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 OCT 1, 2013 , and ending SEP 30, 2014

Name of foundation: THE THOMAS FAMILY FOUNDATION, INC.

A Employer identification number: 36-4311966

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

B Telephone number: 954-459-1270

City or town, state or province, country, and ZIP or foreign postal code: FORT LAUDERDALE, FL 33303

C If exemption application is pending check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 6,983,185.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received	378,679.		N/A	
2 Check ▶ ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	113,184.	113,184.		STATEMENT 1
4 Dividends and interest from securities	127,527.	127,527.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	38,405.			
b Gross sales price for all assets on line 6a 1,181,457.				
7 Capital gain net income (from Part IV, line 2)		38,405.		
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	4,070.	4,070.		STATEMENT 3
12 **Total** Add lines 1 through 11	661,865.	283,186.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 4	10.	5.		5.
b Accounting fees STMT 5	2,500.	1,250.		1,250.
c Other professional fees STMT 6	6,018.	6,018.		0.
17 Interest				
18 Taxes STMT 7	4,968.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 8	3,450.	0.		40.
24 **Total operating and administrative expenses** Add lines 13 through 23	16,946.	7,273.		1,295.
25 Contributions, gifts, grants paid	289,825.			289,825.
26 **Total expenses and disbursements** Add lines 24 and 25	306,771.	7,273.		291,120.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	355,094.			
b **Net investment income** (if negative enter -0-)		275,913.		
c **Adjusted net income** (if negative enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,470,205.	1,969,281.	1,969,281.
	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	2,677,764.	2,370,810.	2,120,252.
	c Investments - corporate bonds STMT 10	1,552,667.	2,218,204.	2,238,634.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	1,071,949.	570,384.	655,018.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,772,585.	7,128,679.	6,983,185.
Liabilities	17 Accounts payable and accrued expenses		1,000.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	1,000.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	5,726,885.	5,726,885.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,045,700.	1,400,794.	
	30 **Total net assets or fund balances**	6,772,585.	7,127,679.	
	31 **Total liabilities and net assets/fund balances**	6,772,585.	7,128,679.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,772,585.
2	Enter amount from Part I, line 27a	2	355,094.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,127,679.
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	7,127,679.

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	P	VARIOUS	09/30/14
b	PUBLICLY TRADED SECURITIES	D	VARIOUS	09/30/14
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	803,781.		763,917.	39,864.
b	377,676.		379,135.	<1,459.>
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				39,864.
b				<1,459.>
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** 38,405.

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	252,302.	5,399,412.	.046728
2011	289,815.	5,206,085.	.055669
2010	218,814.	5,265,129.	.041559
2009	209,894.	4,959,358.	.042323
2008	306,514.	4,168,399.	.073533

2	**Total** of line 1, column (d)	2	.259812
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	.051962
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,449,353.
5	Multiply line 4 by line 3	5	335,121.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,759.
7	Add lines 5 and 6	7	337,880.
8	Enter qualifying distributions from Part XII, line 4	8	291,120.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	5,518.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,518.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	5,518.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 4,040.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	4,040.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	8.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,486.
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ ALFRED THOMAS Telephone no. ▶ 954-524-3643 Located at ▶ P.O. BOX 30580, FORT LAUDERDALE, FL ZIP+4 ▶ 33303			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
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.		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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	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)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALFRED THOMAS P.O. BOX 30580 FORT LAUDERDALE, FL 33303	PRESIDENT/TREASURER 2.00	0.	0.	0.
PHYLIS THOMAS P.O. BOX 30580 FORT LAUDERDALE, FL 33303	VICE-PRESIDENT/SECRETARY 2.00	0.	0.	0.
LYDIA BART P.O. BOX 30580 FORT LAUDERDALE, FL 33303	VICE-PRESIDENT 2.00	0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,526,410.
b	Average of monthly cash balances	1b	2,021,156.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,547,566.
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	6,547,566.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	98,213.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,449,353.
6	**Minimum investment return** Enter 5% of line 5	6	322,468.

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	322,468.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 5,518.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	5,518.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	316,950.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	316,950.
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	316,950.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	291,120.
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	291,120.
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	291,120.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				316,950.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			230,457.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 291,120.				
a Applied to 2012, but not more than line 2a			230,457.	
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				60,663.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 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				256,287.
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	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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)

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

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

1 **Information Regarding Foundation Managers:**

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

ALFRED THOMAS

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

NONE

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

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

a The name, address, and telephone number or e-mail 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
1000 + CLUB TO BENEFIT CANCER 4846 NORTH UNIVERSITY DRIVE #125 LAUDERHILL, FL 33351	NONE	501C(3)	SUPPORT CANCER RESEARCH & TREATMENT	210.
A SPRING OF HOPE INC 7741 NW 39TH AVE COCONUT CREEK, FL 33073	NONE	501C(3)	TO PROVIDE SCHOOLS IN SUB-SAHARAN AFRICA WITH SUSTAINABLE WATER SOURCES	19,000.
ASSOCIATION OF SMALL FOUNDATION 1720 N STREET, NW WASHINGTON, DC 20036	NONE	501C(3)	PROVIDE MEMBERS WITH PEER LEARNING OPPORTUNITIES, TARGETED RESOURCES, AND A COLLECTIVE VOICE	725.
BOYS AND GIRLS CLUB OF BROWARD COUNTY 877 NW 61ST ST FORT LAUDERDALE, FL 33309	NONE	501C(3)	TO INSPIRE AND ENABLE ALL YOUNG PEOPLE TO REALIZE THEIR FULL POTENTIAL	4,500.
BROWARD PARTNERSHIP FOR THE HOMELESS, INC. 920 NW 7TH AVENUE FORT LAUDERDALE, FL 33311	NONE	501C(3)	PROVIDE ASSISTANCE FOR THE HOMELESS IN BROWARD COUNTY	3,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	289,825.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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10-10-13

