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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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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

, and ending

Name of foundation SAMUEL E. AND MARY W. THATCHER FOUNDATION, INC.		A Employer identification number 59-2230243
Number and street (or P.O. box number if mail is not delivered to street address) 9130 SOUTH DADELAND BOULEVARD	Room/suite 1901	B Telephone number 305-379-4008
City or town, state or province, country, and ZIP or foreign postal code MIAMI, FL 33156		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 16,954,376.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)
1 Contributions, gifts, grants, etc., received		188,730.		N/A	
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		99.	99.		STATEMENT 1
4 Dividends and interest from securities		275,971.	275,971.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		426,789.			
b Gross sales price for all assets on line 6a		2,859,656.			
7 Capital gain net income (from Part IV, line 2)			426,789.		
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		<3,914.>	<10,700.>		STATEMENT 3
12 Total. Add lines 1 through 11		887,675.	692,159.		
13 Compensation of officers, directors, trustees, etc.		23,500.	23,500.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 4		38,023.	38,023.		0.
b Accounting fees STMT 5		16,975.	16,975.		0.
c Other professional fees STMT 6		61,616.	61,616.		0.
17 Interest					
18 Taxes STMT 7		61,601.	4,885.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		4,051.	3,554.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		205,766.	148,553.		0.
25 Contributions, gifts, grants paid		2,040,013.			2,040,013.
26 Total expenses and disbursements. Add lines 24 and 25		2,245,779.	148,553.		2,040,013.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,358,104.>			
b Net investment income (if negative, enter -0-)			543,606.		
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1 Cash - non-interest-bearing		2.	2.	2.		
	2 Savings and temporary cash investments	1,899,478.	1,874,473.	1,874,473.			
	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	1,695,524.	5,134,942.	6,711,808.			
	c Investments - corporate bonds						
	Liabilities	11 Investments - land, buildings, and equipment basis ▶					
Less: accumulated depreciation ▶							
12 Investments - mortgage loans							
13 Investments - other STMT 10		13,084,989.	8,312,472.	8,368,093.			
14 Land, buildings, and equipment basis ▶ 2,852.							
Less: accumulated depreciation STMT 11 ▶ 2,852.							
15 Other assets (describe ▶)							
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		16,679,993.	15,321,889.	16,954,376.			
17 Accounts payable and accrued expenses							
18 Grants payable							
Net Assets or Fund Balances	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.					
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	0.	0.				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.				
	29 Retained earnings, accumulated income, endowment, or other funds	16,679,993.	15,321,889.				
	30 Total net assets or fund balances	16,679,993.	15,321,889.				
31 Total liabilities and net assets/fund balances	16,679,993.	15,321,889.					

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	16,679,993.
2 Enter amount from Part I, line 27a	2	<1,358,104.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	15,321,889.
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	15,321,889.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,859,656.		2,432,867.	426,789.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			426,789.

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	426,789.
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))
2012	1,965,013.	16,918,680.	.116145
2011	2,048,825.	18,646,007.	.109880
2010	2,497,912.	6,248,146.	.399785
2009	2,109,699.	7,560,437.	.279045
2008	3,524,063.	9,698,963.	.363344

2 Total of line 1, column (d)	2	1.268199
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	.253640
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16,179,484.
5 Multiply line 4 by line 3	5	4,103,764.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,436.
7 Add lines 5 and 6	7	4,109,200.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,040,013.

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	10,872.
c. All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2. Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	10,872.
3. Add lines 1 and 2		4	0.
4. Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	10,872.
5. Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6. Credits/Payments:			
a. 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	37,520.	
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	37,520.	
8. Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	7.	
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	26,641.	
11. Enter the amount of line 10 to be: Credited to 2014 estimated tax	11	0.	
		26,641.	Refunded

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?		X
1b. Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
1c. Did the foundation file Form 1120-POL for this year?		X
2. 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		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		X
4a. Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b. If "Yes," has it filed a tax return on Form 990-T for this year?		X
5. Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a. Enter the states to which the foundation reports or with which it is registered (see instructions) <u>FL</u>		
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	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		X
10. Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of JANE W. MCMILLAN, ESQ. Telephone no. 305-379-4008 Located at 9130 SOUTH DADELAND BLVD, SUITE 1901, MIAMI, FL ZIP+4 33156			
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	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here		X
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?		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? If "Yes," list the years	☐ Yes ☒ No	
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	
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)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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**SAMUEL E. AND MARY W. THATCHER
FOUNDATION, INC.**

