ENVEL POSTMARK DATE MAY 02 2014

INTERNAL REVENUE SERVICE

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation WALTER J & HOLLY O THOMSON CHARITABLE FOUNDATION

A Employer identification number 30-6268353

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

Room/suite

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

City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75283-1041

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: ☒ 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) ▶ $ 38,440,341.

J Accounting method: ☒ 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) (see instructions))*

		(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 (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	457,901.	424,779.		STMT 1
	5a Gross rents	731,548.	731,548.		
	b Net rental income or (loss) 587,329.				
	6a Net gain or (loss) from sale of assets not on line 10	-407,745.			
	b Gross sales price for all assets on line 6a 12,867,393.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	96,930.	96,930.		STMT 2
	12 **Total.** Add lines 1 through 11	878,634.	1,253,257.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	191,760.	115,056.		76,704.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	3,050.	NONE	NONE	3,050.
	c Other professional fees (attach schedule) STMT 4	191,893.	136,240.		55,653.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	12,591.	7,298.		
	19 Depreciation (attach schedule) and depletion	49,622.	49,622.		
	20 Occupancy				
	21 Travel, conferences, and meetings	85.			85.
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 6	173,808.	155,060.		1,860.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	622,809.	463,276.	NONE	137,352.
	25 Contributions, gifts, grants paid	967,500.			967,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,590,309.	463,276.	NONE	1,104,852.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-711,675.			
	b **Net investment income** (if negative, enter -0-)		789,981.		
	c **Adjusted net income** (if negative, enter -0-).				

SCANNED MAY 1 2 2014

Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	2,052,285.	2,183,083.	2,183,083.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)	2,282,975.	2,138,900.	2,135,499.
b Investments - corporate stock (attach schedule)	3,148,419.	2,917,090.	4,136,045.
c Investments - corporate bonds (attach schedule)	1,160,977.	914,273.	896,485.
11 Investments - land, buildings, and equipment basis ▶ 8,833,360.			
Less accumulated depreciation (attach schedule) ▶ 88,779.	13,167,966.	8,744,581.	12,500,600.
12 Investments - mortgage loans			
13 Investments - other (attach schedule)	10,592,678.	14,691,416.	16,105,932.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)	3.	3.	482,697.
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	32,405,303.	31,589,346.	38,440,341.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)		NONE	
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	32,405,303.	31,589,346.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	32,405,303.	31,589,346.	
31 **Total liabilities and net assets/fund balances** (see instructions)	32,405,303.	31,589,346.	

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	32,405,303.
2 Enter amount from Part I, line 27a	2	-711,675.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	39,889.
4 Add lines 1, 2, and 3	4	31,733,517.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	144,171.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,589,346.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
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	8,417,393.		7,982,765.	434,628.
b	4,450,000.		5,292,373.	-842,373.
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				434,628.
b				-842,373.
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	-407,745.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

(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))
2012	1,225,305.	32,441,740.	0.037769
2011	637,220.	26,039,182.	0.024472
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	0.062241
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.031121
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	34,929,787.
5	Multiply line 4 by line 3	5	1,087,050.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,900.
7	Add lines 5 and 6	7	1,094,950.
8	Enter qualifying distributions from Part XII, line 4	8	1,104,852.

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 ▶ [X] and enter 1% of Part I, line 27b		1	7,900.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3	Add lines 1 and 2		3	7,900.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	7,900.
6	Credits/Payments.			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 8,556.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	8,556.
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	656.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 656. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Line	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 the 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 ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
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) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	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 2013 or the taxable year beginning in 2013 (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)*

		Line	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 ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (213)861-5183

Located at ▶ 500 S FLOWER ST, FL 27, LOS ANGELES, CA ZIP+4 ▶ 90071-2201

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

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

		Line	Yes	No
16	At any time during calendar year 2013, 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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________ , ________ , ________ , ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 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 2013.)*	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 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**
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? ☐ 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** No: 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? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 500 S FLOWER ST, FL 27, LOS ANGELES, CA 90071-2201	CO-TRUSTEE 1	131,760.	-0-	-0-
PHILIP MARKING 222 E CARRILLO ST, SUITE 400, SANTA BARBARA, CA 93101	CO-TRUSTEE 1	30,000.	-0-	-0-
DAVID ANDERSON P.O. BOX 5917, KETCHUM, ID 83340-5917	CO-TRUSTEE 1	30,000.	-0-	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2 NONE	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	21,453,398.
b	Average of monthly cash balances	1b	2,426,160.
c	Fair market value of all other assets (see instructions)	1c	11,582,155.
d	**Total** (add lines 1a, b, and c)	1d	35,461,713.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	35,461,713.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	531,926.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	34,929,787.
6	**Minimum investment return.** Enter 5% of line 5	6	1,746,489.

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	1,746,489.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,900.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,900.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,738,589.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,738,589.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,738,589.

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	1,104,852.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,104,852.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	7,900.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,096,952.

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.

30-6268353

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,738,589.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			936,291.	
b Total for prior years 20 11 ,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 . . . . . . NONE				
b From 2009 . . . . . . NONE				
c From 2010 . . . . . . NONE				
d From 2011 . . . . . . NONE				
e From 2012 . . . . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,104,852.				
a Applied to 2012, but not more than line 2a			936,291.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				168,561.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,570,028.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009 . . . NONE				
b Excess from 2010 . . . NONE				
c Excess from 2011 . . . NONE				
d Excess from 2012 . . . NONE				
e Excess from 2013 . . . NONE				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 26				967,500.
Total . . . . ▶ **3a**				967,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	457,901.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	587,329.	
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	-407,745.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b O&G ROYALTY INCOME			15	96,930.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				734,415.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 734,415.

