Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , **and ending**

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

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation
MORTON G & NANCY P THALHIMER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 523

City or town, state, and ZIP code
RICHMOND, VA 23218-0523

A Employer identification number
54-6042097

B Telephone number
(804)225-0027

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 809,120.

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

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

		(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3,887.	3,887.		STATEMENT 1
4	Dividends and interest from securities	32,905.	32,905.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<66,355.>			
b	Gross sales price for all assets on line 6a 16,606.				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	**Total.** Add lines 1 through 11	<29,563.>	36,792.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	2,375.	0.		2,375.
c	Other professional fees				
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	**Total operating and administrative expenses** Add lines 13 through 23	2,375.	0.		2,375.
25	Contributions, gifts, grants paid	46,140.			46,140.
26	**Total expenses and disbursements.** Add lines 24 and 25	48,515.	0.		48,515.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<78,078.>			
b	**Net investment income** (if negative, enter -0-)		36,792.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.**

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	161.	231.	231.
	2	Savings and temporary cash investments	301,145.	20,666.	20,666.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 4	648,358.	756,611.	693,159.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 5	0.	94,078.	95,064.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	949,664.	871,586.	809,120.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	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	443,804.	443,804.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	505,860.	427,782.	
	30	**Total net assets or fund balances**	949,664.	871,586.	
	31	**Total liabilities and net assets/fund balances**	949,664.	871,586.	

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	949,664.
2	Enter amount from Part I, line 27a	2	<78,078.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	871,586.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	871,586.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WELLS FARGO CIL	P	VARIOUS	VARIOUS
b	23 FAIRPOINT COMMUNICATIONS	P	04/01/07	02/13/09
c	1500 LASALLE HOTAL PPTYS	P	10/24/04	02/13/09
d	1500 FIRST INDUSTRIAL REALTY	P	07/23/03	08/20/09
e	FEDERAL REALTY INV TRUST CAP GAIN DIVIDEND	P		

	(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	25.			25.
b	27.		144.	<117.>
c	8,768.		42,814.	<34,046.>
d	7,776.		40,003.	<32,227.>
e	10.			10.

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				25.
b				<117.>
c				<34,046.>
d				<32,227.>
e				10.

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 <66,355.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2008	60,423.	1,093,774.	.055243
2007	65,090.	1,318,010.	.049385
2006	69,390.	1,490,666.	.046550
2005	53,853.	1,360,131.	.039594
2004	63,989.	1,254,152.	.051022

2	**Total** of line 1, column (d)	2	.241794
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	.048359
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	718,310.
5	Multiply line 4 by line 3	5	34,737.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	368.
7	Add lines 5 and 6	7	35,105.
8	Enter qualifying distributions from Part XII, line 4	8	48,515.

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 ▶ ☒ and enter 1% of Part I, line 27b			1	368.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	368.
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	368.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,093.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,093.
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	725.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 725. **Refunded** ▶			11	0.

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to* **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 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? N/A	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) ▶ VA			
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 2009 or the taxable year beginning in 2009 (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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ MORTON G. THALHIMER, JR Telephone no. ▶ 804-225-0027

Located at ▶ 801 E MAIN ST, RICHMOND, VA ZIP+4 ▶ 23219

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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 page 20 of the instructions)?	N/A	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ▶ ____, ____, ____, ____	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	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 2009 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 2009.)*	N/A	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 2009?		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 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MORTON G. THALHIMER, JR P.O. BOX 523 RICHMOND, VA 23218	PRESIDENT 1.00	0.	0.	0.
MORTON G. THALHIMER, III P.O. BOX 523 RICHMOND, VA 23218	SECRETARY 1.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶	0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	591,467.
b	Average of monthly cash balances	1b	137,782.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	729,249.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	729,249.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,939.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	718,310.
6	**Minimum investment return**. Enter 5% of line 5	6	35,916.

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	35,916.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	368.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	368.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	35,548.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	35,548.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	35,548.

