Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545 0052

2011

For calendar year 2011, or tax year beginning 10/01 **, 2011, and ending** 9/30 **,** 2012

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

A Employer identification number 36-4311966

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

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

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, column (c), line 16)* ► $ 5,458,250.

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).)*

REVENUE

		(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 (att sch)				
2	Ck ► ☒ if the foundn is **not** req to att Sch B				
3	Interest on savings and temporary cash investments	70.	70.	N/A	
4	Dividends and interest from securities	177,513.	177,513.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	-106,170.			
b	Gross sales price for all assets on line 6a 1,729,838.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	71,413.	177,583.		

OPERATING AND ADMINISTRATIVE EXPENSES

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See St 1	118.			
b	Accounting fees (attach sch) See St 2	2,500.	1,250.		1,250.
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 3	6,175.			
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 4	7,718.	7,588.		25.
24	**Total operating and administrative expenses.** Add lines 13 through 23	16,511.	8,838.		1,275.
25	Contributions, gifts, grants paid Part XV	290,227.			290,227.
26	**Total expenses and disbursements.** Add lines 24 and 25	306,738.	8,838.		291,502.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-235,325.			
b	**Net investment income** (if negative, enter 0)		168,745.		
c	**Adjusted net income** (if negative, enter 0)				

P

7

		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	161,102.	355,501.	355,501.
	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 sch) ►			
		Less. allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) Statement 5	4,504,623.	3,688,552.	2,607,674.
	c	Investments — corporate bonds (attach schedule) Statement 6	2,122,550.	1,962,897.	1,919,650.
	11	Investments — land, buildings, and equipment. basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule) Statement 7		535,000.	564,425.
	14	Land, buildings, and equipment. basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► See Statement 8)		11,000.	11,000.
	16	**Total assets** (to be completed by all filers — see the instructions. Also, see page 1, item I)	6,788,275.	6,552,950.	5,458,250.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► ☒			
	27	Capital stock, trust principal, or current funds	5,711,885.	5,711,885.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,076,390.	841,065.	
	30	**Total net assets or fund balances** (see instructions)	6,788,275.	6,552,950.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,788,275.	6,552,950.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,788,275.
2	Enter amount from Part I, line 27a	2	-235,325.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	6,552,950.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	6,552,950.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE SCHEDULE ATTACHED	P	Various	Various
b	1500 MICROSOFT CORP	D	Various	3/16/12
c	LONG-TERM CAPITAL GAIN DISTRIBUTIONS	P	Various	12/31/11
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,661,643.		1,782,083.	-120,440.
b	48,509.		36,855.	11,654.
c	19,686.			19,686.
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-120,440.
b				11,654.
c				19,686.
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	-89,100.
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	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If 'Yes,' the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	218,814.	5,265,129.	0.041559
2009	209,894.	4,959,358.	0.042323
2008	306,514.	4,168,399.	0.073533
2007	249,247.	5,938,366.	0.041972
2006	232,549.	6,100,388.	0.038120

2	**Total** of line 1, column (d)	2	0.237507
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047501
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,206,086.
5	Multiply line 4 by line 3	5	247,294.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,687.
7	Add lines 5 and 6	7	248,981.
8	Enter qualifying distributions from Part XII, line 4	8	291,502.

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 instrs)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b			1	1,687.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,687.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,687.
6 Credits/Payments:				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	4,800.		
b Exempt foreign organizations — tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	4,800.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	3,113.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ► 3,113. **Refunded** ►			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► IL FL			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

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

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 ► N/A

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

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

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

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

				Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.				
1 a	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	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ► 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.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__ .				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

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

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

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

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

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 **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ALFRED THOMAS P.O. BOX 30580 FT. LAUDERDALE, FL 33303	PRES/TREAS 2.00	0.	0.	0.
PHYLLIS THOMAS P.O. BOX 30580 FT. LAUDERDALE, FL 33303	V PRES/SECR 2.00	0.	0.	0.
LYDIA BART P.O. BOX 30580 FT. LAUDERDALE, FL 33303	Vice Preside 2.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes				
a	Average monthly fair market value of securities			1a	4,905,974.
b	Average of monthly cash balances			1b	371,610.
c	Fair market value of all other assets (see instructions)			1c	7,783.
d	**Total** (add lines 1a, b, and c)			1d	5,285,367.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	5,285,367.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	79,281.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	5,206,086.
6	**Minimum investment return.** Enter 5% of line 5			6	260,304.

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	260,304.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,687.		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,687.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	258,617.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	258,617.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	258,617.

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	291,502.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	291,502.
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	1,687.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	289,815.

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				258,617.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			249,702.	
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 **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► $ 291,502.				
a Applied to 2010, but not more than line 2a			249,702.	
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				41,800.
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				216,817.
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) N/A

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

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

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year — see instructions.)

