLY1#0	HUABAO INTERNATIONAL HOLDINGS LT	7,770.000	10,787.21	3,971.71
B01CLC3#6	NOBLE GROUP LTD	9,165.000	15,206.57	7,987.02
B04TZX0#8	COLOPLAST A/S - B	50.000	6,949.31	7,213.53
B05Q3L4#0	OLAM INTL LTD	4,295.000	9,553.93	7,055.35
B06S4F0#1	RHJ INTL	880.000	6,630.30	4,009.72
B4QL6N9#8	CHINA HIGH PRECISION AUTOMATION	8,855.000	6,800.59	3,061.26
B798FW0#8	NOVOZYMES A/S	325.000	10,866.77	10,064.45
G1151C101	ACCENTURE PLC	490.000	27,647.27	26,082.70
G3075P101	ENSTAR GROUP LTD	95.000	9,651.26	9,329.00
H84989104	TE CONNECTIVITY LTD	1,280.000	48,672.00	39,436.80
9O2092898	OIL GAS OR OTHER MINERALS	1.000	1.00	111,310.00
996808184	617 S. SPRING ST.	100.000	1,250,000.00	1,250,000.00
996818084	618 S BROADWAY	100.000	1,500,000.00	1,500,000.00
996821815	602 DOG WOOD ROAD	200.000	1,276,760.00	1,276,760.00
996821823	BIXBY-WIGGINS RANCH	100.000	2,395,120.00	2,395,120.00
996821831	1151 AUSTIN ROAD	100.000	1,240,770.00	1,240,770.00
996821849	610 W WAHL ROAD	100.000	825,410.00	825,410.00
996922449	1670 MAIN STREET	100.000	4,910,000.00	4,910,000.00
			13,398,060.00	13,398,060.00
	Less. Accumulated Depreciation		(115,047.00)	
			13,283,013.00	
	Cash/Cash Equivalents		1,481,380.08	1,481,380.08
			<u>32,138,265.87</u>	<u>31,549,648.54</u>