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	113,184.	
4 Dividends and interest from securities			14	127,527.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	4,070.	
8 Gain or (loss) from sales of assets other than inventory			18	38,405.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		283,186.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 283,186.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Phyllis Thomas 2/10/15 Vice Pres

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CHRISTOPHER TAARICK		2/9/15		P01437554
Firm's name ▶ MCGLADREY LLP			Firm's EIN ▶ 42-0714325	
Firm's address ▶ 100 NE THIRD AVENUE, SUITE 300 FORT LAUDERDALE, FL 33301			Phone no. 954-462-6351	

Form 990-PF (2013)

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10-10-13

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	Employer identification number
THE THOMAS FAMILY FOUNDATION, INC.	36-4311966

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)

Name of organization	Employer identification number
THE THOMAS FAMILY FOUNDATION, INC.	36-4311966

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	ALFRED THOMAS P.O. BOX 30580 FORT LAUDERDALE, FL 33303	$ 378,679.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization: THE THOMAS FAMILY FOUNDATION, INC.

Employer identification number: 36-4311966

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
1	PUBLICLY TRADED SECURITIES - 30,000 SHARES OF BANK OF AMERICA	$ 467,100.	12/03/13
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
THE THOMAS FAMILY FOUNDATION, INC.	36-4311966