1 **Information Regarding Foundation Managers:**

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

ALFRED THOMAS

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

None

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

Check here ► ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.

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

c Any submission deadlines.

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED	N/A		TO AID DONEE ORGANIZATION IN CARRYING OUT ITS EXEMPT FUNCTION	290,227.
Total			► **3a**	290,227.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(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			14	70.	
4 Dividends and interest from securities			14	177,513.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-106,170.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				71,413.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 71,413.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	**1 a (1)**		X
	(2) Other assets	**1 a (2)**		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
	(2) Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
	(3) Rental of facilities, equipment, or other assets	**1 b (3)**		X
	(4) Reimbursement arrangements	**1 b (4)**		X
	(5) Loans or loan guarantees	**1 b (5)**		X
	(6) Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship
N/A		

Sign Here

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

▶ Signature of officer or trustee | 2/6/13 Date | ▶ PRESIDENT 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
PAUL J. D'ANTONIO	Paul J D'Antonio	2/1/13		P00135775

Firm's name ► Paul J. D'Antonio

Firm's EIN ►

Firm's address ► 201 Palmer Alley
Newtown, PA 18940

Phone no 215-262-6979

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEE	$ 118.			
Total	$ 118.	$ 0.		$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

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

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FORM 990-PF - FYE 9/30/11	$ 1,375.			
FORM 990-PF - FYE 9/30/12	4,800.			
Total	$ 6,175.	$ 0.		$ 0.

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FILING FEES	$ 130.			$ 25.
INVESTMENT FEES	7,588.	$ 7,588.		
Total	$ 7,718.	$ 7,588.		$ 25.

Statement 5
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
SEE SCHEDULE ATTACHED-UBS #37443	Cost	$ 2,408,592.	$ 1,400,181.
SEE SCHEDULE ATTACHED-UBS #37744	Cost	1,279,960.	1,207,493.
	Total	$ 3,688,552.	$ 2,607,674.

Statement 6
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

Corporate Bonds	Valuation Method	Book Value	Fair Market Value
SEE SCHEDULE ATTACHED-UBS #37744	Cost	$ 1,694,568.	$ 1,657,418.
SEE SCHEDULE ATTACHED-UBS #37443	Cost	268,329.	262,232.
	Total	$ 1,962,897.	$ 1,919,650.

Statement 7
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
Other Securities			
FAIRFIELD GROUP 6% NOTE	Cost	$ 535,000.	$ 564,425.
	Total	$ 535,000.	$ 564,425.

Statement 8
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
MISCELLANEOUS RECEIVABLE	$ 11,000.	$ 11,000.
Total	$ 11,000.	$ 11,000.

