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

**2011**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

|   |   |  |
|---|---|--|
| Name of foundation<br><b>Billie and Gillis Thomas Family Foundation</b>   |   | A Employer identification number<br><b>75-272-1588</b>   |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>8333 Douglas</b>   | Room/suite<br><b>1414</b>   | B Telephone number (see instructions)<br><b>214-750-1200</b>   |
| City or town, state, and ZIP code<br><b>Dallas TX 75225</b>   |   | C If exemption application is pending, check here <input type="checkbox"/>   |
| G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |   | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation   |   | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$10,657,728.47</b>   | J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br><i>(Part I, column (d) must be on cash basis)</i> | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>   |

| <b>Part I Analysis of Revenue and Expenses</b> (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) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| <b>Revenue</b>  | 1 Contributions, gifts, grants, etc., received (attach schedule)                    |                                    |                           |                         |   |
|   | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B |                                    |                           |                         |   |
|   | 3 Interest on savings and temporary cash investments                                | 80,427.11                          | 80,427.11                 | 80,427.11               |   |
|   | 4 Dividends and interest from securities  | 265,185.32                         | 265,185.32                | 265,185.32              |   |
|   | 5a Gross rents  |                                    |                           |                         |   |
|   | b Net rental income or (loss)   |                                    |                           |                         |   |
|   | 6a Net gain or (loss) from sale of assets not on line 10                            | 215,226.93                         |                           |                         |   |
|   | b Gross sales price for all assets on line 6a <b>Sch K-1</b>                        |                                    |                           |                         |   |
|   | 7 Capital gain net income (from Part IV, line 2)                                    |                                    | 215,226.93                |                         |   |
|   | 8 Net short-term capital gain   |                                    |                           | 0                       |   |
|   | 9 Income modifications  |                                    |                           |                         |   |
|   | 10a Gross sales less returns and allowances   |                                    |                           |                         |   |
| b Less: Cost of goods sold  |   |                                    |                           |                         |   |
| c Gross profit or (loss) (attach schedule)  |   |                                    |                           |                         |   |
| 11 Other income (attach schedule)   | 58.95   | 58.95                              | 58.95                     |                         |   |
| 12 <b>Total.</b> Add lines 1 through 11   | 560,898.31  | 560,898.31                         | 345,671.38                |                         |   |
| <b>Operating and Administrative Expenses</b>  | 13 Compensation of officers, directors, trustees, etc.                              |                                    |                           |                         |   |
|   | 14 Other employee salaries and wages  |                                    |                           |                         |   |
|   | 15 Pension plans, employee benefits   |                                    |                           |                         |   |
|   | 16a Legal fees (attach schedule)  | 1,885.00                           | 942.50                    | 942.50                  | 942.50  |
|   | b Accounting fees (attach schedule)   |                                    |                           |                         |   |
|   | c Other professional fees (attach schedule)   | 52,541.84                          | 52,541.84                 | 52,541.84               | 0   |
|   | 17 Taxes (attach schedule) (see instructions) <b>FOREIGN</b>                        | 3,713.00                           | 3,713.00                  | 3,713.00                | 0   |
|   | 18 Depreciation (attach schedule) and depletion                                     |                                    |                           |                         |   |
|   | 19 Occupancy  |                                    |                           |                         |   |
|   | 20 Travel, conferences, and meetings  |                                    |                           |                         |   |
|   | 21 Printing and publications  | 70.00                              | 0                         | 0                       | 70.00   |
| 22 Other expenses (attach schedule) <b>ROUNDING</b>   | .07   | .07                                | .07                       | .07                     |   |
| 23 <b>Total operating and administrative expenses.</b> Add lines 13 through 23  | 58,209.91   | 57,197.41                          | 57,197.41                 | 1,012.57                |   |
| 24 Contributions, gifts, grants paid  | 407,973.46  |                                    |                           | 407,973.46              |   |
| 25 <b>Total expenses and disbursements.</b> Add lines 24 and 25   | 466,183.37  | 57,197.41                          | 57,197.41                 | 408,986.03              |   |
| 26 Subtract line 26 from line 12:   |   |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements   | 94,714.94   |                                    |                           |                         |   |
| b Net investment income (if negative, enter -0-)  |   | 503,700.90                         |                           |                         |   |
| c <b>Adjusted net income</b> (if negative, enter -0-)   |   |                                    | 288,473.97                |                         |   |

