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EXTENDED TO AUGUST 17, 2015
Return of Private Foundation

OMB No. 1545-0052

Form 990-PF

Department of the Treasury
Internal Revenue Service

► 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.

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation GODFREY THOMAS FOUNDATION C/O MARY CARR		A Employer identification number 71-6065971		
		B Telephone number 870-946-1982		
Number and street (or P O box number if mail is not delivered to street address) 703 SOUTH TYLER STREET		C If exemption application is pending, check here ► <input type="checkbox"/>		
City or town, state or province, country, and ZIP or foreign postal code DEWITT, AR 72042		D 1. Foreign organizations, check here ► <input type="checkbox"/>		
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 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) ► \$ 2,096,942. (Part I, column (d) must be on cash basis.)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
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	
Revenue	1 Contributions, gifts, grants, etc., received	1,200.	N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments	1,184.	1,184.	
	4 Dividends and interest from securities	23,291.	23,291.	
	5a Gross rents	69,637.	69,637.	
	b Net rental income or (loss)	69,637.		
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	22,678.		
	6b 215,154.			
	7 Capital gain net income (from Part IV, line 2)		22,678.	
	8 Net short-term capital gain			
	9 Income modifications Gross sales less returns and allowances			
	10a b Less Cost of goods sold			
c Gross profit or (loss)				
11 Other income	<1,183.>	<1,183.>	STATEMENT 4	
12 Total. Add lines 1 through 11	116,807.	115,607.		
		17,100.	4,500.	12,600.
Operating and administrative expenses	13 Compensation of officers, directors, trustees, etc			
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees			
	b Accounting fees	2,400.	1,200.	1,200.
	17 Interest			
	18 Taxes	2,506.	732.	0.
	19 Depreciation and depletion	1,337.	0.	
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses	2,497.	65.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	25,840.	6,497.	13,800.
	25 Contributions, gifts, grants paid	82,452.		82,452.
26 Total expenses and disbursements. Add lines 24 and 25	108,292.	6,497.	96,252.	
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	8,515.			
b Net investment income (if negative, enter -0-)		109,110.		
c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1. Cash - non-interest-bearing				
	2. Savings and temporary cash investments		283,411.	286,420.	286,420.
	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 8	436,029.	454,656.	632,333.
	c. Investments - corporate bonds	STMT 9	50,000.	0.	0.
	11. Investments - land, buildings, and equipment basis ►				
	Less: accumulated depreciation ►				
	12. Investments - mortgage loans				
	13. Investments - other	STMT 10	590,396.	628,612.	1,126,188.
	14. Land, buildings, and equipment basis ►	52,123.			
	Less accumulated depreciation STMT 11 ►	2,369.	51,091.	49,754.	49,754.
	15. Other assets (describe ► COOP EQUITIES)		4,494.	4,494.	2,247.
	16. Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,415,421.	1,423,936.	2,096,942.
	17. Accounts payable and accrued expenses				
	18. Grants payable				
	19. Deferred revenue				
	20. Loans from officers, directors, trustees, and other disqualified persons				
	21. Mortgages and other notes payable				
	22. Other liabilities (describe ►)				
	23. Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27. Capital stock, trust principal, or current funds		836,529.	836,529.	
	28. Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29. Retained earnings, accumulated income, endowment, or other funds		578,892.	587,407.	
	30. Total net assets or fund balances		1,415,421.	1,423,936.	
	31. Total liabilities and net assets/fund balances		1,415,421.	1,423,936.	

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	1,415,421.
2. Enter amount from Part I, line 27a	2	8,515.
3. Other increases not included in line 2 (itemize) ►	3	0.
4. Add lines 1, 2, and 3	4	1,423,936.
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	1,423,936.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a					
b	SEE ATTACHED STATEMENT				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e	215,154.		192,476.		22,678.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
	(I) F.M.V. as of 12/31/69	(J) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e					22,678.
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	22,678.
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	(If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7)		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))
2013	101,362.	1,972,792.	.051380
2012	98,180.	1,941,796.	.050561
2011	92,210.	1,914,725.	.048158
2010	71,134.	1,876,368.	.037910
2009	85,400.	1,831,820.	.046620
2 Total of line 1, column (d)			2 .234629
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 .046926
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4 2,020,980.
5 Multiply line 4 by line 3			5 94,837.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,091.
7 Add lines 5 and 6			7 95,928.
8 Enter qualifying distributions from Part XII, line 4			8 96,252.

