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EXTENDED TO AUGUST 15, 2016
Return of Private Foundation

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

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OMB No 1545-0052

2015

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2015 or tax year beginning

, and ending

Name of foundation:

A Employer identification number

L. & G. THOMAS FAMILY FOUNDATION

95-4663947

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number

232 WEST STAFFORD ROAD

818-360-8300

City or town, state or province, country, and ZIP or foreign postal code

THOUSAND OAKS, CA 91361

C If exemption application is pending, check here

G Check all that apply:

Initial return

Initial return of a former public charity

D 1. Foreign organizations, check here

Final return

Amended return

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

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

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

I Fair market value of all assets at end of year

J Accounting method:

Cash

Accrual

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

(from Part II, col. (c), line 16)

Other (specify)

\$ 786,399. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

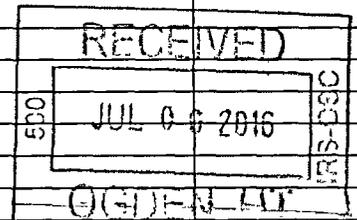
(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(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 ...	4,310.		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				
4 Dividends and interest from securities	12,802.	12,802.		STATEMENT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	11,760.			
b Gross sales price for all assets on line 6a 57,368.				
7 Capital gain net income (from Part IV, line 2)		11,760.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	28,872.	24,562.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 2	2,125.	2,125.		0.
c Other professional fees STMT 3	4,215.	4,215.		0.
17 Interest				
18 Taxes STMT 4	3,793.	102.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	30.	30.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	10,163.	6,472.		0.
25 Contributions, gifts, grants paid	61,275.			61,275.
26 Total expenses and disbursements. Add lines 24 and 25	71,438.	6,472.		61,275.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<42,566.>			
b Net investment income (if negative, enter -0-)		18,090.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	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	61,162.	47,078.	47,078.
	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	690.		
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	STMT. 6 419,901.	392,109.	739,321.	
14 Land, buildings, and equipment: basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	481,753.	439,187.	786,399.	
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			
	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. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,013,166.	1,013,166.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	<531,413.>	<573,979.>		
30 Total net assets or fund balances	481,753.	439,187.		
31 Total liabilities and net assets/fund balances	481,753.	439,187.		

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	481,753.
2 Enter amount from Part I, line 27a	2	<42,566.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	439,187.
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	439,187.

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 WINDWARD CAPITAL (SEE STATEMENT A)	P	01/01/15	12/31/15
b WINDWARD CAPITAL (SEE STATEMENT A)	P	01/01/14	12/31/15
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 9,728.		15,075.	<5,347.>
b 47,640.		30,533.	17,107.
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			<5,347.>
b			17,107.
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	11,760.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	10,215.	774,984.	.013181
2013	14,254.	664,470.	.021452
2012	24,882.	604,993.	.041128
2011	30,890.	614,209.	.050292
2010	17,500.	535,399.	.032686

2 Total of line 1, column (d)	2	.158739
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	.031748
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	812,735.
5 Multiply line 4 by line 3	5	25,803.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	181.
7 Add lines 5 and 6	7	25,984.
8 Enter qualifying distributions from Part XII, line 4	8	61,275.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b ...		1	181.
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	181.
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	181.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a		555.
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	555.
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	374.
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax <input checked="" type="checkbox"/> 374. Refunded <input type="checkbox"/>		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?		X
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.		X
c Did the foundation file Form 1120-POL for this year?		X
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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? 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.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of LARRY E. THOMAS Telephone no. (818) 360-8300
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
16 At any time during calendar year 2015, 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?

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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 2015?
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?
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?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2015 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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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 2015?

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **N/A** 5b

Organizations relying on a current notice regarding disaster assistance check here

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A** 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAWRENCE THOMAS 232 WEST STAFFORD ROAD THOUSAND OAKS, CA 91361	PRESIDENT 0.00	0.	0.	0.
GINA THOMAS 232 WEST STAFFORD ROAD THOUSAND OAKS, CA 91361	SECRETARY 0.00	0.	0.	0.

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	776,651.
b Average of monthly cash balances	1b	48,461.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	825,112.
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	825,112.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,377.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	812,735.
6 Minimum investment return. Enter 5% of line 5	6	40,637.

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	40,637.
2a Tax on investment income for 2015 from Part VI, line 5	2a	181.
b Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	181.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	40,456.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	40,456.
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	40,456.