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| <b>Part II Balance Sheets</b>      |  | 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 |               |
| <b>Assets</b>                      | 1  | Cash—non-interest-bearing . . . . .   | 637,574.99     | 217,415.24            | 217,415.24    |
|                                    | 2  | Savings and temporary cash investments . . . . .  |                |                       |               |
|                                    | 3  | Accounts receivable ▶ <b>Dividends</b>  |                |                       |               |
|                                    |  | Less: allowance for doubtful accounts ▶   | 3,723.75       | 5,402.13              | 5,402.13      |
|                                    | 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 . . . . .   |                |                       |               |
|                                    | 10a  | Investments—U.S. and state government obligations (attach schedule)   |                |                       |               |
|                                    | b  | Investments—corporate stock (attach schedule) . . . . .   | 10,781,860.00  | 11,305,096.30         | 10,434,911.10 |
|                                    | c  | Investments—corporate bonds (attach schedule) . . . . .   |                |                       |               |
|                                    | 11   | Investments—land, buildings, and equipment basis ▶  |                |                       |               |
|                                    | Less: accumulated depreciation (attach schedule) ▶   |   |                |                       |               |
| 12                                 | Investments—mortgage loans . . . . .   |   |                |                       |               |
| 13                                 | Investments—other (attach schedule) . . . . .  |   |                |                       |               |
| 14                                 | Land, buildings, and equipment: basis ▶  |   |                |                       |               |
|                                    | Less: accumulated depreciation (attach schedule) ▶   |   |                |                       |               |
| 15                                 | Other assets (describe ▶ )   |   |                |                       |               |
| 16                                 | <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)                                 | 11,423,158.74   | 11,527,913.67  | 10,657,728.47         |               |
| <b>Liabilities</b>                 | 17   | Accounts payable and accrued expenses . . . . .   |                |                       |               |
|                                    | 18   | Grants payable . . . . .  |                |                       |               |
|                                    | 19   | Deferred revenue . . . . .  |                |                       |               |
|                                    | 20   | Loans from officers, directors, trustees, and other disqualified persons  |                |                       |               |
|                                    | 21   | Mortgages and other notes payable (attach schedule) . . . . .   |                |                       |               |
|                                    | 22   | Other liabilities (describe ▶ )   |                |                       |               |
|                                    | 23   | <b>Total liabilities</b> (add lines 17 through 22)  |                |                       |               |
| <b>Net Assets or Fund Balances</b> | <b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/> |   |                |                       |               |
|                                    | 24   | Unrestricted . . . . .  |                |                       |               |
|                                    | 25   | Temporarily restricted . . . . .  |                |                       |               |
|                                    | 26   | Permanently restricted . . . . .  |                |                       |               |
|                                    | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>              |   |                |                       |               |
|                                    | 27   | Capital stock, trust principal, or current funds . . . . .  | 11,423,158.74  | 11,527,913.67         |               |
|                                    | 28   | Paid-in or capital surplus, or land, bldg., and equipment fund  |                |                       |               |
| 29                                 | Retained earnings, accumulated income, endowment, or other funds   |   |                |                       |               |
| 30                                 | <b>Total net assets or fund balances</b> (see instructions)  | 11,423,158.74   | 11,527,913.67  |                       |               |
| 31                                 | <b>Total liabilities and net assets/fund balances</b> (see instructions)   | 11,423,158.74   | 11,527,913.67  |                       |               |

| <b>Part III Analysis of Changes in Net Assets or Fund Balances</b> |  |   |               |
|--|--|---|---------------|
| 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 | 11,423,158.74 |
| 2  | Enter amount from Part I, line 27a   | 2 | 94,714.94     |
| 3  | Other increases not included in line 2 (itemize) ▶ <b>OK CHECK 10,000.00 NONTAX Div 232.83</b>   | 3 | 10,232.83     |
| 4  | Add lines 1, 2, and 3  | 4 | 11,528,106.51 |
| 5  | Decreases not included in line 2 (itemize) ▶ <b>REVERSE PRIOR YR 184.50 Bk ch 8.34</b>   | 5 | 192.84        |
| 6  | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30  | 6 | 11,527,913.67 |