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Karen J Kiser (signature) | 04/29/2014 | TRUSTEE

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

RENT AND ROYALTY INCOME

Taxpayer's Name: WALTER J & HOLLY O THOMSON CHARITABLE

Identifying Number: 30-6268353

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

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		170,016.	
OTHER INCOME:			
TOTAL GROSS INCOME			170,016.
OTHER EXPENSES.			
INSURANCE		1,846.	
LEGAL AND OTHER PROFESSIONAL FEES		3,000.	
TAXES		9,190.	
OTHER EXPENSES		25.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			14,061.
TOTAL RENT OR ROYALTY INCOME (LOSS)			155,955.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			155,955.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

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

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SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
==

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	25.

	25.
	==========

RENT AND ROYALTY INCOME

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

DESCRIPTION OF PROPERTY
618 S. BROADWAY LOS ANGELES, CA 90014

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		210,105.	
OTHER INCOME:			
TOTAL GROSS INCOME			210,105.
OTHER EXPENSES.			
INSURANCE		28,602.	
LEGAL AND OTHER PROFESSIONAL FEES		3,032.	
REPAIRS		1,067.	
TAXES		27,233.	
OTHER EXPENSES		241.	
DEPRECIATION (SHOWN BELOW)			
LESS· Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			60,175.
TOTAL RENT OR ROYALTY INCOME (LOSS)			149,930.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			149,930.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

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

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SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	241.
	241.

RENT AND ROYALTY INCOME

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

DESCRIPTION OF PROPERTY
602 DOG WOOD ROAD IMPERIAL VALLEY, CA

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		
OTHER INCOME:		
OTHER RENTAL INCOME	95,183.	
TOTAL GROSS INCOME		95,183.
OTHER EXPENSES:		
INSURANCE	189.	
LEGAL AND OTHER PROFESSIONAL FEES	1,067.	
TAXES	14,112.	
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		15,368.
TOTAL RENT OR ROYALTY INCOME (LOSS)		79,815.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		79,815.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

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

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

OTHER RENTAL INCOME	95,183.
	95,183.

RENT AND ROYALTY INCOME

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

DESCRIPTION OF PROPERTY
BIXBY-WIGGINS RANCH 480 ACRES IMPERIAL

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME			
OTHER INCOME:			
OTHER RENTAL INCOME		95,330.	
TOTAL GROSS INCOME			95,330.
OTHER EXPENSES:			
INSURANCE		245.	
LEGAL AND OTHER PROFESSIONAL FEES		1,467.	
TAXES		26,157.	
DEPRECIATION (SHOWN BELOW)			
LESS. Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS· Beneficiary's Portion			
TOTAL EXPENSES			27,869.
TOTAL RENT OR ROYALTY INCOME (LOSS)			67,461.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			67,461.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

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

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SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

OTHER RENTAL INCOME	95,330.
	95,330.

RENT AND ROYALTY INCOME

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

DESCRIPTION OF PROPERTY
1151 AUSTIN ROAD EL CENTRO, CA APPROX

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME			
OTHER INCOME:			
OTHER RENTAL INCOME		63,090.	
TOTAL GROSS INCOME			63,090.
OTHER EXPENSES:			
COMMISSIONS		1,577.	
INSURANCE		189.	
LEGAL AND OTHER PROFESSIONAL FEES		533.	
TAXES		13,409.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			15,708.
TOTAL RENT OR ROYALTY INCOME (LOSS)			47,382.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			47,382.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

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

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SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=======================================

OTHER INCOME

OTHER RENTAL INCOME	63,090.
	63,090.

RENT AND ROYALTY INCOME

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

DESCRIPTION OF PROPERTY
610 W. WAHL ROAD IMPERIAL VALLEY, CA

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		
OTHER INCOME:		
OTHER RENTAL INCOME	37,815.	
TOTAL GROSS INCOME		37,815.
OTHER EXPENSES:		
COMMISSIONS	840.	
INSURANCE	189.	
LEGAL AND OTHER PROFESSIONAL FEES	533.	
TAXES	9,476.	
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS. Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		11,038.
TOTAL RENT OR ROYALTY INCOME (LOSS)		26,777.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		26,777.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

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

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SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

OTHER RENTAL INCOME	37,815.
	37,815.

RENT AND ROYALTY INCOME

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

DESCRIPTION OF PROPERTY
1670 MAIN STREET RAMONA, CA 92065

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

TYPE OF PROPERTY. 4 - COMMERCIAL

RENTAL INCOME		60,009.	
OTHER INCOME:			
TOTAL GROSS INCOME			60,009.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			60,009.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			60,009.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