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BROWARD PERFORMING ARTS FOUNDATION 201 SW FIFTH AVENUE FORT LAUDERDALE, FL 33312	NONE	501C(3)	SUSTAIN, DEVELOP AND SECURE THE FUTURE OF THE PERFORMING ARTS	3,250.
CORAL REEF YACHT CLUB 2484 S BAYSHORE DR MIAMI, FL 33133	NONE	501C(3)	TO PROMOTE SOCIAL INTERACTION OF CLUB MEMBERS BY PROVIDING DINING AND RECREATIONAL SERVICES.	2,500.
FIRST PRESBYTERIAN CHURCH OF FORT LAUDERDALE 401 SE 15TH AVENUE FORT LAUDERDALE, FL 33301	NONE	501C(3)	SUPPORT CHURCH ACTIVITIES AND EVENTS	74,500.
FRIENDS OF THE WORLD WAR II MEMORIAL 921 PENNSYLVANIA AVE, SE WASHINGTON, DC 20003	NONE	501C(3)	TO ENSURE THAT THE LEGACY, LESSONS, AND SACRIFICES OF WORLD WAR II ARE NOT FORGOTTEN	1,000.
HOLY CROSS HOSPITAL 4725 N FEDERAL HIGHWAY FORT LAUDERDALE, FL 33308	NONE	501C(3)	SUPPORT PROGRAM ACTIVITIES	3,100.
HOPE SOUTH FLORIDA 101 SE 3RD AVENUE, NE 3RD COURT FORT LAUDERDALE, FL 33301	NONE	501C(3)	SUPPORT INITIATIVE TO HELP THE HOMELESS	5,000.
HUMANE SOCIETY OF BROWARD COUNTY 2070 GRIFFIN ROAD FORT LAUDERDALE, FL 33312	NONE	501C(3)	SUPPORT PET ADOPTION	1,150.
IT'S THE JOURNEY BREAST CANCER WALK 270 CARPENTER DRIVE, SUITE 515 ATLANTA, GA 30328	NONE	501C(3)	TO STRENGTHEN THE BREAST CANCER COMMUNITY BY RAISING MONEY AND AWARENESS	3,000.
JACK AND JILL CHILDREN'S CENTER INC 1315 W BROWARD DRIVE FORT LAUDERDALE, FL 33312	NONE	501C(3)	TO BREAK THE CYCLE OF POVERTY FOR CHILDREN OF LOW INCOME WORKING FAMILIES IN BROWARD COUNTY	5,000.
JOLIET AREA COMMUNITY HOSPICE CORPORATION 250 WATER STONE CIRCLE JOLIET, IL 60431	NONE	501C(3)	TO PROVIDE COMPREHENSIVE, HOLISTIC, COMMUNITY BASED SUPPORT SERVICES AND CARE FOR THE	1,000.
Total from continuation sheets				261,890.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LIFE NET 4FAMILIES 1 NW 33RD TERRACE FORT LAUDERDALE, FL 33311	NONE	501C(3)	HELP THE HOMELESS AND HUNGRY	25,000.
PT / REIMBURSEMENT FOR WID GIFTS	NONE	501C(3)		1,140.
RALLY FOR THE CURE 20 WESTPORT ROAD WILTON, CT 06897	NONE	501C(3)	SUPPORT FIGHT AGAINST BREAST CANCER	1,000.
ROBERTA A. WEBB CHILD CENTER 400 KELLEY LANE HARRISONBURG, VA 22802	NONE	501C(3)	PROVIDE AFFORDABLE, QUALITY LICENSED CHILD CARE FOR DIVERSE FAMILIES	6,000.
ROYAL DAMES OF CANCER RESEARCH INC 6278 NORTH FEDERAL HWY NO 37 FORT LAUDERDALE, FL 33308	NONE	501C(3)	TO RAISE FUNDS AND MAKE GRANTS FOR CANCER RESEARCH	1,000.
SHENANDOAH VALLEY CHILDREN'S CHOIR, EASTERN MENNONITE UNIVERSITY 1200 PARK ROAD HARRISONBURG, VA 22802	NONE	501C(3)	TO PROVIDE YOUNG PEOPLE WHO LOVE SONG WITH QUALITY MUSIC-RELATED OPPORTUNITIES	500.
SPECIAL OLYMPICS 1133 19TH STREET NW WASHINGTON, DC 20036	NONE	501C(3)	PROVIDE YEAR-ROUND SPORTS TRAINING FOR CHILDREN AND ADULTS WITH DISABILITIES	500.
THE NIGHT MINISTRY 4711 N RAVENSWOOD AVENUE CHICAGO, IL 60640	NONE	501C(3)	PROVIDE HOUSING, HEALTHCARE, AND HUMAN CONNECTION TO CHICAGO COMMUNITY	5,000.
UNICORN CHILDREN'S FOUNDATION 2110 RUTH & BARON COLEMAN BLVD., SUITE 250 BOCA RATON, FL 33428	NONE	501C(3)	SUPPORT CHILDREN AND YOUNG ADULTS WITH DEVELOPMENTAL, COMMUNICATION, & LEARNING DISORDERS	4,250.
UNITED WAY OF BROWARD 1300 S ANDREWS AVENUE FORT LAUDERDALE, FL 33316	NONE	501C(3)	HELP UNITE THE COMMUNITY BY CREATING CHANGE IN EDUCATION AND HEALTH	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WESTMINISTER ACADEMY 5601 N FEDERAL HWY FORT LAUDERDALE, FL 33308	NONE	501C(3)	TO EDUCATE AND EQUIP CHILDREN WITH A CHRIST-CENTERED, BIBLICALLY-BASED COLLEGE PREPARATORY	32,500.
WHEELCHAIR FOUNDATION 3820 BLACKHAWK ROAD DANVILLE, CA 94506	NONE	501C(3)	CREATE AWARENESS OF THE NEEDS AND ABILITIES OF PEOPLE WITH PHYSICAL DISABILITIES	4,100.
WOMEN IN DISTRESS P.O. BOX 50187 LIGHTHOUSE POINT, FL 33074	NONE	501C(3)	PROVIDE SUPPORT TO DOMESTIC VIOLENCE CENTER	68,000.
WOMEN'S INTERNATIONAL HOLISTIC COUNCIL 4640 N FEDERAL HWY, SUITE F FORT LAUDERDALE, FL 33308	NONE	501C(3)	TO EMPOWER WOMEN AND CHILDREN THROUGH EDUCATION, PERSONAL, AND PROFESSIONAL DEVELOPMENT AND	1,800.
WORLD VISION PO BOX 9716 FEDERAL WAY, WA 98063	NONE	501C(3)	TO PROMOTE HUMAN TRANSFORMATION, SEEK JUSTICE, AND BEAR WITNESS TO THE GOOD NEWS	600.
WPBT2 PO BOX 610002 MIAMI, FL 33261	NONE	501C(3)	TO SERVE AS AN AGENT OF CULTURAL, SOCIAL, AND HISTORICAL COMMUNICATION AND INNOVATION	1,000.
Total from continuation sheets				

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Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - ASSOCIATION OF SMALL FOUNDATION

PROVIDE MEMBERS WITH PEER LEARNING OPPORTUNITIES, TARGETED RESOURCES, AND A COLLECTIVE VOICE IN THE COMMUNITY

NAME OF RECIPIENT - JOLIET AREA COMMUNITY HOSPICE CORPORATION

TO PROVIDE COMPREHENSIVE, HOLISTIC, COMMUNITY BASED SUPPORT SERVICES AND CARE FOR THE TERMINALLY ILL

NAME OF RECIPIENT - WESTMINISTER ACADEMY

TO EDUCATE AND EQUIP CHILDREN WITH A CHRIST-CENTERED, BIBLICALLY-BASED COLLEGE PREPARATORY SCHOOL

NAME OF RECIPIENT - WOMEN'S INTERNATIONAL HOLISTIC COUNCIL

TO EMPOWER WOMEN AND CHILDREN THROUGH EDUCATION, PERSONAL, AND PROFESSIONAL DEVELOPMENT AND MENTORING

The Thomas Family Foundation
EIN: 36-4311966
Form 990-PF, Page 3, Part IV
Capital Gains & Losses
FYE 9/30/14

