Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

OMB No 1545-0052

2016

Open to Public Inspection

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

Name of foundation		A Employer identification number
CARL AND MARILYNN THOMA FOUNDATION		36-3486549
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
875 NORTH MICHIGAN AVENUE	1310	(312) 254-3361
City or town, state or province, country, and ZIP or foreign postal code		C If exemption application is pending check here ▶ ☐
CHICAGO, IL 60611		

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 ☒ 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) ▶ $ 113,141,222.

J Accounting method ☐ 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))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc received (attach schedule)	5,627,430.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	58,257.	58,257.		ATCH 1
	4 Dividends and interest from securities	681,559.	681,559.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	6,147,074.			
	b Gross sales price for all assets on line 6a 17,576,741.				
	7 Capital gain net income (from Part IV, line 2)		6,194,174.		
	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) ATCH 3	11,865,715.	-178,510.		
	12 **Total** Add lines 1 through 11	24,380,035.	6,755,480.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	15,200.			15,200.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)[5]	132,811.	2,811.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	31,897.	21,657.		30.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	179,908.	24,468.		15,230.
	25 Contributions, gifts, grants paid	5,416,474.			5,416,474.
	26 **Total expenses and disbursements** Add lines 24 and 25	5,596,382.	24,468.	0.	5,431,704.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	18,783,653.			
	b **Net investment income** (if negative, enter -0-)		6,731,012.		
	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	3,104,351.	8,980,075.	8,980,075.
	2	Savings and temporary cash investments	13,713,672.	8,843,279.	8,843,279.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	7,955,642.	9,056,456.	9,056,456.
	c	Investments - corporate bonds (attach schedule) ATCH 8		4,748,435.	4,748,435.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	65,782,020.	81,512,977.	81,512,977.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	90,555,685.	113,141,222.	113,141,222.
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 ▶ ATCH 10)		13,285.	
	23	**Total liabilities** (add lines 17 through 22)	0.	13,285.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	4,318,925.	4,318,926.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	86,236,760.	108,809,011.	
	30	**Total net assets or fund balances** (see instructions)	90,555,685.	113,127,937.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	90,555,685.	113,141,222.	

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	90,555,685.
2	Enter amount from Part I, line 27a	2	18,783,653.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	3,788,599.
4	Add lines 1, 2, and 3	4	113,127,937.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	113,127,937.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
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				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	6,194,174.
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	0.

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	3,692,706.	102,026,493.	0.036194
2014	600,915.	84,887,375.	0.007079
2013	8,875.	53,182,161.	0.000167
2012	118,841.	27,049,167.	0.004394
2011	825,313.	8,672,698.	0.095162

2	Total of line 1, column (d)	2	0.142996
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	0.028599
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	105,805,655.
5	Multiply line 4 by line 3	5	3,025,936.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	67,310.
7	Add lines 5 and 6	7	3,093,246.
8	Enter qualifying distributions from Part XII, line 4	8	5,431,704.

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	67,310.
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	67,310.
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	67,310.
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 129,657.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 80,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	209,657.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	142,347.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 142,347. **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) ▶ IL,			
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)	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 ▶ N/A

14 The books are in care of ▶ CARL D. THOMA Telephone no ▶ 312-254-3361

Located at ▶ 875 N. MICHIGAN AVE. SUITE 1310 CHICAGO, IL ZIP+4 ▶ 60611

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		
	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		
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 [X]		
	(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 [X]		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions)	Yes [ ] No [X]		
	(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 [X]		
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 [X]		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No: 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 [X]		
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
ATCH 12		0.	0.	0.

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 NOT APPLICABLE	
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	16,405,606.
b	Average of monthly cash balances	1b	10,672,828.
c	Fair market value of all other assets (see instructions)	1c	80,338,475.
d	**Total** (add lines 1a, b, and c)	1d	107,416,909.
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	
3	Subtract line 2 from line 1d	3	107,416,909.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,611,254.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	105,805,655.
6	**Minimum investment return.** Enter 5% of line 5	6	5,290,283.

