INTERNAL REVENUE SERVICE

Form **990-PF** | **Return of Private Foundation** | OMB No 1545-0052

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

▶ Do not enter social security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Department of the Treasury Internal Revenue Service

2016 Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: WALTER J & HOLLY O THOMSON CHARITABLE FOUNDATION

A Employer identification number: 30-6268353

Number and street (or P O box number if mail is not delivered to street address): BANK OF AMERICA, N.A. P.O. BOX 831041 | Room/suite

B Telephone number (see instructions): 800-357-7094

City or town, state or province, country, and ZIP or foreign postal code: DALLAS, TX 75283-1041

C If exemption application is pending, check here ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 44,393,670.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	414,082.	411,726.		STMT 1
	5a Gross rents	504,410.	504,410.		
	b Net rental income or (loss) 422,371.				
	6a Net gain or (loss) from sale of assets not on line 10	2,780,204.			
	b Gross sales price for all assets on line 6a 6,345,511.				
	7 Capital gain net income (from Part IV, line 2)		2,780,204.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	110,764.	110,764.		STMT 2
	12 **Total.** Add lines 1 through 11	3,809,460.	3,807,104.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	394,254.	236,552.		157,702.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 3	273,519.	273,519.	NONE	NONE
	b Accounting fees (attach schedule) STMT 4	4,738.	2,843.	NONE	1,895.
	c Other professional fees (attach schedule) STMT 5	125,676.	39,242.		86,434.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	40,544.	6,930.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 7	399,659.	394,788.		485.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,238,390.	953,874.	NONE	246,516.
	25 Contributions, gifts, grants paid	1,692,000.			1,692,000.
	26 Total expenses and disbursements Add lines 24 and 25	2,930,390.	953,874.	NONE	1,938,516.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	879,070.			
	b **Net investment income** (if negative, enter -0-)		2,853,230.		
	c **Adjusted net income** (if negative, enter -0-)				

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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			
2	Savings and temporary cash investments	7,326,238.	7,413,945.	7,413,945.
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 ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations (attach schedule)	4,567,289.	4,539,869.	4,502,335.
b	Investments - corporate stock (attach schedule)	15,324,373.	18,139,818.	20,694,155.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶ 4,921,880.			
	Less accumulated depreciation (attach schedule) ▶	6,988,060.	4,921,880.	11,290,000.
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	2.	1.	493,235.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	34,205,962.	35,015,513.	44,393,670.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	34,205,962.	35,015,513.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	34,205,962.	35,015,513.	
31	**Total liabilities and net assets/fund balances** (see instructions)	34,205,962.	35,015,513.	

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	34,205,962.
2	Enter amount from Part I, line 27a	2	879,070.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,540.
4	Add lines 1, 2, and 3	4	35,086,572.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	71,059.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,015,513.

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)
1 a	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
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	1,539,511.		1,239,083.	300,428.
b	4,806,000.		2,324,942.	2,481,058.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				300,428.
b				2,481,058.
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	2,780,204.
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	

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))
2015	1,842,712.	39,154,014.	0.047063
2014	1,764,852.	38,407,137.	0.045951
2013	1,096,952.	34,929,787.	0.031404
2012	1,225,305.	32,441,740.	0.037769
2011	637,220.	26,039,182.	0.024472

2	**Total** of line 1, column (d)	2	0.186659
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.037332
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	41,846,699.
5	Multiply line 4 by line 3	5	1,562,221.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	28,532.
7	Add lines 5 and 6	7	1,590,753.
8	Enter qualifying distributions from Part XII, line 4	8	1,938,516.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______ *(attach copy of letter if necessary - see instructions)*		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	28,532.
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	
3	Add lines 1 and 2	3	28,532.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	28,532.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 9,000.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 19,532.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	28,532.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ______ (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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) STMT 11	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (213)861-5183

Located at ▶ 500 S FLOWER ST, FL 27, LOS ANGELES, CA ZIP+4 ▶ 90071-2201

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

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations *section 53.4941(d)-3 or in a current notice regarding disaster assistance* (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2016 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 2016)*	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 2016?	4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 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)?		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		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	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?		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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 500 S FLOWER ST, FL 27, LOS ANGELES, CA 90071-2201	CO-TRUSTEE 1	322,254.	-0-	-0-
PHILIP MARKING 222 E CARRILLO ST, SUITE 400, SANTA BARBARA, CA 93101	CO-TRUSTEE 1	36,000.	-0-	-0-
DAVID ANDERSON P O. BOX 5917, KETCHUM, ID 83340-5917	CO-TRUSTEE 1	36,000.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	23,961,085.
b	Average of monthly cash balances	1b	5,432,746.
c	Fair market value of all other assets (see instructions)	1c	13,090,127.
d	**Total** (add lines 1a, b, and c)	1d	42,483,958.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	42,483,958.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	637,259.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	41,846,699.
6	**Minimum investment return.** Enter 5% of line 5	6	2,092,335.

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	2,092,335.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	28,532.		
b	Income tax for 2016 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	28,532.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,063,803.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	2,063,803.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,063,803.

