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

**2014**

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](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: **Billie AND Gillis Thomas Family Foundation**

Number and street (or P.O. box number if mail is not delivered to street address): **8333 DOUGLAS AVE**

Room/suite: **1414**

City or town, state or province, country, and ZIP or foreign postal code: **DALLAS TX 75225**

A Employer identification number: **75-2721588**

B Telephone number (see instructions): **214-750-1200**

C If exemption application is pending, check here

D 1. Foreign organizations, check here   
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ **\$15,765,127.83**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis.)

AUG 24 2015 REVENUE-ANNEX

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)
1	Contributions, gifts, grants, etc., received (attach schedule)	0			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	10395138	10395138	10395138	
4	Dividends and interest from securities	41535437	41535437	41535437	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	67966711			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		67966711		
8	Net short-term capital gain			4232404	
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)				
12	<b>Total.</b> Add lines 1 through 11	119897286	119897286	56162979	
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) TAX ADVICE	185900	92950	92950	92950
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) INVESTMENT FEE	62360.69	62360.69	62360.69	0
17	Interest				
18	Taxes (attach schedule) (see instructions) RECEIVED FOREIGN	28700	28700	28700	0
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) MISC	2115	2115	2115	0
24	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	6452784	6359834	6359834	92950
25	Contributions, gifts, grants paid	71293607			71293607
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	77746391	6359834	6359834	71386557
27	Subtract line 26 from line 12:				
a	<b>Excess of revenue over expenses and disbursements</b>	42150895			
b	<b>Net investment income</b> (if negative, enter -0-)		113537452		
c	<b>Adjusted net income</b> (if negative, enter -0-)			49803145	

✓

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing . . . . .	230,024.13	578,378.79	578,378.79
	2	Savings and temporary cash investments . . . . .			
	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) . . . . .	13,598,657.69	13,624,719.99	15,186,749.04
	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) . . . . .				
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ . . . . . )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	13,828,681.82	14,203,098.78	15,765,127.83	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			
Net Assets or Fund Balances	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 type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	13,828,681.82	14,203,098.78	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .				
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	13,828,681.82	14,203,098.78		

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	13,828,681.82
2	Enter amount from Part I, line 27a . . . . .	2	421,508.95
3	Other increases not included in line 2 (itemize) ▶ REFUND PRIOR YR BANK FEE . . . . .	3	14.35
4	Add lines 1, 2, and 3 . . . . .	4	14,250,205.12
5	Decreases not included in line 2 (itemize) ▶ BANK FEE 169 REVERSE OF 9.66.70, TAX INT 30000.00, POL 7432.95 . . . . .	5	47106.34
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	14,203,098.78

**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 WESTWOOD TRUSTS STCG	P	VAR	VAR
b WESTWOOD TRUSTS LTCG	P	VAR	VAR
c AIR PRODUCTS LTCG	P	VAR	12-16-14
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 K-1		K-1	42,324.04
b K-1		K-1	392,340.67
c 440,855.06		195,852.66	245,002.40
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			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	679,667.11
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	42,324.04

**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	620,984.77	14978889.96	.0415
2012	824,511.11	11110680.94	.0742
2011	408,986.03	10,847,921.19	.0377
2010	414,115.40	10,081,251.97	.0411
2009	410,673.25	8,160,007.23	.0503
2 Total of line 1, column (d)			.2448
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			.0490
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			15,359,981.11
5 Multiply line 4 by line 3			752,639.07
6 Enter 1% of net investment income (1% of Part I, line 27b)			11,353.75
7 Add lines 5 and 6			763,992.82
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			713,865.57

**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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	22,707 49
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	22,707 49
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	22,707 49
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	42,104 30	
b Exempt foreign organizations—tax withheld at source	6b	0	
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d	0	
7 Total credits and payments. Add lines 6a through 6d	7	42,104 30	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	19,396 81	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax	11	19,396 81	Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		<input checked="" type="checkbox"/>
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. N/A		
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: N/A (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. N/A		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
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? If "Yes," attach the statement required by General Instruction T. N/A		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TEXAS		
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	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<input checked="" type="checkbox"/>

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? . . . . . 13  Yes

Website address ▶ NONE

14 The books are in care of ▶ ROBYN T. CONLON Telephone no. ▶ 214-750-1200  
 Located at ▶ 8333 DOWLING AVE STE 1414 DALLAS TX ZIP+4 ▶ 75225-5821

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . . 15  Yes  No  
 and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 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? . . . . . 16  Yes  No  
 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 ▶ N/A

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.

1a During the year did the foundation (either directly or indirectly):

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . .  Yes  No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .  Yes  No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . .  Yes  No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . .  Yes  No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . .  Yes  No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . .  Yes  No

b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here N/A . . . . . ▶

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  Yes  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? . . . . .  Yes  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.) N/A . . . . . 2b  Yes  No

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\_\_\_\_ N/A

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .  Yes  No

b If "Yes," did it have excess business holdings in 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.) N/A . . . . . 3b  Yes  No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a  Yes  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  Yes  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))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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 N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A

5b [ ] [x]
6b [ ] [x]
7b [ ] [x]

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).

