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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 instructions is at www.irs.gov/form990pf.

2014

Open to Public
Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation SCOTT AND VANESSA THOMPSON FOUNDATION		A Employer identification number 27-2509184
Number and street (or P O box number if mail is not delivered to street address) C/O ML-FOS PO BOX 1560		Room/suite
City or town, state or province, country, and ZIP or foreign postal code PENNINGTON, NJ 08534		
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,365,350	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	5,000			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	254	254		
	4 Dividends and interest from securities.	48,676	48,676		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	137,258			
	b Gross sales price for all assets on line 6a 1,404,631				
	7 Capital gain net income (from Part IV, line 2)		137,258		
	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) (attach schedule)				
	11 Other income (attach schedule)	627	0		
	12 Total. Add lines 1 through 11	191,815	186,188		
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 (attach schedule)				
	b Accounting fees (attach schedule)	5,000	0		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,764	764		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	20,929	19,149		0
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	28,693	19,913		0
	25 Contributions, gifts, grants paid	184,880			184,880
	26 Total expenses and disbursements. Add lines 24 and 25	213,573	19,913		184,880
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-21,758			
	b Net investment income (if negative, enter -0-)		166,275		
	c Adjusted net income (if negative, enter -0-)				

	Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments		94,788	1,007,711	1,007,711
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		3,076,132	2,141,451	2,357,639
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		3,170,920	3,149,162	3,365,350
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ►				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ►				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		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		3,170,920	3,149,162	
	30 Total net assets or fund balances (see instructions)		3,170,920	3,149,162	
	31 Total liabilities and net assets/fund balances (see instructions)		3,170,920	3,149,162	

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	3,170,920
2	Enter amount from Part I, line 27a	2	-21,758
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	3,149,162
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	3,149,162

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a See Additional Data Table				
b				
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 See Additional Data Table				
b				
c				
d				
e				
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 See Additional Data Table				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	$\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right.$		2	137,258
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	$\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 8, column (c) (see instructions)} \\ \text{If (loss), enter -0- in Part I, line 8} \end{array} \right.$		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

1 Enter the appropriate amount in each column for each year, see 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))
2013	122,585	3,550,043	0 034531
2012	80,932	3,064,467	0 026410
2011	32,958	2,531,290	0 013020
2010	10,100	933,123	0 010824
2009			
2 Total of line 1, column (d).			2 0 084785
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 021196
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.			4 3,478,582
5 Multiply line 4 by line 3.			5 73,732
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1,663
7 Add lines 5 and 6.			7 75,395
8 Enter qualifying distributions from Part XII, line 4.			8 184,880

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	1,663
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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	1,663
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	1,663
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,192
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	2,192
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	529
11	Enter the amount of line 10 to be Credited to 2015 estimated tax	11	0

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b	No
<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ _____ 0		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____ 0		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
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	Yes
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX	8b	Yes
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? <i>If "No," attach explanation.</i>		
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	Yes	
14	The books are in care of ► MERRILL LYNCH FAMILY OFFICE SERVICE Located at ► PO BOX 1560 PENNINGTON NJ	Telephone no ► (212) 382-8621 ZIP +4 ► 08534		
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			
16	At any time during calendar year 2014, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes", enter the name of the foreign country ►	16	Yes	No

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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. ►	1b	
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 2014?	1c	No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2014 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 2014)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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 2014?	4b	No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
c	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
	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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
	<i>If "Yes" to 6b, file Form 8870.</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SCOTT THOMPSON 6069 WRIGLEY WAY FORT WORTH, TX 76133	PRESIDENT/TREASURER/DIRECTOR 2 00	0	0	0
VANESSA THOMPSON 6069 WRIGLEY WAY FORT WORTH, TX 76133	VP/SECRETARY/DIRECTOR 2 00	0	0	0
SAMANTHA THOMPSON 6069 WRIGLEY WAY FORT WORTH, TX 76133	DIRECTOR 0 50	0	0	0
BRANDON THOMPSON 6069 WRIGLEY WAY FORT WORTH, TX 76133	DIRECTOR 0 50	0	0	0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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 <hr/>	
2 <hr/>	
3 <hr/>	
4 <hr/>	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____ _____	
2 _____ _____	