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	1,938,516.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,938,516.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	28,532.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,909,984.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					2,063,803.
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only				1,714,294.	
b Total for prior years 20 14 ,20____,20____			NONE		
3 Excess distributions carryover, if any, to 2016					
a From 2011	NONE				
b From 2012	NONE				
c From 2013	NONE				
d From 2014	NONE				
e From 2015	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2016 from Part XII, line 4. ▶ $ 1,938,516.					
a Applied to 2015, but not more than line 2a				1,714,294.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2016 distributable amount					224,222.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
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			NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					1,839,581.
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)		NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9					
a Excess from 2012	NONE				
b Excess from 2013	NONE				
c Excess from 2014	NONE				
d Excess from 2015	NONE				
e Excess from 2016	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information *(continued)*

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 30				1,692,000.
Total ▶ 3a				1,692,000.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	414,082.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	422,371.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,780,204.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b PROPERTY TAX REFUN			16	3,170.	
c O&G ROYALTY INCOME			15	107,594.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,727,421.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 3,727,421.

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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: [signature] Date: 04/22/2017 Title: TRUSTEE

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WALTER J & HOLLY O THOMSON CHARITABLE	30-6268353

DESCRIPTION OF PROPERTY
617 S. SPRING ST. LOS ANGELES, CA 90014

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		128,735.	
OTHER INCOME.			
TOTAL GROSS INCOME			128,735.
OTHER EXPENSES:			
INSURANCE		600.	
LEGAL AND OTHER PROFESSIONAL FEES		1,850.	
TAXES		9,219.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			11,669.
TOTAL RENT OR ROYALTY INCOME (LOSS)			117,066.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			117,066.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

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RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WALTER J & HOLLY O THOMSON CHARITABLE	30-6268353

DESCRIPTION OF PROPERTY
WAHL-HOWELL 240AC IMPERIAL CO CA BEECH

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME			
OTHER INCOME:			
OTHER RENTAL INCOME		104,327.	
TOTAL GROSS INCOME			104,327.
OTHER EXPENSES:			
INSURANCE		236.	
LEGAL AND OTHER PROFESSIONAL FEES		4,000.	
TAXES		14,773.	
DEPRECIATION (SHOWN BELOW)			
LESS Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS Beneficiary's Portion			
TOTAL EXPENSES			19,009.
TOTAL RENT OR ROYALTY INCOME (LOSS)			85,318.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			85,318.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
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SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

OTHER RENTAL INCOME	104,327.
	104,327.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WALTER J & HOLLY O THOMSON CHARITABLE	30-6268353

DESCRIPTION OF PROPERTY
BIXBY-WIGGINS 480 AC IMPRL CO CA EBONY 6

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME			
OTHER INCOME:			
OTHER RENTAL INCOME		95,330.	
TOTAL GROSS INCOME			95,330.
OTHER EXPENSES:			
INSURANCE		291.	
LEGAL AND OTHER PROFESSIONAL FEES		2,500.	
TAXES		25,935.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			28,726.
TOTAL RENT OR ROYALTY INCOME (LOSS)			66,604.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			66,604.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

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SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

OTHER RENTAL INCOME	95,330.
	95,330.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WALTER J & HOLLY O THOMSON CHARITABLE	30-6268353

DESCRIPTION OF PROPERTY
BURCH RANCH 240AC IMPERIAL CO CA

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME			
OTHER INCOME:			
OTHER RENTAL INCOME		111,825.	
TOTAL GROSS INCOME			111,825.
OTHER EXPENSES:			
INSURANCE		108.	
TAXES		13,496.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			13,604.
TOTAL RENT OR ROYALTY INCOME (LOSS)			98,221.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			98,221.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

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SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

OTHER RENTAL INCOME	111,825.
	111,825.

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WALTER J & HOLLY O THOMSON CHARITABLE	30-6268353

DESCRIPTION OF PROPERTY
ALEXANDERVOGEL 160AC IMPRL CO CA

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME			
OTHER INCOME.			
OTHER RENTAL INCOME		64,193.	
TOTAL GROSS INCOME			64,193.
OTHER EXPENSES.			
INSURANCE		108.	
TAXES		8,923.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			9,031.
TOTAL RENT OR ROYALTY INCOME (LOSS)			55,162.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			55,162.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

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SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
======================================

OTHER INCOME

OTHER RENTAL INCOME	64,193.

	64,193.
	==========

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	3,690.	3,690.
FOREIGN DIVIDENDS	61,169.	61,169.
NONDIVIDEND DISTRIBUTIONS	2,356.	
DOMESTIC DIVIDENDS	171,744.	171,744.
OTHER INTEREST	35,538.	35,538.
FOREIGN INTEREST	3,245.	3,245.
FEDERALLY TAXABLE MUNICIPAL INTEREST	38,585.	38,585.
NONQUALIFIED FOREIGN DIVIDENDS	6,074.	6,074.
NONQUALIFIED DOMESTIC DIVIDENDS	90,399.	90,399.
ACCRUED MARKET DISCOUNT	1,282.	1,282.
TOTAL	414,082.	411,726.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PROPERTY TAX REFUND - 2015 SALE	3,170.	3,170.
GROSS O&G ROYALTY INCOME	107,594.	107,594.
TOTALS	110,764.	110,764.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - INVESTMENT	273,519.	273,519.		
TOTALS	273,519.	273,519.	NONE	NONE

