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 OCT 1, 2012 **, and ending** SEP 30, 2013

Name of foundation
THE THOMAS FAMILY FOUNDATION, INC.

A Employer identification number 36-4311966

Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 30580 Room/suite

B Telephone number 954-459-1270

City or town, state, and ZIP code FORT LAUDERDALE, FL 33303

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)* ▶$ 6,331,038.

J Accounting method: [X] Cash ☐ 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))

			(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	472,944.		N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	80,450.	80,450.		STATEMENT 1
	4	Dividends and interest from securities	119,889.	119,889.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<217,161.>			
	b	Gross sales price for all assets on line 6a 1,746,879.				
	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	8,277.	8,277.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	464,399.	208,616.		
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	584.	292.		292.
	b	Accounting fees STMT 5	2,500.	1,250.		1,250.
	c	Other professional fees STMT 6	5,628.	5,628.		0.
	17	Interest				
	18	Taxes				
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	317.	0.		25.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,029.	7,170.		1,567.
	25	Contributions, gifts, grants paid	250,735.			250,735.
	26	**Total expenses and disbursements.** Add lines 24 and 25	259,764.	7,170.		252,302.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	204,635.			
	b	**Net investment income** (if negative, enter -0-)		201,446.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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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	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	355,501.	1,470,205.	1,470,205.
	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	3,688,552.	2,677,764.	2,148,427.
	c Investments - corporate bonds STMT 10	1,962,897.	1,552,667.	1,527,030.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	535,000.	1,071,949.	1,185,376.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	11,000.	0.	0.
	16 **Total assets** (to be completed by all filers)	6,552,950.	6,772,585.	6,331,038.
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 ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,711,885.	5,726,885.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	841,065.	1,045,700.	
	30 **Total net assets or fund balances**	6,552,950.	6,772,585.	
	31 **Total liabilities and net assets/fund balances**	6,552,950.	6,772,585.	

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	6,552,950.
2	Enter amount from Part I, line 27a	2	204,635.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	15,000.
4	Add lines 1, 2, and 3	4	6,772,585.
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	6,772,585.

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	SEE SCHEDULE ATTACHED	P	04/20/04	09/23/13
b	JPM CHASE - 3000 SHS	D	11/09/10	05/08/13
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	1,571,879.		1,788,759.	<216,880.>
b	175,000.		175,281.	<281.>
c				
d				
e				

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				<216,880.>
b				<281.>
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2 — <217,161.>

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	289,815.	5,206,085.	.055669
2010	218,814.	5,265,129.	.041559
2009	209,894.	4,959,358.	.042323
2008	306,514.	4,168,399.	.073533
2007	249,247.	5,938,366.	.041972

2	**Total** of line 1, column (d)	2	.255056
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	.051011
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,399,412.
5	Multiply line 4 by line 3	5	275,429.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,014.
7	Add lines 5 and 6	7	277,443.
8	Enter qualifying distributions from Part XII, line 4	8	252,302.

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	4,029.
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	4,029.
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	4,029.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,113.		
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	3,113.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	12.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	928.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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) ▶ FL,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

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 ▶ ALFRED THOMAS Telephone no. ▶ 954-524-3643
Located at ▶ P.O. BOX 30580, FORT LAUDERDALE, FL ZIP+4 ▶ 33303

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 (No)

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **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
ALFRED THOMAS P.O. BOX 30580 FORT LAUDERDALE, FL 33303	PRESIDENT/TREASURER 2.00	0.	0.	0.
PHYLIS THOMAS P.O. BOX 30580 FORT LAUDERDALE, FL 33303	VICE-PRESIDENT/SECRETARY 2.00	0.	0.	0.
LYDIA BART P.O. BOX 30580 FORT LAUDERDALE, FL 33303	VICE-PRESIDENT 2.00	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 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	4,367,771.
b	Average of monthly cash balances			1b	1,113,866.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	5,481,637.
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	5,481,637.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	82,225.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	5,399,412.
6	**Minimum investment return.** Enter 5% of line 5			6	269,971.

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	269,971.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,029.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,029.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	265,942.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	265,942.
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	265,942.

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	252,302.
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	252,302.
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	252,302.

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				265,942.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			216,817.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 252,302.				
a Applied to 2011, but not more than line 2a			216,817.	
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				35,485.
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).)	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 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				230,457.
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	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
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).)

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 ▶ [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				
1000 + CLUB TO BENEFIT CANCER 4846 NORTH UNIVERSITY DRIVE #125 LAUDERHILL, FL 33351	NONE	501C(3)	SUPPORT CANCER RESEARCH & TREATMENT	5,600.
4KIDS OF SOUTH FLORIDA 827 FLORIDA 7 NORTH LAUDERDALE, FL 33068	NONE	501C(3)	SUPPORT CHILDREN IN CRISIS	2,500.
ALZHEIMER'S ASSOCIATION RESEARCH 225 N MICHIGAN AVENUE CHICAGO, IL 60601	NONE	501C(3)	SUPPORT ALZHEIMER'S RESEARCH & TREATMENT	1,000.
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET NW ATLANTA, GA 30303	NONE	501C(3)	ELIMINATE CANCER BY HELPING PEOPLE GET WELL AND FIND CURES	1,500.
AMERICAN DIABETES ASSOCIATION 55 E MONROE STREET #3420 CHICAGO, IL 60603	NONE	501C(3)	FIGHT DIABETES AND HELP THOSE AFFECTED	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	250,735.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	80,450.	
4 Dividends and interest from securities			14	119,889.	
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			14	8,277.	
8 Gain or (loss) from sales of assets other than inventory			18	<217,161.>	
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)		0.		<8,545.>	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 <8,545.>