**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<br>P—Purchase<br>D—Donation    | (c) Date acquired<br>(mo., day, yr)          | (d) Date sold<br>(mo., day, yr)  |
|--|--|---|--|--|
| 1a   |  |   |  |  |
| b  |  |   |  |  |
| c  | SCHEDULE ATTACHED  |   |  |  |
| d  |  |   |  |  |
| e  |  |   |  |  |
| (e) Gross sales price  | (f) Depreciation allowed<br>(or allowable)   | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |  |
| a  |  |   |  |  |
| b  |  |   |  |  |
| c  |  |   |  |  |
| d  |  |   |  |  |
| e  |  |   |  |  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                      |  |   |  | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
| (i) FMV as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69   | (k) Excess of col (i)<br>over col (j), if any   |  |  |
| a  |  |   |  |  |
| b  |  |   |  |  |
| c  |  |   |  |  |
| d  |  |   |  |  |
| e  |  |   |  |  |
| 2  | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }  |   |  | 2 215,226.93   |
| 3  | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in<br>Part I, line 8 |   |  | 3 <3503.76>  |

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions   | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |                 |
|--|--|--|---|-----------------|
| 2010   | 414,115.40   | 10,081,251.97                                | .0411   |                 |
| 2009   | 410,673.25   | 8,160,007.23                                 | .0503   |                 |
| 2008   | 312,438.18   | 8,926,492.67                                 | .0350   |                 |
| 2007   | 202,387.36   | 8,896,397.98                                 | .0227   |                 |
| 2006   | 390,028.43   | 7,409,952.47                                 | .0526   |                 |
| 2  | Total of line 1, column (d)  |  |   | 2 .2017         |
| 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 .0403         |
| 4  | Enter the net value of noncharitable-use assets for 2011 from Part X, line 5   |  |   | 4 10,847,921.19 |
| 5  | Multiply line 4 by line 3  |  |   | 5 437,171.22    |
| 6  | Enter 1% of net investment income (1% of Part I, line 27b)   |  |   | 6 5,027.58      |
| 7  | Add lines 5 and 6  |  |   | 7 442,198.80    |
| 8  | Enter qualifying distributions from Part XII, line 4<br>If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions. |  |   | 8 408,986.03    |

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Values include 10,074.09 and 21,675.31.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, tax on political expenditures, and asset requirements. Includes handwritten 'N/A' and checkmarks.

**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 |     | ✓       |
| 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 |     | ✓       |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ▶ NONE   | 13 | ✓   |         |
| 14 | The books are in care of ▶ ROBYN J. CONLON Telephone no. ▶ 214-750-1200<br>Located at ▶ 8333 DOUGLAS SUITE 1414 DALLAS TX ZIP+4 ▶ 75225-5821  |    |     |         |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/><br>and enter the amount of tax-exempt interest received or accrued during the year N/A. ▶ 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | 16 | Yes | No<br>✓ |

**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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No  |     |    |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |    |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |    |
| b   | 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)? <input type="checkbox"/><br>Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>  | 1b  | ✓  |
| 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  | ✓  |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ▶ 20____, 20____, 20____, 20____  |     |    |
| 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.) N/A   | 2b  |    |
| c   | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>▶ 20____, 20____, 20____, 20____  |     |    |
| 3a  | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A | 3b  |    |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?   | 4a  | ✓  |
| 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  | ✓  |

**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  No  
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *N/A*  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

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

**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 |
|---|---|---|---|---------------------------------------|
| ROBYN T. CONLON<br>8333 DOWLING ST. #1414 DALLAS TX | PRESIDENT<br>1  | 0   | 0   | 0                                     |
| BILLIE D. THOMAS<br>SAME                            | VICE PRES.<br>0   | 0   | 0   | 0                                     |
| KEVIN T. CONLON<br>SAME                             | SECRETARY<br>0  | 0   | 0   | 0                                     |
| WALTER T. SHANK<br>SAME                             | TREASURER<br>1  | 0   | 0   | 0                                     |

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

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

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

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."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE' in column (a). Total number of others receiving over \$50,000 for professional services is indicated by a right-pointing arrow.

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

Table with 2 columns: Description of activity, Expenses. Row 1 contains 'NONE' in the description column.

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

Table with 2 columns: Description of investment, Amount. Row 1 contains 'NONE' in the description column. Row 3 is labeled 'All other program-related investments See instructions' and also contains 'NONE'.