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

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	6,917.	6,917.
FOREIGN DIVIDENDS	55,227.	55,227.
NONDIVIDEND DISTRIBUTIONS	1,122.	
DOMESTIC DIVIDENDS	106,844.	106,844.
OTHER INTEREST	54,891.	54,891.
FOREIGN INTEREST	5,596.	5,596.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	32,000.	
FEDERALLY TAXABLE MUNICIPAL INTEREST	33,740.	33,740.
ACCRUED MARKET DISCOUNT INTEREST	1,710.	1,710.
NONQUALIFIED FOREIGN DIVIDENDS	1,316.	1,316.
NONQUALIFIED DOMESTIC DIVIDENDS	158,538.	158,538.
TOTAL	457,901.	424,779.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GROSS O&G ROYALTY INCOME		96,930.	96,930.
	TOTALS	96,930.	96,930.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE -BOA	2,800.			2,800.
CA LLC PREPARATION - SCHWARTZ KALES	250.			250.
TOTALS	3,050.	NONE	NONE	3,050.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PROPERTY MGMT FEES - BOA	125,852.	125,852.	
OIL & GAS MGMT FEES - BOA	4,353.	4,353.	
GRANTMAKING FEES - BOA	55,653.		55,653.
INVESTMENT ADVISORY FEES	6,035.	6,035.	
TOTALS	191,893.	136,240.	55,653.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,089.	2,089.
EXCISE TAX ESTIMATES	5,293.	
FOREIGN TAXES ON QUALIFIED FOR	4,583.	4,583.
FOREIGN TAXES ON NONQUALIFIED	626.	626.
TOTALS	12,591.	7,298.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENT AND ROYALTY EXPENSES	144,219.		
PROPERTY TAXES		99,577.	
INSURANCE		31,260.	
REPAIRS/MAINTENANCE		1,067.	
OTHER EXPENSES		266.	
COMMISSIONS		2,417.	
PROFESSIONAL FEES		9,632.	
OTHER INVESTMENT FEE	46.	46.	
STATE FILING FEE	10.		10.
CA FTB - LLC FILING/TAXES	10,404.	10,404.	
ASSOCIATION MEMBERSHIP DUES	1,000.		1,000.
IRS USER FEE - FORM 1023	850.		850.
HORSES - BOARDING/CARE	16,888.		
O&G ROYALTY:			
PRODUCTION TAXES	391.	391.	
TOTALS	173,808.	155,060.	1,860.

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

DESCRIPTION	AMOUNT
YEAR-END SALES ADJUSTMENT - 2013	393.
MUTUAL FUND ADJUSTMENT - 2012	19,758.
PURCHASED ACCRUED INTEREST - 2012	589.
BASIS ADJUSTMENT - BOND PREMIUM	11,130.
BASIS CORRECTION - BOND PREMIUM	8,017.
NET ROUNDING	2.
TOTAL	39,889.

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

DESCRIPTION	AMOUNT
MUTUAL FUND ADJUSTMENT - 2013	16,520.
PURCHASED ACCRUED INTEREST - 2013	172.
ROC BASIS ADJUSTMENT	67.
BASIS ADJUSTMENT - SALES	238.
2013 R/E SALE PARTIAL PROCEEDS - TIMING	122,147.
YEAR-END SALES ADJUSTMENT - 2012	860.
NET FACTORING ADJUSTMENT	4,167.
TOTAL	144,171.

WALTER J & HOLLY O THOMSON CHARITABLE 30-6268353

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
100. 1670 MAIN STREET RAMONA, CA	02/01/2010	02/28/2013	4,450,000.00	5,291,226.00	-841,226.00
1. COURTLY COLORS FOALED 02/22/1999 BY HOLDING COURT OUT OF HOT	04/30/2012	09/30/2013		1,147.00	-1,147.00
TOTAL OTHER GAINS AND LOSSES			4,450,000.00	5,292,373.00	-842,373.00
Totals			4,450,000.00	5,292,373.00	-842,373.00

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RECIPIENT NAME:
JOHN OSTLER - BANK OF AMERICA, N.A.
ADDRESS:
515 S FLOWER ST, FL 27; MC: CA9-512-27-01
LOS ANGELES, CA 90071-2201
RECIPIENT'S PHONE NUMBER: 213-861-5183
FORM, INFORMATION AND MATERIALS:
THE WALTER J & HOLLY O. THOMSON FOUNDATION GRANT APPLICATION AND COVERSHEET
SUBMISSION DEADLINES:
OCTOBER 31
RESTRICTIONS OR LIMITATIONS ON AWARDS:
CALIFORNIA-BASED QUALIFIED PUBLIC CHARITIES FOR PURPOSES TO BE CARRIED OUT WITHIN SANTA BARBARA COUNTY AND CENTRAL LOS ANGELES; ONE REQUEST PER ORGANIZATION WITHIN A 12-MONTH PERIOD; NO UNSOLICITED REQUESTS