(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).
	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	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

Signature of officer or trustee: [signature] Date: 2/13/14 Title: President

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
CHRISTOPHER TAARICK	[signature]	2/11/14		P01437554

Firm's name ▶ MCGLADREY LLP — Firm's EIN ▶ 42-0714325

Firm's address ▶ 100 NE THIRD AVENUE, SUITE 300 FORT LAUDERDALE, FL 33301 — Phone no. 954-462-6351

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
AMERICAN LUNG ASSOCIATION 1301 PENNSYLVANIA AVENUE NW, SUITE 800 WASHINGTON, DC 20004	NONE	501C(3)	SUPPORT RESEARCH AND DEVELOPMENT PROGRAMS ON RESPIRATORY ILLNESS	1,500.
ARTHRITIS FOUNDATION 1330 W PEACHTREE STREET, SUITE 100 ATLANTA, GA 31193	NONE	501C(3)	SUPPORT RESEARCH, PREVENTION, & CURE OF ARTHRITIS	1,000.
BROWARD PERFORMING ARTS FOUNDATION 201 SW FIFTH AVENUE FORT LAUDERDALE, FL 33312	NONE	501C(3)	SUSTAIN, DEVELOP AND SECURE THE FUTURE OF THE PERFORMING ARTS	2,500.
CARRIE'S KIDS 1223 SOUTH 12TH STREET, SUITE 3 BISMARCK, ND 58501	NONE	501C(3)	SUPPORT OUTREACH PROGRAMS FOR KIDS AND TEENS	1,000.
CHILDREN'S AID CLUB P.O. BOX 11503 FORT LAUDERDALE, FL 33339	NONE	501C(3)	HELP UNDERPRIVILEGED CHILDREN	200.
CHRISTIAN FELLOWSHIP MISSION (DALE YOEDER)	NONE	501C(3)	TO AID DONEE ORGANIZATION IN CARRYING OUT ITS EXEMPT FUNCTION	2,000.
DANIEL MURPHY SCHOLARSHIP FUND 309 WEST WASHINGTON, SUITE 1250 CHICAGO, IL 60606	NONE	501C(3)	GIVE HIGH SCHOOL SCHOLARSHIP ASSISTANCE AND EDUCATIONAL SUPPORT	1,000.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE NEW YORK, NY 10001	NONE	501C(3)	PROVIDE INTERNATIONAL ASSISTANCE TO THOSE IN NEED	2,500.
FIRST PRESBYTERIAN CHURCH OF FORT LAUDERDALE 401 SE 15TH AVENUE FORT LAUDERDALE, FL 33301	NONE	501C(3)	SUPPORT CHURCH ACTIVITIES AND EVENTS	82,324.
HAGS (HOT JAZZ & ALLIGATORS) 3654 NE 19TH AVENUE FORT LAUDERDALE, FL 33308	NONE	501C(3)	TO AID DONEE ORGANIZATION IN CARRYING OUT EDUCATIONAL ACTIVITIES	200.
Total from continuation sheets				239,135.