THE THOMAS FAMILY FOUNDATION, INC.
EIN 36-4311966
FORM 990-PF, PAGE 1, LINE 6a
CAPITAL GAINS & LOSSES
FYE 9/30/12

		DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	BASIS	GAIN (LOSS)	
A/C #37744							
32751 648	WELLS FARGO ADV ULTRA ST INC FD	7/1/2009	10/26/2011	278,711.27	264,308 57	14,402 70	PURCHASE
5401 901	FIRST EAGLE GLOBAL FUND	12/30/2010	11/4/2011	253,403 18	250,005 25	3,397 93	PURCHASE
5256 807	FIRST EAGLE GLOBAL FUND	3/15/2011	11/4/2011	246,596 82	242,343 90	4,252 92	PURCHASE
100000	SPRINT CAPITAL CORP 8 375% 3/15/12	2/27/2008	12/29/2011	101,664.00	103,159 25	(1,495 25)	PURCHASE
5000	CITIGROUP CAP XII 8 5% 3/30/40	VARIOUS	7/18/2012	125,000 00	122,940 45	2,059 55	PURCHASE
A/C #37443							
334	TIME WARNER INC NEW	3/22/2011	10/21/2011	11,476 02	11,860 07	(384 05)	PURCHASE
10000	EL PASO CORP	VARIOUS	10/21/2011	182,796 47	141,720 18	41,076 29	PURCHASE
333	TIME WARNER INC NEW	9/18/2001	10/21/2011	11,441 66	21,798 18	(10,356 52)	PURCHASE
333	TIME WARNER INC NEW	1/30/2002	10/21/2011	11,441 65	17,823 41	(6,381 76)	PURCHASE
20	CALL BRISTOL MYERS SQUIBB 11/19/11	11/7/2011	11/7/2011	1,239 97	100 00	1,139 97	PURCHASE
20	CALL TIME WARNER CABLE 11/19/11	10/31/2011	10/31/2011	4,999 90	200 00	4,799 90	PURCHASE
1339 286	BLACKROCK EUROFUND INST	VARIOUS	11/4/2011	15,308 04	38,422 91	(23,114 87)	PURCHASE
2000	TYSON FOODS INC	8/26/2011	12/13/2011	40,781 61	33,739 00	7,042 61	PURCHASE
2000	BRISTOL MYERS SQUIBB CO	9/7/2006	12/16/2011	65,378 74	45,660 00	19,718 74	PURCHASE
1000	PFIZER INC	3/23/2004	12/16/2011	20,699 60	34,070 00	(13,370 40)	PURCHASE
1000	PFIZER INC	4/20/2004	12/16/2011	20,699 60	37,230 00	(16,530 40)	PURCHASE
3000	WASH MUTUAL INC	10/25/2007	12/8/2011	198 00	83,626 00	(83,428 00)	PURCHASE
1000	WASH MUTUAL INC	12/7/2007	12/8/2011	65 99	19,650 00	(19,584 01)	PURCHASE
2000	WASH MUTUAL INC	1/24/2008	12/8/2011	132 00	32,093 00	(31,961 00)	PURCHASE
167	TIME WARNER CABLE INC	3/22/2011	1/26/2012	12,357 30	11,539 58	817 72	PURCHASE
1000	TIME WARNER CABLE INC	8/10/2011	1/26/2012	73,995 81	62,015 00	11,980 81	PURCHASE
833	TIME WARNER CABLE INC	VARIOUS	1/26/2012	61,638 51	90,786 98	(29,148 47)	PURCHASE
20	CALL JUNIPER NETWORKS 2/18/12	1/31/2012	1/31/2012	1,999 96	100 00	1,899 96	PURCHASE
1500	MICROSOFT CORP	3/23/2004	3/16/2012	48,509 12	53,925 00	(5,415 88)	DONATION
1000	MICROSOFT CORP	4/20/2004	3/16/2012	32,339 42	25,809 00	6,530 42	PURCHASE
2000	JUNIPER NETWORKS INC	8/26/2011	4/25/2012	41,042 23	41,074 00	(31 77)	PURCHASE
25	CALL MICROSOFT CORP 5/19/12	5/3/2012	5/3/2012	1,349 96	200 00	1,149 96	PURCHASE
2000	PFIZER INC	1/20/2005	5/18/2012	44,838 99	49,780 00	(4,941 01)	PURCHASE
0.666	DUKE ENERGY CORP	4/29/2009	7/3/2012	45 91	27 85	18 06	PURCHASE
	LONG-TERM CAPITAL GAIN DISTRIBUTIONS	VARIOUS	VARIOUS	19,686 42		19,686 42	
TOTALS				1,729,838 15	1,836,007 58	(106,169 43)	