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

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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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 Tax based on investment Income. Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2014 estimated tax payments and 2013 overpayment credited to 2014

6a 1,120.

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 1,120.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 29.

11 Enter the amount of line 10 to be Credited to 2015 estimated tax ►

29. Refunded ►

11 0.

Part VII-A Statements Regarding Activities

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?

Yes No

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1a

c Did the foundation file Form 1120-POL for this year?

1b

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

1c

(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 X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

3

If "Yes," attach a detailed description of the activities.

4a

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*

4b

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

5

b If "Yes," has it filed a tax return on Form 990-T for this year?

N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

6

If "Yes," attach the statement required by General Instruction T.

7

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either

8a

● By language in the governing instrument, or

8b

● 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?

9

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*

10

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

AR

8b

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*

9

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)? *If "Yes," complete Part XIV*

10

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ►	N/A	
14	The books are in care of ► MARY B CARR	Telephone no ► 870-946-1982
	Located at ► 703 SOUTH TYLER STREET, DEWITT, AR	ZIP+4 ► 72042
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 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 the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ►	16 Yes X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly).		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> X Yes	<input 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"/> X 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"/> X 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	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
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"/> X 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	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 2014?	4b	X

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

- | | | | | |
|--|-------------------------------------|-----|-------------------------------------|----|
| 5a During the year did the foundation pay or incur any amount to | | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <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 checked="" type="checkbox"/> | Yes | <input 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)? | | | | |
| Organizations relying on a current notice regarding disaster assistance check here | <input type="checkbox"/> | | | |
| 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? | <input type="checkbox"/> | | N/A | |
| <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"/> | | | |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | <input type="checkbox"/> | | | |
| <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"/> | | | |
| b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | <input type="checkbox"/> | | N/A | |

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
MARY B CARR 703 SOUTH TYLER DEWITT, AR 72042	TRUSTEE 3.00	9,000.	0.	0.
STACY CARR 1021 LINCOLN STREET DEWITT, AR 72042	TRUSTEE 1.00	3,000.	0.	0.
HARRY C ERWIN 6311 RANCH DRIVE LITTLE ROCK, AR 72223	TRUSTEE 1.00	1,800.	0.	0.
HARRY C ERWIN III 6311 RANCH DRIVE LIYYLE ROCK, AR 72223	TRUSTEE 1.00	3,600.	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

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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	
3	
All other program-related investments See instructions	
4	
Total. Add lines 1 through 3	▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		1a	645,703.
a	Average monthly fair market value of securities		1b	323,806.
b	Average of monthly cash balances		1c	1,082,247.
c	Fair market value of all other assets		1d	2,051,756.
d	Total (add lines 1a, b, and c)			
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	2,051,756.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	30,776.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,020,980.
6	Minimum investment return. Enter 5% of line 5		6	101,049.

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	101,049.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	1,091.	
b	Income tax for 2014 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,091.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	99,958.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	99,958.
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	99,958.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		1a	96,252.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26		1b	0.
b	Program-related investments - total from Part IX-B		2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		3a	
3	Amounts set aside for specific charitable projects that satisfy the		3b	
a	Suitability test (prior IRS approval required)		4	96,252.
b	Cash distribution test (attach the required schedule)		5	1,091.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4		6	95,161.
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			
6	Adjusted qualifying distributions. Subtract line 5 from line 4			

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

Form 990-PF (2014)

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GODFREY THOMAS FOUNDATION
C/O MARY CARR

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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				99,958.
2 Undistributed income, if any, as of the end of 2014			73,704.	
a Enter amount for 2013 only			0.	
b Total for prior years			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 ► \$	96,252.		73,704.	
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.	
c Treated as distributions out of corpus (Election required - see instructions)			0.	
d Applied to 2014 distributable amount				22,548.
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.	
6 Enter the net total of each column as indicated below:			0.	
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 instr.			0.	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				77,410.
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			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				