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	5,290,283.
2a	Tax on investment income for 2016 from Part VI, line 5	2a 67,310.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	67,310.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	5,222,973.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	5,222,973.
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	5,222,973.

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	5,431,704.
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	
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	5,431,704.
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	67,310.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,364,394.

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				5,222,973.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			4,865,300.	
b Total for prior years 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 5,431,704.				
a Applied to 2015, but not more than line 2a			4,865,300.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2016 distributable amount				566,404.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
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				4,656,569.
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)				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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))

ATTACHMENT 13

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 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 ATTACHED	NONE	PC	GENERAL	5,416,474.
Total . . . . . . ▶ **3a**				5,416,474.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	58,257.	
4 Dividends and interest from securities			14	681,559.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-178,510.	
8 Gain or (loss) from sales of assets other than inventory			18	6,147,074.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 14				12,044,225.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				18,752,605.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 18,752,605.

(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)

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
	N/A		N/A

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

Carl Thoma 11/14/17 President

Signature of officer or trustee Date Title

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
GARY S HART	Gary S Hart	11/10/17		P01265427
Firm's name ▶ MOWERY & SCHOENFELD LLC			Firm's EIN ▶ 36-4111140	
Firm's address ▶ 475 HALF DAY ROAD, SUITE 350 LINCOLNSHIRE, IL 60069			Phone no 847-247-8959	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					32,507.	
		CHARLES SCHWAB #9068 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
49,270.		55,624.					-6,354.	
		CHARLES SCHWAB #9068 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
140,990.		114,208.					26,782.	
		CHARLES SCHWAB #4966 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
360,622.		370,360.					-9,738.	
		CHARLES SCHWAB #4966 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
246,720.		217,886.					28,834.	
		CHARLES SCHWAB #8823 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
274,686.		260,624.					14,062.	
		CHARLES SCHWAB #8823 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
198,665.		207,863.					-9,198.	
		CHARLES SCHWAB #2678 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
431,824.		416,262.					15,562.	
		CHARLES SCHWAB #2678 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
415,489.		459,097.					-43,608.	
		CHARLES SCHWAB #7444 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
612,963.		608,324.					4,639.	
		CHARLES SCHWAB #7444 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
33,415.		36,272.					-2,857.	
		CHARLES SCHWAB #9677 - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	VAR
402,225.		401,800.					425.	
		TD AMERITRADE #5286 - SEE ATTACHED				P	VAR	VAR

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PROPERTY TYPE: SECURITIES						
169,634.		173,008.					-3,374.	
		TD AMERITRADE #5286 - SEE ATTACHED				P	VAR	08/08/2016
		PROPERTY TYPE: SECURITIES						
299,064.		305,011.					-5,947.	
		10,000 SHS SELECT MD HLDGS				D	VAR	07/08/2016
		PROPERTY TYPE: SECURITIES						
109,988.		53,900.					56,088.	
		TACONIC FUND REDEMPTION				P	VAR	03/24/2016
		PROPERTY TYPE: OTHER						
2,011,452.		1,736,451.					275,001.	
		VISIUM GLOBAL OFFSHORE REDEMPTION				P	VAR	05/18/2016
		PROPERTY TYPE: OTHER						
5,963,609.		5,000,000.					963,609.	
		BERENS GREATER CHINA DISPOSITION				P	VAR	10/31/2016
		PROPERTY TYPE: OTHER						
965,595.		965,877.					-282.	
		FROM PASSTHROUGHS				P	VAR	VAR
		PROPERTY TYPE: OTHER						
-43,754.							-43,754.	
		FROM PASSTHROUGHS				P	VAR	VAR
		PROPERTY TYPE: OTHER						
4,884,847.							4,884,847.	
		SEC 1256 GAIN FROM PASSTHROUGHS				P	VAR	VAR
		PROPERTY TYPE: OTHER						
6,772.							6,772.	
		SEC 1256 GAIN FROM PASSTHROUGHS				P	VAR	VAR
		PROPERTY TYPE: OTHER						
10,158.							10,158.	
TOTAL GAIN(LOSS)							6,194,174.	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2016