	Quantity	Date Acquired	Date Sold	Sales Proceeds	Cost Basis	Gain / (Loss)	
UBS a/c #37443							
CALL BOSTON SCIENTIFIC	25 000	11/18/2013	11/18/2013	799 99	-	799 99	PURCHASED
CALL BOSTON SCIENTIFIC	25 000	11/18/2013	11/18/2013	824 99	-	824 99	PURCHASED
				1,624 98	-	1,624 98	
						-	
GENERAL ELECTRIC CORP	5,000 000	08/10/2011	11/15/2013	126,247 80	76,425 00	49,822 80	PURCHASED
MICROSOFT CORP	3,500 000	01/20/2006	11/15/2013	127,747 78	125,825 00	1,922 78	DONATED
MICROSOFT CORP	1,000 000	05/16/2006	11/15/2013	36,499 37	35,950 00	549 37	DONATED
MICROSOFT CORP	1,000 000	06/14/2006	11/15/2013	36,464 37	35,950 00	514 37	DONATED
MICROSOFT CORP	1,500 000	11/18/2008	11/15/2013	54,644 05	28,980 00	25,664 05	DONATED
				381,603 37	303,130 00	78,473 37	
						-	
AMEREN CORP	2,000 000	06/26/2003	02/25/2014	81,168 39	98,355 00	(17,186 61)	DONATED
DOW CHEMICAL	1,000 000	10/27/2005	02/21/2014	46,619 19	45,400 00	1,219 19	PURCHASED
DOW CHEMICAL	1,500 000	02/01/2006	02/21/2014	69,928 78	63,051 00	6,877 78	PURCHASED
				197,716 36	206,806 00	(9,089 64)	
AMEREN CORP	1,000 000	08/06/2003	03/18/2014	41,152 10	54,075 00	(12,922 90)	DONATED
AMEREN CORP	1,500 000	03/20/2007	03/18/2014	61,728 15	75,495 00	(13,766 85)	PURCHASED
GREAT PLAINS ENERGY INC	2,568 000	07/15/2008	03/18/2014	69,139 82	66,100 32	3,039 50	PURCHASED
				172,020 07	195,670 32	(23,650 25)	
BOSTON SCIENTIFIC CORP	10,000 000	VARIOUS	05/30/2014	129,497 14	136,525 00	(7,027 86)	PURCHASED
				129,497 14	136,525 00	(7,027 86)	
SUB-TOTAL:				882,461 92	842,131 32	40,330 60	
UBS a/c #37744							
UBS AG L/O TRIGGER	10,000 000	10/31/2012	11/05/2013	100,000 00	100,000 00	-	PURCHASED
				100,000 00	100,000 00	-	
DEUTSCHE BANK AG AIRBAG AYON GNW	100 000	09/06/2013	12/11/2013	100,000 00	100,000 00	-	PURCHASED
				100,000 00	100,000 00	-	
SLM CORP MED TERM NTS	100,000 000	01/31/2013	02/28/2014	98,994 75	100,920 45	(1,925 70)	PURCHASED
				98,994 75	100,920 45	(1,925 70)	
SUB-TOTAL:				298,994 75	300,920 45	(1,925 70)	
Total:				1,181,456 67	1,143,051 77	38,404 90	

Your assets

Some prices, income and current values shown may be approximate As a result, gains and losses may not be accurately reflected See *Important information about your statement* at the end of this document for more information

Cash

Cash and money balances

Cash and money balances may include available cash balances, UBS Bank USA deposit account balances, UBS AG Stamford Branch deposit account balances and money market *mutual fund sweep* balances

UBS Bank USA deposit account balances are insured by the FDIC within applicable limits but are not protected by SIPC UBS AG Stamford Branch deposit account balances are not insured by FDIC and are not protected by SIPC Money market sweep balances are protected by SIPC but are not insured by the FDIC See the *Important information about your statement* at the end of this document for details about those balances

Holding	Opening balance on Sep 1 ($)	Closing balance on Sep 30 ($)	Price per share on Sep 30 ($)	Average rate	Dividend/Interest period	Days in period	Cap amount ($)
RMA MONEY MKT PORTFOLIO	63,741 70	64,719 35	1 00	0 01%	Aug 25 to Sep 23	30	
UBS BANK USA BUS ACCT	250,000 00	250,000 00					250,000 00
Total	**$313,741.70**	**$314,719.35**					

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
AMEREN CORP								
Symbol AEE Exchange NYSE								
EAI $4,000 Current yield 4 17%	Mar 20, 07	500 000	50 330	25 165 00	38 330	19,165 00	-6,000 00	LT
	Dec 2, 09	2,000 000	26 686	53 372 00	38 330	76,660 00	23 288 00	LT
Security total		2,500 000	31 415	78,537 00		95,825 00	17,288 00	
BANK OF AMER CORP								
Symbol BAC Exchange NYSE								
EAI $6,000 Current yield 1 17%	Jul 18, 08	1,148 000	37 709	43,290 52	17 050	19,573 40	-23,717 12	LT
	Sep 16, 08	4,297 000	23 179	99 603 00	17 050	73,263 85	-26,339 15	LT
	Nov 21, 08	2,150 000	13 255	28 500 04	17 050	36,657 50	8,157 46	LT
	Jan 8, 09	405 000	13 357	5,409 91	17 050	6,905 25	1,495 34	LT