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

N/A

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

MARY B. CARR 870-946-1982

MARY B. CARR, 870-548-1982
703 SOUTH TYLER STREET, DEWITT, AR 72042

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

APPLY FOR PREPRINTED APPLICATION & INSTRUCTIONS

- #### **c. Any submission deadlines**

BY MAY 1 FOR FALL TERM & NOVEMBER 1 FOR SPRING TERM

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

6 Any
NONE

GODFREY THOMAS FOUNDATION
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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
<i>a Paid during the year</i>				
6 SCHOLARSHIPS <u>DEWITT, AR 72042</u>	NONE	NONE	TUITION BOOKS ROOM BOARD ETC	6,900.
ARK COUNTY 4H <u>DEWITT, AR 72042</u>	NONE	PUBLIC CHARITY	UNRESTRICTED	50.
ARK COUNTY CONSERVATION DIST <u>DEWITT, AR 72042</u>	NONE	PUBLIC CHARITY	FARM SAFETY DAY	500.
ARK COUNTY HISTORICAL SOCIETY <u>DEWITT, AR 72042</u>	NONE	PUBLIC CHARITY	RECORD PRESERVATION	500.
ARK COUNTY ROTARY CLUB <u>DEWITT, AR 72042</u>	NONE	PUBLIC CHARITY	SCHOLARSHIPS	500.
Total	SEE CONTINUATION SHEET(S)			► 3a 82,452.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

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Form 990-PF (2014)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,184.	
4 Dividends and interest from securities			14	23,291.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	69,637.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	<1,183.>	
8 Gain or (loss) from sales of assets other than inventory			18	22,678.	
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.		115,607.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	115,607.
(See worksheet in line 13 instructions to verify calculations.)					

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

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	50,000SH HSBC FINANCE CORP		08/20/07	08/15/14
b	297SH CIT GROUP INC		05/08/06	08/28/14
c	870SH DUKE ENERGY CORP		10/06/10	08/28/14
d	2,000SH WINDSTREAM HOLDINGS		10/18/06	08/28/14
e	500SH TOTAL S.A. SP ADR		02/19/10	08/28/14
f	500SH TOTAL S.A. SP ADR		10/06/10	08/28/14
g	FRACTIONAL SHARE HALYARD HEALTH		10/06/10	11/03/14
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 50,000.		50,000.	0.
b 14,057.		13,465.	592.
c 63,509.		44,924.	18,585.
d 22,155.		27,695.	<5,540. >
e 32,702.		29,411.	3,291.
f 32,702.		26,965.	5,737.
g 29.		16.	13.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			0.
b			592.
c			18,585.
d			<5,540. >
e			3,291.
f			5,737.
g			13.
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	22,678.
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

**GODFREY THOMAS FOUNDATION
C/O MARY CARR**

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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
ARKANSAS CHILDREN'S HOSPITAL LITTLE ROCK, AR 72202	NONE	PUBLIC CHARITY	UNRESTRICTED	
				50.
DANA'S HOUSE DEWITT, AR 72042	NONE	PUBLIC CHARITY	TO HELP COVER EXPENSES RELATED TO FIRE DAMAGE	
				30,000.
DANA'S HOUSE DEWITT, AR 72042	NONE	PUBLIC CHARITY	UNRESTRICTED	
				12,000.
DEWITT FOOD PANTRY DEWITT, AR 72042	NONE	PUBLIC CHARITY	UNRESTRICTED	
				100.
DRAGON DEN DEWITT, AR 72042	NONE	PUBLIC CHARITY	UNRESTRICTED	
				200.
FIRST UNITED METHODIST CHURCH DEWITT, AR 72042	NONE	PUBLIC CHARITY	UNRESTRICTED	
				17,352.
MUSEUM OF THE GRAND PRAIRIE STUTTGART, AR 72160	NONE	PUBLIC CHARITY	UNRESTRICTED	
				1,200.
PATILLO CENTER SCHOOL DEWITT, AR 72042	NONE	PUBLIC CHARITY	UNRESTRICTED	
				3,000.
PCCUA DEWITT CAMPUS FOUNDATION DEWITT, AR 72042	NONE	PUBLIC CHARITY	FERGUSON ROOM EXPANSION	
				10,000.
PCCUA STUTTGART CAMPUS FOUNDATION STUTTGART, AR 72160	NONE	PUBLIC CHARITY	RIVER ROAD PROMISE	
				100.
Total from continuation sheets				74,002.