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

|          |   |    |               |
|----------|---|----|---------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |    |               |
| <b>a</b> | Average monthly fair market value of securities   | 1a | 10532077.51   |
| <b>b</b> | Average of monthly cash balances  | 1b | 475,638.32    |
| <b>c</b> | Fair market value of all other assets (see instructions)  | 1c | 5,402.13      |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)   | 1d | 11,013,117.96 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e | 0             |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets  | 2  | 0             |
| <b>3</b> | Subtract line 2 from line 1d  | 3  | 11,013,117.96 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)  | 4  | 165,196.77    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 10,847,921.19 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5  | 6  | 542,396.06    |

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

|           |   |    |            |
|-----------|---|----|------------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | 1  | 542,396.06 |
| <b>2a</b> | Tax on investment income for 2011 from Part VI, line 5  | 2a | 10,074.09  |
| <b>b</b>  | Income tax for 2011 (This does not include the tax from Part VI.)   | 2b | 0          |
| <b>c</b>  | Add lines 2a and 2b   | 2c | 10,074.09  |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 532,321.97 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | 4  | 0          |
| <b>5</b>  | Add lines 3 and 4   | 5  | 532,321.97 |
| <b>6</b>  | Deduction from distributable amount (see instructions)  | 6  | 0          |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 532,321.97 |

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

|          |  |    |            |
|----------|--|----|------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:   |    |            |
| <b>a</b> | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26  | 1a | 408,986.03 |
| <b>b</b> | Program-related investments—total from Part IX-B   | 1b | 0          |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  | 2  | 0          |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:   |    |            |
| <b>a</b> | Suitability test (prior IRS approval required)   | 3a | 0          |
| <b>b</b> | Cash distribution test (attach the required schedule)  | 3b | 0          |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | 4  | 408,986.03 |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5  | 0          |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4  | 6  | 408,986.03 |

**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)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7 . . . . .   |               |                            |             | 532,321.97  |
| 2 Undistributed income, if any, as of the end of 2011:   |               |                            |             |             |
| a Enter amount for 2010 only . . . . .   |               |                            | 405,795.90  |             |
| b Total for prior years: 20__ ,20__ ,20__  |               | 0                          |             |             |
| 3 Excess distributions carryover, if any, to 2011:   |               |                            |             |             |
| a From 2006 . . . . .  |               |                            |             |             |
| b From 2007 . . . . .  |               |                            |             |             |
| c From 2008 . . . . .  |               |                            |             |             |
| d From 2009 . . . . .  |               |                            |             |             |
| e From 2010 . . . . .  |               |                            |             |             |
| f <b>Total</b> of lines 3a through e . . . . .   | 0             |                            |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ <u>408,986.03</u>  |               |                            |             |             |
| a Applied to 2010, but not more than line 2a . . . . .   |               |                            | 405,795.90  |             |
| b Applied to undistributed income of prior years (Election required—see instructions) . . . . .  |               | 0                          |             |             |
| c Treated as distributions out of corpus (Election required—see instructions) . . . . .  | 0             |                            |             |             |
| d Applied to 2011 distributable amount . . . . .   |               |                            |             | 3,190.13    |
| e Remaining amount distributed out of corpus . . . . .   | 0             |                            |             |             |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)  | 0             |                            |             | 0           |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |             |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .  | 0             |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .   |               | 0                          |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               | 0                          |             |             |
| d Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .   |               | 0                          |             |             |
| e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .  |               |                            | 0           |             |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .  |               |                            |             | 529,131.84  |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                  | 0             |                            |             |             |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .  | 0             |                            |             |             |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .  | 0             |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2007 . . . . .   |               |                            |             |             |
| b Excess from 2008 . . . . .   |               |                            |             |             |
| c Excess from 2009 . . . . .   |               |                            |             |             |
| d Excess from 2010 . . . . .   |               |                            |             |             |
| e Excess from 2011 . . . . .   |               |                            |             |             |

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. ▶ N/A
- b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see 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 ATTACHED STATEMENT
- b** The form in which applications should be submitted and information and materials they should include.  
SEE ATTACHED STATEMENT
- c** Any submission deadlines:  
SEE ATTACHED STATEMENT
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
SEE ATTACHED STATEMENT

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient<br>Name and address (home or business)           | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount         |
|--|---|--------------------------------|----------------------------------|----------------|
| <p>a Paid during the year</p> <p>SEE ATTACHED SCHEDULE</p> |   |                                |                                  |                |
| <b>Total</b>   |   |                                |                                  | ▶ 3a 407973.46 |
| <p>b Approved for future payment</p> <p>NONE</p>           |   |                                |                                  |                |
| <b>Total</b>   |   |                                |                                  | ▶ 3b           |



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

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

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' in column (b).

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

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

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

Signature of officer or trustee: Walter T. Frank, Date: 8.3.12, Title: Treasurer

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

Paid Preparer Use Only section containing fields for Preparer's name, signature, date, firm's name, address, EIN, and phone number.