THE THOMAS FAMILY FOUNDATION, INC.
EIN 36-4311966
FORM 990-PF, PAGE 3, PART IV
CAPITAL GAINS & LOSSES
FYE 9/30/12

		DATE	**DATE**	**SALES**		**GAIN**
		ACQUIRED	**SOLD**	**PROCEEDS**	**BASIS**	**(LOSS)**
A/C #37744						
32751.648	WELLS FARGO ADV ULTRA ST INC FD	7/1/2009	10/26/2011	278,711 27	264,308 57	14,402 70
5401.901	FIRST EAGLE GLOBAL FUND	12/30/2010	11/4/2011	253,403 18	250,005 25	3,397.93
5256.807	FIRST EAGLE GLOBAL FUND	3/15/2011	11/4/2011	246,596 82	242,343 90	4,252.92
100000	SPRINT CAPITAL CORP 8 375% 3/15/12	2/27/2008	12/29/2011	101,664.00	103,159 25	(1,495 25)
5000	CITIGROUP CAP XII 8.5% 3/30/40	VARIOUS	7/18/2012	125,000 00	122,940 45	2,059.55
A/C #37443						
334	TIME WARNER INC NEW	3/22/2011	10/21/2011	11,476 02	11,860 07	(384 05)
10000	EL PASO CORP	VARIOUS	10/21/2011	182,796.47	141,720 18	41,076.29
333	TIME WARNER INC NEW	9/18/2001	10/21/2011	11,441 66	21,798.18	(10,356 52)
333	TIME WARNER INC NEW	1/30/2002	10/21/2011	11,441.65	17,823.41	(6,381.76)
20	CALL BRISTOL MYERS SQUIBB 11/19/11	11/7/2011	11/7/2011	1,239 97	100 00	1,139.97
20	CALL TIME WARNER CABLE 11/19/11	10/31/2011	10/31/2011	4,999 90	200 00	4,799 90
1339 286	BLACKROCK EUROFUND INST	VARIOUS	11/4/2011	15,308.04	38,422.91	(23,114.87)
2000	TYSON FOODS INC	8/26/2011	12/13/2011	40,781 61	33,739.00	7,042 61
2000	BRISTOL MYERS SQUIBB CO	9/7/2006	12/16/2011	65,378 74	45,660.00	19,718 74
1000	PFIZER INC	3/23/2004	12/16/2011	20,699.60	34,070.00	(13,370.40)
1000	PFIZER INC	4/20/2004	12/16/2011	20,699 60	37,230 00	(16,530 40)
3000	WASH MUTUAL INC	10/25/2007	12/8/2011	198.00	83,626.00	(83,428.00)
1000	WASH MUTUAL INC	12/7/2007	12/8/2011	65.99	19,650.00	(19,584 01)
2000	WASH MUTUAL INC	1/24/2008	12/8/2011	132.00	32,093.00	(31,961 00)
167	TIME WARNER CABLE INC	3/22/2011	1/26/2012	12,357 30	11,539 58	817.72
1000	TIME WARNER CABLE INC	8/10/2011	1/26/2012	73,995 81	62,015.00	11,980 81
833	TIME WARNER CABLE INC	VARIOUS	1/26/2012	61,638 51	90,786 98	(29,148.47)
20	CALL JUNIPER NETWORKS 2/18/12	1/31/2012	1/31/2012	1,999.96	100 00	1,899 96
1000	MICROSOFT CORP	4/20/2004	3/16/2012	32,339 42	25,809.00	6,530.42
2000	JUNIPER NETWORKS INC	8/26/2011	4/25/2012	41,042 23	41,074 00	(31.77)
25	CALL MICROSOFT CORP 5/19/12	5/3/2012	5/3/2012	1,349 96	200.00	1,149 96
2000	PFIZER INC	1/20/2005	5/18/2012	44,838 99	49,780 00	(4,941.01)
0 666	DUKE ENERGY CORP	4/29/2009	7/3/2012	45 91	27.85	18 06
TOTALS				1,661,642 61	1,782,082.58	(120,439 97)

THE THOMAS FAMILY FOUNDATION, INC.
EIN 36-4311966
FORM 990-PF, PAGE 11, PART XV
GRANTS AND CONTRIBUTIONS PAID
FYE 9/30/2012

CHILDREN'S NATIONAL MEDICAL CENTER	30,000
SHENANDOAH VALLEY CHILDREN'S CHOIR	1,500
ROBERTA WEBB CHILD CARE CENTER	6,000
HUMANE SOCIETY OF BROWARD COUNTY	4,500
SEARCH AND RESCUE CHARITABLE FOUNDATION	2,500
WESTMINSTER ACADEMY	7,300
BROWARD PARTNERSHIP FOR THE HOMELESS	25,000
MARCH OF DIMES	700
WOMEN IN DISTRESS OF BROWARD COUNTY	64,425
FIRST PRESBYTERIAN CHURCH OF FORT LAUDERDALE	32,244
UNITED WAY OF BROWARD COUNTY	10,000
BOYS AND GIRLS CLUB OF PALM BEACH	1,000
AMERICAN RED CROSS	5,000
SPECIAL OLYMPICS	1,000
ARTHRITIS FOUNDATION	1,000
ALZHEIMERS ASSOCIATION	1,000
MARCH OF DIMES	1,000
OUR COMMUNITY PLACE	2,000
HOLY CROSS HOSPITAL	1,900
THE CARTER CENTER/JIMMY CARTER FOUNDATION	250
BOYS AND GIRLS CLUB OF BROWARD	13,800
BOARD OF COUNTY COMMISSIONERS	25
ST. JUDE CHILDREN'S RESEARCH	6,500
4KIDS OF SOUTH FLORIDA	1,000
LIFENET4FAMILIES	40,000
THE LAZARUS HOUSE	500
SUSAN G. KOMEN BREAST CANCER	1,000
THE FAITH COMMUNITY OF ST. SABINA	20,000
WHEELCHAIR FOUNDATION	1,000
ACLU	500
MEALS ON WHEELS	1,500
HANDY, INC.	2,000
HALLANDALE BEACH POLICE DEPT.	1,000
WORLD VISION	1,248
ASSOCIATION OF SMALL FOUNDATIONS	695
HAZELDEN FOUNDATION	1,000
BAYVIEW ELEMENTARY	140
	290,227