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

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
	Jan 16, 09	4,250 000	13 194	56,077 01	17 050	72,462 50	16,385 49	LT
	Feb 6, 09	5,750 000	5 629	32,371 42	17 050	98,037 50	65,666 08	LT
	Jul 20, 10	2,000 000	13 428	26,857 60	17 050	34,100 00	7,242 40	LT
	Nov 19, 10	2,500 000	11 410	28,525 03	17 050	42,625 00	14,099 97	LT
	May 4, 11	2,500 000	12 540	31,350 00	17 050	42,625 00	11,275 00	LT
	Nov 28, 11	5,000 000	5 338	26,694 00	17 050	85,250 00	58,556 00	LT
Security total		30,000 000	12 623	378,678 53		511,500 00	132,821 47	
BARCLAYS PLC ADR Symbol BCS Exchange NYSE EAI $5,238 Current yield 2 83%	Mar 1, 07	2,000 000	57 385	114,771 00	14 810	29,620 00	-85,151 00	LT
	Mar 5 07	1,000 000	55 259	55,259 72	14 810	14,810 00	-40,449 72	LT
	Sep 11, 07	1,000 000	49 186	49,186 00	14 810	14,810 00	-34,376 00	LT
	Nov 5, 07	1,000 000	43 293	43,293 00	14 810	14,810 00	-28,483 00	LT
	Feb 21, 08	2,000 000	37 830	75,661 00	14 810	29,620 00	-46,041 00	LT
	Jun 24, 08	2,000 000	24 673	49,347 00	14 810	29,620 00	-19,727 00	LT
	Jul 8, 08	1,000 000	22 190	22,190 00	14 810	14,810 00	-7,380 00	LT
	Oct 1, 13	2,500 000	12 004	30,010 70	14 810	37,025 00	7,014 30	ST
Security total		12,500 000	35 177	439,718 42		185,125 00	-254,593 42	
CITIGROUP INC Symbol C Exchange NYSE EAI $80 Current yield 0 08%	Jan 24, 08	100 000	270 800	27,080 00	51 820	5,182 00	-21,898 00	LT
	Feb 13, 08	200 000	260 500	52,100 00	51 820	10,364 00	-41,736 00	LT
	Jun 24, 08	200 000	188 674	37,734 85	51 820	10,364 00	-27,370 85	LT
	Jul 31, 08	200 000	184 389	36,877 99	51 820	10,364 00	-26,513 99	LT
	Mar 2, 10	300 000	34 200	10,260 00	51 820	15,546 00	5,286 00	LT
	Jan 28, 14	1,000 000	49 749	49,749 90	51 820	51,820 00	2,070 10	ST
Security total		2,000 000	106 901	213,802 74		103,640 00	-110,162 74	
DOW CHEMICAL Symbol DOW Exchange NYSE EAI $3,700 Current yield 2 82%	Feb 1, 06	500 000	42 034	21,017 00	52 440	26,220 00	5,203 00	LT
	Sep 3, 08	2,000 000	34 836	69,673 00	52 440	104,880 00	35,207 00	LT
Security total		2,500 000	36 276	90,690 00		131,100 00	40,410 00	

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

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
DYNEGY INC NEW								
Symbol DYN Exchange NYSE	Jan 22, 08	4 211	1,701 560	7,165 78	28 860	121 54	-7,044 24	LT
	Jan 24, 08	8 139	1,672 821	13,515 76	28 860	234 90	-13,380 86	LT
	Jul 31, 08	3 256	1,773 594	5,774 29	28 860	93 96	-5,680 33	LT
	Aug 12, 08	8 139	1,555 279	12,659 04	28 860	234 90	-12,424 14	LT
	Sep 9 08	8 139	1,290 962	10,507 53	28 860	234 90	-10,272 63	LT
	Sep 10, 08	8 139	1,241 285	10,103 32	28 860	234 90	-9,868 42	LT
	Oct 8, 08	8 139	666 593	5,425 67	28 860	234 90	-5,190 77	LT
	Aug 19, 11	48 836	193 421	9,445 93	28 860	1,409 41	-8,036 52	LT
Security total		97 000	770 075	74,697 32		2,799 42	-71,897 91	
MICROSOFT CORP								
Symbol MSFT Exchange OTC								
EAI $1,240 Current yield 2 67%	Nov 18, 08	500 000	19 320	9,660 00	46 360	23,180 00	13,520 00	LT
	Jan 28, 14	500 000	36 115	18,057 85	46 360	23,180 00	5,122 15	ST
Security total		1,000 000	27 718	27 717 85		46,360 00	18,642 15	
ROCHE HLDG LTD SPONS ADR SWITZ								
ADR								
Symbol RHHBY Exchange OTC								
EAI $915 Current yield 2 47%	Aug 4, 14	1,000 000	35 985	35,985 00	36 990	36,990 00	1 005 00	ST
Total				**$1,339,826.86**		**$1,113,339.42**	**-$226,487.45**	

Total estimated annual income: $21,173

Closed end funds & Exchange traded products

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

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

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

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

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

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

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
FUND									
Symbol ETY									
Trade date Aug 16, 07	5,000 000	14 986	74,933 57	74,933 57	11 410	57,050 00	-17,883 57	-17,883 57	LT
EAI $5,060 Current yield 8 87%									
EATON VANCE TAX MANAGED GLOBAL DIVERSIFIED EQUITY INCOME FUND									
Symbol EXG									
Trade date Aug 27, 08	5,000 000	11 805	59,028 50	59,028 50	10 030	50,150 00	-8,878 50	-8,878 50	LT
EAI $4,880 Current yield 9 73%									
Total			**$133,962.07**	**$133,962.07**		**$107,200.00**	**-$26,762.07**	**-$26,762.07**	