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MUSIC ACADEMY OF THE WEST
ADDRESS:
1070 FAIRWAY RD
SANTA BARBARA, CA 93108-2865
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CASA DORINDA SERIES & FELLOWSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
SANTA BARBARA MUSEUM OF NATURAL HISTORY
ADDRESS:
2559 PUESTA DEL SOL
SANTA BARBARA, CA 93105-2936
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
'TINKERTOY - BUILD YOUR EDUCATION' PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
UNITED BOYS & GIRLS CLUBS OF SANTA BARBARA COUNTY
ADDRESS:
P.O. BOX 1485
SANTA BARBARA, CA 93102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT CAREER LAUNCH PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
THE SALVATION ARMY
ADDRESS:
1532 W 11TH ST
LOS ANGELES, CA 90015
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
RED SHIELD YOUTH & COMMUNITY CENTER
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SANTA YNEZ VALLEY HUMANE SOCIETY
ADDRESS:
P.O. BOX 335
BUELLTON, CA 93427-0335
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SANTA BARBARA CITY COLLEGE
FOUNDATION
ADDRESS:
721 CLIFF DR
SANTA BARBARA, CA 93109-2312
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
RUNNING START PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SANTA BARBARA RESCUE MISSION
ADDRESS:
535 E YANONALI ST
SANTA BARBARA, CA 93103-3254
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
PLANNED PARENTHOOD OF SANTA BARBARA,
VENTURA & S L OBISPO
ADDRESS:
518 GARDEN ST
SANTA BARBARA, CA 93101-1606
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SEXUALITY EDUCATION PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
UNITY SHOPPE, INC.
ADDRESS:
1219 STATE ST
SANTA BARBARA, CA 93101-2661
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
TRANSITION HOUSE
ADDRESS:
425 E COTA ST
SANTA BARBARA, CA 93101-1662
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FAMILY HOMELESS SHELTER
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
FOOD BANK OF SANTA BARBARA
COUNTY
ADDRESS:
4554 HOLLISTER AVE
SANTA BARBARA, CA 93110-1710
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
AMERICAN RED CROSS
ADDRESS:
430 MADELINE DR
PASADENA, CA 91105
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
'PREPARE LA' & UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
BRAILLE INSTITUTE
ADDRESS:
741 N VERMONT
LOS ANGELES, CA 90029
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
LOW VISION REHAB SVCS - SANTA BARBARA CNTY
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CALIFORNIA POLYTECHNIC STATE
UNIVERSITY FOUNDATION
ADDRESS:
1 GRAND AVE, SUITE 01 413
SAN LUIS OBISPO, CA 93407-9000
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
THOMSON HORSE BARN CONSTRUCTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 132,500.

RECIPIENT NAME:
COMMUNITY ARTS MUSIC ASSOCIATION
OF SANTA BARBARA
ADDRESS:
2060 ALAMEDA PADRE SERRA,
SANTA BARBARA, CA 93103-1713
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CAMA'S MUSIC EDUCATION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
JUNIOR BLIND OF AMERICA
ADDRESS:
5300 ANGELES VISTA BLVD
LOS ANGELES, CA 90043-1648
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
INFANT & EARLY CHILDHOOD PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
LOBERO THEATRE FOUNDATION
ADDRESS:
33 E CANON PERDIDO ST
SANTA BARBARA, CA 93101-2213
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT ' ENCORE LOBERO'
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
SANTA BARBARA WILDLIFE CARE NETWORK
ADDRESS:
P.O. BOX 6594
SANTA BARBARA, CA 93160-6594
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
GIRLS, INC. OF GREATER SANTA BARBARA
ADDRESS:
P.O. BOX 236
SANTA BARBARA, CA 93102-0236
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
WILDLIFE WAYSTATION, INC.
ADDRESS:
14831 LITTLE TUJUNGA CANYON RD
SYLMAR, CA 91342-5906
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SANTA BARBARA BOTANIC GARDEN, INC.
ADDRESS:
1212 MISSION ST
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT / GOLF CART
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SCHOLARSHIP FOUNDATION OF
SANTA BARBARA
ADDRESS:
P.O. BOX 3620
SANTA BARBARA, CA 93130-3620
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
THE LAND TRUST FOR SANTA BARBARA
COUNTY
ADDRESS:
P.O. BOX 91830
SANTA BARBARA, CA 93190-1830
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CHANNEL ISLAND YMCA
ADDRESS:
55 HITCHCOCK WAY, SUITE 101
SANTA BARBARA, CA 93105-3149
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
YMCA SUMMER CAMP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SANTA BARBARA SYMPHONY ORCHESTRA ASSOCIATION
ADDRESS:
1330 STATE ST, SUITE 102
SANTA BARBARA, CA 93101-2680
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT MUSIC EDUCATION PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
CASA ESPERANZA HOMELESS CENTER
ADDRESS:
P.O. BOX 24116
SANTA BARBARA, CA 93121-4116
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
CHRYSALIS
ADDRESS:
522 S MAIN
LOS ANGELES, CA 90013
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:
MENTAL WELLNESS CENTER
ADDRESS:
617 GARDEN ST
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
PARA LOS NINOS
ADDRESS:
500 LUCAS AVE
LOS ANGELES, CA 90017
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
UNITED BOYS & GIRLS CLUBS OF SANTA
BARBARA COUNTY
ADDRESS:
P.O. BOX 1485
SANTA BARBARA, CA 93102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT TEEN INITIATIVE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HOMEBOY INDUSTRIES
ADDRESS:
130 BRUNO ST
LOS ANGELES, CA 90012
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT CURRICULUM & EDUCATION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
LIBRARY FOUNDATION OF LOS ANGELES
ADDRESS:
630 W 5TH ST
LOS ANGELES, CA 90071
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
TEEN SUMMER READING CLUB
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
BEYOND SHELTER, INC.
ADDRESS:
1200 WILSHIRE BLVD, SUITE 600
LOS ANGELES, CA 90017
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SANTA BARBARA EDUCATION FOUNDATION
ADDRESS:
1330 STATE ST, SUITE 203
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MOBILE WATERFORND ENGLISH COMPETENCY PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SPARK PROGRAM, INC.
ADDRESS:
315 W 9TH ST
LOS ANGELES, CA 90015
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT APPRENTICESHIPS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SPECIAL OLYMPICS OF SANTA BARBARA
ADDRESS:
423 W VICTORIA ST
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SANTA BARBARA CENTER FOR THE
PERFORMING ARTS
ADDRESS:
1214 STATE ST, SUITE 201
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT GRANADA THEATER RESTORATION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SHELTERING OAK SANCTUARY
ADDRESS:
P.O. BOX 1472
LOMPOC, CA 93436
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CASA OF SANTA BARBARA COUNTY
ADDRESS:
118 E FIGUEROA ST
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
YOUTH VOLUNTEER ADVOCACY PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CALIFORNIA HOSPITAL MEDICAL CENTER FOUNDATION
ADDRESS:
1401 S GRAND AVE
LOS ANGELES, CA 90015
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FUNDS FOR INFANT RADIANT WARMERS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
INNER CITY ARTS
ADDRESS:
720 KOHLER ST
LOS ANGELES, CA 90021
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT 'LATA' PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
LOS ANGELES CHAMBER ORCHESTRA
ADDRESS:
350 S FIGUEROA ST
LOS ANGELES, CA 90015
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT MUSIC EDUCATION PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
LOS ANGELES CONSERVATION CORPS
ADDRESS:
P.O. BOX 15868
LOS ANGELES, CA 90015
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CHINATOWN COMMUNITY ORCHID TREE PLANTINGS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
HARRIET BUHAI CENTER
ADDRESS:
3250 WILSHIRE BLVD, SUITE 710
LOS ANGELES, CA 90010
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT SELF-HELP PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
GUIDE DOGS FOR THE BLIND
ADDRESS:
P.O. BOX 151200
SAN RAFAEL, CA 94915-1200
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT GUIDE DOG TEAM FOR GREATER LA AREA
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UNITED WAY OF SANTA BARBARA COUNTY
ADDRESS:
320 E GUIERREZ ST
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
EXPAND FITS LEARNING PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