All other program-related investments See instructions

3 _____

Total. Add lines 1 through 3 ►

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,701,402
b	Average of monthly cash balances.	1b	341,696
c	Fair market value of all other assets (see instructions).	1c	488,457
d	Total (add lines 1a, b, and c).	1d	3,531,555
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	3,531,555
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	52,973
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,478,582
6	Minimum investment return. Enter 5% of line 5.	6	173,929

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	173,929
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	1,663
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,663
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	172,266
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	172,266
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	172,266

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	184,880
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	184,880
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	1,663
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	183,217
	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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				172,266
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			175,389	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ► \$ _____ 184,880				
a Applied to 2013, but not more than line 2a			175,389	
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 2014 distributable amount.			9,491	
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				162,775
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010.				
b Excess from 2011.				
c Excess from 2012.				
d Excess from 2013.				
e Excess from 2014.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling.			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

See Additional Data Table

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

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 email 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)				
a Paid during the year See Additional Data Table				
Total			► 3a	184,880
b Approved for future payment				
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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	254	
5 Net rental income or (loss) from real estate			14	48,676	
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property.					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	137,258	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a NON REPORTABLE INCOME			14	627	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).		0		186,815	
13 Total. Add line 12, columns (b), (d), and (e).			13		186,815

(See worksheet in line 13 instructions to verify calculations)

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	1a(1)	No
(1) Cash.	1a(2)	No
(2) Other assets.		
b Other transactions	1b(1)	No
(1) Sales of assets to a noncharitable exempt organization.	1b(2)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(3)	No
(3) Rental of facilities, equipment, or other assets.	1b(4)	No
(4) Reimbursement arrangements.	1b(5)	No
(5) Loans or loan guarantees.	1b(6)	No
(6) Performance of services or membership or fundraising solicitations.	1c	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		

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.

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

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.

2015-05-20

Signature of officer or trustee

Date

Titl

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

Paid Preparer Use Only	Print/Type preparer's name B ANTHONY OLMO	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00226630
	Firm's name ► MERRILL LYNCH PIERCE FENNER & SMITH INC			Firm's EIN ► 13-2740599	
	Firm's address ► 1500 MERRILL LYNCH DRIVE 4TH FLOOR PENNINGTON, NJ 085344124			Phone no (212) 382-8621	
	(see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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.)
SEE ATTACHED - 8981	P		
SEE ATTACHED - 8981	P		
SEE ATTACHED - 8981	P		
SEE ATTACHED - 8981	P		
SEE ATTACHED - 8698	P		
SEE ATTACHED - 8698	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
30,600		24,863	5,737
5,134		4,565	569
280,976		212,762	68,214
14,519		11,542	2,977
177,355		164,992	12,363
843,298		848,649	-5,351
52,749			52,749

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			5,737
			569
			68,214
			2,977
			12,363
			-5,351
			52,749

Form 990PF Part XV Line 1a - 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).

SCOTT THOMPSON

VANESSA THOMPSON

Form 990PF Part XV Line 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)				
a Paid during the year				
DVIS CALL RAPE 4300 S HARVARD AVE 100 TULSA, OK 74135	NONE	NON-PROFIT ORGANIZAT	DOMESTIC VIOLENCE INTERVENTION SERVICES	180
FIRST UNITED METHODIST CHURCH OF TULSA 1115 S BOULDER AVENUE TULSA, OK 74119	NONE	NON-PROFIT ORGANIZAT	HELP ALL PEOPLE EXPERIENCE LIFE TRANSFORMATION THROUGH WORSHIP, RELATIONSHIPS AND MISSION	3,400
GOLDMAN SACHS PHILANTHROPY FUND C/O THE AYCO COMPANY LP PO BOX 15203 ALBANY, NY 122125203	NONE	NON-PROFIT ORGANIZAT	DONOR ADVISED FUND FOR CHARITABLE GIVING	180,000
UNITED WAY TULSA 1430 SOUTH BOULDER AVE W TULSA, OK 74119	NONE	NON-PROFIT ORGANIZAT	TO ADVANCE THE COMMON GOOD BY FOCUSING ON THE THREE BUILDING BLOCKS OF BETTER QUALITY OF LIFE, EDUCATION, HEALTH/SAFETY, AND FINANCIAL STABILITY	1,000
PROGET MANAGEMENT INSTITUTE (PMIT) 1611 SOUTH UTICA 346 TULSA, OK 74104	NONE	NON-PROFIT ORGANIZAT	EDUCATIONAL	300
Total			► 3a	184,880