Name of the organization
CARL AND MARILYNN THOMA FOUNDATION

Employer identification number
36-3486549

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization CARL AND MARILYNN THOMA FOUNDATION

Employer identification number

Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THOMA WORKS LLC 875 N. MICHIGAN AVE. SUITE 1310 CHICAGO, IL 60611	$ 127,430.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	MARILYNN J THOMA 159 EAST WALTON PLACE CHICAGO, IL 60611	$ 5,500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization CARL AND MARILYNN THOMA FOUNDATION

Employer identification number

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Name of organization CARL AND MARILYNN THOMA FOUNDATION

Employer identification number

Part III *Exclusively* **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

1269KA C927

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHARLES SCHWAB #2678		10.	10.
CHARLES SCHWAB #7444		49,798.	49,798.
CHARLES SCHWAB #8823		4.	4.
MERRILL LYNCH		849.	849.
TD AMERITRADE		309.	309.
CHARLES SCHWAB #9677		22,814.	22,814.
MISC		21.	21.
FROM PASSTHROUGHS		15,287.	15,287.
ACC INT PAID		-29,013.	-29,013.
BOND AMORTIZATION		-1,822.	-1,822.
	TOTAL	58,257.	58,257.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHARLES SCHWAB #2678	18,626.	18,626.
CHARLES SCHWAB #4966	5,296.	5,296.
CHARLES SCHWAB #7444	2,169.	2,169.
CHARLES SCHWAB #8823	5,794.	5,794.
CHARLES SCHWAB #9068	4,705.	4,705.
TD AMERITRADE	142,163.	142,163.
SBH EMERGING MARKETS	2,568.	2,568.
FROM PASSTHROUGHS	500,238.	500,238.
TOTAL	681,559.	681,559.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM PASSTHROUGHS	-178,510.	-178,510.
BOOK/TAX DIFFERENCES FROM PASSTHROUGHS	12,160,012.	
OTHER MISC BOOK/TAX DIFFERENCES	-115,787.	
TOTALS	11,865,715.	-178,510.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	15,200.			15,200.
TOTALS	15,200.			15,200.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,811.	2,811.
FEDERAL TAXES	130,000.	
TOTALS	132,811.	2,811.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	160.	160.	
FILING FEES	30.		30.
INVESTMENT ADVISORY FEES	19,148.	19,148.	
ADR & DEPOSITARY FEES	2.	2.	
PORTFOLIO DEDUCTIONS	169.	169.	
MISC EXPENSES	12,388.	2,178.	
TOTALS	31,897.	21,657.	30.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT ATTACHED SBH EMERGING MKTS FUND	9,056,456.	9,056,456.
TOTALS	9,056,456.	9,056,456.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE STATEMENT ATTACHED	4,748,435.	4,748,435.
TOTALS	4,748,435.	4,748,435.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TACONIC OFFSHORE FUND		
ML WINSTON FUTURE ACCESS LLC	1,152,345.	1,152,345.
THOMA BRAVO X FUND	11,991,155.	11,991,155.
THOMA BRAVO SPECIAL OPPORTUNIT	6,162,634.	6,162,634.
STONEWATER CAPITAL GRTR CHINA		
TOURBILLON GLOBAL EQUITIES LTD	13,008,758.	13,008,758.
VISIUM GLOBAL OFFSHORE FUND, L		
THOMA BRAVO FUND XI, L.P.	36,661,490.	36,661,490.
THOMA BRAVO SPEC OPP FUND I AI	841,131.	841,131.
PROSTRATE MGMT DIAG PREF	100,000.	100,000.
CCP QUANTITATIVE FUND	4,107,311.	4,107,311.
OCA VENTURES III LP	289,193.	289,193.
THOMA BRAVO DISCOVER FUND		
THOMA BRAVO SPEC OPPS FUND II	5,888,538.	5,888,538.
ABQID FUND I, L.P.	87,623.	87,623.
DISTRIBUTION RECEIVABLE	48,297.	48,297.
SBH EMERGING MKTS FUND	110,901.	110,901.
SBH EMERGING MKTS SMALL CAP FD	1,063,601.	1,063,601.
TOTALS	81,512,977.	81,512,977.