Table with 5 columns: (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. Rows include Robyn T. Conlon (President), Donald T. Conlon (Vice Pres.), William K. Conlon (Secretary), and Walter T. Shanik (Treasurer).

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

Table with 5 columns: (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. Content: NONE

Total number of other employees paid over \$50,000

**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		

Total number of others receiving over \$50,000 for professional services . . . . . ▶

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1	NONE	
2		
3		
4		

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

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

Amount

1	NONE	
2		
3	NONE	

All other program-related investments. See instructions.

Total. Add lines 1 through 3 . . . . . ▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	15,111,435.28
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	482,454.17
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	15,593,889.45
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	15,593,889.45
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	233,908.34
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	15,359,981.11
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	767,999.06

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	767,999.06
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5 . . . . .	<b>2a</b>	22,707.49
<b>b</b>	Income tax for 2014. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	22,707.49
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	745,291.57
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	745,291.57
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	745,291.57

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	713,865.57
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	713,865.57
<b>5</b>	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) . . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	713,865.57

**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 . . . . .				745,291.57
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only . . . . .			368,755.62	
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: ▶ \$ 713,865.57				
a Applied to 2013, but not more than line 2a . . . . .			368,755.62	
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 . . . . .				345,109.95
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 . . . . .				400,181.62
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 . . . . . N/A

**b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					
<b>(4)</b> Gross investment income . . . . .					

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

**c** Any submission deadlines:

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

**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)				
<p>a Paid during the year</p> <p>SEE ATTACHED SCHEDULE</p>				
<b>Total</b> . . . . . ▶				<b>3a</b> 712,936.07
<p>b Approved for future payment</p> <p>NONE</p>				
<b>Total</b> . . . . . ▶				<b>3b</b>



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...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
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.

Table with columns 'Yes' and 'No' for items 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), and 1c.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [ ] Yes [x] No

b If "Yes," complete the following schedule. N/A

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.
Signature of officer or trustee: Walter T. Shank, Date: 18-13-15, Title: Treasurer

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

Paid Preparer Use Only section containing fields for Preparer's name, signature, date, firm's name, address, EIN, and phone no.

**Billie and Gillis Thomas Family Foundation ID #75-2721588**

**Investment - Corporate Stock**

**For the Year Ending December 31, 2014**

	(b)	(c)
<b>Investments</b>	<b>Book Value</b>	<b>Fair Market Value</b>
<b>Air Products</b>	<b>\$223,140.42</b>	<b>\$462,689.84</b>
<b>ALPS ALERIAN</b>	<b>\$202,717.78</b>	<b>\$198,764.40</b>
<b>ARES</b>	<b>\$377,150.20</b>	<b>\$197,362.53</b>
<b>Boeing Co.</b>	<b>\$225,931.00</b>	<b>\$368,100.64</b>
<b>Caterpillar</b>	<b>\$199,965.18</b>	<b>\$205,942.50</b>
<b>Du Pont</b>	<b>\$326,673.97</b>	<b>\$563,792.50</b>
<b>Clough Global Allocation Fund</b>	<b>\$585,966.89</b>	<b>\$394,654.40</b>
<b>General Electric</b>	<b>\$677,764.15</b>	<b>\$498,071.70</b>
<b>HCP INC</b>	<b>\$2,291,019.78</b>	<b>\$2,241,919.54</b>
<b>International Paper</b>	<b>\$193,340.95</b>	<b>\$310,228.20</b>
<b>ISHARE Index</b>	<b>\$591,181.38</b>	<b>\$542,084.40</b>
<b>Johnson &amp; Johnson</b>	<b>\$303,278.00</b>	<b>\$501,936.00</b>
<b>Phillip Morris</b>	<b>\$288,196.85</b>	<b>\$289,147.50</b>
<b>3M Company</b>	<b>\$239,437.65</b>	<b>\$565,273.99</b>
<b>United Parcel Service</b>	<b>\$162,403.48</b>	<b>\$231,233.60</b>
<b>Veritiv Corp</b>	<b>\$2,759.10</b>	<b>\$5,705.70</b>
<b>Merrill Lynch total</b>	<b>\$6,890,926.78</b>	<b>\$7,576,907.44</b>