Schedule B

(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2014

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

Name of the organization

SCOTT AND VANESSA THOMPSON FOUNDATION

Employer identification number

27-2509184

Organization type (check one)

Filers of:

Section:

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- 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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling \$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 990PF, 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 SCOTT AND VANESSA THOMPSON FOUNDATION	Employer identification number 27-2509184
--	---

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	SCOTT THOMPSON 6069 WRIGLEY WAY FORT WORTH, TX 76133	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization SCOTT AND VANESSA THOMPSON FOUNDATION		Employer identification number 27-2509184	
Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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. See instructions.) ► \$ _____ 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 _____

TY 2014 Accounting Fees Schedule

Name: SCOTT AND VANESSA THOMPSON FOUNDATION

EIN: 27-2509184

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ML-FOS FEES	5,000	0		0

TY 2014 Investments - Other Schedule

Name: SCOTT AND VANESSA THOMPSON FOUNDATION**EIN:** 27-2509184

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EQUITIES	AT COST	1,605,548	1,799,224
MUTUAL FUNDS	AT COST	235,903	226,966
GS HEDGE FUND OPPTY	AT COST	300,000	331,449

TY 2014 Other Expenses Schedule

Name: SCOTT AND VANESSA THOMPSON FOUNDATION

EIN: 27-2509184

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	19,149	19,149		0
MISC EXP	1,780	0		0

TY 2014 Other Income Schedule

Name: SCOTT AND VANESSA THOMPSON FOUNDATION**EIN:** 27-2509184

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NON REPORTABLE INCOME	627		627

TY 2014 Taxes Schedule

Name: SCOTT AND VANESSA THOMPSON FOUNDATION**EIN:** 27-2509184

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	2,000	0		0
FOREIGN INCOME TAX - 8698	764	764		0

Tax Year Account No Legal Name
2014 012-97859-8 SCOTT AND VANESSA THOMPSON

REALIZED GAINS AND LOSSES

Supplemental Information Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	12,363.55	Net Covered Long-Term Gains (Losses)	(5,350.98)	Net Ordinary Gains (Losses)	0.00
Net Non-Covered Short-Term Gains (Losses)	0.00	Net Non-Covered Long-Term Gains (Losses)	0.00		
Net 1099B Non Reportable Short-Term Gains (Losses)	0.00	Net 1099B Non Reportable Long-Term Gains (Losses)	0.00		
Net Miscellaneous Short-Term Gains (Losses)	0.00	Net Miscellaneous Long-Term Gains (Losses)	0.00	Net Miscellaneous Ordinary Gains (Losses)	0.00
Net Regulated Futures Contract Short-Term Gains (Losses)	0.00	Net Regulated Futures Contract Long-Term Gains (Losses)	0.00		
Total Short-Term Gains (Losses)	12,363.55	Total Long-Term Gains (Losses)	(5,350.98)	Total Ordinary Gains (Losses)	0.00

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short or Covered	Date Sold or Covered	Quantity	Sale Proceeds ^a	Total Accretion (Amortization)	Cost Basis ^b	Total Gain (Loss)
Covered Short-Term Gains (Losses)							
GS HIGH-YIELD FUND INSTITUTIONAL SHARES (38141W679)	04/17/2013	01/28/2014	955.20	6,839.24	0.00	7,087.14	(257.90)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES (38145N303)	04/17/2013	01/28/2014	2,525.25	20,429.30	0.00	24,897.03	(4,467.73)
SPDR S&P 500 ETF TRUST (78466F103)	11/17/2013	08/28/2014	750.00	150,086.68	0.00	132,987.50	17,089.18
Net Covered Short-Term Gains (Losses)			177,355.22	0.00	164,991.67	12,363.55	