Total estimated annual income. $9,940

Short options

Holding	Trade date	Number of contracts	Sale price per contract ($)	Sale proceeds ($)	Price per contract on Sep 30 ($)	Contract premium ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
CALL MICROSOFT CORP DUE 10/18/14 47 000 Expires Oct 14 Symbol MSFT	Sep 17, 14	-10 000	0 619	-619 99	36 500	0 365	-365 00	254 99	ST

Warrants

Holding	Trade date	Number of warrants	Purchase price per warrant ($)	Cost basis ($)	Price per warrant on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
WARRANTS DYNEGY INC NEW (DELA)								
Expires Oct 02, 17	Jan 22, 08	75 853	147 208	11,166 20	4 140	314 03	-10,852 17	LT
	Jan 24, 08	127 030	144 723	18,384 24	4.140	525 91	-17,858 33	LT
	Jul 31, 08	50 812	153 438	7,796 55	4 140	210 36	-7,586 19	LT
	Aug 12, 08	127 030	134 554	17,092 46	4 140	525 91	-16,566 55	LT
	Sep 09, 08	127 030	111 685	14,187 47	4 140	525 91	-13,661 56	LT
	Sep 10, 08	127 031	107 389	13,641 68	4 140	525 91	-13,115 77	LT
	Oct 08, 08	127 030	57 669	7,325 83	4 140	525 91	-6,799 92	LT
	Aug 19, 11	762 183	16 733	12,754 07	4 140	3,155 44	-9,598 63	LT
Security Total		1,524 000		102,348 50		6,309 36	-96,039 12	

Your assets (continued)

Fixed income

Closed end funds & Exchange traded products

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

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

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

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

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
BROOKFIELD MTG OPPORTUNITY									
INCOME FD INC									
Symbol BOI									
Trade date Oct 17, 13	2,000 000	16 952	33,904 26	33,904 26	16 990	33,980 00	75 74	75 74	ST
EAI $3,050 Current yield 8 98%									

Your total assets

		Value on Sep 30 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**314,719.35**	**19.98%**	**314,719.35**		
Equities	Common stock	1,113,339 42		1,339,826 86	21,173 00	-226,487 45
	Closed end funds & Exchange traded products	107,200 00		133,962 07	9,940 00	-26,762 07
	Short options	-365 00		-619 99		254 99
	Warrants	6,309 36		102,348 50		-96,039 12
	Total equities	**1,226,483.78**	**77.86%**	**1,575,517.44**	**31,113.00**	**-349,033.65**
Fixed income	**Closed end funds & Exchange traded products**	33,980.00	2.16%	33,904.26	3,050.00	75.74
Total		**$1,575,183.13**	**100.00%**	**$1,924,141.05**	**$34,163.00**	**-$348,957.91**

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

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Investment return ($)	Holding period
	30,000 000	1 000	30,000 00	30,000 00	1 000	30,000 00			

EAI $6 Current yield 0 02%

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
ADELPHIA RECOVERY TRUST Symbol ADPAJ Exchange OTC	Feb 14, 07	38,860 000	0 560	21,761 60	0 012	466 32	-21,295 28	LT

Structured products

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

Holding	Trade date	Quantity	Purchase price/ Average price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
DEUTSCHE BANK AG CAR AOS LNC 01/20/2015 Exchange OTC	Jan 10, 14	10,000 000	10 000	100,000 00	10 437	104,370 00	4,370 00	ST
HSBC USA INC ROS RTY 04/10/2015 Exchange OTC	Feb 4, 14	10,000 000	10 000	100,000 00	10 050	100,500 00	500 00	ST
Total				**$200,000.00**		**$204,870.00**	**$4,870.00**	

Your assets › Equities (continued)

Mutual funds

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

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

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

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

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
FIRST EAGLE US VALUE									
FUND CLASS A									
Symbol FEVAX									
Trade date Nov 4, 11	29,188 558	17 130	500,000 00	500,000 00	21 100	615,878 57	115,878 57		LT
Total reinvested	3,438 610	17 954		61,736 94	21 100	72 554 67	10,817 73		
EAI $4,829 Current yield 0 70%									
Security total	32 627 168	17 217	500,000 00	561,736 94		688,433 24	126,696 30	188,433 24	

Fixed income

Corporate bonds and notes

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

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Adjusted cost basis ($)	Price on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
ESCROW CENTURY								
COMMUNICATIONS								
MATURES 03/15/03								
CUSIP 156ESCAF2		100,000 000	—This information was unavailable—		——Price was unavailable——			
WASHINGTON MUT								
DEFAULTED								
RATE 06 875% MATURES 06/15/11								
CUSIP 93933WAA4	Feb 28, 08	40,000 000	95 000	38,005 25	0.040	16 00	-37,989 25	LT