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05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HANDY INC. 501 NE 8TH STREET FORT LAUDERDALE, FL 33304	NONE	501C(3)	SUPPORT EDUCATIONAL PROGRAMS FOR THE YOUTH	1,500.
HEART GALLERY OF BROWARD COUNTY 401 NE 4TH STREET FORT LAUDERDALE, FL 33301	NONE	501C(3)	SUPPORT PROGRAMS TO HELP PROMOTE ADOPTION	2,000.
HOLY CROSS HOSPITAL 4725 N FEDERAL HIGHWAY FORT LAUDERDALE, FL 33308	NONE	501C(3)	SUPPORT PROGRAM ACTIVITIES	8,150.
HOPE SOUTH FLORIDA 101 SE 3RD AVENUE, NE 3RD COURT FORT LAUDERDALE, FL 33301	NONE	501C(3)	SUPPORT INITIATIVE TO HELP THE HOMELESS	15,208.
HUMANE SOCIETY OF BROWARD COUNTY 2070 GRIFFIN ROAD FORT LAUDERDALE, FL 33312	NONE	501C(3)	SUPPORT PET ADOPTION	5,000.
JASON TAYLOR FOUNDATION 1575 NORTHPARK DRIVE, SUITE 99 WESTON, FL 33326	NONE	501C(3)	PROVIDE PROGRAMS THAT FACILITATE PERSONAL AND EMPOWERMENT FOR SOUTH FLORIDA'S CHILDREN	500.
LIFE NET 4FAMILIES - NEW TRUCK 1 NW 33RD TERRACE FORT LAUDERDALE, FL 33311	NONE	501C(3)	HELP THE HOMELESS AND HUNGRY	5,000.
MARCH OF DIMES 1001 W. CYPRESS CREEK ROAD #110 FORT LAUDERDALE, FL 33309	NONE	501C(3)	SUPPORT HEALTHY MOMS AND BABIES	500.
MEALS ON WHEELS 3047 N LINCOLN AVENUE #214 CHICAGO, IL 60657	NONE	501C(3)	HELP PROVIDE MEALS TO SENIORS AND THE DISABLED	1,500.
NATIONAL BRAIN TUMOR SOCIETY 55 CHAPEL STREET, SUITE 200 NEWTON, MA 02458	NONE	501C(3)	SUPPORT RESEARCH FOR A CURE	500.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PAINT GEORGIA PINK 2372 HIGH FOREST COURT, SUITE B DULUTH, GA 30096	NONE	501C(3)	SUPPORT FIGHT AGAINST BREAST CANCER	3,000.
PT / REIMBURSEMENT FOR WID GIFTS	NONE	501C(3)		853.
AMERICAN RED CROSS 2200 W HARRISON STREET CHICAGO, IL 60612	NONE	501C(3)	SUPPORT FOR HURRICANE SANDY VICTIMS	5,000.
POLICE ATHLETIC LEAGUE 1662 N. US HIGHWAY, SUITE C JUPITER, FL 33469	NONE	501C(3)	PREVENT JUVENILE CRIME AND VIOLENCE	500.
RALLY FOR THE CURE 20 WESTPORT ROAD WILTON, CT 06897	NONE	501C(3)	SUPPORT FIGHT AGAINST BREAST CANCER	1,000.
ROBERTA A. WEBB CHILD CENTER 400 KELLEY LANE HARRISONBURG, VA 22802	NONE	501C(3)	PROVIDE AFFORDABLE, QUALITY LICENSED CHILD CARE FOR DIVERSE FAMILIES	6,500.
SPECIAL OLYMPICS 1133 19TH STREET NW WASHINGTON, DC 20036	NONE	501C(3)	PROVIDE YEAR-ROUND SPORTS TRAINING FOR CHILDREN AND ADULTS WITH DISABILITIES	1,500.
ST. JUDE CHILDREN'S RESEARCH HOSPITAL 262 DANNY THOMAS PI MEMPHIS, TN 38105	NONE	501C(3)	SUPPORT RESEARCH TO FIND CURES AND SAVE CHILDREN WITH CATASTROPHIC DISEASES	1,000.
ST. SABINA 1210 W 78TH PLACE CHICAGO, IL 60620	NONE	501C(3)	SUPPORT ORGANIZATION ACTIVITIES	25,000.
THE NIGHT MINISTRY 4711 N RAVENSWOOD AVENUE CHICAGO, IL 60640	NONE	501C(3)	PROVIDE HOUSING, HEALTHCARE, AND HUMAN CONNECTION TO CHICAGO COMMUNITY	5,000.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TOMORROW'S RAINBOW 4341 NW 39TH AVENUE COCONUT CREEK, FL 33073	NONE	501C(3)	PROVIDE GRIEVING CHILDREN, TEENS, & THEIR FAMILIES HEALING GUIDANCE AND SUPPORT	1,200.
BROWARD PARTNERSHIP FOR THE HOMELESS, INC. 920 NW 7TH AVENUE FORT LAUDERDALE, FL 33311	NONE	501C(3)	PROVIDE ASSISTANCE FOR THE HOMELESS IN BROWARD COUNTY	2,000.
UNICORN CHILDREN'S FOUNDATION 2110 RUTH & BARON COLEMAN BLVD., SUITE 250 BOCA RATON, FL 33428	NONE	501C(3)	SUPPORT CHILDREN AND YOUNG ADULTS WITH DEVELOPMENTAL, COMMUNICATION, & LEARNING DISORDERS	2,500.
UNITED WAY OF BROWARD 1300 S ANDREWS AVENUE FORT LAUDERDALE, FL 33316	NONE	501C(3)	HELP UNITE THE COMMUNITY BY CREATING CHANGE IN EDUCATION AND HEALTH	10,100.
WHEELCHAIR FOUNDATION 3820 BLACKHAWK ROAD DANVILLE, CA 94506	NONE	501C(3)	CREATE AWARENESS OF THE NEEDS AND ABILITIES OF PEOPLE WITH PHYSICAL DISABILITIES	2,000.
WOMEN IN DISTRESS P.O. BOX 50187 LIGHTHOUSE POINT, FL 33074	NONE	501C(3)	PROVIDE SUPPORT TO DOMESTIC VIOLENCE CENTER	37,900.
Total from continuation sheets				

223631
05-01-12

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

SOURCE	AMOUNT
FAIRFIELD LOAN INTEREST INCOME	13,317.
UBS #37744	67,133.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	80,450.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UBS #37443	41,911.	0.	41,911.
UBS #37744	77,978.	0.	77,978.
TOTAL TO FM 990-PF, PART I, LN 4	119,889.	0.	119,889.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	8,277.	8,277.	
TOTAL TO FORM 990-PF, PART I, LINE 11	8,277.	8,277.	

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	584.	292.		292.
TO FM 990-PF, PG 1, LN 16A	584.	292.		292.

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	2,500.	1,250.		1,250.
TO FORM 990-PF, PG 1, LN 16B	2,500.	1,250.		1,250.

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
INVESTMENT FEES	5,628.	5,628.		0.
TO FORM 990-PF, PG 1, LN 16C	5,628.	5,628.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	25.	0.		25.
NON-DEDUCTIBLE EXPENSES	292.	0.		0.
TO FORM 990-PF, PG 1, LN 23	317.	0.		25.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
BARCLAYS RIGHTS OFFERING TRANSFERRED INTO UBS A/C 37443	15,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	15,000.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED - UBS #37443	1,925,141.	1,334,906.
SEE SCHEDULE ATTACHED - UBS #37744	752,623.	813,521.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,677,764.	2,148,427.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED - UBS #37443	0.	0.
SEE SCHEDULE ATTACHED - UBS #37744	1,552,667.	1,527,030.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,552,667.	1,527,030.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FAIRFIELD GROUP 6% NOTE	COST	529,152.	578,127.
SEE SCHEDULE ATTACHED - UBS #37744	COST	542,797.	607,249.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,071,949.	1,185,376.