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short or Covered	Date Sold or Covered	Quantity	Sale Proceeds ^a	Total Accretion (Amortization)	Cost Basis ^b	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
GS HIGH-YIELD FUND INSTITUTIONAL SHARES (38141W679)	01/02/2013	01/28/2014	10,217.98	73,160.77	0.00	75,000.00	(1,839.23)
GS LOCAL EMERGING MARKETS DEBT FUND INSTITUTIONAL SHARES (38145N303)	01/02/2013	01/28/2014	703.98	5,635.23	0.00	6,961.85	(1,266.62)
PIMCO FUNDS PIMCO TOTAL RETURN II INSTL MUTUAL FUND CLASS INST SHARES (693390551)	01/04/2013	06/06/2014	4,812.32	50,000.00	0.00	51,154.96	(1,154.96)
PIMCO FUNDS PIMCO TOTAL RETURN II INSTL MUTUAL FUND CLASS INST SHARES (693390551)	08/21/2013	09/26/2014	5,247.53	54,311.88	0.00	53,000.00	1,311.88

^a Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization. This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently. You should consult with your own tax advisor to determine your correct basis.

^b Sale Proceeds may have been adjusted by an option premium due to an option assignment.



Realized and unrealized gains and loss values do not include securities for which cost basis is unavailable. The recognition of any loss reflected herein may be disallowed or deferred by the application of capital loss limitations, wash sale rules or other special tax rules, and you are strongly urged to consult your own outside tax and other advisors about this and all tax-related matters addressed in any way herein. All information regarding the cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account(s) were provided by you and/or a third party and Goldman Sachs makes no representation as to the accuracy and completeness of such information and it should not be relied upon as such.

Tax Year Account No Legal Name
 2014 012-97689-8 SCOTT AND VANESSA THOMPSON

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds ^s (Amortization)	Total Accretion	Cost Basis ^t	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
PIMCO FUNDS PIMCO TOTAL RETURN II INSTL MUTUAL FUND CLASS INST SHARES [693390551]	04/17/2013	09/26/2014	9,345.79	96,728.97	0.00	100,000.00	(3,271.03)
PIMCO FUNDS PIMCO TOTAL RETURN II INSTL MUTUAL FUND CLASS INST SHARES [693390551]	06/21/2013	09/26/2014	9,823.18	101,669.94	0.00	100,000.00	1,669.94
PIMCO FUNDS PIMCO TOTAL RETURN II INSTL MUTUAL FUND CLASS INST SHARES [693390551]	01/04/2013	09/26/2014	37,341.56	386,485.11	0.00	396,940.74	(10,455.63)
SPDR EURO STOXX 50 FD ETF [78463X202]	02/29/2013	10/07/2014	750.00	28,574.37	-0.00	25,533.90	3,040.47
SPDR EURO STOXX 50 FD ETF [78463X202]	04/17/2013	10/07/2014	1,225.00	46,671.46	0.00	40,057.26	6,614.20
Net Covered Long-Term Gains (Losses)			843,297.73	0.00	848,648.71		(5,350.98)

^t Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization. This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or accrue it to premium in currently. You should consult with your own tax advisor to determine your correct basis.

^s Sale Proceeds may have been adjusted by an option premium due to an option assignment

**Goldman
Sachs**

012-97689-8-3TF-396521-2015-04-11-22-32-YH1017

Realized and unrealized gains and loss values do not include securities for which cost basis is unavailable. The recognition of any loss reflected herein may be disallowed or deferred by the application of capital loss limitations, wash sale rules or other special tax rules, and you are strongly urged to consult your own outside tax and other advisors about this and all tax-related matters addressed in any way herein. All information regarding the cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account(s) were provided by you and/or a third party and Goldman Sachs makes no representation as to the accuracy and completeness of such information and it should not be relied upon as such.