THE THOMAS FAMILY FOUNDATION, INC.
ID # 36-4311966
FYE 9/30/12

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Sep 28 ($)	Value on Sep 28 ($)
AMEREN CORP						
Symbol: AEE Exchange· NYSE						
EAI. $11,200 Current yield: 4 90%	Jun 26, 03	1,000.000	44.280	44,280 00	32 670	32,670 00
	Jun 26, 03	(D) 1,000 000	44 284	54,075.00	32 670	32,670.00
	Aug 6, 03	(D) 1,000 000	41.179	54,075.00	32.670	32,670 00
	Mar 20, 07	2,000 000	50 330	100,660 00	32 670	65,340 00
	Dec 2, 09	2,000 000	26.686	53,372 00	32 670	65,340 00
Security total		7,000.000	40 539	306,462.00		228,690 00
BARCLAYS PLC ADR						
Symbol. BCS Exchange NYSE						
EAI $3,750 Current yield. 2 70%	Mar 1, 07	2,000 000	57 385	114,771 00	13 870	27,740 00
	Mar 5, 07	1,000.000	55 259	55,259.72	13.870	13,870.00
	Sep 11, 07	1,000.000	49.186	49,186 00	13 870	13,870 00
	Nov 5, 07	1,000 000	43 293	43,293 00	13 870	13,870 00
	Feb 21, 08	2,000 000	37 830	75,661 00	13 870	27,740.00
	Jun 24, 08	2,000.000	24.673	49,347.00	13 870	27,740 00
	Jul 8, 08	1,000.000	22 190	22,190 00	13 870	13,870 00
Security total		10,000 000	40.971	409,707 72		138,700 00

A/C# 37443 PAGE 1/6

THE THOMAS FAMILY FOUNDATION, INC.
ID # 36-4311966
FYE 9/30/12

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

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Sep 28 ($)	Value on Sep 28 ($)
BOSTON SCIENTIFIC CORP Symbol: BSX Exchange NYSE	Dec 5, 05	2,000 000	26 260	52,520.00	5.740	11,480.00
	Jun 27, 06	1,000 000	16 560	16,560 00	5 740	5,740.00
	Oct 19, 06	2,000 000	16.040	32,080.00	5 740	11,480.00
	Mar 16, 10	5,000.000	7 073	35,365.00	5.740	28,700.00
Security total		10,000 000	13 653	136,525 00		57,400 00
CITIGROUP INC Symbol: C Exchange: NYSE EAI: $40 Current yield: 0 12%	Jan 24, 08	100 000	270 800	27,080.00	32 720	3,272.00
	Feb 13, 08	200.000	260 500	52,100.00	32.720	6,544.00
	Jun 24, 08	200.000	188 674	37,734.85	32.720	6,544.00
	Jul 31, 08	200.000	184 389	36,877.99	32.720	6,544.00
	Mar 2, 10	300.000	34 200	10,260 00	32 720	9,816.00
Security total		1,000.000	164.053	164,052.84		32,720.00
COWEN GROUP INC CL A Symbol: COWN Exchange: OTC	Jun 6, 06	1,996.000	12 812	25,573 94	2 705	5,399.18
	Jul 27, 06	1,996 000	9.509	18,980.00	2 705	5,399.18
	May 30, 12	8.000	2 490	19 92	2 705	21 64
Security total		4,000 000	11 143	44,573.86		10,820.00
DOW CHEMICAL Symbol· DOW Exchange· NYSE EAI: $6,400 Current yield: 4.42%	Oct 27, 05	1,000 000	45 400	45,400.00	28.955	28,955.00
	Feb 1, 06	2,000.000	42.034	84,068.00	28 955	57,910.00
	Sep 3, 08	2,000 000	34.836	69,673.00	28.955	57,910.00
Security total		5,000.000	39.828	199,141.00		144,775.00
DUKE ENERGY CORP NEW Symbol. DUK Exchange. NYSE EAI: $5,098 Current yield: 4.72%	Apr 29, 09	1,666 000	41 776	69,599 65	64.790	107,940 14
DYNEGY INC NEW (DELA) Symbol DYNIQ Exchange: OTC	Jan 22, 08	600 000	32.549	19,529 70	0 380	228.00
	Jan 24, 08	1,000 000	32 000	32,000.00	0 380	380 00
	Jul 31, 08	400 000	33 927	13,570.84	0 380	152 00
	Aug 12, 08	1,000 000	29 751	29,751 50	0 380	380 00

A/C# 37443 PAGE 2/6

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THE THOMAS FAMILY FOUNDATION, INC.
ID # 36-4311966
FYE 9/30/12