**Billie and Gillis Thomas Family Foundation ID #75-2721588**

**Investment - Corporate Stock**

**For the Year Ending December 31, 2011**

| Investments                                       | (b)<br>Book Value      | (c)<br>Fair Market Value |
|---|------------------------|--------------------------|
| Air Products                                      | \$418,993.08           | \$546,493.85             |
| ARES  | \$363,856.85           | \$182,290.38             |
| Boeing Co.  | \$223,462.14           | \$205,183.56             |
| Du Pont   | \$326,673.97           | \$349,072.50             |
| Clough Global Allocation Fund                     | \$585,966.89           | \$340,680.00             |
| General Electric                                  | \$677,764.15           | \$353,006.10             |
| HCP   | \$100,335.69           | \$114,139.65             |
| Home Depot  | \$245,799.63           | \$248,666.60             |
| International Paper                               | \$196,116.20           | \$171,384.00             |
| ISHARE Index                                      | \$591,181.38           | \$441,312.30             |
| Johnson & Johnson                                 | \$303,278.00           | \$314,784.00             |
| Phillip Morris                                    | \$100,282.78           | \$114,580.80             |
| 3M Company  | \$235,419.42           | \$277,384.31             |
| United Parcel Service                             | \$162,403.48           | \$152,235.20             |
| Washington Mutual                                 | \$401,736.36           | \$512.53                 |
| Wal-Mart Stores                                   | \$553,426.84           | \$622,998.00             |
| Westwood Trust AllCap Growth Equity - P.T. Fund   | \$1,092,580.28         | \$1,126,958.00           |
| Westwood Intl. Growth Equity P.T. Fund            | \$484,271.09           | \$435,432.47             |
| Westwood Trust Intl. Value Equity - P.T. Fund     | \$522,986.80           | \$491,264.48             |
| Westwood Trust Midcap Value P.T. Fund             | \$191,341.86           | \$194,667.97             |
| Westwood Trust Real Estate Invest Tr. - P.T. Fund | \$171,820.62           | \$214,270.61             |
| Westwood Trust SMidCap Equity - P.T. Fund         | \$197,164.64           | \$197,469.97             |
| Westwood Trust SmallCap Value Eq. - P.T. Fund     | \$208,215.50           | \$192,355.70             |
| Westwood Trust Core Inv. Grade Bond - P.T. Fund   | \$1,220,939.59         | \$1,291,074.89           |
| Westwood Trust HighYield Bond - P.T. Fund         | \$279,948.99           | \$286,321.08             |
| WHG Income Opportunity Fund                       | \$697,057.31           | \$785,404.78             |
| WHG LargeCap Value Fund                           | \$752,072.76           | \$784,967.37             |
| <b>Investment Part 2, 10b</b>                     | <b>\$11,305,096.30</b> | <b>\$10,434,911.10</b>   |

| 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                                | (c) Date acquired                            | (d) Date sold   |
|  |     |  | P - Purchase                                    | (Mo., day, yr.)                              | (mo., day, yr.) |
| a  | K-1 | Westwood Trusts                            | P   | VAR  | VAR             |
| b  | K-1 | Westwood Trusts                            | P   | VAR  | VAR             |
|  |     |  |   |  |                 |
| (e) Gross sales price  |     | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |                 |
| a  | K-1 |  | K-1   | 218,730.69                                   |                 |
| b  | K-1 |  | K-1   | (3,503.76)                                   |                 |
|  |     |  |   |  |                 |
|  |     |  |   |  |                 |
|  |     |  |   |  |                 |

**Billie and Gillis Thomas Family Foundation**

**ID #75-2721588**

**Part XIII, Undistributed Income**

**An error in the amount of \$5,088.92 was made on the 2010 form 990-PF return in computing the amount to be applied to 2009 undistributed income. To account for this error, undistributed income at the end of 2010 has been increased by \$5,088.92.**