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Tax Year Account No Legal Name
 2014 012-05888-1 SCOTT AND VANESSA THOMPSON

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

REALIZED GAIN AND LOSS SUMMARY

SHORT-TERM GAINS (LOSSES)		LONG-TERM GAINS (LOSSES)		ORDINARY GAINS (LOSSES)	
Net Covered Short-Term Gains (Losses)	5,736.78	Net Covered Long-Term Gains (Losses)	68,214.15	Net Ordinary Gains (Losses)	0.00
Net NonCovered Short Term Gains (Losses)	568.78	Net NonCovered Long-Term Gains (Losses)	2,977.34		
Net 1099B Non Reportable Short Term Gains (Losses)	0.00	Net 1099B Non Reportable Long-Term Gains (Losses)	0.00		
Net Miscellaneous Short-Term Gains (Losses)	0.00	Net Miscellaneous Long-Term Gains (Losses)	0.00	Net Miscellaneous Ordinary Gains (Losses)	0.00
Net Regulated Futures Contract Short-Term Gains (Losses)	0.00	Net Regulated Futures Contract Long Term Gains (Losses)	0.00		
Total Short-Term Gains (Losses)	6,305.56	Total Long-Term Gains (Losses)	71,191.49	Total Ordinary Gains (Losses)	0.00

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short or Covered	Date Sold or Covered	Quantity	Total Accretion Sale Proceeds* (Amortization)	Cost Basis**	Total Gain/Loss
Covered Short-Term Gains (Losses)						
TEKRAY CORPORATION CMN (YB564W103)	03/19/2013	01/17/2014	120.00	6,556.07	0.00	4,054.75
MICROSOFT CORPORATION CMN (594918104)	09/19/2013	06/06/2014	80.00	3,311.12	0.00	2,676.35
AUTOZONE, INC. CMN (053332102)	06/12/2014	09/29/2014	5.00	2,694.24	0.00	2,616.77
CINCINNATI BELL INC. CMN (171871106)	11/19/2013	08/29/2014	35.00	128.30	0.00	110.12
CINCINNATI BELL INC. CMN (171871106)	11/18/2013	08/29/2014	107.00	392.23	0.00	339.17
CINCINNATI BELL INC. CMN (171871106)	11/15/2013	08/29/2014	144.00	527.86	0.00	453.27
DOLLAR TREE INC. CMN (256746108)	05/23/2014	08/29/2014	90.00	4,833.70	0.00	4,762.09
EQUINIX, INC. REIT (294440502)	05/15/2014	08/29/2014	22.00	4,799.41	0.00	4,291.65
KINDER MORGAN INC CMN CLASS P (494568101)	02/25/2014	08/29/2014	53.00	2,139.03	0.00	1,711.91
MICROSOFT CORPORATION CMN (594918104)	09/19/2013	08/29/2014	115.00	5,176.10	0.00	3,847.26
EQUINIX, INC. REIT (294440502)	11/25/2014	11/25/2014	0.18	42.06	0.00	42.06
Net Covered Short-Term Gains (Losses)			30,600.12	0.00	24,863.34	5,736.78
NonCovered Short-Term Gains (Losses)						
CYRUSONE INC CMN (23263R100)	05/15/2014	03/29/2014	28.00	703.68	0.00	610.08
CYRUSONE INC CMN (23263R100)	05/15/2014	10/06/2014	14.00	339.68	0.00	303.79
CYRUSONE INC CMN (23263R100)	05/15/2014	10/07/2014	8.00	192.24	0.00	173.60

* Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization. This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently. You should consult with your own tax advisor to determine your correct basis
 ** Sale Proceeds may have been adjusted by an option premium due to an option assignment



Realized and unrealized gains and loss values do not include securities for which cost basis is unavailable. The recognition of any loss reflected herein may be disallowed or deferred by the application of capital loss limitations, wash sale rules or other special tax rules, and you are strongly urged to consult your own outside tax and other advisors about this and all tax-related matters addressed in any way herein. All information regarding the cost basis and acquisition dates of securities that you acquired elsewhere and that were subsequently delivered into your Goldman Sachs account(s) were provided by you and/or a third party and Goldman Sachs makes no representation as to the accuracy and completeness of such information and it should not be relied upon as such.

