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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: CARL AND MARILYNN THOMA FOUNDATION

A Employer identification number: 36-3486549

Number and street (or P O box number if mail is not delivered to street address): 300 NORTH LASALLE STREET — Room/suite: 4350

B Telephone number: (312) 254-3361

City or town, state, and ZIP code: CHICAGO, IL 60654

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 37,049,945.

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

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

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))

Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received	16,056,885.		N/A	
2	Check ▶ [ ] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	419.	419.		STATEMENT 1
4	Dividends and interest from securities	7,999.	7,999.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<19,408.>			
b	Gross sales price for all assets on line 6a 720,356.				
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 or (loss)				
11	Other income	824,911.	0.		STATEMENT 3
12	**Total.** Add lines 1 through 11	16,870,806.	8,418.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 4	1,220.	0.		1,220.
b	Accounting fees STMT 5	7,975.	0.		7,975.
c	Other professional fees STMT 6	4,378.	0.		4,378.
17	Interest				
18	Taxes STMT 7	28.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 8	9,999.	9,574.		25.
24	**Total operating and administrative expenses** Add lines 13 through 23	23,600.	9,574.		13,598.
25	Contributions, gifts, grants paid	105,243.			105,243.
26	**Total expenses and disbursements.** Add lines 24 and 25	128,843.	9,574.		118,841.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	16,741,963.			
b	**Net investment income** (if negative, enter -0-)		0.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED JUL 09 2013 OGDEN

SCANNED JUL 12 2013

223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions. Form 990-PF (2012)

14490516 741489 THOMAFOUND 2012.03030 CARL AND MARILYNN THOMA FOU THOMAFO1

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	102,614.	83,387.	83,387.
2 Savings and temporary cash investments	18,039,442.	26,478,340.	26,478,340.
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			
7 Other notes and loans receivable ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations			
b Investments - corporate stock STMT 9	291,694.	1,537,160.	1,618,391.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 10	1,736,451.	8,813,277.	8,869,827.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	20,170,201.	36,912,164.	37,049,945.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
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 ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	4,318,925.	4,318,925.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	15,851,276.	32,593,239.	
30 **Total net assets or fund balances**	20,170,201.	36,912,164.	
31 **Total liabilities and net assets/fund balances**	20,170,201.	36,912,164.	

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	20,170,201.
2 Enter amount from Part I, line 27a	2	16,741,963.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	36,912,164.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	36,912,164.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	720,356.		739,764.	<19,408.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				<19,408.>

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** <19,408.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	825,313.	8,672,698.	.095162
2010	1,819,009.	2,401,501.	.757447
2009	565,829.	1,981,552.	.285548
2008	422,134.	2,188,368.	.192899
2007	609,090.	2,567,876.	.237196

2	Total of line 1, column (d)	2	1.568252
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	.313650
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	27,049,167.
5	Multiply line 4 by line 3	5	8,483,971.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	8,483,971.
8	Enter qualifying distributions from Part XII, line 4	8	118,841.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
Date of ruling or determination letter ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	0.
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	0.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,907.		
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	4,907.
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	4,907.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	4,907.	**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 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? N/A	4b		
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, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
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 2012 or the taxable year beginning in 2012 (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

Form **990-PF** (2012)

223531
12-05-12

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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 ▶ CARL D. THOMA Telephone no ▶ (312) 254-3361

Located at ▶ 300 NORTH LASALLE STREET, SUITE 4350, CHICAGO, IL ZIP+4 ▶ 60654

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

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

			Yes	No
16	At any time during calendar year 2012, 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.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) 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 ▶ ______, ______, ______, ______			
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 2012 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 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
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.

(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
CARL D. THOMA 300 NORTH LASALLE STREET, SUITE 4350 CHICAGO, IL 60654	PRESIDENT 5.00	0.	0.	0.
MARILYNN J. THOMA 300 NORTH LASALLE STREET, SUITE 4350 CHICAGO, IL 60654	VICE-PRESIDENT 5.00	0.	0.	0.
MARILYNN J. THOMA 300 NORTH LASALLE STREET, SUITE 4350 CHICAGO, IL 60654	TREASURER 5.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. 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**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2012)

223561
12-05-12

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	904,051.
b	Average of monthly cash balances	1b	17,687,205.
c	Fair market value of all other assets	1c	8,869,827.
d	**Total** (add lines 1a, b, and c)	1d	27,461,083.
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	27,461,083.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	411,916.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	27,049,167.
6	**Minimum investment return.** Enter 5% of line 5	6	1,352,458.