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	4,738.	2,843.		1,895.
TOTALS	4,738.	2,843.	NONE	1,895.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	62,969.		62,969.
INVESTMENT ADVISORY FEES	6,023.	6,023.	
OTHER PROFESSIONAL FEES- INVST	33,219.	33,219.	
ACCOUNTING & TAX PREPARATION	23,465.		23,465.
TOTALS	125,676.	39,242.	86,434.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,889.	1,889.
EXCISE TAX - PRIOR YEAR	24,614.	
EXCISE TAX ESTIMATES	9,000.	
FOREIGN TAXES ON QUALIFIED FOR	3,911.	3,911.
FOREIGN TAXES ON NONQUALIFIED	1,130.	1,130.
TOTALS	40,544.	6,930.

WALTER J & HOLLY O THOMSON CHARITABLE 30-6268353

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
RENT AND ROYALTY EXPENSES	82,039.	82,039.	
NON RENTAL PROPERTY EXPENSES	7,558.	7,558.	
OTHER INVESTMENT FEE	91.	91.	
STATE FILING FEES	585.	100.	485.
INVESTMENT EXPENSE - * SETTLEMENT PAYMENT	305,000.	305,000.	
BOARDING FEE - HORSE	4,386.		
TOTALS	399,659.	394,788.	485.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
NET INCOME ADJUSTMENT	321.
PURCHASED ACCRUED INTEREST - 2015	591.
NET TIMING ADJUSTMENT	628.
TOTAL	1,540.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
BASIS ADJUSTMENT - SALES	824.
PURCHASED ACCRUED INTEREST - 2016	259.
NET ROUNDING	2.
LEGAL SELLING EXPENSE - 2015	4,648.
2016 SOLD R/E RENTAL - TIMING	65,018.
ROC BASIS ADJUSTMENT	308.
TOTAL	71,059.

WALTER J & HOLLY O THOMSON CHARITABLE 30-6268353

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
100. BURCH RANCH 240AC IMPERIAL CO CA EUCALYOTUS 4, 6, 6A	02/01/2010	11/18/2016	2,888,221.00	1,395,727.00	1,492,494.00
100. ALEXANDERVOGEL 160AC IMPRL CO CA EVERGREEN 7, 7A, 7B	02/01/2010	11/18/2016	1,917,779.00	929,215.00	988,564.00
TOTAL OTHER GAINS AND LOSSES			4,806,000.00	2,324,942.00	2,481,058.00
Totals			4,806,000.00	2,324,942.00	2,481,058.00

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FORM 990PF, PART VII-A, LINE 11a - TRANSFERS TO CONTROLLED ENTITIES

NAME:
THOMSON FOUNDATION PROPERTIES, LLC
ADDRESS:
515 S FLOWER ST,F27
LOS ANGELES, CA 90071-2201
EIN: 80-0716288

RECIPIENT NAME:
JOHN OSTLER - BANK OF AMERICA, N.A.
ADDRESS:
515 S FLOWER ST, FL 27; MC: CA9-512-27-01
LOS ANGELES, CA 90071-2201
RECIPIENT'S PHONE NUMBER: 213-861-5183
E-MAIL ADDRESS: N/A
FORM, INFORMATION AND MATERIALS:
THE WALTER J & HOLLY O. THOMSON FOUNDATION GRANT APPLICATION AND COVERSHEET
SUBMISSION DEADLINES:
OCTOBER 31
RESTRICTIONS OR LIMITATIONS ON AWARDS:
CALIFORNIA-BASED QUALIFIED PUBLIC CHARITIES FOR PURPOSES TO BE CARRIED OUT WITHIN SANTA BARBARA COUNTY AND CENTRAL LOS ANGELES; ONE REQUEST PER ORGANIZATION WITHIN A 12-MONTH PERIOD; NO UNSOLICITED REQUESTS

RECIPIENT NAME:
MUSIC ACADEMY OF THE WEST
ADDRESS:
1070 FAIRWAY RD
SANTA BARBARA, CA 93108-2865
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 60,000.

RECIPIENT NAME:
SANTA BARBARA MUSEUM OF NATURAL HISTORY
ADDRESS:
2559 PUESTA DEL SOL
SANTA BARBARA, CA 93105-2936
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT CENTENNIAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 125,000.