ATTACHMENT 10

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		ENDING BOOK VALUE
CAPITAL CALL PAYABLE		13,285.
	TOTALS	13,285.

ATTACHMENT 11

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

DESCRIPTION		AMOUNT
UNREALIZED GAINS		3,788,599.
	TOTAL	3,788,599.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CARL D. THOMA 875 N. MICHIGAN AVE. SUITE 1310 CHICAGO, IL 60611	PRESIDENT 5.00			
MARILYNN J. THOMA 875 N. MICHIGAN AVE. SUITE 1310 CHICAGO, IL 60611	VICE-PRESIDENT 5.00			
MARILYNN J. THOMA 875 N. MICHIGAN AVE. SUITE 1310 CHICAGO, IL 60611	TREASURER 5.00			
MARK D. THOMA 9850 EAST KALIL DRIVE SCOTTSDALE, AZ 85260	DIRECTOR 5.00			
MARGO E. THOMA 1601 PASEO DE PERALTA SANTA FE, NM 87501	DIRECTOR 5.00			
	GRAND TOTALS	0.	0.	0.

ATTACHMENT 13

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

CARL D. THOMA
MARILYNN J. THOMA

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 14

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
BOOK/TAX DIFF'S FROM PASSTHROUGHS			01	12,160,012.	
OTHER MISC BOOK/TAX DIFFERENCES			01	-115,787.	
TOTALS				12,044,225.	

The Carl and Marilynn Thoma Foundation
Firm 990-PF, Part II - Corporate Bonds

Description	Units	Ending Book	Ending FMV
Abbott Laboratories	63,000	67,227.74	67,227.74
Actavis Inc.	99,000	99,179 69	99,179.69
Airgas Inc.	57,000	57,009.41	57,009.41
Albemarle Corp.	62,000	63,156.36	63,156.36
Ameren Illinois	67,000	76,590.51	76,590.51
American Express	59,000	59,280.13	59,280.13
American Tower Co.	93,000	95,444.78	95,444.78
Amphenol Corp.	96,000	97,119.26	97,119.26
Anheuser-Busch Inc.	94,000	94,167.23	94,167.23
Apache Corp.	100,000	108,251.90	108,251.90
AT & T Inc.	71,000	70,379.89	70,379.89
Best Buy Inc.	91,000	95,095.00	95,095.00
Canadian Pacific Railway	67,000	71,087.87	71,087.87
Capital One	64,000	64,031.74	64,031.74
Carnival Corp.	63,000	63,259 37	63,259.37
Caterpillar Financial	47,000	52,027.45	52,027.45
CBS Corp.	66,000	68,472.36	68,472.36
Chevron Corporation	56,000	59,718.96	59,718.96
Consolidated Edison	47,000	49,466.47	49,466.47
Constellation B	95,000	98,562.50	98,562.50
Continental Airlines 7.25%	55,000	41,279.50	41,279.50
Continental Airlines 6.25%	35,000	23,544.12	23,544.12
Continental Airlines 4.75%	83,000	60,674.06	60,674.06
Discovery Communications	65,000	70,184.08	70,184.08
Dr. Pepper Snapple	54,000	57,513.83	57,513.83
Eastman Chemical	34,000	34,094.11	34,094.11
Eaton Corporation	49,000	49,041.99	49,041.99
Expedia Inc.	15,000	16,182.42	16,182.42
Fedex Corporation	37,000	41,356.82	41,356.82
FirstEnergy Corp.	61,000	61,518 74	61,518.74
Ford Motor Company	85,000	90,705.63	90,705.63
General Motors Financial	80,000	81,476.00	81,476.00
J. M. Smucker Co.	57,000	57,009.92	57,009.92
John Deere .87%	64,000	6,632.38	6,632.38
John Deere 1.45%	90,000	90,110.97	90,110.97
Kinder Morgen Energy	86,000	89,688.54	89,688.54
Kraft Foods	90,000	95,762.16	95,762.16
L Brands	79,000	90,652 50	90,652.50
Magellan Midstream	85,000	94,060.24	94,060.24
Molson Coors Brewery	95,000	93,529.12	93,529.12
Nisource Finance Corp.	59,000	62,130.01	62,130.01
Norfolk Southern	84,000	85,889.66	85,889.66