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

1	Minimum investment return from Part X, line 6	1	1,352,458.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a:		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,352,458.
4	*Recoveries of amounts treated as qualifying distributions*	4	0.
5	Add lines 3 and 4	5	1,352,458.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,352,458.

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	118,841.
b	Program-related investments - total from Part IX-B	1b	0.
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	118,841.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	118,841.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					1,352,458.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2012					
a From 2007	487,373.				
b From 2008	313,822.				
c From 2009	469,117.				
d From 2010	1,723,986.				
e From 2011	391,771.				
f Total of lines 3a through e		3,386,069.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $	118,841.				
a Applied to 2011, but not more than line 2a				0.	
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 2012 distributable amount					118,841.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		1,233,617.			1,233,617.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,152,452.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		2,152,452.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009	36,695.				
c Excess from 2010	1,723,986.				
d Excess from 2011	391,771.				
e Excess from 2012					

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 11

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 ▶ [X] 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 or e-mail 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				
SITE SANTA FE 1606 PASEO DE PERALTA SANTE FE, NM 87501	NONE	501(C)(3)	GENERAL	5,100.
CHICAGO HUMANITIES FESTIVAL 500 N. DEARBORN, SUITE 825 CHICAGO, IL 60654	NONE	501(C)(3)	GENERAL	100,000.
RIATA CENTER 101 BUSINESS BUILDING S-12 STILLWATER, OK 74075	NONE	501(C)(3)	GENERAL	143.
Total			▶ 3a	105,243.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	419.	
4 Dividends and interest from securities			14	7,999.	
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	<19,408.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a SEE STATEMENT 12				824,911.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		813,921.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 813,921.

(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)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Carl Thoma | 6-21-13 | PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GARY S. HART	Gary S Hart	6/18/13		P01265427

Firm's name ▶ GARY HART & ASSOCIATES, LTD. Firm's EIN ▶ 36-3403251

Firm's address ▶ 5 REVERE DRIVE, SUITE 200 NORTHBROOK, IL 60062 Phone no (847) 205-2744

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
CARL AND MARILYNN THOMA FOUNDATION	36-3486549

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

Name of organization	Employer identification number
CARL AND MARILYNN THOMA FOUNDATION	36-3486549

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CARL AND MARILYNN THOMA 300 N. LASALLE STREET, SUITE 4350 CHICAGO, IL 60654	$ 16,029,612.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	ZINFANDEL INVESTMENTS, LLC 300 N. LASALLE STREET, SUITE 4350 CHICAGO, IL 60654	$ 27,273.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: CARL AND MARILYNN THOMA FOUNDATION

Employer identification number: 36-3486549

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
CARL AND MARILYNN THOMA FOUNDATION	36-3486549