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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)? ☐ Yes ☒ No **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b**

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 **5b**

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 **6b**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b**

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 **7b**

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **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
WILLIAM R. JORDAN, III 9130 SOUTH DADELAND BLVD, SUITE 1901 MIAMI, FL 33156	DIRECTOR 0.25	1,500.	0.	0.
PAUL M. STOKES 9130 SOUTH DADELAND BLVD, SUITE 1901 MIAMI, FL 33156	DIRECTOR 1.00	0.	0.	0.
JACQUELINE L. EADS 9775 SW 98 ST MIAMI, FL 33176	DIRECTOR 0.50	11,000.	0.	0.
DAVID M. RICHARDSON P.O. BOX 505 EARLETON, FL 32631	DIRECTOR 1.00	11,000.	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**

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

Total number of others receiving over \$50,000 for professional services	0
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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	15,928,403.
b	Average of monthly cash balances	1b	497,469.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	16,425,872.
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	16,425,872.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	246,388.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,179,484.
6	Minimum investment return. Enter 5% of line 5	6	808,974.

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	808,974.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,872.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,872.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	798,102.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	798,102.
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	798,102.

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	2,040,013.
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	2,040,013.
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	2,040,013.

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.

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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				798,102.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	3,055,789.			
b From 2009	1,735,427.			
c From 2010	2,188,431.			
d From 2011	1,134,723.			
e From 2012	1,156,575.			
f Total of lines 3a through e	9,270,945.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	2,040,013.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				798,102.
e Remaining amount distributed out of corpus	1,241,911.			
5 Excess distributions carryover applied to 2013 (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	10,512,856.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	3,055,789.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	7,457,067.			
10 Analysis of line 9:				
a Excess from 2009	1,735,427.			
b Excess from 2010	2,188,431.			
c Excess from 2011	1,134,723.			
d Excess from 2012	1,156,575.			
e Excess from 2013	1,241,911.			

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 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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:

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	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
Name and address (home or business)				
<i>a</i> Paid during the year				
SEE ATTACHED STATEMENT				2,040,013.
Total			▶ 3a	2,040,013.
<i>b</i> Approved for future payment				
NONE				
Total			▶ 3b	0.

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

Enter gross amounts unless otherwise indicated.

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) Exclu- sion 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	99.		
4 Dividends and interest from securities			14	275,971.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			01	426,789.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a MISCELLANEOUS INCOME						
b (PASS-THROUGH)			14	<10,700.>		
c NONDIVIDEND						
d DISTRIBUTIONS			01	6,786.		
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		698,945.		0.
13 Total. Add line 12, columns (b), (d), and (e)						698,945.

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

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

[illegible]

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

- | | | | | |
|---|--|-------|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| | | | | |
| 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. | | | |

[illegible]

- 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.

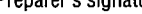
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

Sign Here   **11-6-14**  **Director**

Signature of officer or trustee _____ Date _____ Title _____

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name GREGORY R. TAIT, CPA	Preparer's signature  Greg R Tait, CPA 2014 09 05 09 21.01 -04'00'	Date 08/29/14	Check ☐ if self-employed	PTIN P00083037
	Firm's name ▶ CHERRY BEKAERT LLP				Firm's EIN ▶ 56-0574444
	Firm's address ▶ 200 EAST BROWARD BLVD., SUITE 2000 FT. LAUDERDALE, FL 33301				Phone no. (954) 556-1720

Form **990-PF** (2013)

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

SAMUEL E. AND MARY W. THATCHER
FOUNDATION, INC.

Employer identification number

59-2230243

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)() (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization SAMUEL E. AND MARY W. THATCHER FOUNDATION, INC.	Employer identification number 59-2230243
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARY W. THATCHER TRUST C/O DEBRA GAUTHIER, 200 S. BISCAYNE BLVD, 14TH FLOOR MIAMI, FL 33131	\$ 188,730.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization SAMUEL E. AND MARY W. THATCHER FOUNDATION, INC.	Employer identification number 59-2230243
--	---

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

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

Name of organization SAMUEL E. AND MARY W. THATCHER FOUNDATION, INC.	Employer identification number 59-2230243
--	---