The Carl and Marilynn Thoma Foundation
Firm 990-PF, Part II - Corporate Bonds

Description	Units	Ending Book	Ending FMV
Northeast Utilities	95,000	94,802 97	94,802.97
NV Energy Inc.	75,000	83,361.38	83,361.38
Occidental Petroleum	49,000	49,029.69	49,029.69
Omnicom Group Inc.	88,000	96,802.82	96,802.82
Oncor Electric Delivery	65,000	66,684.74	66,684.74
Pentair Finance 1.875%	70,000	69,927.55	69,927.55
Pentair Finance 2.9%	40,000	40,419.64	40,419.64
Portland General Electric	12,000	13,095.01	13,095.01
Public Service Co. Oklahoma	91,000	97,818.27	97,818.27
Questar Pipeline	36,000	37,438.42	37,438.42
Qwest Corp.	69,000	70,029.41	70,029.41
Republic Services	83,000	85,193.03	85,193.03
Rogers Communications Inc.	86,000	92,646.85	92,646.85
Rohm and Haas Company	60,000	60,784.56	60,784.56
Royal Caribbean	26,000	27,495.00	27,495.00
Shell International Finance	97,000	96,965.47	96,965.47
Social Edison Co.	47,000	46,994.27	46,994.27
Southern Company	86,000	85,966.03	85,966.03
St. Jude Medical Inc.	42,000	42,059.18	42,059.18
Stanley Black & Decker	73,000	73,673.86	73,673.86
Staples Inc.	83,000	83,612.79	83,612.79
Time Warner Cable	64,000	64,899.52	64,899.52
Walgreen Co.	85,000	89,762.89	89,762.89
Waste Management	37,000	38,904.72	38,904.72
Williams Partners	89,000	95,219.23	95,219.23
Wisconsin Electric Power	45,000	45,105 89	45,105.89
World Financial	97,000	97,176.15	97,176 15
		4,748,434.76	4,748,434.76

The Carl and Marilynn Thoma Foundation
Firm 990-PF, Part II - Corporate Stock

Stocks	Shares	Book	FMV
Adobe Systems Inc.	325	33,458.75	33,458.75
Advansix Inc.	2	44 28	44.28
Agilent Technologies	70	3,189.20	3,189.20
Air Lease Corp.	175	6,007.75	6,007.75
Alere Inc.	2,150	83,785 50	83,785.50
Allergan	20	4,200.20	4,200.20
Alphabet Inc. Class A	21	16,641.45	16,641.45
Alphabet Inc. Class C	70	54,027.40	54,027.40
Amazon.com Inc.	70	52,490.90	52,490.90
American International Group	535	34,940.85	34,940.85
American States Water	249	11,344.44	11,344.44
Ameris Bancorp	1,086	47,349.60	47,349 60
Ansys Inc.	25	2,312.25	2,312.25
Apple Inc.	230	26,638 60	26,638.60
Ares Capital Corp	100,000	1,649,000 00	1,649,000.00
Artic Cat Inc.	445	6,683.90	6,683.90
Astec Industries Inc.	839	56,598.94	56,598.94
Axcelis Technologies	785	11,421.75	11,421.75
Azz Inc.	1,014	64,794.60	64,794.60
Bank Mutual Corp	535	5,055.75	5,055.75
Banner Corporation	292	16,296.52	16,296.52
Bemis Co. Inc.	1,096	52,410.72	52,410.72
Berkshire Hathaway	155	25,261.90	25,261.90
Bio-Techne Corp.	35	3,599.05	3,599.05
Bloomin Brands Inc.	1,698	30,614.94	30,614.94
Boeing Co.	155	24,130.40	24,130.40
Carlisle Companies	214	23,602.06	23,602.06
Carrizo Oil & Gas	1,076	40,188 60	40,188.60
Cavium Inc.	250	15,610.00	15,610.00
Celgene Corp.	210	24,307.50	24,307.50
Cerner Corp.	70	3,315.90	3,315.90
Charles Schwab Corp.	600	23,682.00	23,682.00
Chicos FAS Inc.	881	12,677.59	12,677.59
Chimera Investment	814	13,854.28	13,854.28
Comcast Corporation	550	37,977.50	37,977.50
Crocs Inc.	6,180	42,394.80	42,394.80
Danaher Corp	50	3,892.00	3,892.00
Discover Financial Services	95	6,848.55	6,848.55
Discovery Communications Class A	35	959.35	959.35
Discovery Communications Class C	35	937.30	937.30
Earthlink Holdings	2,177	12,278.28	12,278.28
Edgewell Personal Care	65	4,744.35	4,744.35
Electro Scientific	5,706	31,535.84	31,535.84