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

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Sep 28 ($)	Value on Sep 28 ($)
	Sep 9, 08	1,000 000	24.695	24,695 00	0 380	380 00
	Sep 10, 08	1,000 000	23 745	23,745 00	0.380	380 00
	Oct 8, 08	1,000 000	12 751	12,751 50	0.380	380 00
	Aug 19, 11	6,000 000	3.700	22,200 00	0 380	2,280 00
Security total		12,000 000	14 854	178,243 54		4,560.00
FANNIE MAE Symbol FNMA Exchange OTC	Dec 21, 07	2,000 000	36 417	72,834.00	0 278	556 00
	Jan 24, 08	2,000 000	33.255	66,510 00	0 278	556 00
Security total		4,000 000	34 836	139,344 00		1,112 00
GENL ELECTRIC CO Symbol· GE Exchange· NYSE EAI $6,800 Current yield: 2 99%	May 29, 08	2,000.000	30 609	61,219 26	22 710	45,420.00
	Jun 24, 08	2,000 000	27 499	54,998 56	22 710	45,420 00
	Jul 31, 08	1,000 000	28 558	28,558 50	22 710	22,710 00
	Aug 10, 11	5,000.000	15 285	76,425 00	22.710	113,550 00
Security total		10,000.000	22 120	221,201 32		227,100 00
GREAT PLAINS ENERGY INC Symbol GXP Exchange NYSE EAI $2,183 Current yield. 3 82%	Jul 15, 08	2,568.000	25 740	66,100 32	22 260	57,163 68
MICROSOFT CORP Symbol MSFT Exchange OTC EAI. $9,200 Current yield 3 09%	Apr 20, 04	(D) 1,000.000	25.779	35,950.00	29 760	29,760 00
	Jan 20, 06	(D) 5,000 000	26 550	179,750.00	29 760	148,800 00
	May 16, 06	(D) 1,000.000	22 940	35,950.00	29 760	29,760 00
	Jun 14, 06	(D) 1,000 000	21 850	35,950.00	29 760	29,760 00
	Nov 18, 08	2,000.000	19 320	38,640 00	29 760	59,520 00
Security total		10,000 000	24 196	326,240.00		297,600 00
Total				$ 2,261,191.25		**$1,308,580.82**

A/C # 37443 PAGE 3/6

THE THOMAS FAMILY FOUNDATION, INC.
ID # 36-4311966
FYE 9/30/12

Your assets ▸ **Equities** (continued)

Closed end funds & Exchange traded products

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

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

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 28 ($)	Value on Sep 28 ($)
EATON VANCE TAX MANAGED DIVERSIFIED EQUITY INCOME FUND Symbol· ETY						
Trade date: Aug 16, 07	5,000.000	15 937	79,686.00	79,686.00	9.510	47,550.00
EAI: $5,060 Current yield. 10 64%						
EATON VANCE TAX MANAGED GLOBAL DIVERSIFIED EQUITY INCOME FUND Symbol· EXG						
Trade date Aug 27, 08	5,000.000	13 543	67,715 00	67,715.00	8.810	44,050 00
EAI· $4,880 Current yield: 11 08%						
Total			**$147,401.00**	**$147,401.00**		**$91,600.00**

A/C # 37443 PAGE 4/6

L

The THOMAS FAMILY FOUNDATION, INC
ID # 36-4311966
F/E 9/30/12

Your assets (continued)

Fixed income

Mutual funds

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

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

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 28 ($)	Value on Sep 28 ($)
ARTIO GLOBAL HIGH INCOME						
FUND CLASS A						
Symbol. BJBHX						
Trade date Jun 30, 11	3,475 440	10 790	37,500 00	37,500 00	10 250	35,623 25
Total reinvested	373 752	9.978		3,729 52	10 250	3,830 96
EAI $2,837 Current yield: 7.19%						
Security total	3,849 192	10.711	37,500.00	41,229 52		39,454.21
JP MORGAN STRATEGIC						
INCOME OPPORTUNITIES						
FUND CLASS A						
Symbol· JSOAX						
Trade date: Jun 30, 11	4,205.214	11 890	50,000 00	50,000 00	11 710	49,243 05
Total reinvested	218 906	11.452		2,507 08	11 710	2,563 39
EAI: $1,708 Current yield. 3 30%						
Security total	4,424.120	11.868	50,000 00	52,507.08		51,806 44
PUTNAM DIVERSIFIED						
INCOME TRUST CLASS A						
Symbol. PDINX						
Trade date: Jun 30, 11	4,705 144	7.970	37,500 00	37,500 00	7 590	35,712.04
Total reinvested	359 604	7 516		2,703 09	7 590	2,729 39
EAI· $2,248 Current yield 5.85%						
Security total	5,064 748	7.938	37,500 00	40,203 09		38,441 43
TCW EMERGING MARKETS						