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME (PASS-THROUGH)	99.	99.	
TOTAL TO PART I, LINE 3	99.	99.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CHARLES SCHWAB *7511	275,971.	0.	275,971.	275,971.	
FO PART I, LINE 4	275,971.	0.	275,971.	275,971.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME (PASS-THROUGH)	<10,700.>	<10,700.>	
NONDIVIDEND DISTRIBUTIONS	6,786.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<3,914.>	<10,700.>	

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	38,023.	38,023.		0.
FO FM 990-PF, PG 1, LN 16A	38,023.	38,023.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB (STOCKS)	5,134,942.	6,711,808.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,134,942.	6,711,808.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB (OTHER)	COST	8,312,472.	8,368,093.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,312,472.	8,368,093.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
NOTEBOOK	1,674.	1,674.	0.
PRINTER	178.	178.	0.
EQUIPMENT	1,000.	1,000.	0.
TOTAL TO FM 990-PF, PART II, LN 14	2,852.	2,852.	0.

FORM 990-PF PAGE 1

[illegible]

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 CHARLES SCHWAB *7511		D	VARIOUS	VARIOUS
b CAPITAL GAIN DISTRIBUTION *7511		D	VARIOUS	VARIOUS
c CAPITAL GAIN DISTRIBUTION *8645		D	VARIOUS	VARIOUS
d CAPITAL GAINS (PASS-THROUGH)		D	VARIOUS	VARIOUS
e OTHER CAPITAL GAINS		D	VARIOUS	VARIOUS
f OTHER CAPITAL GAINS		D	VARIOUS	08/19/13
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,718,017.		2,343,072.	374,945.
b 139,015.			139,015.
c 43.			43.
d		1,203.	<1,203.>
e		88,592.	<88,592.>
f 2,581.			2,581.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			374,945.
b			139,015.
c			43.
d			<1,203.>
e			<88,592.>
f			2,581.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	426,789.
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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions SAMUEL E. AND MARY W. THATCHER FOUNDATION, INC.	Employer identification number (EIN) or 59-2230243
	Number, street, and room or suite no. If a P.O. box, see instructions 9130 SOUTH DADELAND BOULEVARD, NO. 1901	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MIAMI, FL 33156	

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

04

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JANE W. MCMILLAN, ESQ.

- The books are in the care of **9130 SOUTH DADELAND BLVD, SUITE 1901 - MIAMI, FL 33156**
Telephone No. **305-379-4008** Fax No.

- If the organization does not have an office or place of business in the United States, check this box ☐
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

INFORMATION NECESSARY FOR FILING A COMPLETE AND ACCURATE RETURN IS NOT AVAILABLE YET. SUCH INFORMATION WILL BE OBTAINED.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	37,520.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	37,520.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title

Date

Form 8868 (Rev. 1-2014)

Samuel E & Mary W Thatcher Foundation, Inc.

Vendor List

December 31, 2013

	City,State,Zipcode	X if Individual	Foundation Status of Recipient	Purpose of Grant	Amount
	Fairfax, VA 22031-3754		501C3		\$ 5,000.00
	Peachtree City, GA 30269-7611		501C3		\$ 8,500.00
	Miami, FL 33170		501C3		\$ 110,000.00
	North Miami Beach, FL 33162		501C3		\$ 6,000.00
	Oakland, CA 94661		501C3		\$ 2,500.00
	Miami, FL 33256-1832		501C3		\$ 5,000.00
	Orlando, FL 32832		501C3		\$ 26,500.00
	Miami, FL 33136		501C3		\$ 15,000.00
	Auburn, AL 36830		501C3		\$ 15,000.00
	Johnson, IA 50131		501C3		\$ 5,000.00
	Rome, GA 30161		501C3		\$ 250,000.00
	Davidson, NC 28036-7168		501C3		\$ 105,000.00
	Miami, FL 33154		501C3		\$ 42,000.00
	La Mirada, CA 90637		501C3		\$ 7,500.00
	Pembroke Park, FL 33327		501C3		\$ 7,500.00
	Coral Gables, FL 33114		501C3		\$ 25,000.00
	Miami, FL 33142		501C3		\$ 50,000.00
	Miami Springs, FL 33166		501C3		\$ 30,000.00
	Miami Shores, FL 33138		501C3		\$ 1,000.00
	Miami, FL 33130		501C3		\$ 5,000.00
	Tampa, FL 33606		501C3		\$ 40,000.00
	Upper Darby, PA 19082		501C3		\$ 15,000.00
	Madison, WI 53791-9703		501C3		\$ 131,000.00
	Cave Creek, AZ 85327		501C3		\$ 35,313.00
	Maitland, FL 32751		501C3		\$ 12,000.00
	Bristol, TN 37620		501C3		\$ 9,000.00
	Miami, FL 33152		501C3		\$ 22,000.00
	San Luis Obispo, CA 93403-3131		501C3		\$ 10,000.00
	Miami, FL 33156		501C3		\$ 30,000.00
10	Miami, FL 33186		501C3		\$ 17,500.00