TOTAL GRANTS PAID: 967,500.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
617 S. SPRING ST. LO	170,016.		14,061.	155,955.
618 S. BROADWAY LOS	210,105.		60,175.	149,930.
602 DOG WOOD ROAD IM	95,183.		15,368.	79,815.
BIXBY-WIGGINS RANCH	95,330.		27,869.	67,461.
1151 AUSTIN ROAD EL	63,090.		15,708.	47,382.
610 W. WAHL ROAD IMP	37,815.		11,038.	26,777.
1670 MAIN STREET RAM	60,009.			60,009.
TOTALS	731,548.		144,219.	587,329.

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172
2013
Attachment Sequence No **179**

Name(s) shown on return: WALTER J & HOLLY O THOMSON CHARITABLE

Identifying number: 30-6268353

Business or activity to which this form relates: GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179
Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V.*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	41,609.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property	See Detail					
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property	VAR	345,300.	39 yrs	MM	S/L	8,013.
				MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	49,622.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.)*

24a Do you have evidence to support the business/investment use claimed? [ ] Yes [ ] No **24b** If "Yes," is the evidence written? [ ] Yes [ ] No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions):					
43 Amortization of costs that began before your 2013 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

2013

WALTER J & HOLLY O THOMSON CHARITABLE 30-6268353

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv	Life	ACRS class	MACRS class	Current-year 179 expense	Current-year depreciation
'8084 BUILDING	02/01/2010	1,050,000.	100.000			1,050,000.	53,844	80,766.	SL	MM	39.000				26,922
'8084 LAND	02/01/2010	450,000.	100.000												
'2449 BUILDING	02/01/2010	3,437,000.	100.000			3,437,000.	176,250.		SL	MM	39.000				14,687. *
'2449 LAND	02/01/2010	1,473,000.	100.000												*
'8084 BLDG IMPROVE	01/17/2013	300,000	100 000			300,000		7,383	SL	MM	39.000				7,383.
'8084 ROOF	06/11/2013	45,300.	100 000			45,300		630.	SL	MM	39 000				630.
Less: Retired Assets		4,910,000.				3,437,000	176,250								
Subtotals		1,845,300.				1,395,300	53,844	88,779.							49,622.

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Method	Conv	Life	ACRS class	MACRS class	Current-year 179 expense	Current-year depreciation
Less. Retired Assets															
Subtotals															
TOTALS		1,845,300.				1,395,300	53,844	88,779.							49,622

AMORTIZATION

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

*Assets Retired

JSA
3X9024 1 000

FEDERAL FOOTNOTES

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

STATEMENT 1

Walter J & Holly O Thomson Charitable Foundation
30-6268353
Balance Sheet
12/31/2013