continued next page

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

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Adjusted cost basis ($)	Price on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
SPRINT NEXTEL CORP W +303PS RATE 06 000% MATURES 12/01/16 ACCRUED INTEREST $1,983 33 CUSIP 852061AD2 Moody B1 S&P BB- EAI $6,000 Current yield 5 70%	Jun 27, 07	100,000 000	96 156	96,156 25	105 188	105,188 00	9,031 75	LT
MORGAN STANLEY ADJ RATE MATURES 08/14/17 CUSIP 61760QBU7 Moody Baa2 S&P A- EAI $6,000 Current yield 2 93%	Aug 07, 12	200,000 000	100 000	200,005 25	102 537	205,074 00	5,068 75	LT
ISTAR FINANCIAL INC NTS CALL@MW+50BP RATE 07 125% MATURES 02/15/18 ACCRUED INTEREST $890 63 CUSIP 45031UBQ3 Moody B3 S&P B+ EAI $7,125 Current yield. 6 88% Original cost basis $103,005 25	Dec 06, 12	100,000 000	102 063	102,063 00	103 500	103,500 00	1,437 00	LT
GENL ELECT CAP CORP B/E RATE 07 125% MATURES 12/15/49 CALLABLE ACCRUED INTEREST $4,156 26 CUSIP 369622SN6 Moody Baa1 S&P A+ EAI $14,250 Current yield 6 16%	Jun 26, 12	200,000 000	106 000	212,005 25	115 750	231,500 00	19,494 75	LT
CITIGROUP INC B/E RATE 05 900% MATURES 12/29/49 CALLABLE ACCRUED INTEREST $737 50 CUSIP 172967GF2 Moody Ba3 S&P BB EAI $5,900 Current yield 6 07%	Mar 27, 14	100,000 000	98 750	98,755 25	97 250	97,250 00	-1,505 25	ST

continued next page

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

Holding	Trade date	Total face value at maturity ($)	Purchase price ($)	Adjusted cost basis ($)	Price on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
JPMORGAN CHASE & CO B/E								
RATE 06 125% MATURES 12/29/49								
INTEREST EARNED FROM 03/10/14								
1ST INTEREST PAYMENT 10/30/14								
CALLABLE								
ACCRUED INTEREST $3,402 78								
CUSIP 46625HJW1								
Moody Ba1 S&P BBB-								
EAI $6,125 Current yield 6 19%	Mar 27, 14	100,000 000	100 500	100,505 25	98 950	98,950 00	-1,555 25	ST
Total		**$940,000.000**		**$847,495.50**		**$841,478.00**	**-$6,017.50**	

Total accrued interest: $11,170.50

Total estimated annual income $45,400

Mutual funds

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

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

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

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

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
RS FLOATING RATE FUND									
CLASS A									
Symbol RSFLX									
Trade date May 4 11	24,061 598	10 390	250,005 25	250,005 25	10 150	244,225 22	-5,780 03		LT
Total reinvested	4,190 850	10 181		42,670 63	10 150	42,537 13	-133 50		
EAI $11,866 Current yield 4 14%									
Security total	28,252 448	10 359	250,005 25	292,675 88		286,762 34	-5,913 53	36,757 10	

Your assets › Fixed income (continued)

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
BARCLAYS BANK PLC ADR PFD SR 5 SER 5 8 125% PREFERRED CLBL PAR VALUE - 25 00 USD Symbol BCS PRD Exchange NYSE EAI $14,217 Current yield 7 82%	Nov 30, 09	5,000 000	23 500	117,504 75	25 970	129,850 00	12,345 25	LT
	May 6, 10	2,000 000	21 952	43,905 25	25 970	51,940 00	8,034 75	LT
Security total		7,000 000		161,410 00		181,790 00	20,380 00	
GOODRICH PETROLEUM CORP CUML SER D 9 750% PFD CLBL PAR VALUE - 25 00 USD Symbol GDP PRD Exchange NYSE EAI $2,438 Current yield 9 62%	Aug 14, 13	1,000 000	24 214	24,214 58	25 330	25,330 00	1,115 42	LT
HSBC HOLDINGS 8 125% PERPETUAL, CALLABLE Symbol HSEA Exchange NYSE EAI $8,124 Current yield 7 80%	Apr 2, 08	4,000 000	25 000	100,000 00	26 040	104,160 00	4,160 00	LT
LLOYDS BANKING GROUP PLC 7 750% DUE 07/15/50 CALLABLE Symbol LYG PRA Exchange NYSE EAI $3,876 Current yield 7 38%	Jun 30, 10	1,000 000	25 000	25,000 00	26 270	26,270 00	1,270 00	LT
	Jun 30, 10	1,000 000	25 000	25,000 00	26 270	26,270 00	1,270 00	LT
Security total		2,000 000		50,000 00		52,540 00	2,540 00	
MORGAN STANLEY CAP TR VI 6 450% DUE 04/15/67 CALLABLE Symbol MSK Exchange NYSE EAI $3,871 Current yield 6 41%	Apr 19, 07	2,400 000	25 000	60,000 00	25 160	60,384 00	384 00	LT
ROYAL BK SCOTLAND GROUP PLC SER R 6 125% PREFERRED CLBL PAR VALUE - 25 00 USD Symbol RBS PRR Exchange NYSE EAI $7,655 Current yield 6 42%	Dec 15, 06	4,000 000	25 000	100,000 00	23 830	95,320 00	-4 680 00	LT
	Sep 16, 14	1,000 000	23 498	23,498 25	23 830	23,830 00	331 75	ST

continued next page

Your assets › Fixed income › Preferred securities (continued)