	City,State,Zipcode	Individual	Recipient	Grant	Amount
	Casselberry, FL 32707		501C3		\$ 7,500.00
	Miami, FL 33130		501C3		\$ 30,000.00
	Miami, FL 33127		501C3		\$ 77,000.00
	Miami Shores, FL 33138		501C3		\$ 31,200.00
	Nampa, ID 83653		501C3		\$ 20,000.00
	Montreat, NC 28757		501C3		\$ 25,000.00
	Allendale, MI 49401		501C3		\$ 6,500.00
	Lawrenceville, GA 30043		501C3		\$ 5,000.00
	Oviedo, FL 32765		501C3		\$ 35,000.00
	Miami, FL 33128		501C3		\$ 9,000.00
	Mount Hermon, CA 95041-0702		501C3		\$ 7,500.00
	Starkville, MS 39759		501C3		\$ 5,000.00
	Orlando, FL 32803		501C3		\$ 17,500.00
	Orlando, FL 32832		501C3		\$ 10,000.00
	Miami, FL 33142		501C3		\$ 6,000.00
	Toccoa Falls, GA 30598		501C3		\$ 9,000.00
	Miami, FL 33129		501C3		\$ 5,000.00
	Spokane, WA 99251-2515		501C3		\$ 12,500.00
	Waxhaw, NC 28173		501C3		\$ 10,000.00
	Englewood, CA 80155		501C3		\$ 10,000.00
	Winter Haven, FL 33883		501C3		\$ 10,000.00
	Miramar, FL 33027-7747		501C3		\$ 90,000.00
	Miami, FL 33256-1101		501C3	KIX Building	\$ 250,000.00
	Miami, FL 33256-1101		501C3		\$ 264,000.00
te 202	West Palm Beach, FL 33407		501C3		\$ 18,000.00
	Winter Haven, FL 33883		501C3		\$ 6,000.00
	Englewood, CO 80155		501C3		\$ 20,000.00

\$ 2,040,013.00

Schwab One® Account of
**SAMUEL E & MARY W THATCHER
FOUNDATION INC**

Account Number
2155-7511

Report Period
**January 1 - December 31,
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Accounting Method: Tax Lot Optimizer™

	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
QUITY	3,633.7210	07/13/12	02/05/13	\$75,000.00	\$64,934.59	\$10,065.41
				\$75,000.00	\$64,934.59	\$10,065.41
CAP	2,312.6730	07/13/12	01/24/13	\$50,000.00	\$44,079.54	\$5,920.46
				\$50,000.00	\$44,079.54	\$5,920.46
DLIO:	3,878.2820	07/13/12	02/05/13	\$65,000.00	\$53,287.60	\$11,712.40
				\$65,000.00	\$53,287.60	\$11,712.40
DLIO	3,026.6340	07/13/12	01/24/13	\$50,000.00	\$42,342.61	\$7,657.39
DLIO	1,774.0980	07/13/12	03/18/13	\$30,000.00	\$24,819.63	\$5,180.37
				\$80,000.00	\$67,162.24	\$12,837.76
	3,486.3450	07/13/12	01/24/13	\$60,000.00	\$49,750.14	\$10,249.86
	3,472.2220	07/13/12	02/05/13	\$60,000.00	\$49,548.61	\$10,451.39
				\$120,000.00	\$99,298.75	\$20,701.25

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Accounting Method: Tax Lot Optimizer™

	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
OLIO:	3,329.1720	07/13/12	01/17/13	\$80,000.00	\$68,014.98	\$11,985.02
OLIO:	1,492.3670	07/13/12	01/24/13	\$36,443.60	\$30,489.06	\$5,954.54
OLIO:	1,476.1630	07/13/12	02/01/13	\$36,653.13	\$30,158.01	\$6,495.12
OLIO:	1,361.8680	07/13/12	03/18/13	\$35,000.00	\$27,822.96	\$7,177.04
				\$188,096.73	\$156,485.01	\$31,611.72
	1,602.5640	07/13/12	02/01/13	\$25,000.00	\$23,125.00	\$1,875.00
	1,229.2560	07/13/12	03/18/13	\$20,000.00	\$17,738.16	\$2,261.84
				\$45,000.00	\$40,863.16	\$4,136.84
	1,811.2890	07/13/12	01/17/13	\$43,000.00	\$40,301.18	\$2,698.82
				\$43,000.00	\$40,301.18	\$2,698.82
OLIO:	1,439.8850	07/13/12	01/24/13	\$40,000.00	\$36,270.70	\$3,729.30