RECIPIENT NAME:
DOCTORS WITHOUT BORDERS
ADDRESS:
333 SEVENTH ST, 2ND FLOOR
NEW YORK, NY 10001
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
BOYS AND GIRLS CLUB OF
SANTA BARBARA, INC.
ADDRESS:
632 E CANON PERDIDO ST
SANTA BARBARA, CA 93103-3005
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
LOS ANGELES CONSERVANCY
ADDRESS:
523 W 6TH ST, SUITE 826
LOS ANGELES, CA 90014-1248
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
LAST REMAINING SEATS FILM SERIES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
MENTAL HEALTH ASSOCIATION IN SANTA
BARBARA COUNTY
ADDRESS:
617 GARDEN ST
SANTA BARBARA, CA 93101-1664
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED SUPPORT - MENTAL WELLNESS CENTER
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
MIDNIGHT MISSION
ADDRESS:
601 S SAN PEDRO ST
LOS ANGELES, CA 90014-2415
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SANTA BARBARA RESCUE MISSION
ADDRESS:
535 E YANONALI ST
SANTA BARBARA, CA 93103-3254
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED SUPPORT & MISSION OF HOPE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
PLANNED PARENTHOOD OF SANTA BARBARA,
VENTURA & S L OBISPO
ADDRESS:
518 GARDEN ST
SANTA BARBARA, CA 93101-1606
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
UNITY SHOPPE, INC.
ADDRESS:
1219 STATE ST
SANTA BARBARA, CA 93101-2661
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
LOW-INCOME FAMILIES & INDIVIDUALS ASSISTANCE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
TRANSITION HOUSE
ADDRESS:
425 E COTA ST
SANTA BARBARA, CA 93101-1662
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FAMILY EMERGENCY SHELTER
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
FOOD BANK OF SANTA BARBARA COUNTY
ADDRESS:
4554 HOLLISTER AVE
SANTA BARBARA, CA 93110-1710
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
BRAILLE INSTITUTE
ADDRESS:
741 N VERMONT
LOS ANGELES, CA 90029
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
LOW VISION SERVICES - SANTA BARBARA CNTY
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
CALIFORNIA POLYTECHNIC STATE
UNIVERSITY FOUNDATION
ADDRESS:
1 GRAND AVE, SUITE 01 413
SAN LUIS OBISPO, CA 93407-9000
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT ANIMAL SCIENCE DEPARTMENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
COMMUNITY ARTS MUSIC ASSOCIATION
OF SANTA BARBARA
ADDRESS:
2060 ALAMEDA PADRE SERRA,
SANTA BARBARA, CA 93103-1713
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT MUSIC EDUCATION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
LOBERO THEATRE FOUNDATION
ADDRESS:
33 E CANON PERDIDO ST
SANTA BARBARA, CA 93101-2213
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
50/50 OPERATING SUPPORT & RESERVE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
GIRLS, INC. OF GREATER SANTA BARBARA
ADDRESS:
P.O. BOX 236
SANTA BARBARA, CA 93102-0236
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
WILDLIFE WAYSTATION, INC.
ADDRESS:
14831 LITTLE TUJUNGA CANYON RD
SYLMAR, CA 91342-5906
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SCHOLARSHIP FOUNDATION OF
SANTA BARBARA
ADDRESS:
P.O. BOX 3620
SANTA BARBARA, CA 93130-3620
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
THE LAND TRUST FOR SANTA BARBARA
COUNTY
ADDRESS:
P.O. BOX 91830
SANTA BARBARA, CA 93190-1830
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CONSERVATION PROGRAM EXPANSION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SANTA BARBARA CHAMBER ORCHESTRA
ADDRESS:
1330 STATE ST, SUITE 102
SANTA BARBARA, CA 93101-2680
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SANTA BARBARA FOUNDATION
ADDRESS:
1111 CHAPALA ST, SUITE 200
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
UNITED BOYS & GIRLS CLUBS OF SANTA BARBARA COUNTY
ADDRESS:
P.O. BOX 1485
SANTA BARBARA, CA 93102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
HOMEBOY INDUSTRIES
ADDRESS:
130 BRUNO ST
LOS ANGELES, CA 90012
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT CURRICULUM & EDUCATION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SANTA BARBARA EDUCATION FOUNDATION
ADDRESS:
1330 STATE ST, SUITE 203
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CLEVELAND ELEMENTARY OUTDOOR CLASSROOM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SPARK PROGRAM, INC.
ADDRESS:
315 W 9TH ST
LOS ANGELES, CA 90015
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR MENTORSHIPS FOR 75 STUDENTS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
SPECIAL OLYMPICS OF SANTA BARBARA
ADDRESS:
423 W VICTORIA ST
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SPORTS TRAINING FOR 12 ATHLETES
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
SANTA BARBARA CENTER FOR THE
PERFORMING ARTS
ADDRESS:
1214 STATE ST, SUITE 201
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT GRANADA THEATRE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 75,000.