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	61,275.
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	61,275.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	181.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	61,094.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				40,456.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			38,336.	
b Total for prior years:				
2013 , _____ , _____		12,188.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 61,275.				
a Applied to 2014, but not more than line 2a			38,336.	
b Applied to undistributed income of prior years (Election required - see instructions) *		12,188.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2015 distributable amount				10,751.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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		12,188.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				29,705.
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 2010 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2015, (b) 2014, (c) 2013, (d) 2012, (e) Total. Rows include: 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed; b 85% of line 2a; c Qualifying distributions from Part XII, line 4 for each year listed; d Amounts included in line 2c not used directly for active conduct of exempt activities; e Qualifying distributions made directly for active conduct of exempt activities; 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; (2) Support from general public and 5 or more exempt organizations; (3) Largest amount of support from an exempt organization; (4) Gross investment income.

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

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

SEE STATEMENT 8

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

NONE

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

- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
b The form in which applications should be submitted and information and materials they should include:
c Any submission deadlines:
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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				
ALZHEIMER'S ASSOCIATION 4221 WILSHIRE BLVD, STE 400 LOS ANGELES, CA 90010		OTHER PUBLIC CHARITY	COMMUNITY SUPPORT	6,000.
POTSDAM UNIVERSITY 44 PIERREPONT AVENUE POTSDAM, NY 13676		OTHER PUBLIC CHARITY	EDUCATION	20,000.
NPR 1111 NORTH CAPITOL ST, NE WASHINGTON, DC 20002		OTHER PUBLIC CHARITY	COMMUNITY SUPPORT	500.
INTERNATIONAL MEDICAL CORPS 12400 WILSHIRE BLVD., SUITE 1500 LOS ANGELES, CA 90025		OTHER PUBLIC CHARITY	MEDICAL	6,000.
AGOURA LACROSSE 5737 KANAN ROAD, #662 AGOURA HILLS, CA 91301		OTHER PUBLIC CHARITY	COMMUNITY SUPPORT	25.
Total	SEE CONTINUATION SHEET(S)			61,275.
b Approved for future payment				
NONE				0.
Total				
				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, etc.

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

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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
ST. JUDE'S CHILDREN'S HOSPITAL 501 ST. ST. JUDE PLACE MEMPHIS, TN 38105		OTHER PUBLIC CHARITY	MEDICAL	7,250.
CORNERSTONE NETWORK 141 DUESENBERG DRIVE, SUITE 8 WESTLAKE VILLAGE, CA 91362		OTHER PUBLIC CHARITY	COMMUNITY SUPPORT	5,000.
CITY OF HOPE 1500 EAST DUARTE ROAD DUARTE, CA 91010		OTHER PUBLIC CHARITY	COMMUNITY SUPPORT	5,000.
KIDS & FAMILIES TOGETHER 856 E THOMPSON BLVD VENTURA, CA 93001		OTHER PUBLIC CHARITY	COMMUNITY SUPPORT	1,500.
LEUKEMIA & LYMPHOMA 6033 W CENTURY BLVD., STE 300 LOS ANGELES, CA 90045		OTHER PUBLIC CHARITY	MEDICAL	2,500.
FENDER MUSIC FOUNDATION PO BOX 67 AGOURA HILLS, CA 91376		OTHER PUBLIC CHARITY	COMMUNITY SUPPORT	5,000.
SALVATION ARMY PO BOX 269 ALEXANDRIA, VA 22313		OTHER PUBLIC CHARITY	COMMUNITY SUPPORT	2,500.
Total from continuation sheets				28,750.

Windward Capital Management Co.
REALIZED GAINS AND LOSSES
L & G Thomas Family Foundation

From 01-01-15 Through 12-31-15

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
05-14-2014	02-03-2015	180	TRINITY INDS INC	7,348.63	4,955.90	-2,392.73	
10-21-2010	04-29-2015	90	WYNN RESORTS LTD	9,322.30	9,979.09		656.79
12-22-2009	05-05-2015	0	GOOGLE INC CL C	25.52	47.38		21.86
02-10-2015	10-21-2015	47	VALEANT PHARMACEUTICALS INTL INC	7,726.28	4,771.72	-2,954.56	
10-21-2010	12-09-2015	8	NESTLE SA-SPONSORED ADR REPSTG REGD ORD (S)	442.52	579.86		137.34
05-15-2007	12-09-2015	23	APPLE INC	361.09	2,665.44		2,304.35
01-16-2007	12-09-2015	13	ACCENTURE PLC CLS A	486.45	1,373.78		887.33
03-06-2013	12-09-2015	10	AMERICAN INTL GROUP INC	387.89	605.88		217.99
11-10-2014	12-09-2015	6	AMGEN INC	978.68	934.06		-44.62
02-02-2009	12-09-2015	3	AMAZON.COM INC	182.99	1,990.01		1,807.02
02-25-2013	12-09-2015	2	BLACKROCK INC	484.14	676.44		192.30
03-06-2013	12-09-2015	17	CONTINENTAL RESOURCES INC	752.08	480.52		-271.56
02-13-2013	12-09-2015	18	COMCAST CORP CL A	736.46	1,041.09		304.63
05-13-2010	12-09-2015	2	CHIPOTLE MEXICAN GRILL INC COM	291.36	1,074.27		782.91
10-21-2010	12-09-2015	5	CUMMINS INC	470.23	435.24		-34.99
12-22-2009	12-09-2015	13	CANADIAN NATL RY CO COM	352.78	687.56		334.78
01-16-2007	12-09-2015	5	COSTCO WHOLESALE CORP-NEW	281.58	792.88		511.30
06-03-2010	12-09-2015	18	SALESFORCE COM INC	426.78	1,413.59		986.81
01-16-2007	12-09-2015	30	CVS HEALTH CORPORATION	954.90	2,832.34		1,877.44
04-28-2009	12-09-2015	20	DOW CHEMICAL CO	264.31	1,093.43		829.12