Cusip	Asset	Units	Basis	Market Value
015351109	ALEXION PHARMACEUTICALS INC	392 000	31,537.32	52,090 53
026874CU9	AMERICAN INTL GROUP INC	40,000.000	45,078.40	42,992 80
02765UCS1	AMERICAN MUN PWR OHIO INC REV	35,000 000	36,015.00	35,998.55
03523TAV0	ANHEUSER BUSCH INBEV WORLDWIDE	50,000 000	56,306.00	56,585 50
03524A108	ANHEUSER BUSCH INBEV SA/NV	247 000	18,025 34	26,295.62
037411105	APACHE CORP	307.000	26,569.06	26,383.58
037833100	APPLE INC	103.000	55,646 94	57,785 06
040484EA1	ARIZONA BRD REGENTS UNIV ARIZ	50,000 000	53,137.00	54,597.00
04314H204	ARTISAN INTERNATIONAL FUND	21,434 460	565,000.00	653,322 34
053015103	AUTOMATIC DATA PROCESSING INC	354.000	19,156.71	28,602.85
05565QBR8	BP CAP MKTS PLC UNSECD SR	50,000.000	59,013.00	54,693 00
084670BC1	BERKSHIRE HATHAWAY INC DEL	60,000.000	59,653.80	61,861 80
084670702	BERKSHIRE HATHAWAY INC DEL	356 000	32,052 53	42,207 36
088606108	BHP BILLITON LTD	292 000	19,362.45	19,914 40
091936732	BLACKROCK GLOBAL LONG/SHORT CR	89,532.491	955,000 00	967,846.23
09247X101	BLACKROCK INC	86 000	16,766 43	27,216.42
097751200	BOMBARDIER INC	11,274 000	48,554.97	49,041 90
12572Q105	CME GROUP INC	515 000	39,659 55	40,406 90
166764100	CHEVRON CORP	265 000	32,702.98	33,101.15
166764100	CHEVRON CORP	1,200 000	87,528.00	149,892 00
167560PP0	CHICAGO ILL MET WTR RECLAMATIO	50,000.000	50,000 00	50,268 50
171232101	CHUBB CORP	440 000	28,865 02	42,517 20
172967EY3	CITIGROUP INC	26,000 000	29,059 94	26,874.12
197199409	COLUMBIA ACORN FUND	5,838 223	185,000 00	217,882.48
19765E823	CMG ULTRA SHORT TERM BOND	133,185 350	1,200,000.00	1,197,336 30
19765P406	COLUMBIA CONTRARIAN CORE FUND	52,702 015	860,000 00	1,086,188 53
19765Y688	COLUMBIA SELECT LARGE CAP GROWTH	120,102 947	1,625,000 00	2,310,780.70
20281PCV2	COMMONWEALTH FING AUTH PA REV	50,000 000	52,613 50	50,613 00
235036QX1	DALLAS FORT WORTH TEX INTL ARP	50,000 000	50,000 00	50,454.00
244199105	DEERE & CO	328 000	25,808.67	29,956.24
25243Q205	DIAGEO PLC	159 000	19,533 78	21,054.78
254709108	DISCOVER FINL SVCS	545 000	27,525 56	30,492.75
2659518#3	ONEX CORP	851 000	36,051.75	45,912 22
268648102	EMC CORP	768 000	18,942 95	19,315 20
277907200	EATON VANCE INCOME FUND BOSTON	117,844.843	690,000.00	714,139.75
277923751	EATON VANCE PARAMETRIC EMERGING	38,667.500	603,582.70	575,372.40
291011104	EMERSON ELEC CO	667 000	32,737 68	46,810.06
30219G108	EXPRESS SCRIPTS HLDG CO	637.000	40,753 05	44,742.88
30231G102	EXXON MOBIL CORP	510 000	37,848 52	51,612.00
30231G102	EXXON MOBIL CORP	424 000	37,155.93	42,908.80
3128MCDV4	FEDERAL HOME LN MTG CORP	19,013 589	21,265.50	21,101.85
31335PKZ7	FEDERAL HOME LN MTG CORP	22,312 990	26,552 45	23,962 14
3134G4AE8	FEDERAL HOME LN MTG CORP UNSECD	45,000.000	45,000.00	44,179 65
3135G0JA2	FEDERAL NATL MTG ASSN	50,000 000	50,004.85	50,194 50
3136G0RT0	FEDERAL NATL MTG ASSN	30,000 000	30,075.00	29,799 00
3137EADP1	FEDERAL HOME LN MTG CORP	125,000 000	121,877 50	121,423 75

Walter J & Holly O Thomson Charitable Foundation
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Balance Sheet
12/31/2013