RECIPIENT NAME:
CALIFORNIA HOSPITAL MEDICAL CENTER
FOUNDATION
ADDRESS:
1401 S GRAND AVE
LOS ANGELES, CA 90015
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR ANGIOJET THROMBECTOMY SYSTEM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
LOS ANGELES CHAMBER ORCHESTRA
ADDRESS:
350 S FIGUEROA ST
LOS ANGELES, CA 90015
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT MEET THE MUSIC PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
LOS ANGELES CONSERVATION CORPS
ADDRESS:
P.O. BOX 15868
LOS ANGELES, CA 90015
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT TREE PLANTING PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
GUIDE DOGS FOR THE BLIND
ADDRESS:
P.O. BOX 151200
SAN RAFAEL, CA 94915-1200
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT GUIDE DOG TRAINING
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
UNITED WAY OF SANTA BARBARA COUNTY
ADDRESS:
320 E GUIERREZ ST
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
EXPAND FITS LEARNING PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
PATH - BEYOND SHELTER
ADDRESS:
340 N MADISON AVE
LOS ANGELES, CA 90004
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
HOSPICE OF SANTA BARBARA
ADDRESS:
2050 ALAMEDA PADRE SERRA
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
PATIENT CARE SERVICE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
YMCA
ADDRESS:
55 HITCHCOCK WAY, SUITE 101
SANTA BARBARA, CA 93105
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
CALIFORNIA 4-H FOUNDATION
ADDRESS:
2801 SECOND STREET
DAVIS, CA 95618
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT - SANTA BARBARA
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SANTA BARBARA SYMPHONY ORCHESTRA
ADDRESS:
1330 STATE STREET, STE 102
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MUSIC EDUCATION PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
DIRECT RELIEF
ADDRESS:
27 SOUTH LA PATERA LANE
SANTA BARBARA, CA 93117
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
DOG ADOPTION & WELFARE GROUP
ADDRESS:
5480 OVERPASS RD
SANTA BARBARA, CA 93111
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
HEART OF LOS ANGELES YOUTH INC.
ADDRESS:
2701 WILSHIRE AVE, SUITE 100
LOS ANGELES, CA 90057
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
BRIDGES MIDDLE SCHOOL EDUCATION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
LIBRARY FOUNDATION OF LOS ANGELES
ADDRESS:
630 W 5TH ST
LOS ANGELES, CA 90071
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
DIGITAL COMMONS AREA RENOVATION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 125,000.

RECIPIENT NAME:
LOS ANGELES MASTER CHORALE
ADDRESS:
135 N GRAND AVE
LOS ANGELES, CA 90012
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT 'VOICES WITHIN'
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
LOS ANGELES NEIGHBORHOOD LAND TRUST
ADDRESS:
315 W 9TH ST # 1002
LOS ANGELES, CA 90015
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
LOS ANGELES TRADE-TECH
ADDRESS:
400 W WASHINGTON BLVD
LOS ANGELES, CA 90015
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NEW BEGINNINGS COUNSELING CENTER
ADDRESS:
324 E CARRILLO ST, SUITE C
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
WILLFONG COMMUNITY COUNSELING CLINIC
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
SRO HOUSING CORPORATION
ADDRESS:
1055 W 7TH ST, SUITE 3250
LOS ANGELES, CA 90017
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
WILDERNESS YOUTH PROJECT INC.
ADDRESS:
5386 HOLLISTER AVE
SANTA BARBARA, CA 93111
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
YOUNG MUSICIANS FOUNDATION
ADDRESS:
244 S SAN PEDRO ST # 506
LOS ANGELES, CA 90012
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
SANTA BARBARA CITY COLLEGE FOUNDATION
ADDRESS:
721 CLIFF DR
SANTA BARBARA, CA 93109
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT RUNNING START PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
GARDEN COURT INC.
ADDRESS:
814 LAGUNA ST
SANTA BARBARA, CA 03101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
NEW CONSTRUCTION CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SANTA BARBARA CHORAL SOCIETY
ADDRESS:
1339 STATE ST # 202
SANTA BARBARA, CA 93101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

TOTAL GRANTS PAID: 1,692,000.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
617 S. SPRING ST. LO	128,735.		11,669.	117,066.
WAHL-HOWELL 240AC IM	104,327.		19,009.	85,318.
BIXBY-WIGGINS 480 AC	95,330.		28,726.	66,604.
BURCH RANCH 240AC IM	111,825.		13,604.	98,221.
ALEXANDERVOGEL 160AC	64,193.		9,031.	55,162.
TOTALS	504,410.		82,039.	422,371.

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

FEDERAL FOOTNOTES

PART VII-A # 11 SCHEDULE INFORMATION - THIS FOUNDATION HAS A 100% OWNERSHIP INTEREST IN THE LLC WHICH IS A DISREGARDED ENTITY FOR FEDERAL TAX PURPOSES. // THOMSON FOUNDATION PROPERTIES, LLC 515 S FLOWER ST, FL 27 LOS ANGELES, CA 90071-2201, EIN: 80-0716288 // THERE WERE NO TRANSFERS TO OR FROM THE CONTROLLED ENTITY.