Windward Capital Management Co.
REALIZED GAINS AND LOSSES
L & G Thomas Family Foundation

From 01-01-15 Through 12-31-15

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
02-13-2013	12-09-2015	16	EBAY INC COM	379.19	441.20		62.01
05-05-2014	12-09-2015	10	FISERV INC	616.07	925.48		309.41
11-11-2014	12-09-2015	10	GILEAD SCIENCES INC	1,085.17	1,014.34		-70.83
03-19-2009	12-09-2015	5	SPDR GOLD TRUST SHARE	474.20	493.06		18.86
11-06-2014	12-09-2015	4	ILLUMINA INC	761.19	700.83		-60.36
02-05-2007	12-09-2015	14	JOHNSON & JOHNSON	932.65	1,398.29		465.64
11-11-2014	12-09-2015	12	L BRANDS INC	923.40	1,148.77		225.37
05-01-2014	12-09-2015	14	MARRIOTT INTERNATIONAL CLASS A	818.65	950.70		132.05
10-21-2010	12-09-2015	16	NIKE INC CLASS B	661.53	2,038.08		1,376.55
04-28-2009	12-09-2015	22	ORACLE CORPORATION	438.03	819.76		381.73
01-16-2007	12-09-2015	6	PEPSICO INC	389.73	579.32		189.59
12-22-2009	12-09-2015	39	PFIZER INC	727.57	1,224.67		497.10
01-16-2007	12-09-2015	8	PROCTER & GAMBLE CO	521.25	607.34		86.09
01-16-2007	12-09-2015	10	PHILIP MORRIS INTL INC	473.72	865.58		391.86
01-16-2007	12-09-2015	8	PRAXAIR INC	495.59	835.90		340.31
02-13-2013	12-09-2015	12	PAYPAL HLDGS INC COM	402.84	405.95		3.11
05-01-2014	12-09-2015	22	STARBUCKS CORP	783.28	1,338.70		555.42
11-11-2014	12-09-2015	13	TJX COMPANIES INC NEW	825.98	908.23		82.25
02-13-2013	12-09-2015	12	TIME WARNER INC	607.86	796.22		188.36
01-16-2007	12-09-2015	8	UNITED TECHNOLOGIES CORP	519.36	738.54		219.18

Windward Capital Management Co.
REALIZED GAINS AND LOSSES
L & G Thomas Family Foundation

From 01-01-15 Through 12-31-15

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss	
						Short Term	Long Term
02-01-2013	12-09-2015	16	ZOETIS INC CL A	493.93	706.38		212.45
TOTAL GAINS						0.00	17,589.26
TOTAL LOSSES						-5,347.29	-482.35
TOTAL REALIZED GAIN/LOSS		11,759.62		45,608.20	57,367.82	-5,347.29	17,106.91

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT 1	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WINWARD CAPITAL	12,802.	0.	12,802.	12,802.	
TO PART I, LINE 4	12,802.	0.	12,802.	12,802.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 2	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING/TAX	2,125.	2,125.			0.
TO FORM 990-PF, PG 1, LN 16B	2,125.	2,125.			0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 3	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	4,215.	4,215.			0.
TO FORM 990-PF, PG 1, LN 16C	4,215.	4,215.			0.

FORM 990-PF	TAXES			STATEMENT 4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX	102.	102.			0.
STATE TAXES	35.	0.			0.
FEDERAL TAXES	3,656.	0.			0.
TO FORM 990-PF, PG 1, LN 18	3,793.	102.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEE	30.	30.		0.	
TO FORM 990-PF, PG 1, LN 23	30.	30.		0.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
WINDWARD CAPITAL	COST	392,109.	739,321.	
TOTAL TO FORM 990-PF, PART II, LINE 13		392,109.	739,321.	

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 8

NAME OF MANAGER

LAWRENCE THOMAS
GINA THOMAS