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

SOURCE	AMOUNT
BANK OF AMERICA	9.
MISCELLANEOUS	383.
TD AMERITRADE	27.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	419.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	7,300.	0.	7,300.
FFI TREASURY FUND	699.	0.	699.
TOTAL TO FM 990-PF, PART I, LN 4	7,999.	0.	7,999.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME/(LOSS) FROM PASSTHROUGH ENTITIES	<62,356.>	0.	
BOOK/TAX DIFFERENCES FROM PASSTHROUGH ENTITIES	889,185.	0.	
NONDEDUCTIBLE LOSS FROM PASSTHROUGH ENTITY	<1,918.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	824,911.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,220.	0.		1,220.
TO FM 990-PF, PG 1, LN 16A	1,220.	0.		1,220.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,975.	0.		7,975.
TO FORM 990-PF, PG 1, LN 16B	7,975.	0.		7,975.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	4,378.	0.		4,378.
TO FORM 990-PF, PG 1, LN 16C	4,378.	0.		4,378.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	28.	0.		0.
TO FORM 990-PF, PG 1, LN 18	28.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	65.	65.		0.
FILING FEES	25.	0.		25.
MISCELLANEOUS	400.	0.		0.
INVESTMENT ADVISORY FEES	9,509.	9,509.		0.
TO FORM 990-PF, PG 1, LN 23	9,999.	9,574.		25.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
70 SHS APPLE COMPUTER INC	29,405.	37,252.
1,000 SHS EBAY	31,308.	50,998.
1,200 SHS EMC CORPORATION	29,771.	30,360.
100 SHS F5 NETWORKS INC	0.	0.
50 SHS INTERNATIONAL BUSINESS MACHINES	0.	0.
1,150 SHS MICROSOFT CORP	0.	0.
350 SHS VMWARE INC	33,026.	32,949.
1,000 SHS LKQ CORP	14,184.	21,100.
200 SHS CONOCO PHILLIPS	0.	0.
300 SHS FMC TECHNOLOGIES INC	0.	0.
400 SHS SCHLUMBERGER LTD	28,066.	27,719.
175 SHS BLACKROCK INC	29,307.	36,174.
900 SHS JPMORGAN & CHASE & CO	29,965.	39,572.
200 SHS ALEXION PHARMACEUTICALS INC	0.	0.
400 SHS CELEGENE CORP	26,178.	31,388.
350 SHS EDWARDS LIFESCIENCES	31,889.	31,560.
1,000 SHS FREEPORT-MCMORAN COP	37,876.	34,200.
400 SHS MONSANTO COMPANY	30,053.	37,860.
300 SHS POTASH CORP SASKATCHEWAN	0.	0.
2,984 SHS WILLAMETTE VY VINEYARD INC	0.	0.
700 SHS SOURCEFIRE INC	30,773.	33,054.
50 SHS GOOGLE INC	32,998.	35,369.
60 SHS MASTERCARD INC	20,876.	29,477.
600 SHS DIRECTV GROUP INC	31,293.	30,096.
900 SHS GNC HOLDINGS INC	29,891.	29,952.
700 SHS HARMAN INTL INDS	30,819.	31,248.
50 SHS PRICELINE.COM INC	33,047.	31,020.
600 SHS THE FRESH MARKET INC	30,561.	28,854.
600 SHS OCEANEERING INTL INC	33,247.	32,274.
350 SHS OCCIDENTAL PETROLEUM CORP	34,375.	26,814.
400 SHS PORTFOLIO RECOVERY ASSOCIATES INC	29,753.	42,744.
400 SHS CERNER CORP	30,557.	31,004.
625 SHS EXPRESS SCRIPTS INC	31,777.	33,750.
1,600 SHS HOLOGIC INC	31,344.	32,016.
700 SHS B/E AEROSPACE INC	33,193.	34,580.
200 SHS PRECISION CASTPARTS	36,526.	37,884.
400 SHS ASHLAND INC	30,474.	32,164.
2,000 SHS ISHARES COMEX GOLD TRUST	33,002.	32,558.
870 SHS ABB LTD	17,859.	18,087.
240 SHS ASTRAZENECA	11,280.	11,345.
735 SHS BAE SYSTEMS	16,199.	16,100.
105 SHS BAYER	9,920.	9,952.
170 SHS BHP LTD	13,138.	13,331.
285 SHS BOC HONG KONG HOLDINGS LTD	17,761.	17,723.
225 SHS BRITISH AMERICAN TOBACCO	22,579.	22,781.
595 SHS COMPANHIA ENERGETICA DE MINAS GERAIS	6,512.	6,462.
885 SHS DEUTSCHE POST AG	19,479.	19,368.

55 SHS DIAGEO	6,409.	6,412.
320 SHS GDF SUEZ	6,544.	6,571.
400 SHS HSBC HOLDINGS	21,023.	21,228.
1,310 SHS ISREAL CHEMICALS LTD	16,072.	15,673.
270 SHS LUKOIL OAO SPONS ADR	17,912.	17,679.
1,000 SHS MTN GROUP LTD	21,180.	20,933.
1,090 SHS MUENCHENER RUECKVERSICHERUNGS	19,642.	19,544.
400 SHS NESTLE	26,084.	26,045.
415 SHS NOVARTIS	26,150.	26,270.
115 SHS PETROCHINA CO LTD	16,263.	16,535.
1,800 SHS RECKITT BENCKISER GROUP PLC	22,950.	23,076.
455 SHS ROCHE HOLDINGS LTD	22,868.	22,866.
205 SHS ROYAL DUTCH SHELL	14,504.	14,532.
490 SHS SANOFI	22,910.	23,216.
165 SHS SIEMENS	17,799.	18,063.
715 SHS SINGAPORE TELECOMMUNICATIONS LTD	19,555.	19,316.
990 SHS SMITHS GROUP	19,463.	19,166.
655 SHS STATOIL ASA	16,212.	16,401.
1,140 SHS TAIWAN SEMICONDUCTOR MANUFACTURING	19,628.	19,562.
530 SHS TELEKOMUNIKASI IND	19,531.	19,584.
595 SHS TESCO	9,716.	9,749.
315 SHS TOTAL SA	16,204.	16,383.
645 SHS UNILEVER	24,509.	24,704.
555 SHS UNITED OVERSEAS BANK LTD	17,921.	18,002.
1,040 SHS VODAFONE GROUP	26,093.	26,198.
735 SHS ZURICH INSURANCE GROUP	19,757.	19,544.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,537,160.	1,618,391.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN TACONIC OFFSHORE FUND 1.5 LTD	FMV	1,736,451.	1,800,092.
INVESTMENT IN ML WINSTON FUTUREACCESS LLC	FMV	960,511.	953,420.
INVESTMENT IN THOMA BRAVO FUND X LP	FMV	6,116,315.	6,116,315.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,813,277.	8,869,827.