A/C# 37443 PAGE 5/6

THE THOMAS FAMILY FOUNDATION, INC.
ID # 36-4311966
FYE 9/30/12

Your assets › Fixed income › Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 28 ($)	Value on Sep 28 ($)
INCOME FUND CLASS N						
Symbol: TGINX						
Trade date. Jun 30, 11	1,649.077	11.369	18,750 00	18,750.00	11 760	19,393 14
Total reinvested	114.024	11.045		1,259 41	11.760	1,340 92
EAI· $1,090 Current yield: 5.26%						
Security total	1,763.101	11.349	18,750 00	20,009 41		20,734.06
TCW EMERGING MARKETS LOCAL CURRENCY INCOME FUND						
Symbol: TGWNX						
Trade date· Jun 30, 11	1,780 627	10.529	18,750.00	18,750 00	10.490	18,678.78
Total reinvested	74.333	9.875		734.11	10.490	779 75
EAI. $515 Current yield: 2.65%						
Security total	1,854.960	10.504	18,750.00	19,484.11		19,458 53
THIRD AVENUE FOCUSED CREDIT INVESTOR CLASS						
Symbol: TFCVX						
Trade date· Jun 30, 11	3,327.418	11 269	37,500 00	37,500 00	10 170	33,839 83
Total reinvested	483.557	9 752		4,715.92	10.170	4,917.77
EAI· $2,672 Current yield: 6.89%						
Security total	3,810 975	11.077	37,500 00	42,215.92		38,757.61
VIRTUS MULTI-SECTOR SHORT TERM BOND FUND - CLASS A						
Symbol: NARAX						
Trade date: Jun 30, 11	10,288.066	4.859	50,000 00	50,000.00	4.940	50,823.04
Total reinvested	557.960	4.802		2,679 69	4 940	2,756 32
EAI: $2,386 Current yield: 4 45%						
Security total	10,846.026	4 857	50,000 00	52,679.69		53,579.36
Total			**$250,000.00**	**$268,328.82**		**$262,231.64**

	COST	FAIR MARKET VALUE
TOTAL CORPORATE STOCK (EQUITIES)	$2,408,592.25	$1,400,180.82
TOTAL CORPORATE BONDS (FIXED INCOME)	268,328.82	262,231.64
GRAND TOTAL - A/C # 37443	$2,676,921.07	$1,662,412.46

L A/C#37443 PAGE 6/6

THE THOMAS FAMILY FOUNDATION, INC
ID # 36-4311966
FYE 9/30/12

Your assets (continued)

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Sep 28 ($)	Value on Sep 28 ($)
ADELPHIA RECOVERY TRUST						
Symbol: ADPAJ Exchange· OTC	Feb 14, 07	38,860.000	0 545	18,554.68	0 010	388 60
AMERICAN CAPITAL LTD						
Symbol: ACAS Exchange OTC	Nov 16, 07	5,000.000	39.916	197,150.00	11 350	56,750 00
	Jan 26, 10	1,627.000	3.971	6,462 38	11 350	18,466.45
	Jan 25, 11	2,000 000	8 110	16,221 25	11 350	22,700.00
	Earnings	1,373.000	3.219	4,420 92	11.350	15,583.55
Security total		10,000.000	22.668	224,254.55		113,500.00
Total				242,809.23		**$113,888.60**

Mutual funds

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

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

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 28 ($)	Value on Sep 28 ($)
FIRST EAGLE US VALUE						
FUND CLASS A						
Symbol. FEVAX						
Trade date Nov 4, 11	29,188.558	17.130	500,000.00	500,000 00	18 350	535,610 04
Total reinvested	1,069.710	16.289		17,425 57	18 350	19,629 18
EAI: $4,357 Current yield. 0.78%						
Security total	30,258 268	17.100	500,000 00	517,425 57		555,239 21

L A/C # 37744 PAGE 1/5

THE THOMAS FAMILY FOUNDATION, INC.
ID # 36-4311966
FYE 9/30/12

Your assets (continued)

Fixed income

Corporate bonds and notes

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Sep 28 ($)	Value on Sep 28 ($)
WASHINGTON MUT DEFAULTED RATE 06.875% MATURES 06/15/11 CUSIP 93933WAA4	Feb 28, 08	40,000.000	95 000	38,005 25	0 010	4 00
BANK OF AMER CORP NTS B/E RATE 04 900% MATURES 05/01/13 ACCRUED INTEREST $2,000.83 CUSIP 06051GDW6 Moody Baa2 S&P A- EAI $4,900 Current yield 4 79%	Jan 04, 12	100,000 000	100 746	100,751 25	102 322	102,322 00
SPRINT NEXTEL CORP W +30BPS RATE 06.000% MATURES 12/01/16 ACCRUED INTEREST $1,950 00 CUSIP 852061AD2 Moody B3 S&P. B+ EAI $6,000 Current yield 5 83%	Jun 27, 07	100,000.000	96 151	96,156 25	103 000	103,000 00
MORGAN STANLEY ADJ RATE MATURES 08/14/17 CUSIP 61760QBU7 Moody Baa1 S&P A- EAI. $11,000 Current yield 5 56%	Aug 07, 12	200,000.000	100 000	200,005 25	98 915	197,830 00