WALTER J & HOLLY O THOMSON CHARITABLE FOUNDATION
30-6268353
Balance Sheet
12/31/2016

Cusip	Asset	Units	Basis	Market Value
00287Y109	ABBVIE INC	1,660.000	95,434.42	103,949.20
00404A109	ACADIA HEALTHCARE CO INC	1,032.000	50,908.35	34,159.20
00773T101	ADVANSIX INC	30.000	436.85	664.20
01609W102	ALIBABA GROUP HLDG LTD	582.000	46,475.96	51,105.42
02079K107	ALPHABET INC	160.000	114,309.10	123,491.20
02079K305	ALPHABET INC	81.000	38,872.49	64,188.45
023135106	AMAZON COM INC	122.000	95,032.50	91,484.14
0258M0DK2	AMERICAN EXPRESS CR CORP	50,000.000	50,238.54	50,199.50
026874784	AMERICAN INTL GROUP INC	463.000	25,194.01	30,238.53
026874CU9	AMERICAN INTL GROUP INC	40,000.000	43,612.98	43,711.20
035242AP1	ANHEUSER-BUSCH INBEV FIN INC	95,000.000	97,288.00	96,443.05
03524A108	ANHEUSER BUSCH INBEV SA/NV	664.000	63,923.76	70,012.16
037833100	APPLE INC	1,870.000	170,206.17	216,583.40
037833AK6	APPLE INC	95,000.000	92,632.99	92,503.40
040484EA1	ARIZONA BRD REGENTS UNIV ARIZ	50,000.000	51,777.48	50,924.50
041042WW8	ARKANSAS ST	50,000.000	50,000.00	50,950.50
04314H204	ARTISAN INTERNATIONAL FUND	18,305.549	473,667.09	468,805.11
052404MF4	AUSTIN TEX CMNTY COLLEGE DIST	55,000.000	55,000.00	55,016.50
053015103	AUTOMATIC DATA PROCESSING INC	298.000	16,716.45	30,628.44
054105LL3	AVON LAKE OHIO CITY SCH DIST	60,000.000	60,000.00	62,944.80
054937107	BB&T CORP	399.000	16,626.33	18,760.98
05565QBR8	BP CAP MKTS PLC UNSECD SR	50,000.000	56,276.64	54,541.00
075887109	BECTON DICKINSON & CO	144.000	21,090.27	23,839.20
084670702	BERKSHIRE HATHAWAY INC DEL	479.000	50,455.88	78,067.42
084670BC1	BERKSHIRE HATHAWAY INC DEL	60,000.000	59,653.80	63,541.80
091936732	BLACKROCK GLOBAL LONG/SHORT CR	67,960.104	723,312.57	687,756.25
09247X101	BLACKROCK INC	320.000	98,294.43	121,772.80
09257V201	BLACKSTONE ALTERNATIVE MULTI-	71,839.080	750,000.00	733,477.01
097023105	BOEING CO	680.000	85,839.26	105,862.40
124857202	CBS CORP	1,295.000	73,364.73	82,387.90
126650100	CVS HEALTH CORP	1,103.000	103,162.81	87,037.73
13063BFU1	CALIFORNIA ST	65,000.000	72,093.04	70,909.80
151020104	CELGENE CORP	380.000	42,900.91	43,985.00
166764100	CHEVRON CORP	1,227.000	121,340.81	144,417.90
166764AT7	CHEVRON CORP NEW	75,000.000	74,052.25	74,352.75
171798101	CIMAREX ENERGY CO	185.000	25,878.97	25,141.50
17275R102	CISCO SYS INC	947.000	26,729.96	28,618.34
172967424	CITIGROUP INC	2,981.000	130,338.45	177,160.83
172967FT3	CITIGROUP INC	60,000.000	63,047.63	63,970.80
196707RM7	COLORADO ST BRD GOVERNORS UNIV	40,000.000	40,000.00	40,143.60
19763T467	COLUMBIA DISCIPLINED VALUE FUND	95,002.639	898,000.00	925,325.70