**Billie and Gillis Thomas Family Foundation  
2011**

**ID #75-2721588**

**Part XV**

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

| Part XV Supplementary Information (continued)   |                            |                                |                                  | Page 1 of 2 |
|---|----------------------------|--------------------------------|----------------------------------|-------------|
| 3 Grants and Contributions Paid During the Year of Approved for Future Payment  |                            |                                |                                  |             |
| Recipient   | Relationship of individual | Foundation status of recipient | Purpose of grant or contribution | Amount      |
| a Paid during the year  |                            |                                |                                  |             |
| 1. Fairhill School<br>16150 Preston Rd.<br>Dallas, TX 75248<br>For Katie Osten  | None                       | Student                        | Tuition                          | 15,000.00   |
| 2. University of Virginia<br>1001 Emmet St.<br>Charlottesville, VA 22903<br>For Kyle Hughes                                     | None                       | Student                        | Tuition                          | 15,000.00   |
| 3. Shelton School and Evaluation Center<br>15720 Hillcrest Rd.<br>Dallas, TX 75248<br>For Kate Clifford                         | None                       | Student                        | Tuition                          | 20,895.00   |
| 4. Shelton School and Evaluation Center<br>15720 Hillcrest Rd.<br>Dallas, TX 75248<br>For Gretchen Fay Botens                   | None                       | Student                        | Tuition                          | 22,010.00   |
| 5. The George Washington University<br>800 21st Street NW<br>Washington, DC 20052<br>For Brian Tan                              | None                       | Student                        | Tuition                          | 13,961.37   |
| 6. Westminster Presbyterian Church<br>8200 Devonshire Dr.<br>Dallas, TX 75209   | N/A                        | Public Charity                 | Capital Campaign Fund            | 10,000.00   |
| 7. Texas Tech University<br>301 West Hall<br>Lubbock, TX 79409<br>For Chad Hopkins  | None                       | Student                        | Tuition                          | 10,953.22   |
| 8. University of Arkansas<br>Treasurer's Office<br>Silas H. Hunt Hall 101<br>Fayetteville, AR 72701<br>For Curry Kennedy        | None                       | Student                        | Tuition                          | 13,444.37   |
| 9. University of Arkansas<br>Treasurer's Office<br>Silas H. Hunt Hall 101<br>Fayetteville, AR 72701<br>For Chris Kennedy        | None                       | Student                        | Tuition                          | 8,501.38    |
| 10. Texas A&M University<br>Scholarship & Financial Aid<br>6000 Mail Stop<br>College Station, TX 77843<br>For Haley Kay Webster | None                       | Student                        | Tuition                          | 17,659.65   |

| Part XV Supplementary Information (continued)   |               |                   |                       | Page 2 of 2 |
|---|---------------|-------------------|-----------------------|-------------|
| 3 Grants and Contributions Paid During the Year of Approved for Future Payment                                      |               |                   |                       |             |
| Recipient   | Relationship  | Foundation status | Purpose of grant      |             |
| Name and address (home or business)   | of individual | of recipient      | or contribution       | Amount      |
| a Paid during the year  |               |                   |                       |             |
| 11. Texas Tech University<br>Student Business Services<br>301 West Hall<br>Lubbock, TX 79409<br>For Laurin Thompson | None          | Student           | Tuition               | 10,548.47   |
| 12. East Dallas Community School<br>924 Wayne St.<br>Dallas, TX 75223   | N/A           | Public Charity    | Capital Campaign Fund | 25,000.00   |
| 13. Crystal Charity Ball<br>30 Highland Park Village, Ste. 206<br>Dallas, TX 75205-2791                             | N/A           | Public Charity    | Capital Campaign Fund | 100,000.00  |
| 14. Presbyterian Communities and Services<br>Foundation<br>6100 Colwell Blvd., Suite 225<br>Irving, TX 75039        | N/A           | Public Charity    | Capital Campaign Fund | 25,000.00   |
| 15. Equest<br>3800 Troy Rd.<br>Wylie, TX 75098  | N/A           | Public Charity    | Capital Campaign Fund | 25,000.00   |
| 16. Children's Medical Center<br>2330 Inwood Rd.<br>Dallas, TX 75235  | N/A           | Public Charity    | Capital Campaign Fund | 20,000.00   |
| 17. C.A.R.E.<br>6000 Preston Rd.<br>Dallas, TX 75209  | N/A           | Public Charity    | Capital Campaign Fund | 15,000.00   |
| 18. RB Eye Foundation<br>1121 South Carroll Ave., Suite 120<br>Southlake, TX 76092                                  | N/A           | Public Charity    | Capital Campaign Fund | 5,000.00    |
| 19. Assistance League of Dallas<br>Mrs. Sue Hughes<br>P.O. Box 12403<br>Dallas, TX 75225                            | N/A           | Public Charity    | Capital Campaign Fund | 10,000.00   |
| 20. Dallas Academy<br>950 Tiffany Way<br>Dallas, TX 75218   | N/A           | Public Charity    | Capital Campaign Fund | 25,000.00   |
| Total.....  |               |                   | 3a                    | 407,973.46  |