Tax Year Account No Legal Name
 2014 012-05898-1 SCOTT AND VANESSA THOMPSON

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1059 for tax reporting purposes

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds*	Total Accretion (Amortization)	Cost Basis*	Total Gain (Loss)
NonCovered Short-Term Gains (Losses)							
CYRUSONE INC CMN (23283R100)	05/16/2014	10/07/2014	128.00	3,075.80	0.00	2,744.71	331.09
CYRUSONE INC CMN (23283R100)	05/22/2014	10/08/2014	3.00	72.04	0.00	64.72	7.32
CYRUSONE INC CMN (23283R100)	05/16/2014	10/08/2014	4.00	96.05	0.00	85.77	10.28
CYRUSONE INC CMN (23283R100)	05/20/2014	10/08/2014	27.00	648.33	0.00	582.37	65.96
Net NonCovered Short-Term Gains (Losses)				5,133.82	0.00	4,555.04	568.78

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds*	Total Accretion (Amortization)	Cost Basis*	Total Gain (Loss)
Covered Long-Term Gains (Losses)							
ALLSTATE CORPORATION COMMON STOCK (020002101)	03/19/2013	04/21/2014	85.00	4,744.10	0.00	4,078.30	665.80
ALLSTATE CORPORATION COMMON STOCK (020002101)	04/18/2013	04/23/2014	40.00	2,247.95	0.00	1,934.98	312.97
ALLSTATE CORPORATION COMMON STOCK (020002101)	03/19/2013	04/23/2014	125.00	7,024.86	0.00	5,997.50	1,027.36
DIRECTV CMN (25490A309)	04/18/2013	05/20/2014	50.00	4,182.45	0.00	2,695.00	1,487.45
DIRECTV CMN (25490A309)	03/19/2013	05/20/2014	230.00	19,239.28	0.00	12,541.90	6,697.38
AES CORP. CMN (00130H105)	03/19/2013	06/06/2014	370.00	5,350.08	0.00	4,560.66	789.42
AMERICAN INTL GROUP INC. CMN (0268974784)	03/19/2013	06/06/2014	150.00	8,285.81	0.00	5,803.53	2,482.28
CARMAX, INC. CMN (143130102)	03/19/2013	06/06/2014	120.00	5,567.87	0.00	4,974.08	593.73
CINCINNATI BELL INC. CMN (171871106)	03/19/2013	06/06/2014	1,340.00	5,078.48	0.00	4,538.79	538.69
CROWN HOLDINGS INC CMN (228368106)	03/19/2013	06/06/2014	140.00	7,031.14	0.00	5,675.52	1,355.62
DENNY'S CORPORATION CMN (240699P104)	03/19/2013	06/06/2014	810.00	5,305.38	0.00	4,666.57	638.81
INTERNAL CORP CMN (45885A300)	03/26/2013	06/06/2014	1,110.00	7,880.82	0.00	10,318.67	(2,437.85)
IRIDIUM COMMUNICATIONS INC CMN (46269C102)	03/19/2013	06/06/2014	2,280.00	18,467.59	0.00	14,956.12	3,511.47
MARKET CORPORATION CMN (570535104)	03/21/2013	06/06/2014	15.00	9,681.48	0.00	7,590.00	2,091.48
MICROS SYSTEMS, INC. CMN (590991100)	03/19/2013	06/06/2014	140.00	7,572.44	0.00	6,377.27	1,195.17

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^{*} Sale Proceeds may have been adjusted by an option premium due to an option assignment.

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Tax Year Account No Legal Name
 2014 012-05888-1 SCOTT AND VANESSA THOMPSON