WALTER J & HOLLY O THOMSON CHARITABLE FOUNDATION
30-6268353
Balance Sheet
12/31/2016

Cusip	Asset	Units	Basis	Market Value
19765P406	COLUMBIA CONTRARIAN CORE FUND	52,702.015	860,000.00	1,185,795.34
19765Y688	COLUMBIA SELECT LARGE CAP	98,154.339	1,311,284.94	1,339,806.73
20030N101	COMCAST CORP	1,875.000	109,090.91	129,468.75
20030NBA8	COMCAST CORP	60,000.000	65,602.81	65,494.20
22160K105	COSTCO WHSL CORP NEW	681.000	102,525.75	109,034.91
22943F100	CTRIP COM INTL LTD	568.000	26,696.41	22,720.00
235851102	DANAHER CORP DEL	173.000	11,240.02	13,466.32
25179M103	DEVON ENERGY CORP NEW	4,060.000	100,430.01	185,420.20
25243Q205	DIAGEO PLC	320.000	34,668.41	33,260.80
254687106	DISNEY WALT CO	1,459.000	144,408.04	152,056.98
258620103	DOUBLELINE TOTAL RETURN BD FUND	66,401.336	721,118.51	705,182.19
2659518#3	ONEX CORP	778.000	32,558.68	52,725.22
26875P101	EOG RES INC	294.000	27,221.29	29,723.40
278865100	ECOLAB INC	938.000	103,165.12	109,952.36
29120RBC7	EMERYVILLE CALIF REDEV AGY SUC	60,000.000	60,000.00	61,968.00
30231G102	EXXON MOBIL CORP	980.000	82,501.22	88,454.80
30303M102	FACEBOOK INC	431.000	27,165.67	49,586.55
34074GDH4	FLORIDA HURRICANE CATASTROPHE	50,000.000	48,022.50	51,302.50
34160WUD4	FLORIDA ST DEPT ENVIRONMENTAL	35,000.000	36,354.42	38,819.90
355748PT5	FREDERICK MD	30,000.000	32,288.72	31,199.70
358266BV5	FRESNO CNTY CALIF PENSION OBLI	30,000.000	29,568.00	30,827.40
3735412H3	GEORGIA MUN ELEC AUTH PWR REV	45,000.000	47,996.47	48,812.85
375558103	GILEAD SCIENCES INC	2,102.000	168,443.62	150,524.22
38141EA66	GOLDMAN SACHS GROUP INC	60,000.000	66,486.33	66,536.40
38141G104	GOLDMAN SACHS GROUP INC	255.000	39,416.74	61,059.75
41665H847	HARTFORD MUT FDS II INC	24,789.146	321,856.93	295,238.73
437076102	HOME DEPOT INC	3,289.000	117,508.62	440,989.12
438516106	HONEYWELL INTL INC	1,036.000	100,111.20	120,020.60
4423487N2	HOUSTON TEX ARPT SYS REV	50,000.000	50,000.00	50,485.00
45104G104	ICICI BK LTD	5,174.000	50,433.16	38,753.26
452227FM8	ILLINOIS ST SALES TAX REV	60,000.000	60,000.00	60,416.40
459200101	INTERNATIONAL BUSINESS MACHS	157.000	26,673.72	26,060.43
464287473	ISHARES RUSSELL MID-CAP VALUE	10,600.000	672,179.15	852,558.00
464287481	ISHARES RUSSELL MID-CAP GROWTH	4,450.000	298,172.30	433,385.50
464287614	ISHARES RUSSELL 1000 GROWTH ETF	3,800.000	388,094.00	398,620.00
464287648	ISHARES RUSSELL 2000 GROWTH ETF	5,600.000	590,681.33	862,064.00
464288273	ISHARES MSCI EAFE SMALL-CAP ETF	6,970.000	362,249.06	347,384.80
464288752	ISHARES	9,475.000	264,549.64	260,373.00
46429B689	ISHARES EDGE MSCI MIN VOL EAFE	5,650.000	378,092.92	345,893.00
46625H100	J P MORGAN CHASE & CO	5,380.000	240,151.99	464,240.20
46625HJL5	JPMORGAN CHASE & CO	60,000.000	60,304.94	59,923.20

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Cusip	Asset	Units	Basis	Market Value
47103C795	JANUS ENTERPRISE FUND	4,617.231	291,124.16	439,652.74
47215P106	JD.COM INC	1,331.000	33,553.47	33,860.64
500754106	KRAFT HEINZ CORP	388.000	17,911.39	33,880.16
516228PL1	LANSE CREUSE MICH PUB SCHS	40,000.000	41,980.79	41,714.40
532457108	LILLY ELI & CO	338.000	25,346.18	24,859.90
5330047#8	DASSAULT SYSTEMES	410.000	25,472.52	31,304.87
539830109	LOCKHEED MARTIN CORP	380.000	84,960.42	94,977.20
546415Z52	LOUISIANA ST	50,000.000	50,000.00	49,423.50
548661107	LOWES COS INC	1,335.000	96,226.03	94,945.20
552981854	MFS INTERNATIONAL NEW	24,747.537	685,000.00	687,734.05
552983470	MFS RESEARCH INTL FUND	29,462.077	548,583.88	463,733.09
571748102	MARSH & MCLENNAN COS INC	359.000	13,991.92	24,264.81
57636Q104	MASTERCARD INC	526.000	22,006.72	54,309.50
58013MEX8	MCDONALDS CORP	50,000.000	50,159.16	50,557.50
592905509	METRO WEST T/R BD CL I	138,761.262	1,506,658.22	1,461,156.09
594918104	MICROSOFT CORP	2,729.000	134,165.03	169,580.06
594918BJ2	MICROSOFT CORP	50,000.000	50,107.25	50,558.50
609207105	MONDELEZ INTL INC	2,000.000	83,496.15	88,660.00
61166W101	MONSANTO CO	497.000	42,584.56	52,289.37
61747YCJ2	MORGAN STANLEY	75,000.000	78,815.26	81,297.00
6356934#8	FANUC CORP	245.000	43,507.41	41,622.80
637432HT5	NATIONAL RURAL UTILS COOP FIN	60,000.000	61,258.70	60,679.20
641461J82	NEVADA ST	65,000.000	64,577.50	66,788.80
645913AA2	NEW JERSEY ECONOMIC DEV AUTH S	60,000.000	68,447.09	71,477.40
6490995#1	KEYENCE CORP	80.000	22,047.05	54,361.36
654106103	NIKE INC	1,755.000	103,246.06	89,206.65
658196U32	NORTH CAROLINA EASTN MUN PWR A	60,000.000	68,779.69	68,372.40
6640682#9	NIDEC CORP	623.000	18,482.50	53,868.52
6770620#9	SOFTBANK GROUP CORP	755.000	51,262.55	49,672.31
693475105	PNC FINL SVCS GROUP INC	268.000	20,138.19	31,345.28
7110388#9	ROCHE HLDGS AG-GENUSSCHEIN	137.000	28,073.75	31,353.57
713448108	PEPSICO INC	800.000	81,246.50	83,704.00
713448CG1	PEPSICO INC	50,000.000	49,148.50	49,945.50
717081103	PFIZER INC	3,723.000	116,879.02	120,923.04
718172109	PHILIP MORRIS INTL INC	289.000	13,273.77	26,440.61
71884AWL9	PHOENIX ARIZ CIVIC IMPT CORP E	25,000.000	25,000.00	25,434.00
74441C808	PRUDENTIAL JENNISON MID-CAP	7,813.367	250,000.00	274,952.38
74925K581	BOSTON PARTNERS LONG/SHORT	68,581.544	940,000.00	1,059,584.85
755111507	RAYTHEON CO	856.000	104,031.04	121,552.00
75886F107	REGENERON PHARMACEUTICALS	85.000	11,126.50	31,202.65
78454L100	SM ENERGY CO	477.000	18,238.06	16,446.96