A/C # 37744 PAGE 2/5

THE THOMAS FAMILY FOUNDATION, INC.
ID #36-4311966
FYE 9/30/12

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

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Sep 28 ($)	Value on Sep 28 ($)
GENWORTH FINANCIAL INC 0BP NTS RATE 06.515% MATURES 05/22/18 ACCRUED INTEREST $4,560 50 CUSIP 37247DAK2 Moody: Baa3 S&P· BBB EAI. $13,030 Current yield 6 40%	Jan 05, 11	200,000 000	103.000	206,005.25	101.783	203,566 00
MORGAN STANLEY STEP-UP MED TERM NTS RATE 05.000% MATURES 06/11/25 ACCRUED INTEREST $3,715 27 CUSIP 61745EP21 Moody: Baa1 S&P· A- EAI. $12,500 Current yield· 5 02%	Jun 08, 10	250,000 000	100 000	250,000 00	99.550	248,875 00
Total		$450,000.00		**$890,923.25**		**$855,597.00**

Mutual funds

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

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

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 28 ($)	Value on Sep 28 ($)
RS FLOATING RATE FUND						
CLASS A						
Symbol· RSFLX						
Trade date: May 4, 11	24,061 598	10.390	250,005 25	250,005 25	10 230	246,150 15
Total reinvested	1,858 147	10 031		18,639 18	10 230	19,008 84
EAI: $14,618 Current yield· 5 51%						
Security total	25,919.745	10.364	250,005 25	268,644 43		265,158 99

A/C# 37744 PAGE 3/5

THE THOMAS FAMILY FOUNDATION, INC
ID # 36-4311966
FYE 9/30/12

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

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Sep 28 ($)	Value on Sep 28 ($)
GENL ELEC CAP SERIES A 6.45% DUE 6/15/46 CALL 6/15/11@25.00 Symbol. GER Exchange· NYSE EAI· $16,130 Current yield· 6 12%	Jun 9, 06	10,000.000	25 000	250,000 00	26 370	263,700 00
HSBC HOLDINGS 8 125% PERPETUAL, CALLABLE Symbol HCS Exchange. NYSE EAI $8,124 Current yield· 7 89%	Apr 2, 08	4,000.000	25 000	100,000 00	25.740	102,960.00
LLOYDS BANKING GROUP PLC 7 750% DUE 07/15/50 CALLABLE Symbol· LYG PRA Exchange. NYSE EAI $1,920 Current yield· 7 06%	Jun 30, 10	1,000 000	25 000	25,000 00	27 210	27,210 00
MORGAN STANLEY CAP TR VIII 6.450% DUE 04/15/67 CALLABLE Symbol: MSK Exchange NYSE EAI $3,871 Current yield 6.52%	Apr 19, 07	2,400.000	25 000	60,000.00	24 730	59,352 00
ROYAL BK SCOTLAND GROUP PLC SER R 6 125% PREFERRED CLBL PAR VALUE - 25 00 USD Symbol RBS PRR Exchange NYSE EAI· $6,124 Current yield· 7 34%	Dec 15, 06	4,000 000	25 000	100,000 00	20 860	83,440 00
Total				**$535,000.00**		**$536,662.00**

A/C # 37744 PAGE 4/5

THE THOMAS FAMILY FOUNDATION, INC.
ID # 36-4311966
FYE 9/30/12

Your assets (continued)

Other

Mutual funds

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

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

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 28 ($)	Value on Sep 28 ($)
FIRST EAGLE GLOBAL FUND						
CLASS A						
Symbol: SGENX						
Trade date: Mar 15, 11	166 186	46.100	7,661 33	7,661 33	49.540	8,232.85
Trade date: May 17, 11	2,075 550	48 182	100,005.25	100,005 25	49.540	102,822 74
Trade date: May 23, 11	2,091.175	47.822	100,005.25	100,005.25	49.540	103,596.81
Trade date: May 24, 11	2,088 555	47 882	100,005 25	100,005 25	49.540	103,467 01
Trade date: Jun 1, 11	2,069.536	48.322	100,005 25	100,005.25	49 540	102,524.81
Trade date: Jun 10, 11	2,105.706	47 492	100,005 25	100,005.25	49.540	104,316 67
Total reinvested	270 575	44.489		12,037 88	49.540	13,404.29
EAI: $5,716 Current yield. 1 06%						
Security total	10,867.283	47 825	507,687 58	519,725.46		538,365.19

	COST	FAIR MARKET VALUE
TOTAL CORPORATE STOCK (EQUITIES)	$1,279,960.26	$ 1,207,493.00
TOTAL CORPORATE BONDS (FIXED INCOME)	$ 1,694,567.68	$ 1,657,417.99
	$2,974,527.94	$ 2,864,910.99

A/C #37744 PAGE 5/5