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Accounting Method: Tax Lot Optimizer™

	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ILIO:	1,062.6990	07/13/12	02/05/13	\$30,000.00	\$26,769.39	\$3,230.61
ILIO:	1,680.6720	07/13/12	03/18/13	\$50,000.00	\$42,336.13	\$7,663.87
				\$120,000.00	\$105,376.22	\$14,623.78
	147.0000	07/13/12	02/01/13	\$4,126.79	\$3,503.01	\$623.78
	200.0000	07/13/12	02/01/13	\$5,614.07	\$4,768.00	\$846.07
	253.0000	07/13/12	02/01/13	\$7,102.56	\$6,028.99	\$1,073.57
	300.0000	07/13/12	02/01/13	\$8,422.01	\$7,149.00	\$1,273.01
	339.0000	07/13/12	02/01/13	\$9,515.86	\$8,078.37	\$1,437.49
				\$34,781.29	\$29,527.37	\$5,253.92
	1,000.0000	07/13/12	01/17/13	\$35,331.21	\$32,170.00	\$3,161.21
	1,000.0000	07/13/12	01/24/13	\$35,541.20	\$32,170.00	\$3,371.20
	17.0000	07/13/12	02/05/13	\$613.37	\$546.89	\$66.48
	83.0000	07/13/12	02/05/13	\$2,994.74	\$2,670.11	\$324.63

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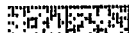
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Accounting Method: Tax Lot Optimizer™

	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
	100.0000	07/13/12	02/05/13	\$3,608.02	\$3,217.00	\$391.02
	217.0000	07/13/12	02/05/13	\$7,829.62	\$6,980.89	\$848.73
	183.0000	07/13/12	03/18/13	\$6,763.89	\$5,887.11	\$876.78
	223.0000	07/13/12	03/18/13	\$8,242.34	\$7,173.91	\$1,068.43
				\$100,924.39	\$90,815.91	\$10,108.48
TED SECS	390.3630	multiple	08/07/13	\$10,370.66	\$11,122.70	(\$752.04)
				\$10,370.66	\$11,122.70	(\$752.04)
	100.0000	07/13/12	03/18/13	\$6,995.04	\$6,617.77	\$377.27
	258.0000	07/13/12	03/18/13	\$18,047.22	\$17,073.86	\$973.36
	656.0000	07/13/12	05/08/13	\$49,829.95	\$43,412.61	\$6,417.34
				\$74,872.21	\$67,104.24	\$7,767.97
				\$1,007,045.28	\$870,358.51	\$136,686.77

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Schwab One® Account of
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Accounting Method: Tax Lot Optimizer™

	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
NSTL:	2,063.9830	07/13/12	09/27/13	\$39,975.00	\$28,359.13	\$11,615.87
				\$39,975.00	\$28,359.13	\$11,615.87
FISX	3,723.4040	07/13/12	09/27/13	\$69,975.00	\$52,090.42	\$17,884.58
				\$69,975.00	\$52,090.42	\$17,884.58
VX	2,109.7050	07/13/12	09/27/13	\$39,975.00	\$30,105.49	\$9,869.51
				\$39,975.00	\$30,105.49	\$9,869.51
ISTL:	9,680.5420	07/16/12	11/25/13	\$99,975.00	\$100,097.92	(\$122.92)
ISTL:	7,260.4070	07/16/12	12/06/13	\$74,975.00	\$75,073.44	(\$98.44)
				\$174,950.00	\$175,171.36	(\$221.36)
ISTL:	3,503.8540	07/13/12	08/07/13	\$99,975.00	\$71,583.74	\$28,391.26
ISTL:	1,685.7720	07/13/12	10/18/13	\$49,975.00	\$34,440.32	\$15,534.68

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Accounting Method: Tax Lot Optimizer™