FORM 990-PF | PART XV - LINE 1A | STATEMENT 11

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER
CARL D. THOMA
MARILYNN J. THOMA

FORM 990-PF OTHER REVENUE STATEMENT 12

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ORDINARY INCOME/(LOSS) FROM PASSTHROUGH ENTITIES			01	<62,356.>	
BOOK/TAX DIFFERENCES FROM PASSTHROUGH ENTITIES			01	889,185.	
NONDEDUCTIBLE LOSS FROM PASSTHROUGH ENTITY			01	<1,918.>	
TOTAL TO FORM 990-PF, PG 12, LN 11				824,911.	

Premier Asset Management LLC

REALIZED GAINS AND LOSSES

Carl and Marilynn Thoma Foundation

66779068

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
01-09-12	01-30-12	200	CONOCO PHILLIPS COM	14,582.55	13,732.24	-850.31	
11-09-11	01-30-12	100	CONOCO PHILLIPS COM	7,099.75	6,866.12	-233.63	
11-21-11	01-30-12	100	CONOCO PHILLIPS COM	6,839.85	6,866.12	26.27	
11-09-11	02-14-12	150	POTASH CP SASKATCHEW ADR	7,176.30	6,619.86	-556.44	
02-10-12	02-14-12	200	POTASH CP SASKATCHEW ADR	8,976.75	8,826.47	-150.28	
11-21-11	02-14-12	150	POTASH CP SASKATCHEW ADR	6,353.80	6,619.86	266.06	
01-09-12	02-14-12	200	POTASH CP SASKATCHEW ADR	8,312.75	8,826.47	513.72	
02-10-12	03-06-12	100	ALEXION PHARMACEUTICALS INC	8,199.32	8,313.35	114.02	
01-09-12	03-22-12	100	MCDONALDS CORP COM	9,999.55	9,578.92	-420.63	
02-10-12	03-22-12	100	MCDONALDS CORP COM	9,922.75	9,578.90	-343.85	
02-10-12	04-10-12	300	DU PONT E I DE NEMOURS COM	15,353.65	15,318.10	-35.55	
01-09-12	04-10-12	300	DU PONT E I DE NEMOURS COM	13,988.35	15,318.10	1,329.75	
11-09-11	05-18-12	25	INTERNATIONAL BUS MACH COM	4,608.70	4,904.03	295.33	
01-09-12	05-18-12	50	INTERNATIONAL BUS MACH COM	9,088.45	9,808.07	719.62	
11-21-11	05-18-12	25	INTERNATIONAL BUS MACH COM	4,515.95	4,904.04	388.09	
01-06-12	05-30-12	275	CORE LABS	30,269.04	35,371.35	5,102.31	
01-09-12	05-31-12	300	FMC TECHNOLOGIES INC	15,604.75	12,092.82	-3,511.93	
12-08-11	05-31-12	300	FMC TECHNOLOGIES INC	15,228.52	12,092.82	-3,135.70	
04-27-12	05-31-12	100	FMC TECHNOLOGIES INC	4,714.95	4,030.95	-684.00	
05-30-12	06-06-12	650	FACEBOOK INC	18,823.40	16,668.66	-2,154.74	
05-29-12	06-06-12	450	FACEBOOK INC	13,018.36	11,539.84	-1,478.52	
02-10-12	06-14-12	550	FLUOR	32,657.56	25,862.47	-6,795.09	
01-26-12	07-16-12	40	MASTERCARD INC	13,917.54	17,664.78	3,747.24	
01-31-12	07-18-12	600	TIMKEN CO	29,189.65	25,615.88	-3,573.77	
01-09-12	07-25-12	200	EDWARDS LIFESCIENCES COM	14,537.95	20,403.16	5,865.21	
11-11-11	07-25-12	100	EDWARDS LIFESCIENCES COM	7,065.01	10,201.59	3,136.58	
11-21-11	07-25-12	100	EDWARDS LIFESCIENCES COM	6,454.65	10,201.59	3,746.94	
01-30-12	08-15-12	600	POLYPORE INTERNATIONAL INC	32,267.77	20,218.95	-12,048.82	
06-14-12	08-15-12	200	POLYPORE INTERNATIONAL INC	7,123.25	6,739.66	-383.59	
01-20-12	08-16-12	30	INTUITIVE SURGICAL INC	13,257.46	15,395.92	2,138.46	
07-24-12	08-24-12	1,300	ARUBA NETWORKS INC	17,437.79	26,034.56	8,596.77	
07-24-12	10-02-12	1,100	ARUBA NETWORKS INC	14,755.05	22,520.75	7,765.70	