The Carl and Marilynn Thoma Foundation
Firm 990-PF, Part II - Corporate Stock

Stocks	Shares	Book	FMV
Emcor Group Inc.	225	15,921.00	15,921.00
Energizer Holdings Inc	65	2,899.65	2,899 65
Enersys	141	11,012.10	11,012.10
EOG Resources Inc.	30	3,033.00	3,033.00
Equity Commonwealth Real Estate Trust	549	16,601.76	16,601.76
Esco Technologies Inc.	1,620	91,773.00	91,773.00
Esterline Technologies Corporation	486	43,351.20	43,351.20
Facebook Inc.	150	17,257.50	17,257.50
Fastenal Co.	65	3,053.70	3,053.70
FTI Consulting Inc.	1,014	45,711.12	45,711.12
Ferro Corp.	2,238	32,070.54	32,070.54
First Busey Corp.	677	20,838.06	20,838.06
First Community Bancshares, Inc.	343	10,338.02	10,338.02
First Horizon National	526	10,525.26	10,525.26
First Republic Bank	100	9,214.00	9,214.00
Flir Systems Inc.	1,515	54,827.85	54,827.85
FNB Corporation	2,075	33,262.25	33,262.25
Fortive Corporation	25	1,340.75	1,340.75
Fortune Brands	400	21,384.00	21,384.00
Gilead Sciences Inc.	225	16,112.25	16,112.25
Great Lakes Dredge	2,683	11,268.60	11,268.60
Guidewire Software	90	4,439.70	4,439.70
Haemonetics Corp.	457	18,371.40	18,371.40
Harsco Corporation	2,247	30,559.20	30,559.20
Harvard Bioscience	1,989	6,066.45	6,066.45
Hologic Inc.	1,210	48,545.20	48,545.20
Honeywell International Inc.	270	31,279.50	31,279.50
IberiaBank Corp.	494	41,372 50	41,372.50
IHS Markit Ltd.	124	4,390.84	4,390.84
Infinera Corp	1,761	14,950.89	14,950.89
Innophos Holdings	1,870	97,726.20	97,726.20
Intercontinental Exchange	450	25,389.00	25,389.00
Intuitive Surgical	25	15,854.25	15,854.25
Investors Bancorp	3,143	43,844.85	43,844.85
ITT Inc.	313	12,072.41	12,072.41
JM Smucker Co.	30	3,841.80	3,841.80
Johnson & Johnson	221	25,461.41	25,461.41
JP Morgan Chase & Co.	565	48,753 85	48,753.85
Kennametal Inc.	707	22,100.82	22,100.82
Keysight Technolgy Inc.	35	1,279.95	1,279.95
Lakeland Financial Corp.	821	38,882.56	38,882.56
Lancaster Colony Co.	99	13,997.61	13,997.61
Lennar Corp.	375	16,098.75	16,098.75