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
BANKS	1,184.	1,184.	
TOTAL TO PART I, LINE 3	1,184.	1,184.	

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
MERRILL LYNCH ACCT	23,291.	0.	23,291.	23,291.	
TO PART I, LINE 4	23,291.	0.	23,291.	23,291.	

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FARM LAND ARKANSAS CTY FROM K-1	1	69,637.
TOTAL TO FORM 990-PF, PART I, LINE 5A		69,637.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PLAINS ALL AMERICAN PIPELINE, L.P.	<1,183.>	<1,183.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<1,183.>	<1,183.>	

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	2,400.	1,200.		1,200.
TO FORM 990-PF, PG 1, LN 16B	2,400.	1,200.		1,200.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE	1,128.	0.		0.
FOREIGN TAX	732.	732.		0.
PROPERTY TAXES	646.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,506.	732.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEES	65.	65.		0.
OFFICE EXPENSE	134.	0.		0.
UTILITIES	877.	0.		0.
INSURANCE EXPENSE	599.	0.		0.
REPAIRS & MAINTENANCE	600.	0.		0.
PEST CONTROL	222.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,497.	65.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ROYAL DUTCH SHELL PLC	84,865.	69,560.
STOCK ABBOTT LABS	19,560.	33,765.
STOCK ABBVIE INC.	21,211.	49,080.
STOCK AMN ELEC POWER CO	53,335.	60,720.
STOCK CIT GROUP INC.	0.	0.
STOCK DUKE ENERGY CORP	0.	0.
STOCK ELI LILLY & CO	49,922.	86,238.
STOCK HALYARD HEALTH	1,938.	4,229.
STOCK INTEL CORP	48,974.	63,508.
STOCK KIMBERLY CLARK	45,107.	86,655.
STOCK PROCTER & GAMBLE CO	50,888.	68,318.
STOCK TOTAL S.A.	0.	0.
STOCK TYSON FOODS INC	28,947.	40,090.
STOCK VERIZON	49,909.	70,170.
STOCK WINDSTREAM	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	454,656.	632,333.

FORM 990-PF

CORPORATE BONDS

STATEMENT 9

DESCRIPTION

BOOK VALUE FAIR MARKET VALUE

CORP BONDS

0. 0.

TOTAL TO FORM 990-PF, PART II, LINE 10C

0. 0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION

VALUATION METHOD BOOK VALUE FAIR MARKET VALUE

ACTIVITY G THOMAS FMS PARTNERSHIP
PLAINS ALL AMERN PIPL LPCOST COST 576,621. 1,080,000.
51,991. 46,188.

TOTAL TO FORM 990-PF, PART II, LINE 13

628,612. 1,126,188.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE BUILDING	35,473.	1,782.	33,691.
LEASEHOLD IMPROVEMENTS	16,650.	587.	16,063.
TOTAL TO FM 990-PF, PART II, LN 14	52,123.	2,369.	49,754.

Depreciation and Amortization Detail FORM 990-PF PAGE 1

990-PF

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

►

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions. GODFREY THOMAS FOUNDATION C/O MARY CARR	Employer identification number (EIN) or 71-6065971
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 703 SOUTH TYLER STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. DEWITT, AR 72042	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MARY B CARR

- The books are in the care of ► **703 SOUTH TYLER STREET - DEWITT, AR 72042**
Telephone No. ► **870-946-1982** Fax No. ►
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2015**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2014** or

► tax year beginning , and ending .

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.