Holding	Trade date	Number of shares	Purchase price per share ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
Security total		5,000 000		123,498 25		119,150 00	4,348 25	
TRAVELCENTERS OF AMERICA LLC (TA) 8 250% DUE 01/15/28 CALLABLE Symbol TANN Exchange NYSE EAI $2,063 Current yield 7 93%	Jan 8, 13	1,000 000	25 000	25,000 00	26 010	26,010 00	1,010 00	LT
Total				**$544,122.83**		**$569,364.00**	**$25,241.17**	

Total estimated annual income: $42,244

Government securities

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

Holding	Trade date	Quantity	Purchase price ($)	Adjusted cost basis ($)	Price on Sep 30 ($)	Value on Sep 30 ($)	Unrealized gain or loss ($)	Holding period
FHLB STEP UP CALL BOND RATE 0 0000% MATURES 09/26/29 INTEREST EARNED FROM 09/26/14 1ST INTEREST PAYMENT 03/26/15 CUSIP 3130A33Y8	Sep 11, 14	500,000 000	100 001	500,005 25	101 410	507,050 00	7,044 75	ST

Other

Mutual funds

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

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

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

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

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
FIRST EAGLE GLOBAL FUND CLASS A Symbol SGENX									

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Your assets › Other › Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Sep 30 ($)	Value on Sep 30 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date Mar 15, 11	166 186	46 100	7,661 33	7,661 33	55 140	9,163 50	1,502 17		LT
Trade date May 17, 11	2,075 550	48 182	100,005 25	100,005 25	55 140	114,445 82	14,440 57		LT
Trade date May 23, 11	2,091 175	47 822	100,005 25	100,005 25	55 140	115,307 39	15,302 14		LT
Trade date May 24, 11	2,088 555	47 882	100,005 25	100,005 25	55 140	115,162 92	15,157 67		LT
Trade date Jun 1, 11	2,069 536	48 322	100,005.25	100,005 25	55 140	114,114 21	14,108 96		LT
Trade date Jun 10, 11	2,105 706	47 492	100,005 25	100,005 25	55 140	116,108 63	16,103 38		LT
Total reinvested	1,282 467	48 887		62,696 88	55 140	70,715 23	8,018 35		
EAI $7,793 Current yield 1 19%									
Security total	11,879 175	48 015	507,687 58	570,384 46		655,017 70	84,633 24	147,330 12	

Your total assets

		Value on Sep 30 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**1,627,560.55**	**30.02%**	**1,627,560 55**		
Cash alternatives	**Money market funds**	**30,000.00**	**0.55%**	**30,000.00**	**6.00**	
Equities	Common stock	466 32		21,761 60		-21,295 28
	Structured products	204,870 00		200,000 00		4,870 00
	Mutual funds	688,433 24		561,736 94	4,829 00	126,696 30
	Total equities	**893,769.56**	**16 48%**	**783,498.54**	**4,829.00**	**110,271.02**
Fixed income	* *Corporate bonds and notes*	841,478 00		847,495 50	45 400 00	-6,017 50
	Mutual funds	286,762 34		292,675 88	11,866 00	-5,913 53
	Preferred securities	569,364 00		544,122 83	42,244 00	25,241 17
	Government securities	507,050 00		500,005 25		7,044 75
	Total accrued interest	11,170 50				
	Total fixed income	**2,215,824.84**	**40.87%**	**2,184,299.46**	**99,510 00**	**20,354.89**
Other	**Mutual funds**	**655,017.70**	**12.08%**	**570,384.46**	**7,793.00**	**84,633.24**
Total		**$5,422,172.65**	**100.00%**	**$5,195,743.01**	**$112,138.00**	**$215,259.15**

* Missing cost basis information

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
FAIRFIELD LOAN INTEREST INCOME	64,278.	64,278.	
UBS #37744	48,906.	48,906.	
TOTAL TO PART I, LINE 3	113,184.	113,184.	

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
UBS #37443	31,129.	0.	31,129.	31,129.	
UBS #37744	96,398.	0.	96,398.	96,398.	
TO PART I, LINE 4	127,527.	0.	127,527.	127,527.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	4,070.	4,070.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,070.	4,070.	

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	10.	5.		5.
TO FM 990-PF, PG 1, LN 16A	10.	5.		5.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,500.	1,250.		1,250.
TO FORM 990-PF, PG 1, LN 16B	2,500.	1,250.		1,250.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	6,018.	6,018.		0.
TO FORM 990-PF, PG 1, LN 16C	6,018.	6,018.		0.

FORM 990-PF — TAXES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	4,968.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,968.	0.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	40.	0.		40.
NON-DEDUCTIBLE EXPENSES	3,410.	0.		0.
TO FORM 990-PF, PG 1, LN 23	3,450.	0.		40.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED - UBS #37443	1,590,518.	1,226,483.
SEE SCHEDULE ATTACHED - UBS #37744	780,292.	893,769.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,370,810.	2,120,252.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED - UBS #37744	2,184,300.	2,204,654.
SEE SCHEDULE ATTACHED - UBS #37443	33,904.	33,980.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,218,204.	2,238,634.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FAIRFIELD GROUP 6% NOTE	COST	0.	0.
SEE SCHEDULE ATTACHED - UBS #37744	COST	570,384.	655,018.
TOTAL TO FORM 990-PF, PART II, LINE 13		570,384.	655,018.