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short or Covered	Date Sold or Covered	Quantity	Sale Proceeds*	Total amortization	Cost Basis*	Total	Gain (Loss)
Covered Long-Term Gains (Losses)								
PIONEER NATURAL RESOURCES CO CMN (723787107)	03/19/2013	06/06/2014	55.00	12,041.98	0.00	6,925.60	5,116.38	
POPEYES LOUISIANA KITCHEN INC CMN (732872106)	03/19/2013	06/06/2014	60.00	2,634.54	0.00	2,135.48	499.06	
TIME WARNER CABLE INC CMN (887324207)	03/19/2013	06/06/2014	80.00	11,474.14	0.00	7,495.36	3,978.78	
MICROS SYSTEMS, INC CMN (594901100)	03/19/2013	06/17/2014	100.00	6,721.51	0.00	4,555.19	2,166.32	
MICROS SYSTEMS, INC CMN (594901100)	03/19/2013	06/23/2014	200.00	13,596.07	0.00	9,110.38	4,485.69	
MICROS SYSTEMS, INC. CMN (594901100)	04/18/2013	06/27/2014	200.00	13,544.32	0.00	8,489.66	5,054.66	
MICROS SYSTEMS, INC. CMN (594901100)	03/19/2013	06/27/2014	220.00	14,898.75	0.00	10,021.42	4,877.33	
AES CORP CMN (000130H105)	03/19/2013	08/29/2014	371.00	5,591.14	0.00	4,554.43	1,036.71	
AMERICAN INT'L GROUP, INC CMN (026874784)	03/19/2013	08/29/2014	109.00	6,095.14	0.00	4,217.23	1,877.91	
CARMAX, INC CMN (143130102)	03/19/2013	08/29/2014	114.00	5,950.98	0.00	4,725.38	1,225.60	
CINCINNATI BELL INC CMN (171871106)	03/19/2013	08/29/2014	170.00	623.17	0.00	575.94	47.23	
CINCINNATI BELL INC. CMN (171871106)	04/18/2013	08/29/2014	280.00	1,026.40	0.00	934.86	91.54	
CROWN HOLDINGS INC CMN (228368106)	03/19/2013	08/29/2014	112.00	5,380.21	0.00	4,540.41	839.80	
DENNY'S CORPORATION CMN (248659P104)	03/19/2013	08/29/2014	806.00	5,478.09	0.00	4,643.53	834.56	
INTERNAP CORP CMN (4498854300)	03/26/2013	08/29/2014	543.00	3,693.61	0.00	5,047.78	(1,254.17)	
MARKEL CORPORATION CMN (1570535104)	03/21/2013	08/29/2014	11.00	7,161.39	0.00	5,566.00	1,595.39	
PIONEER NATURAL RESOURCES CO CMN (723787107)	03/19/2013	08/29/2014	39.00	8,068.52	0.00	4,910.88	3,157.64	
POPEYES LOUISIANA KITCHEN INC CMN (732872106)	03/19/2013	08/29/2014	89.00	3,567.98	0.00	3,167.63	400.35	
ROSS STORES, INC CMN (778296103)	07/01/2013	08/29/2014	49.00	3,688.95	0.00	3,202.48	486.47	
TEEKAY CORPORATION CMN (Y8564W103)	03/19/2013	08/29/2014	105.00	6,379.88	0.00	3,547.91	2,831.97	
TIME WARNER CABLE INC CMN (887324207)	03/19/2013	08/29/2014	33.00	4,851.22	0.00	3,091.84	1,759.38	
TIME WARNER CABLE INC CMN (887324207)	04/18/2013	11/11/2014	50.00	6,639.54	0.00	4,567.39	2,072.15	
TIME WARNER CABLE INC CMN (887324207)	03/19/2013	11/11/2014	107.00	14,708.60	0.00	10,025.04	4,683.56	
Net Covered Long-Term Gains (Losses)				280,975.86	0.00	212,761.71	68,214.15	

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 ** Sale Proceeds may have been adjusted by an option premium due to an option assignment

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Tax Year	Legal Name
2014	SCOTT AND VANESSA THOMPSON
	012-85689-1
Account No.	

REALIZED GAINS AND LOSSES (Continued)

Symptom Information: Consult your Form 1098 for further details.

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold or Covered	Date Sold or Covered	Quantity	Sale Proceeds ^a	Total Accretion (Amortization)	Cost Basis ^a	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
AMERICAN TOWER CORPORATION CMN (03027X100)	03/19/2013	06/06/2014	82.00	7,401.98	0.00	6,145.57	1,256.41
AMERICAN TOWER CORPORATION CMN (03027X100)	03/19/2013	08/29/2014	72.00	7,117.04	0.00	5,396.11	1,720.93
Net NonCovered Long-Term Gains (Losses)							
				14,519.02	0.00	11,541.68	2,977.34

Basis may have been increased by amounts of market discount and/or original issue discount or decreased by premium amortization. This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortization premium currently. Yields shown are based on the yield to maturity of the bond as of the date of the statement. Yields are not annualized. Yields are not annualized. Yields are not annualized.

5 Sale proceeds may have been adjusted by an option premium due to an option assignment

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