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	48,515.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	48,515.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	368.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	48,147.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					35,548.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years: _____ , _____ , _____			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004	7,645.				
b From 2005					
c From 2006					
d From 2007	926.				
e From 2008	7,068.				
f **Total** of lines 3a through e		15,639.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 48,515.					
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2009 distributable amount					35,548.
e Remaining amount distributed out of corpus		12,967.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		28,606.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		7,645.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		20,961.			
10 Analysis of line 9:					
a Excess from 2005					
b Excess from 2006					
c Excess from 2007	926.				
d Excess from 2008	7,068.				
e Excess from 2009	12,967.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. 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 the 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).)

MORTON G. THALHIMER, JR

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 of the person to whom applications should be addressed:

MORTON G. THALHIMER, JR., 804-225-0027
WYTESTONE PLAZA, 801 E MAIN ST, RICHMOND, VA 23219

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

BY LETTER

c Any submission deadlines:

NONE

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

501(C)(3) ORGANIZATIONS ONLY

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 6				
Total			▶ 3a	46,140.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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
	(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	3,887.	
4 Dividends and interest from securities			14	32,905.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	<66,355.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		<29,563.>	0.

13 Total Add line 12, columns (b), (d), and (e) 13 <29,563.>

(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).

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	

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
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge

▶ Morton G. Thalhimer Jr | 4/20/10 ▶ Pres.

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ Traci R Kube	Date 2/12/2010	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶ RSM MCGLADREY, INC. 7200 GLEN FOREST DR. STE. 200 RICHMOND, VA 23226		EIN ▶ Phone no. 804-282-2121	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SCOTT & STRINGFELLOW MMKT DIVIDENDS	3,887.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,887.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCOTT & STRINGFELLOW, INC.	32,905.	0.	32,905.
TOTAL TO FM 990-PF, PART I, LN 4	32,905.	0.	32,905.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF FORM 990-PF	2,375.	0.		2,375.
TO FORM 990-PF, PG 1, LN 16B	2,375.	0.		2,375.

FORM 990-PF CORPORATE STOCK STATEMENT 4

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2400 ALLIED CAPITAL CORP	48,649.	8,664.
1000 CONOCOPHILLIPS	15,174.	51,070.
1536 SUNTRUST	4,632.	31,165.
1000 CHEVRON	17,564.	76,990.
1621 UNITED DOM REALTY TR	17,833.	26,649.
1220 VERIZON	31,016.	40,419.
508 WELLS FARGO	2,786.	13,711.
2400 NUVEEN QUALITY PFD	36,000.	17,401.
1500 FIRST INDUSTRIAL REALTY	0.	0.
2000 PROLOGIS	35,401.	27,380.
3186 AMERICAN CAP STRATEGIES	78,939.	7,774.

1000 FEDERAL REALTY INV TR	47,543.	67,720.
3000 GLADSTONE CAPITAL CORP	70,385.	23,070.
1500 LASALLE HOTEL PPTYS	0.	0.
1502.938 TORTOISE ENERGY	45,433.	46,621.
8000 TECHNOLOGY INVESTMENT	122,389.	48,400.
23 FAIRPOINT COMMUNICATIONS INC	0.	0.
1000 PHILLIP MORRIS	36,731.	48,190.
500 EXELON CORP	25,597.	24,435.
2000 DUKE ENERGY	30,214.	34,420.
1500 DOMINION RESOURCES	52,359.	58,380.
1000 BRISTOL MYERS SQUIBB	25,466.	27,775.
500 BB&T CAPITAL TRUST VII	12,500.	12,925.
TOTAL TO FORM 990-PF, PART II, LINE 10B	756,611.	693,159.

FORM 990-PF OTHER INVESTMENTS STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
30000 GENERAL ELECTRIC CAPITAL	COST	31,335.	31,927.
30000 JP MORGAN CHASE	COST	31,829.	31,995.
30000 SIMON PROPERTY GROUP	COST	30,914.	31,142.
TOTAL TO FORM 990-PF, PART II, LINE 13		94,078.	95,064.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 6