**Billie and Gillis Thomas Family Foundation ID #75-2721588**

**Investment - Corporate Stock**

**For the Year Ending December 31, 2014**

<b>Investments</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
Westwood Trust AllCap Growth Equity - P.T. Fund	\$704,853.77	\$876,038.41
Westwood Trust Emerging Markets	\$348,702.02	\$385,015.99
Westwood Trust Global Equity	\$797,961.95	\$1,038,504.99
Westwood Trust Intl. Value Equity - P.T. Fund	\$813,660.07	\$966,986.91
Westwood Trust SMidcap Plus	\$319,835.00	\$364,203.20
Westwood Trust Real Estate Invest Tr. - P.T. Fund	\$167,561.03	\$261,265.10
Westwood Trust Short Duration High Yield	\$502,735.94	\$471,684.21
Westwood Trust SMidCap Equity - P.T. Fund	\$281,425.71	\$276,521.42
Westwood Trust SmallCap Value Eqt. - P.T. Fund	\$277,879.08	\$330,720.17
Westwood Trust Core Inv. Grade Bond - P.T. Fund	\$1,122,318.51	\$1,102,677.20
Westwood Trust HighYield Bond - P.T. Fund	\$223,380.30	\$218,583.55
Westwood Trust International Fixed Income	\$217,953.20	\$214,174.96
Westwood Strategic Global Convertibles	\$71,902.67	\$71,072.42
WHG Income Opportunity Fund	\$883,623.96	\$1,032,393.07
<b>Westwood total</b>	<b>\$6,733,793.21</b>	<b>\$7,609,841.60</b>
<b>Investment Part 2, 10b</b>	<b>\$13,624,719.99</b>	<b>\$15,186,749.04</b>

Part XV Supplementary Information (continued)				Page 1 of 3
3 Grants and Contributions Paid During the Year of Approved for Future Payment				
Recipient Name and address (home or business)	Relationship of individual	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
1. Coffeyville Community College 400 W. 11th Street Coffeyville, KS 67337-5065 For Ashlie Hopkins	None	Student	Tuition	9,220.24
2. Shelton School and Evaluation Center 15720 Hillcrest Rd. Dallas, TX 75248 For Katherine Clifford	None	Student	Tuition	25,125.00
3. Shelton School and Evaluation Center 15720 Hillcrest Rd. Dallas, TX 75248 For Gretchen Fay Botens	None	Student	Tuition	25,125.00
4. Texas A&M University Scholarship & Financial Aid 6000 Mail Stop College Station, TX 77843 For Blake Hopkins	None	Student	Tuition	15,031.14
5. Texas Tech University 301 West Hall Lubbock, TX 79409 For Chad Hopkins	None	Student	Tuition	12,647.25
6. University of Arkansas Treasurer's Office Silas H. Hunt Hall 101 Fayetteville, AR 72701 For Curry Kennedy	None	Student	Tuition	10,604.53
7. University of Arkansas Treasurer's Office Silas H. Hunt Hall 101 Fayetteville, AR 72701 For Christopher Kennedy	None	Student	Tuition	19,845.12
8. Texas A&M University Scholarship & Financial Aid 6000 Mail Stop College Station, TX 77843 For Haley Kay Webster	None	Student	Tuition	11,080.33
9. Texas A&M University Scholarship & Financial Aid 6000 Mail Stop College Station, TX 77843 For Patrick Kennedy	None	Student	Tuition	7,493.92

Part XV Supplementary Information (continued)				Page 2 of 3
3 Grants and Contributions Paid During the Year of Approved for Future Payment				
Recipient	Relationship	Foundation status	Purpose of grant	
Name and address (home or business)	of individual	of recipient	or contribution	Amount
a Paid during the year				
10. Texas Women's University 304 Administration Dr. Denton, TX 76204 For Israel Gallegos	None	Student	Tuition	7,346.97
11. University of North Texas 1155 Union Circle #310620 Denton, TX 76203-5017 For Laurin Thompson	None	Student	Tuition	9,174.69
12. University of North Texas 1155 Union Circle #310620 Denton, TX 76203-5017 For Travis Minor	None	Student	Tuition	12,109.22
13. University of North Texas 1155 Union Circle #310620 Denton, TX 76203-5017 For Nicole Pinon	None	Student	Tuition	10,232.66
14. Assistance League of Dallas 13612 Midway Road Suite 115 Dallas, TX 75244	N/A	Public Charity	Capital Campaign Fund	10,000.00
15. Cattle Baron's Ball 3838 Oak Lawn Ave., Suite 700 Dallas, TX 75219	N/A	Public Charity	Capital Campaign Fund	25,000.00
16. Crystal Charity Ball 30 Highland Park Village, Ste. 206 Dallas, TX 75205-2791	N/A	Public Charity	Capital Campaign Fund	250,000.00
17. Dallas Academy 950 Tiffany Way Dallas, TX 75218	N/A	Public Charity	Capital Campaign Fund	30,000.00
18. First Presbyterian Church Dallas 408 Park Ave. Dallas, TX 75201	N/A	Public Charity	Capital Campaign Fund	150,000.00
19. Genesis Women's Shelter 4411 Lemmon Ave. Dallas, TX 75219	N/A	Public Charity	Capital Campaign Fund	25,000.00
20. Girl Scouts of NE Texas Office of Fund Development 6001 Summerside Dr. Dallas, TX 75252	N/A	Public Charity	Capital Campaign Fund	5,000.00



**Billie and Gillis Thomas Family Foundation  
2014**

**ID #75-2721588**

**Part XV**

**The Billie and Gillis Thomas Family Foundation generally makes contributions to only preselected charitable organizations. The Foundation also maintains a scholarship program in accordance with conditions approved by the Internal Revenue Service in a determination letter dated September 9, 1997. Scholarship applicants should contact Robyn T. Conlon, 8333 Douglas Avenue, Suite 1414, Dallas, Texas 75225 regarding the application process.**