FORM 990-PF	OTHER ASSETS	STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MISCELLANEOUS RECEIVABLE	11,000.	0.	0.
TO FORM 990-PF, PART II, LINE 15	11,000.	0.	0.

Account name: THOMAS FAMILY FOUNDATION
Friendly account name Cash Fdn
Account number: V4 37744 JM

Your Financial Advisor
JAY MALTBY/MATT LUDINGTON
312-525-7400/888-827-8469

Your assets › **Cash alternatives** › **Money market funds** (continued)

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
ADELPHIA RECOVERY TRUST Symbol ADPAJ Exchange OTC	Feb 14, 07	38,860 000	0 560	18,554.68	0 010	388 60	-21,373 00	LT

Structured products

There may be little or no secondary market for structured products Prices are estimated values obtained from third parties or issuers and do not reflect adjustments taken by such third parties or issuers for financial reporting purposes arising from changes in the market value of such transactions The value at which you would be able to purchase, sell, enter into, assign or terminate any instrument will be impacted by other factors, such as hedging and transaction costs, credit considerations, bid-ask spreads and market liquidity

Holding	Trade date	Quantity	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
DEUTSCHE BANK AG AIRBAG AYON GNW 9/12/2014 8 52% Exchange OTC EAI $8,520 Current yield 8 52%	Sep 6, 13	100 000	1,000 000	100,000 00	999 999	99,999 90	-0 10	ST
UBS AG L/O TRIGGER PAOS IWM&SPY 11/02/2017 Exchange OTC	Oct 31, 12	10,000 000	10 000	100,000 00	10 110	101,100 00	1,100 00	ST
Total				**$200,000.00**		**$201,099.90**	**$1,099.90**	

Total estimated annual income: $8,520

Thomas Family Foundation
2012 Form 990-PF
EIN 36-4311966
Page 1

Your assets › **Equities** (continued)

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

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not *reflected on your statement, including shares that have been realized as either a gain or a loss* It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
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	19 620	572,679 51	72,679 51		LT
Total reinvested	2,005 709	16 985		34,067 63	19 620	39,352 01	5,284 38		
EAI $3,930 Current yield 0.64%									
Security total	31,194 267	17 121	500,000 00	534,067 63		612,031 51	77,963 89	112,031 52	

Fixed income

Corporate bonds and notes

Prices are obtained from independent quotation bureaus that use computerized valuation formulas to calculate current values Actual market values may vary and thus gains/losses may not be accurately reflected Cost basis has been adjusted for accreted original issue discount (OID) If you have made a tax election to deduct the premium amortization on taxable debt securities, you may request that UBS adjust cost basis for the bond premium amortization

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
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	-38,001 25	LT

continued next page

Account name: THOMAS FAMILY FOUNDATION
Friendly account name. Cash Fdn
Account number: Y4 37744 JM

Your Financial Advisor:
JAY MALTBY/MATT LUDINGTON
312-525-7400/888-827-8469

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

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Cost basis ($)	Price on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
SPRINT NEXTEL CORP W +30BPS RATE 06 000% MATURES 12/01/16 ACCRUED INTEREST $1,983 33 CUSIP 852061AD2 Moody B1 S&P BB- EAI $6,000 Current yield 5 66%	Jun 27, 07	100,000 000	95 151	95,156 25	106 000	106,000 00	9,843 75	LT
MORGAN STANLEY ADJ RATE MATURES 08/14/17 CUSIP 61760QBU7 Moody Baa1 S&P A- EAI $5,529 Current yield 2 72%	Aug 07, 12	200,000 000	100 000	200,005 25	101 510	203,020 00	3,014 75	LT
ISTAR FINANCIAL INC NTS CALL@MW+50BP RATE 07 125% MATURES 02/15/18 ACCRUED INTEREST $890 63 CUSIP 45031UBQ3 Moody B3 S&P B+ EAI $7,125 Current yield 6 64%	Dec 06, 12	100,000 000	103 000	103,005 25	107 250	107,250 00	4,244 75	ST
SLM CORP MED TERM NTS CALL@MW+50BP RATE 05 500% MATURES 01/25/23 ACCRUED INTEREST $993 06 CUSIP 78442FEQ7 Moody Ba1 S&P BBB- EAI $5,500 Current yield 6 01%	Jan 31, 13	100,000 000	101 000	101,005 25	91 559	91,559 00	-9,446 25	ST
GENL ELECT CAP CORP B/E RATE 07 125% MATURES 12/15/49 CALLABLE ACCRUED INTEREST $4,156 26 CUSIP 369622SN6 Moody Baa1 S&P AA- EAI $14,250 Current yield 6 55%	Jun 26, 12	200,000 000	106 000	212,005 25	108 750	217,500 00	5,494 75	LT
Total		**$840,000.000**		**$750,182.50**		**$725,333.00**	**-$24,849.50**	

Total accrued interest: $8,023 28

Total estimated annual income: $38,404

Thomas Family Foundation
2012 Form 990-PF
EIN 36-4311966
Page 3

Account name: THOMAS FAMILY FOUNDATION
Friendly account name: Cash Fdn
Account number: Y4 37744 JM

Your Financial Advisor:
JAY MALTBY/MATT LUDINGTON
312-525-7400/888-827-8469

Your assets › Fixed income (continued)

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

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
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	-3,855 10		LT
Total reinvested	3,066 722	10 131		31,069 86	10 230	31,372 57	302 71		
EAI $12,750 Current yield 4 59%									
Security total	27,128 320	10 361	250,005 25	281,075 11		277,522 71	-3,552 39	27,517 47	