Cusip	Asset	Units	Basis	Market Value
3138A2CK3	FEDERAL NATL MTG ASSN	23,889 160	25,008.95	25,328.72
3138EGG32	FEDERAL NATL MTG ASSN	32,824.902	35,061 10	34,983.47
3138EGQZ0	FEDERAL NATL MTG ASSN	19,217 274	20,910 78	20,978.92
31416BTT5	FEDERAL NATL MTG ASSN	31,078.758	34,186 63	34,038.70
34160WUD4	FLORIDA ST DEPT ENVIRONMENTAL	35,000 000	37,147 95	38,310 65
355748PT5	FREDERICK MD	50,000.000	55,850 00	54,228.50
358266BV5	FRESNO CNTY CALIF PENSION OBLI	40,000 000	39,424.00	41,436 80
369604103	GENERAL ELEC CO	1,297 000	35,080.35	36,354.91
36962G3U6	GENERAL ELEC CAP CORP	50,000.000	55,542 50	57,418 50
3735412H3	GEORGIA MUN ELEC AUTH PWR REV	45,000 000	49,393 80	44,865 00
38141EA74	GOLDMAN SACHS GROUP INC	50,000 000	51,240 00	52,064.50
38259P508	GOOGLE INC	27 000	17,659 63	30,259.17
437076102	HOME DEPOT INC	3,000.000	84,540 00	247,020 00
438516AX4	HONEYWELL INTL INC	50,000.000	57,038.00	56,520 50
438516106	HONEYWELL INTL INC	419 000	25,795.65	38,284.03
452152HS3	ILLINOIS ST	50,000 000	51,983 00	54,262.50
452227FM8	ILLINOIS ST SALES TAX REV	60,000.000	60,000 00	55,870.20
459200101	INTERNATIONAL BUSINESS MACHS	178 000	22,301.14	33,387.46
459506101	INTERNATIONAL FLAVORS&FRAGRANC	185.000	13,718.86	15,906.30
46120E602	INTUITIVE SURGICAL INC	66 000	33,268.15	25,349.28
464286772	ISHARES MSCI SOUTH KOREA CAPPED	3,660.000	236,709.40	236,692 20
464286822	ISHARES MSCI MEXICO CAPPED	2,675.000	176,309.25	181,900.00
464287473	ISHARES RUSSELL MID-CAP VALUE	5,600.000	329,389.15	367,976.00
464287481	ISHARES RUSSELL MID-CAP GROWTH	4,450 000	298,172.30	375,402 00
464287648	ISHARES RUSSELL 2000 GROWTH ETF	4,000 000	350,915.20	542,040 00
46429B606	ISHARES MSCI POLAND CAPPED ETF	3,770.000	119,509 00	111,893 60
46625H100	J P MORGAN CHASE & CO	4,000 000	157,760.00	233,920 00
47103C795	JANUS ENTERPRISE FUND	6,447.677	411,000.00	530,063 53
478160104	JOHNSON & JOHNSON	387 000	24,386 80	35,445.33
491189FH4	KENTUCKY ASSET / LIABILITY COM	50,000.000	52,997 00	52,485.00
50076Q106	KRAFT FOODS GROUP INC	456 000	18,355 71	24,582 96
516228PL1	LANSE CREUSE MICH PUB SCHS	40,000.000	43,430 00	43,349 60
517834107	LAS VEGAS SANDS CORP	796 000	34,456 77	62,780 52
52470H765	LEGG MASON CLEARBRIDGE SMALL CAP	14,477 766	420,000 00	429,120 98
527288104	LEUCADIA NATL CORP	912.000	22,382.71	25,846 08
5330047#8	DASSAULT SYSTEMES	272.000	34,519 08	33,818 41
5529191#9	KUKA AG	936.000	35,083.01	43,916 35
552981854	MFS INTERNATIONAL NEW DISCOVERY	13,329 677	350,000.00	388,026.90
552983470	MFS SER TR I	34,908 700	650,000 00	644,065 52
561717505	MANAGERS BOND FUND	18,974 586	520,000 00	518,575 44
571748102	MARSH & MCLENNAN COS INC	544 000	21,275 18	26,307 84
57636Q104	MASTERCARD INC	59 000	24,317 86	49,292 14
580135101	MCDONALDS CORP	288 000	25,796 19	27,944.64
592905509	METRO WEST T/R BD CL I	49,157 303	525,000 00	518,609.55
5946145U9	MICHIGAN ST BLDG AUTH REV	50,000.000	50,000.00	51,033.50
5980613#4	GIVAUDAN AG	11 000	13,343.55	15,757.57

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Cusip	Asset	Units	Basis	Market Value
609207105	MONDELEZ INTL INC	899.000	20,555.72	31,734.70
610763PK4	MONROE CNTY N Y WTR AUTH WTR R	50,000 000	52,625.00	53,499 50
61166W101	MONSANTO CO	466.000	39,168.29	54,312 30
61747YCJ2	MORGAN STANLEY	50,000.000	51,903 50	56,834 50
6229597#5	RAKUTEN INC TOKYO	4,181.000	41,941 28	62,589 90
6332439#9	FAST RETAILING CO LTD	147.000	27,186 50	61,065 33
6356934#8	FANUC CORP	147 000	23,967 08	27,085.43
637432DC6	NATL RURAL UTLY DTD 2/25/2004	38,000.000	41,493.72	38,271 32
641069406	NESTLE S A	459 000	21,986 10	33,701 62
645918XJ7	NEW JERSEY ECONOMIC DEV AUTH R	50,000 000	51,305 00	50,640 50
6472960#0	JARDINE STRATEGIC HLDGS LTD	1,500 000	51,247.56	48,000 00
6490995#1	KEYENCE CORP	121.000	35,734.73	52,117 73
6640682#9	NIDEC CORP	420.000	26,117.19	41,158 84
66987V109	NOVARTIS A G	405 000	24,290 49	32,553.90
670100205	NOVO-NORDISK A S	275 000	40,709 20	50,809.00
6730936#2	SHINSEI BK LTD	22,972 000	37,033.60	56,509 05
6743882@1	JAPAN EXCHANGED GROUP INC	1,370 000	22,719 89	39,195 30
674599105	OCCIDENTAL PETE CORP DEL	285 000	30,537 38	27,103 50
6770620#9	SOFTBANK CORP	547 000	36,833.53	48,168 46
68323ABK9	ONTARIO PROV CDA	65,000 000	65,367.25	60,110.05
693304AN7	PECO ENERGY CO	49,000.000	54,480.16	50,595.44
693390700	PIMCO TOTAL RETURN FUND	43,453 888	476,424 84	464,522.06
693475105	PNC FINL SVCS GROUP INC	407 000	30,620 64	31,575.06
695114BY3	PACIFICORP DTD 8/24/04 4 95% DUE	50,000 000	55,415 00	51,388.50
7110388#9	ROCHE HLDGS AG-GENUSSCHEIN	146 000	30,259.48	40,909 88
7111314#6	INDUSTRIA DE DISENO TEXTIL S A	140.000	18,216 53	23,110.97
713448108	PEPSICO INC	406 000	26,246 31	33,673 64
718172109	PHILIP MORRIS INTL INC	381 000	18,348 65	33,196 53
7184725#6	SWATCH GROUP AG	29.000	17,441 86	19,222.47
71884AUU1	PHOENIX ARIZ CIVIC IMPT CORP E	40,000.000	40,345.60	40,666 40
71884AWL9	PHOENIX ARIZ CIVIC IMPT CORP E	25,000 000	25,000.00	24,532 25
722005626	PIMCO ALL ASSET FUND	28,624 527	337,547.27	345,784.29
722005667	PIMCO COMMODITY REALRETURN	127,351 955	980,000 00	699,162.23
735000JN2	PORT OAKLAND CALIF REV	500,000 000	511,401 26	514,775 00
74005P104	PRAXAIR INC	220 000	24,475.58	28,606 60
74441C808	PRUDENTIAL JENNISON MID-CAP	7,813 367	250,000 00	316,363 23
747525103	QUALCOMM INC	2,000.000	78,650.00	148,500 00
747525103	QUALCOMM INC	528.000	32,776.76	39,204 00
74835Y101	QUESTCOR PHARMACEUTICALS INC	498 000	14,031.48	27,116.10
74925K581	ROBECO BOSTON PARTNERS LONG/	68,581 544	940,000.00	989,631.68
75886F107	REGENERON PHARMACEUTICALS	170 000	15,159.80	46,790 80
767201AM8	RIO TINTO FIN USA LTD	50,000 000	50,321.00	51,563 00
771195104	ROCHE HLDG LTD	595 000	29,277.96	41,680 35
773903109	ROCKWELL AUTOMATION INC	403.000	33,035.16	47,618 48
775781206	ROLLS-ROYCE HLDGS PLC	468 000	32,634 42	49,414 72
78011DAC8	ROYAL BK CDA	75,000 000	75,263.75	74,312 25