	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
INSTL:	1,615.5090	07/13/12	11/25/13	\$49,975.00	\$33,004.85	\$16,970.15
				\$199,925.00	\$139,028.91	\$60,896.09
DFSCX	2,460.6300	07/13/12	11/25/13	\$49,975.00	\$35,506.89	\$14,468.11
DFSCX	3,628.4470	07/13/12	11/27/13	\$74,975.00	\$52,358.49	\$22,616.51
				\$124,950.00	\$87,865.38	\$37,084.62
DFSTX	2,124.6460	07/13/12	08/22/13	\$59,975.00	\$47,273.37	\$12,701.63
DFSTX	706.4640	07/13/12	09/09/13	\$19,975.00	\$15,718.82	\$4,256.18
				\$79,950.00	\$62,992.19	\$16,957.81
INSTL:	3,033.0600	07/13/12	08/07/13	\$99,975.00	\$76,402.78	\$23,572.22
INSTL:	1,441.7530	07/13/12	10/18/13	\$49,975.00	\$36,317.76	\$13,657.24
				\$149,950.00	\$112,720.54	\$37,229.46
	50.0000	07/13/12	09/09/13	\$1,479.72	\$1,193.00	\$286.72
	54.0000	07/13/12	09/09/13	\$1,597.88	\$1,288.44	\$309.44

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Accounting Method: Tax Lot Optimizer™

Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
79.0000	07/13/12	09/09/13	\$2,337.65	\$1,884.94	\$452.71
500.0000	07/13/12	09/09/13	\$14,795.24	\$11,930.00	\$2,865.24
2.0000	07/13/12	12/06/13	\$62.26	\$47.72	\$14.54
3.0000	07/13/12	12/06/13	\$93.39	\$71.58	\$21.81
41.0000	07/13/12	12/06/13	\$1,276.35	\$978.26	\$298.09
59.0000	07/13/12	12/06/13	\$1,836.70	\$1,407.68	\$429.02
100.0000	07/13/12	12/06/13	\$3,113.05	\$2,386.00	\$727.05
600.0000	07/13/12	12/06/13	\$18,678.87	\$14,315.40	\$4,363.47
			\$45,271.11	\$35,503.02	\$9,768.09
62.0000	07/13/12	08/22/13	\$2,452.74	\$1,994.54	\$458.20
100.0000	07/13/12	08/22/13	\$3,956.03	\$3,217.00	\$739.03
100.0000	07/13/12	08/22/13	\$3,956.03	\$3,217.00	\$739.03
1,000.0000	07/13/12	08/22/13	\$39,562.31	\$32,170.00	\$7,392.31

Schwab One® Account of
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Accounting Method: Tax Lot Optimizer™

	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
	146.0000	07/13/12	12/06/13	\$6,300.37	\$4,696.82	\$1,603.55
	1,015.0000	07/13/12	12/06/13	\$43,800.55	\$32,652.55	\$11,148.00
				\$100,028.03	\$77,947.91	\$22,080.12
TED SECS	1,490.7510	multiple	08/07/13	\$39,604.34	\$38,188.71	\$1,415.63
TED SECS	4,009.3890	multiple	11/19/13	\$105,021.00	\$102,209.03	\$2,811.97
TED SECS	3,829.9500	multiple	11/29/13	\$99,975.00	\$97,165.91	\$2,809.09
TED SECS	17,277.7790	multiple	12/30/13	\$441,422.25	\$433,365.45	\$8,056.80
				\$686,022.59	\$670,929.10	\$15,093.49
				\$1,710,971.73	\$1,472,713.45	\$238,258.28
				\$2,718,017.01	\$2,343,071.96	\$374,945.05

Information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions. Underlying securities is adjusted to reflect the premiums of assigned or exercised options.

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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	16,975.	16,975.		0.
FO FORM 990-PF, PG 1, LN 16B	16,975.	16,975.		0.

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	41,591.	41,591.		0.
ADMINISTRATOR FEES	20,025.	20,025.		0.
FO FORM 990-PF, PG 1, LN 16C	61,616.	61,616.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	4,885.	4,885.		0.
EXCISE TAX PAID	56,716.	0.		0.
FO FORM 990-PF, PG 1, LN 18	61,601.	4,885.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	1,679.	1,679.		0.
ADMINISTRATOR EXPENSES	1,695.	1,695.		0.
SUPPLIES	155.	155.		0.
BANK FEES	25.	25.		0.
	497.	0.		0.
FO FORM 990-PF, PG 1, LN 23	4,051.	3,554.		0.