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
BARCLAYS BANK PLC ADR PFD SR 5								
SER 5 8 125% PREFERRED CLBL								
PAR VALUE - 25 00 USD								
Symbol BCS PRD Exchange NYSE								
EAI $14,217 Current yield 7 98%	Nov 30, 09	5,000 000	23 500	117,504 75	25 440	127,200 00	9,695 25	LT
	May 6, 10	2,000 000	21 952	43,905 25	25 440	50,880 00	6,974 75	LT
Security total		7,000 000		161,410 00		178,080 00	16,670 00	
GOODRICH PETROLEUM CORP CUML								
SER D 9 750% PFD CLBL								
PAR VALUE - 25 00 USD								
Symbol GDP PRD Exchange NYSE								
EAI $2,438 Current yield 9 73%	Aug 14, 13	1,000 000	25 000	25,000 00	25 050	25,050 00	50 00	ST

continued next page

Account name: THOMAS FAMILY FOUNDATION
Friendly account name: Cash Fdn
Account number: Y4 37744 JM

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Your assets › Fixed income › Preferred securities (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
HSBC HOLDINGS 8 125% PERPETUAL, CALLABLE Symbol HCS Exchange NYSE EAI $8,124 Current yield 7 91%	Apr 2, 08	4,000 000	25 000	100,000 00	25 680	102,720 00	2,720 00	LT
LLOYDS BANKING GROUP PLC 7 750% DUE 07/15/50 CALLABLE Symbol LYG PRA Exchange NYSE EAI $3,876 Current yield 7 28%	Jun 30, 10	1,000 000	25 000	25,000 00	26 630	26,630 00	1,630 00	LT
	Jun 30, 10	1,000 000	25 000	25,000 00	26 630	26,630 00	1,630 00	LT
Security total		2,000 000		50,000 00		53,260 00	3,260 00	
MORGAN STANLEY CAP TR VI 6 450% DUE 04/15/67 CALLABLE Symbol MSK Exchange NYSE EAI $3,871 Current yield 6 58%	Apr 19, 07	2,400 000	25 000	60,000 00	24 510	58,824 00	-1,176 00	LT
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 60%	Dec 15, 06	4,000 000	25 000	100,000 00	20 140	80,560 00	-19,440 00	LT
TRAVELCENTERS OF AMERICA LLC (TA) 8 250% DUE 01/15/28 CALLABLE Symbol TANN Exchange NYSE EAI $2,063 Current yield 8 03%	Jan 8, 13	1,000 000	25 000	25,000 00	25 680	25,680 00	680 00	ST
Total				**$521,410.00**		**$524,174.00**	**$2,764.00**	

Total estimated annual income. $40,713

Thomas Family Foundation
2012 Form 990-PF
EIN 36-4311966

Account name: THOMAS FAMILY FOUNDATION
Friendly account name: Cash Fdn
Account number: Y4 37744 JM

Your Financial Advisor:
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312-525-7400/888-827-8469

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

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
FIRST EAGLE GLOBAL FUND									
CLASS A									
Symbol SGENX									
Trade date Mar 15, 11	166 186	46 100	7,661 33	7,661 33	53 510	8,892 61	1,231 28		LT
Trade date May 17, 11	2,075.550	48 182	100,005 25	100,005 25	53 510	111,062 68	11,057 43		LT
Trade date May 23, 11	2,091 175	47 822	100,005 25	100,005 25	53 510	111,898.77	11,893 52		LT
Trade date May 24, 11	2,088 555	47 882	100,005 25	100,005 25	53 510	111,758 58	11,753 33		LT
Trade date Jun 1, 11	2,069 536	48 322	100,005 25	100,005 25	53 510	110,740 87	10,735 62		LT
Trade date Jun 10, 11	2,105 706	47 492	100,005 25	100,005 25	53 510	112,676 33	12,671 08		LT
Total reinvested	751 627	46 710		35,109 10	53 510	40,219 56	5,110 46		
EAI $5,810 Current yield 0 96%									
Security total	11,348 335	47 831	507,687 58	542,796 68		607,249 40	64,452 72	99,561 82	

Your total assets

		Value on Sep 30 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**1,391,026 16**	**31 78%**	**1,391,026.16**		
Cash alternatives	**Money market funds**	**30,000.00**	**0.69%**	**30,000.00**	**9.00**	
Equities	Common stock	388 60		18,554.68		-21,373 00
	Structured products	201,099 90		200,000 00	8,520 00	1,099 90
	Mutual funds	612,031 51		534,067 63	3,930 00	77,963 89
	Total equities	**813,520.01**	**18.59%**	**755,829.23**	**12,450.00**	**57,690.79**
Fixed income	* Corporate bonds and notes	725,333.00		750,182 50	38,404 00	-24,849.50

continued next page

Account name: THOMAS FAMILY FOUNDATION
Friendly account name: Cash Fdn
Account number: Y4 37744 JM

Your Financial Advisor
JAY MALTBY/MATT LUDINGTON
312-525-7400/888-827-8469

Your assets › Your total assets (continued)

		Value on Sep 30 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
	Mutual funds	277,522 71		281,075 11	12,750 00	-3,552 39
	Preferred securities	524,174 00		521,410 00	40,713 00	2,764 00
	Total accrued interest	8,023 28				
	Total fixed income	**1,535,052.99**	**35.07%**	**1,552,667.61**	**91,867.00**	**-25,637.89**
Other	**Mutual funds**	**607,249.40**	**13.87%**	**542,796.68**	**5,810.00**	**64,452.72**
Total		**$4,376,848.56**	**100.00%**	$4,269,112.76	**$110,136.00**	**$96,505.62**