Premier Asset Management LLC

REALIZED GAINS AND LOSSES

Carl and Marilynn Thoma Foundation

66779068

From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
01-17-12	10-11-12	600	SALIX PHARMACEUTICALS	29,873.41	23,968.93	-5,904.48	
02-10-12	10-11-12	100	SALIX PHARMACEUTICALS	4,506.25	3,994.82	-511.43	
02-10-12	10-22-12	100	ALEXION PHARMACEUTICALS INC	8,199.32	10,344.70	2,145.37	
11-21-11	10-22-12	100	ALEXION PHARMACEUTICALS INC	6,439.75	10,344.70	3,904.95	
11-09-11	10-22-12	100	ALEXION PHARMACEUTICALS INC	6,394.75	10,344.71	3,949.96	
08-23-12	11-08-12	450	MEAD JOHNSON NUTRITION CO	32,187.87	29,695.06	-2,492.81	
05-08-12	11-08-12	200	RALPH LAUREN CORP	32,112.85	31,013.92	-1,098.93	
05-04-12	11-08-12	200	SALESFORCE.COM INC	30,560.27	28,715.47	-1,844.80	
10-23-12	12-04-12	1,600	DREAMWORKS ANIMATION SKG	32,869.88	26,012.57	-6,857.31	
12-15-11	12-06-12	1,150	MICROSOFT CORP	29,563.95	30,660.86	1,096.91	
01-24-12	12-14-12	150	F5 NETWORKS, INC	18,321.64	13,806.31	-4,515.33	
11-09-11	12-14-12	50	F5 NETWORKS, INC	5,405.35	4,602.10		-803.25
11-21-11	12-14-12	50	F5 NETWORKS, INC	5,106.45	4,602.10		-504.35
02-10-12	12-14-12	1,000	LKQ CORP	15,941.45	20,728.89	4,787.44	
01-20-12	12-20-12	45	INTUITIVE SURGICAL INC	19,886.19	22,504.51	2,618.32	
TOTAL GAINS						62,255.03	0.00
TOTAL LOSSES						-59,581.94	-1,307.60
				698,710.56	700,076.05	2,673.09	-1,307.60

TOTAL REALIZED GAIN/LOSS 1,365.49

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	2,984 SHS WILLAMETTE VINEYARD INC	P	08/08/11	06/06/12
b	SEE STATEMENT ATTACHED	P	VARIOUS	VARIOUS
c	SEE STATEMENT ATTACHED	P	VARIOUS	12/14/12
d	FROM PASSTHROUGH ENTITY	P	VARIOUS	VARIOUS
e	FROM PASSTHROUGH ENTITY		VARIOUS	VARIOUS
f	SECTION 1256 LOSS FROM PASSTHROUGH ENTITY			
g	SECTION 1256 LOSS FROM PASSTHROUGH ENTITY			
h				
i				
j				
k				
l				
m				
n				
o				

	(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	10,135.		8,111.	2,024.
b	690,872.		688,199.	2,673.
c	9,204.		10,512.	<1,308.>
d	10,145.			10,145.
e			17.	<17.>
f			13,170.	<13,170.>
g			19,755.	<19,755.>
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				2,024.
b				2,673.
c				<1,308.>
d				10,145.
e				<17.>
f				<13,170.>
g				<19,755.>
h				
i				
j				
k				
l				
m				
n				
o				

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	<19,408.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ *File a separate application for each return.*

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print		
	Name of exempt organization or other filer, see instructions. CARL AND MARILYNN THOMA FOUNDATION	Employer identification number (EIN) or 36-3486549
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 300 NORTH LASALLE STREET, NO. 4350	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60654	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ CARL D. THOMA
  300 NORTH LASALLE STREET, SUITE 4350 - CHICAGO, IL 60654
  Telephone No. ▶ (312) 254-3361 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ____________ , and ending ____________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.