Walter J & Holly O Thomson Charitable Foundation
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Balance Sheet
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Cusip	Asset	Units	Basis	Market Value
798306LH7	SAN JUAN CALIF UNI SCH DIST	300,000 000	313,563.58	315,534.00
806857108	SCHLUMBERGER LTD	316.000	20,402.54	28,474.76
808090757	SCHRODER EMERGING MKT EQUITY	24,789.146	321,856.93	330,439.32
808513105	SCHWAB CHARLES CORP NEW	1,249.000	24,883 81	32,474.00
81724Q107	SENOMYX INC	2,390 000	7,841.18	12,093.40
832696405	SMUCKER J M CO	255 000	19,195.43	26,423 10
872540109	TJX COS INC NEW	639.000	16,986.83	40,723 47
882722J28	TEXAS ST	50,000 000	52,725.50	52,088 00
911312106	UNITED PARCEL SVC INC	250.000	17,279.60	26,270 00
913017109	UNITED TECHNOLOGIES CORP	1,500 000	101,377.50	170,700.00
91911K102	VALEANT PHARMACEUTICALS INTL INC	402 000	21,521 45	47,194 80
92646A815	VICTORY SMALL CO OPPTY FUND	9,722 644	315,000 00	392,794 82
92826C839	VISA INC	260.000	43,356.40	57,896 80
931142CU5	WAL-MART STORES INC	50,000.000	54,270 00	52,392 50
94974BEU0	WELLS FARGO & CO	50,000 000	52,826.50	52,006 50
949746101	WELLS FARGO & CO	1,434 000	40,950.35	65,103 60
98978V103	ZOETIS INC	886.000	27,830.51	28,963 34
BCRWZ18#2	CIE FINANCIERE RICHEMONT SA	468 000	35,636 24	46,728 96
B01CLC3#6	NOBLE GROUP LTD	29,416 000	26,937.35	24,928 59
B06S4F0#1	RHJ INTL	262.000	1,225.57	1,332 17
B1YD5Q2#4	ACTELION LTD	449 000	32,922 34	38,041 43
B4QL6N9#8	CHINA HIGH PRECISION AUTOMATION	8,855 000	6,800.59	1,393.25
B5VZ053#9	SALVATORE FERRAGAMO ITALIA SPA	716.000	18,409.81	27,279.81
B798FW0#8	NOVOZYMES A/S	1,064 000	33,530.89	44,984.31
B9MS8P5#3	GEMALTO NV	304 000	27,138.55	33,515 92
G1151C101	ACCENTURE PLC	481 000	27,110.20	39,547 82
G3075P101	ENSTAR GROUP LTD	238.000	25,920 87	33,060 58
G7496G103	RENAISSANCERE HOLDINGS LTD	350.000	29,265.50	34,069 00
G81075106	SHIP FIN INTL LTD	1,745.000	28,315 85	28,583 10
H84989104	TE CONNECTIVITY LTD	637.000	24,221 92	35,105.07
99Z446629	COURTLY COLORS FOALED 02/22/1999	1.000	1.00	1 00
99Z446637	DELUXURY FOALED 05/04/1990 BY	1.000	1.00	1.00
9O2092898	OIL GAS OR OTHER MINERALS	1.000	1.00	482,695.00
996808184	617 S SPRING ST	100.000	1,250,000.00	2,255,000.00
996818084	618 S. BROADWAY	100.000	1,845,300.00	2,860,000 00
996821815	602 DOG WOOD ROAD	100.000	1,276,760.00	1,644,640 00
996821823	BIXBY-WIGGINS RANCH	100 000	2,395,120.00	3,079,440 00
996821831	1151 AUSTIN ROAD	100 000	1,240,770 00	1,596,910.00
996821849	610 W. WAHL ROAD	100 000	825,410 00	1,064,610.00
			8,833,360 00	
			(88,779 00)	
			8,744,581.00	
	Cash/Cash Equivalent		2,183,083 20	2,183,083 20
	Totals.		31,589,345.99	38,440,341.04