• Missing cost basis information

	Cost	FMV
Total Equities	$752,622.31	$813,520.01
Total Fixed Income	$1,552,667.61	$1,527,029.71
Total Mutual Funds	$542,796.68	$607,249.40
	$2,848,086.60	$2,947,799.12

Thomas Family Foundation
2012 Form 990-PF
EIN 36-4311966
Page 7

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
AMEREN CORP								
Symbol AEE Exchange NYSE								
EAI $11,200 Current yield 4 59%	Jun 26, 03	1,000 000	44 280	44,280 00	34 840	34,840 00	-9,440 00	LT
	Jun 26, 03	1,000 000	44 284	54,075 00	34 840	34,840.00	-9,444 00	LT
	Aug 6, 03	1,000 000	41 179	54,075.00	34 840	34,840 00	-6,339 00	LT
	Mar 20, 07	2,000 000	50 330	100,660.00	34 840	69,680 00	-30,980 00	LT
	Dec 2, 09	2,000 000	26 686	53,372.00	34 840	69,680 00	16,308 00	LT
Security total		7,000 000	40 539	306,462 00		243,880 00	-39,895 00	
BARCLAYS PLC ADR								
Symbol BCS Exchange NYSE								
EAI $3,970 Current yield 2 33%	Mar 1, 07	2,000 000	57 385	114,771 00	17 040	34,080 00	-80,691 00	LT

continued next page

Thomas Family Foundation
2012 Form 990-PF
EIN 36-4311966
Page 1

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 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
	Mar 5, 07	1,000 000	55 259	55,259 72	17 040	17,040 00	-38,219 72	LT
	Sep 11, 07	1,000 000	49 186	49,186 00	17 040	17,040 00	-32,146 00	LT
	Nov 5, 07	1,000 000	43 293	43,293 00	17 040	17,040 00	-26,253 00	LT
	Feb 21, 08	2,000 000	37 830	75,661 00	17 040	34,080 00	-41,581 00	LT
	Jun 24, 08	2,000 000	24 673	49,347 00	17 040	34,080 00	-15,267 00	LT
	Jul 8, 08	1,000 000	22 190	22,190 00	17 040	17,040 00	-5,150 00	LT
Security total		10,000 000	40 971	409,707 72		170,400 00	-239,307 72	
BOSTON SCIENTIFIC CORP Symbol BSX Exchange NYSE	Dec 5, 05	2,000 000	26 260	52,520 00	11 740	23,480 00	-29,040 00	LT
	Jun 27, 06	1,000 000	16 560	16,560 00	11.740	11,740 00	-4,820 00	LT
	Oct 19, 06	2,000 000	16 040	32,080 00	11 740	23,480 00	-8,600 00	LT
	Mar 16, 10	5,000 000	7 073	35,365 00	11 740	58,700 00	23,335 00	LT
Security total		10,000 000	13 653	136,525 00		117,400 00	-19,125 00	
CITIGROUP INC Symbol C Exchange NYSE EAI $40 Current yield 0 08%	Jan 24, 08	100 000	270 800	27,080 00	48 510	4,851 00	-22,229 00	LT
	Feb 13, 08	200 000	260 500	52,100 00	48 510	9,702 00	-42,398 00	LT
	Jun 24, 08	200 000	188 674	37,734 85	48 510	9,702 00	-28,032 85	LT
	Jul 31, 08	200 000	184 389	36,877 99	48 510	9,702 00	-27,175 99	LT
	Mar 2, 10	300 000	34 200	10,260 00	48 510	14,553 00	4,293 00	LT
Security total		1,000 000	164 053	164,052 84		48,510 00	-115,542 84	
DOW CHEMICAL Symbol DOW Exchange NYSE EAI $6,400 Current yield 3 33%	Oct 27, 05	1,000 000	45 400	45,400 00	38 400	38,400 00	-7,000 00	LT
	Feb 1, 06	2,000 000	42 034	84,068 00	38 400	76,800 00	-7,268 00	LT
	Sep 3, 08	2,000 000	34 836	69,673 00	38 400	76,800 00	7,127 00	LT
Security total		5,000 000	39 828	199,141 00		192,000 00	-7,141 00	
DYNEGY INC NEW Symbol DYN Exchange NYSE	Jan 22, 08	4 211	1,701 560	7,165 78	19 320	81 36	-7,084 42	LT
	Jan 24, 08	8 139	1,672 821	13,615 76	19 320	157 25	-13,458 51	LT
	Jul 31, 08	3 256	1,773 594	5,774 29	19 320	62 90	-5,711 39	LT
	Aug 12, 08	8 139	1,555 279	12,659 04	19 320	157 25	-12,501 79	LT
	Sep 9, 08	8 139	1,290 962	10,507 53	19 320	157 25	-10,350 28	LT