The Carl and Marilynn Thoma Foundation
Firm 990-PF, Part II - Corporate Stock

Stocks	Shares	Book	FMV
LKQ Corp.	910	27,891.50	27,891.50
Lowes Companies Inc.	75	5,334.00	5,334.00
Macy's Inc.	65	2,327.65	2,327.65
Marchex Inc.	2,370	6,280.50	6,280 50
Marvell Technology Group Ltd.	1,192	16,533.04	16,533.04
Mentor Graphics Corp.	988	36,447.32	36,447.32
Mettler Toledo International	22	9,208.32	9,208.32
Mobileye	450	17,154.00	17,154.00
National Bank Holdings	1,354	43,179.06	43,179.06
Nestle	60	4,304.40	4,304.40
New Jersey Resources Corp.	334	11,857.00	11,857.00
NN Inc.	1,304	24,841.20	24,841 20
NXP Semiconductors	535	52,435.35	52,435.35
Orbital ATK Inc.	152	13,334.96	13,334.96
Orchids Paper Products	1,091	28,562 38	28,562.38
Orthofix International	1,894	68,524.92	68,524.92
Oshkosh Corp.	482	31,142.02	31,142.02
Palo Alto Networks	125	15,631.25	15,631.25
Paypal Holdings Incorporated	500	19,735.00	19,735.00
PDC Energy Inc.	715	26,128.80	26,128.80
Pharmerica Corp.	521	13,103.15	13,103.15
PNM Resources Inc.	344	11,799.20	11,799.20
Priceline Group	10	14,660.60	14,660.60
PTC Inc.	1,101	50,943.27	50,943.27
Raytheon Company	180	25,560.00	25,560.00
Redhat Inc.	400	27,880.00	27,880.00
Red Robin Gourmet Burger	200	11,280.00	11,280.00
Regeneron Pharmaceuticals Inc	65	23,860.85	23,860.85
Reinsurance Group of America	269	33,848.27	33,848.27
Renasant Corporation	866	36,562.52	36,562.52
Roper Technologies	45	8,238.60	8,238.60
SPX Corp.	3,048	70,495.84	70,495.84
Schlumberger Ltd.	82	6,883.90	6,883.90
Schnitzer Steel Industries Inc.	1,088	27,961.60	27,961.60
Schwab Emerging Markets Fund	1,100	23,716.00	23,716.00
Seachange International Inc.	3,132	7,203.60	7,203.60
Seacoast Banking Corp of Florida	1,870	41,252.20	41,252.20
Select Medical Holdings	300,000	3,975,000.00	3,975,000.00
Service Source International	12,631	71,744.08	71,744.08
Shire PLC	14	2,385.32	2,385.32
Simmons First National Corp	161	10,006.15	10,006.15
Snyders-Lance Inc.	346	13,265.64	13,265.64
Starbucks Corp.	760	18,044.00	18,044.00

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Firm 990-PF, Part II - Corporate Stock

Stocks	Shares	Book	FMV
TFS Financial Corp.	771	14,679.84	14,679.84
Target Corporation	275	19,863.25	19,863.25
Tessera Holding Corp.	1,698	75,051.60	75,051.60
Thermo Fisher Scientific	125	17,637.50	17,637.50
Time Warner Inc.	200	19,306.00	19,306.00
TJX Companies Imc.	425	31,930.25	31,930.25
Treehouse Foods Inc	665	48,006.35	48,006.35
Umpqua Holdings Corp.	981	18,423.18	18,423.18
United Continental Holdings	275	20,042.00	20,042.00
UnitedHealth Group Inc.	279	44,651.16	44,651.16
VF Corporation	85	4,534.75	4,534.75
Visa Inc.	463	36,123.26	36,123.26
Walgreens Boots Alliance	300	24,828.00	24,828.00
Watts Water Technologies Inc.	514	33,512.80	33,512.80
Wesco International Inc.	30	1,996.50	1,996.50
Whiting Petroleum Co.	95	1,141.90	1,141.90
		9,056,456.09	9,056,456.09