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78464A797	SPDR S&P BK ETF	9,925.000	361,270.00	431,439.75
80182YBN6	SANTA CRUZ CNTY CALIF REDEV SU	35,000.000	34,466.95	34,637.75
806857108	SCHLUMBERGER LTD	327.000	23,251.26	27,451.65
808513105	SCHWAB CHARLES CORP NEW	638.000	12,620.72	25,181.86
81369Y209	SELECT SECTOR SPDR TR	3,400.000	239,249.16	234,396.00
81369Y803	SELECT SECTOR SPDR TR	6,005.000	254,081.17	290,401.80
855244109	STARBUCKS CORP	1,400.000	81,126.02	77,728.00
872540109	TJX COS INC NEW	270.000	19,442.39	20,285.10
87612E106	TARGET CORP	265.000	20,971.89	19,140.95
904504842	UNDISCOVERED MANAGERS FDS	11,041.649	650,000.00	712,848.86
911312106	UNITED PARCEL SVC INC	212.000	21,981.43	24,303.68
91412GXP5	UNIVERSITY CALIF REVS FOR PREV	50,000.000	50,000.00	51,002.00
91476PFQ6	UNIVERSITY OKLA REVS	30,000.000	31,214.55	31,880.70
92343V104	VERIZON COMMUNICATIONS INC	2,130.000	108,476.47	113,699.40
92343VBQ6	VERIZON COMMUNICATIONS INC	50,000.000	52,977.94	53,505.50
92826C839	VISA INC	1,945.000	124,549.78	151,748.90
931142CU5	WAL-MART STORES INC	50,000.000	52,817.05	52,854.50
94106L109	WASTE MGMT INC DEL	341.000	21,800.75	24,180.31
94974BGB0	WELLS FARGO & CO NEW	60,000.000	60,044.56	59,929.20
97717X701	WISDOMTREE EUROPE HEDGED	5,610.000	369,741.90	322,014.00
B1YD5Q2#4	ACTELION LTD	260.000	18,220.01	56,407.73
B4QL6N9#8	CHINA HIGH PRECISION AUTOMATION	8,855.000	6,800.59	1,415.56
B798FW0#8	NOVOZYMES A/S	973.000	30,246.22	33,608.60
BMMV2K8#1	TENCENT HOLDINGS LTD	2,377.000	45,863.31	58,159.18
BZB1Y59#7	LINE CORP	578.000	26,087.21	19,872.08
G0177J108	ALLERGAN PLC	89.000	18,184.22	18,690.89
G1151C101	ACCENTURE PLC	207.000	11,452.79	24,245.91
G27823106	DELPHI AUTOMOTIVE PLC	655.000	47,450.01	44,114.25
G29183103	EATON CORP PLC	252.000	16,174.20	16,906.68
G3075P101	ENSTAR GROUP LTD	189.000	19,826.65	37,365.30
G5960L103	MEDTRONIC PLC	416.000	31,703.62	29,631.68
G7496G103	RENAISSANCERE HOLDINGS LTD	320.000	26,503.78	43,590.40
H1467J104	CHUBB LTD	858.000	102,333.09	113,358.96
H84989104	TE CONNECTIVITY LTD	504.000	20,612.52	34,917.12
N22717107	CORE LABORATORIES N V	381.000	44,018.51	45,735.24
N51488117	MOBILEYE NV	1,079.000	48,562.77	41,131.48
N6596X109	NXP SEMICONDUCTORS NV	534.000	41,156.48	52,337.34
902092898	OIL GAS OR OTHER MINERALS	1.000	1.00	493,235.50
996821823	BIXBY-WIGGINS RANCH	100.000	2,395,120.00	4,460,000.00
996821815	602 DOG WOOD ROAD	100.000	1,276,760.00	2,830,000.00

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996808184	617 S. SPRING ST.	100.000	1,250,000.00	4,000,000.00
			4,921,880.00	11,290,000.00
	Cash/Cash Equivalent	7,413,945.090	7,413,945.09	7,413,945.09
		Totals:	35,015,512.48	44,393,670.08