continued next page

Thomas Family Foundation
2012 Form 990-PF
EIN 36-4311966
Page 2

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 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
	Sep 10, 08	8 139	1,241 285	10,103 32	19 320	157 25	-9,946 07	LT
	Oct 8, 08	8 139	666 593	5,425 67	19 320	157 25	-5,268 42	LT
	Aug 19, 11	48 836	193.421	9,445 93	19 320	943 51	-8,502 42	LT
Security total		97 000	770 075	74,697 32		1,874 04	-72,823 30	
GENL ELECTRIC CO Symbol GE Exchange NYSE EAI $3,800 Current yield 3 18%	Aug 10, 11	5,000 000	15 285	76,425 00	23 890	119,450 00	43,025 00	LT
GREAT PLAINS ENERGY INC Symbol GXP Exchange NYSE EAI $2,234 Current yield 3 92%	Jul 15, 08	2,568 000	25 740	66,100 32	22 200	57,009 60	-9,090 72	LT
MICROSOFT CORP Symbol MSFT Exchange OTC EAI $8,400 Current yield 3 37%	Jan 20, 06	3,500 000	26 550	125,825 00	33 280	116,480 00	23,555 00	LT
	May 16, 06	1,000 000	22 940	35,950.00	33 280	33,280 00	10,340 00	LT
	Jun 14, 06	1,000 000	21 850	35,950.00	33.280	33,280 00	11,430 00	LT
	Nov 18, 08	2,000 000	19 320	38,640.00	33 280	66,560 00	27,920 00	LT
Security total		7,500 000	23 514	236,365.00		249,600 00	73,245 00	
Total				1,669,476.20		**$1,200,123.64**	**-$386,655.58**	

Total estimated annual income: $36,044

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

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
EATON VANCE TAX MANAGED DIVERSIFIED EQUITY INCOME FUND Symbol ETY									

continued next page

Your assets › Equities › Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date Aug 16, 07	5,000 000	14 986	74,933 57	74,933 57	10 080	50,400 00	-24,533 57	-24,533 57	LT
EAI $5,060 Current yield 10 04%									
EATON VANCE TAX MANAGED GLOBAL									
DIVERSIFIED EQUITY INCOME					$15,000.00				
FUND									
Symbol EXG									
Trade date Aug 27, 08	5,000 000	12 676	63,382 22	63,382 22	9 380	46,900 00	-16,482 22	-16,482 22	LT
EAI $4,880 Current yield 10 41%									
Total			**$138,315.79**	**$138,315.79**		**$97,300.00**	**-$41,015.79**	**-$41,015.79**	

Total estimated annual income: $9,940

Rights

Holding	Trade date	Number of rights	Purchase price per right ($)	Cost basis ($)	Price per right on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
RIGHTS BARCLAYS PLC SPON								
ADR								
Expires Oct 02, 13								
GBP Exchange rate 0 61751		2,500 000		$15,000.00	5 370	13,425 00		

Warrants

Holding	Trade date	Number of warrants	Purchase price per warrant ($)	Cost basis ($)	Price per warrant on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
WARRANTS DYNEGY INC NEW								
(DELA)								
Expires Oct 02, 17	Jan 22, 08	75 853	147 208	11,166 20	1 350	102 40	-11,063 80	LT
	Jan 24, 08	127 030	144 723	18,384 24	1 350	171 49	-18,212 75	LT
	Jul 31, 08	50 812	153 438	7,796 55	1 350	68 60	-7,727 95	LT
	Aug 12, 08	127 030	134 554	17,092 46	1 350	171 49	-16,920 97	LT
	Sep 09, 08	127 030	111 685	14,187 47	1 350	171 49	-14,015 98	LT
	Sep 10, 08	127 031	107 389	13,641 68	1 350	171 49	-13,470 19	LT
	Oct 08, 08	127 030	57 669	7,325 83	1 350	171 49	-7,154 34	LT
	Aug 19, 11	762 183	16 733	12,754 07	1 350	1,028 95	-11,725 12	LT
Security Total		1,524 000		102,348 50		2,057 40	-100,291 10	

Thomas Family Foundation
2012 Form 990-PF
EIN 36-4311966
Page 4

Account name: THOMAS FAMILY FOUNDATION
Friendly account name: Foundation
Account number: Y4 37443 JM

Your Financial Advisor:
JAY MALTBY/MATT LUDINGTON
312-525-7400/888-827-8469

	Cost	FMV
Total Common Stock	$1,669,476.20	$1,222,123.64
Total Closed End Funds	$138,315.79	$97,300.00
Total Rights	$15,000.00	$13,425.00
Total Warrants	$102,348.50	$2,057.40
Total Equities:	$1,925,140.49	$1,334,906.04

continued next page

The Thomas Family Foundation
EIN: 36-4311966
Form 990-PF, Page 3, Part IV
Capital Gains & Losses
FYE 9/30/13

	Quantity	Date Acquired	Date Sold	Sales Proceeds	Cost Basis	Gain / (Loss)	
UBS a/c #37443							
DYNEGY	0.672	01/22/2008	10/03/2012	12.77	1,143.96	(1,131.19)	PURCHASED
GENERAL ELECTRIC	2,000.000	05/29/2008	10/01/2012	45,902.40	61,219.26	(15,316.86)	PURCHASED
GENERAL ELECTRIC	2,000.000	06/24/2008	10/01/2012	45,902.40	54,998.56	(9,096.16)	PURCHASED
GENERAL ELECTRIC	1,000.000	07/31/2008	10/01/2012	22,951.20	28,558.50	(5,607.30)	PURCHASED
WTS DYNEGY (DELA) EXP 10/02/07	0.365	01/22/2008	10/03/2012	0.60	53.76	(53.16)	PURCHASED
				114,769.37	145,974.04	(31,204.67)	
ARTIO GLOBAL HIGH INCOME FUND CLASS A	313.304	VARIOUS	10/31/2012	3,227.03	3,117.23	109.80	PURCHASED
JP MORGAN STRATEGIC INCOME OPPORT. FUND CLASS A	209.175	VARIOUS	10/31/2012	2,455.71	2,396.32	59.39	PURCHASED
PUTNAM DIVERSIFIED INCOME TRUST CLASS A	292.211	VARIOUS	10/31/2012	2,235.41	2,189.16	46.25	PURCHASED
TCW EMERGING MARKETS INCOME FUND CLASS N	147.595	VARIOUS	10/31/2012	1,686.79	1,568.35	118.44	PURCHASED
THIRD AVENUE FOCUSED CREDIT INVESTOR CLASS	419.922	VARIOUS	10/31/2012	4,304.20	4,061.75	242.45	PURCHASED
VIRTUS MULTI-SECTOR S/T BOND FUND CLASS A	433.695	VARIOUS	10/31/2012	2,142.45	2,092.71	49.74	PURCHASED
				16,051.59	15,425.52	626.07	
ARTIO GLOBAL HIGH INCOME FUND CLASS A	3,556 167	VARIOUS	10/31/2012	36,628.52	38,320.15	(1,691.63)	PURCHASED
JP MORGAN STRATEGIC INCOME OPPORT. FUND CLASS A	4,227.790	VARIOUS	10/31/2012	49,634.26	50,261.17	(626.91)	PURCHASED
PUTNAM DIVERSIFIED INCOME TRUST CLASS A	4,797.066	VARIOUS	10/31/2012	36,697.56	38,200.52	(1,502.96)	PURCHASED
TCW EMERGING MARKETS INCOME FUND CLASS N	1,675.880	VARIOUS	10/31/2012	19,993.25	19,044.21	949.04	PURCHASED
TCW EMERGING MARKETS LOCAL CURRENCY INCOME FUND	1,802.832	VARIOUS	10/31/2012	18,947.76	18,977.93	(30.17)	PURCHASED
THIRD AVENUE FOCUSED CREDIT INVESTOR CLASS	3,391.053	VARIOUS	10/31/2012	34,758.29	38,154.17	(3,395.88)	PURCHASED
VIRTUS MULTI-SECTOR S/T BOND FUND CLASS A	10,444.908	VARIOUS	10/31/2012	51,597.85	50,748.72	849.13	PURCHASED
				248,257.49	253,706.87	(5,449.38)	
DUKE ENERGY CORP	1,666.000	04/29/2009	03/28/2013	119,983.46	69,599.65	50,383.81	PURCHASED
FANNIE MAE	2,000.000	12/21/2007	04/042013	1,709.96	72,834.00	(71,124.04)	PURCHASED
FANNIE MAE	2,000.000	01/24/2008	04/04/2013	1,709.96	66,510.00	(64,800.04)	PURCHASED
				123,403.38	208,943.65	(85,540.27)	
MICROSOFT CORP	1,000.000	04/20/2004	05/17/2013	34,299.23	35,950.00	(1,650.77)	
MICROSOFT CORP	1,500.000	01/20/2006	05/17/2013	51,448.85	53,925.00	(2,476.15)	

				85,748.08	89,875.00	(4,126.92)	
COWEN GROUP INC CLASS A	1,996.000	06/06/2006	08/13/2013	7,125.84	25,573.94	(18,448.10)	PURCHASED
COWEN GROUP INC CLASS A	1,996.000	07/27/2006	08/13/2013	7,125.84	18,980.00	(11,854.16)	PURCHASED
COWEN GROUP INC CLASS A	8.000	05/30/2012	08/13/2013	28.56	19.92	8.64	PURCHASED
				14,280.24	44,573.86	(30,293.62)	
CALL MISCROSOFT CORP DUE 9/21/13	25 000	09/23/2013	09/23/2013	749.99	-	749.99	
UBS a/c #37744							
MORGAN STANLEY STEP-UP 05.000%	250,000.000	06/08/2010	12/11/2012	250,000.00	250,000.00	-	PURCHASED
GENERAL ELECTRIC CAP SERIES A 6.45% DUE 6/15/46	10,000.000	06/09/2006	01/02/2013	250,000.00	250,000.00	-	PURCHASED
GENWORTH FINANCIAL INC 06.515%	200,000.000	01/05/2011	01/17/2013	227,394.75	206,005.25	21,389.50	PURCHASED
				727,394.75	706,005.25	21,389.50	
AMERICAN CAPITAL LTD	5,000.000	11/16/2007	04/04/2013	70,612.11	197,150.00	(126,537.89)	PURCHASED
AMERICAN CAPITAL LTD	1,373.000	08/07/2009	04/04/2013	19,390.09	4,420.92	14,969.17	PURCHASED
AMERICAN CAPITAL LTD	1,627.000	01/26/2010	04/04/2013	22,977.18	6,462.38	16,514.80	PURCHASED
AMERICAN CAPITAL LTD	2,000.000	01/25/2011	04/04/2013	28,244.84	16,221.25	12,023.59	PURCHASED
				141,224.22	224,254.55	(83,030.33)	
BANK OF AMERICA CORP NTS 4.900% 05/01/13	100,000.000	01/04/2012	05/01/2013	100,000.00	100,751.25	(751.25)	PURCHASED
JPM CHASE XIV CAP 6.2% DUE 10/15/34	1,000.000	11/09/2010	05/08/2013	25,000.00	24,900.00	100.00	DONATED
JPM CHASE XIV CAP 6.2% DUE 10/15/34	1,000.000	11/16/2010	05/08/2013	25,000.00	24,729.80	270.20	DONATED
JPM CHASE XIV CAP 6.2% DUE 10/15/34	1,000.000	11/18/2010	05/08/2013	25,000.00	24,900.00	100.00	DONATED
				175,000.00	175,281.05	(281.05)	
UBS AG AIRBAG AYON GNW 5/30/2014 9.38%	100.000	05/29/2013	08/30/2013	100,000.00	100,000.00	-	
Total:				1,746,879.11	1,964,039.79	(217,160.68)	