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN ASSOC. BEN GURION UNIVERSITY OF THE NEGEV NEW YORK, NY	NONE UNRESTRICTED	PUBLIC	40.
AMERICAN JEWISH HISTORICAL SOCIETY 2 THORNTON ROAD WALTHAM, MA 02453	NONE UNRESTRICTED	PUBLIC	50.
AMERICAN RED CROSS 420 EAST CARY STREET RICHMOND, VA 23205	NONE UNRESTRICTED	PUBLIC	1,000.
AMERICAN SOCIETY FOR YAD VASHEM 500 FIFTH AVENUE, SUITE 1600 NEW YORK, NY	NONE UNRESTRICTED	PUBLIC	50.
ANTI-DEFAMATION LEAGUE 823 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE UNRESTRICTED	PUBLIC	100.
ARTHRITIS FOUNDATION 3805 CUTSHAW AVE RICHMOND, VA 23230	NONE UNRESTRICTED	PUBLIC	200.
B'NAI B'RITH FOUNDATION OF THE US WASHINGTON, DC	NONE UNRESTRICTED	PUBLIC	50.
BETH SHOLOM 401 ROSLYN ROAD RICHMOND, VA	NONE VISION CAMPAIGN	PUBLIC	10,000.

BON SECOURS FNDT ST FRANCIS 5875 BREMO RD, #710 RICHMOND, VA 23226	NONE UNRESTRICTED	PUBLIC	5,000.
CHESAPEAKE BAY FOUNDATION 162 PRINCE GEORGE STREET ANNAPOLIS, MD 21401	NONE UNRESTRICTED	PUBLIC	50.
CHILDREN'S HOSPITAL 2924 BROOK ROAD RICHMOND, VA 232001298	NONE UNRESTRICTED	PUBLIC	50.
COLLEGIATE SCHOOL 201 N MORELAND ROAD RICHMOND, VA 23229	NONE UNRESTRICTED	PUBLIC	350.
COLONIAL WILLIAMSBURG FOUNDATION WILLIAMSBURG, VA	NONE UNRESTRICTED	PUBLIC	1,000.
CULLATHER BRAIN TUMOR QUALITY OF LIFE CENTER 5875 BREMO RD, #108 RICHMOND, VA 23226	NONE UNRESTRICTED	PUBLIC	1,000.
CYSTIC FYBROSIS FOUNDATION 6931 ARLINGTON RD BETHESDA, MD 20811	NONE UNRESTRICTED	PUBLIC	100.
DARDEN SCHOOL, UNIVERSITY OF VIRGINIA CHARLOTTESVILLE, VA	NONE UNRESTRICTED	PUBLIC	1,000.
FLORIDA OCEANOGRAPHIC SOCIETY 890 N.E. OCEAN BLVD STUART, FL 34996	NONE UNRESTRICTED	PUBLIC	100.
GETTYSBURG NAT. BATTLEFIELD MUSEUM FND WASHINGTON DC	NONE UNRESTRICTED	PUBLIC	100.

HISTORIC RICHMOND FOUNDATION 707-A EAST FRANKLIN STREET RICHMOND, VA 23219	NONE UNRESTRICTED	PUBLIC	200.
JACKSON MEMORIAL FOUNDATION MIAMI, FL	NONE UNRESTRICTED	PUBLIC	500.
JEWISH COMMUNITY FEDERATION OF RICHMOND 5403 MONUMENT AVE RICHMOND, VA 23226	NONE UNRESTRICTED	PUBLIC	12,000.
MARTIN MEMORIAL FOUNDATION 200 S.E. HOSPITAL AVE STUART, FL 34994	NONE UNRESTRICTED	PUBLIC	1,250.
MAYMONT FOUNDATION RICHMOND, VA	NONE UNRESTRICTED	PUBLIC	50.
MCV MASSEY CANCER CENTER 401 COLLEGE STREET RICHMOND, VA	NONE UNRESTRICTED	PUBLIC	1,000.
MONTPELIER FOUNDATION P.O. BOX 911 ORANGE, VA 22960	NONE UNRESTRICTED	PUBLIC	250.
NATIONAL CAMPS FOR BLIND CHILDREN LINCOLN, NE	NONE UNRESTRICTED	PUBLIC	20.
NATIONAL TRUST FOR HISTORIC PRESERVATION WASHINGTON, DC	NONE UNRESTRICTED	PUBLIC	45.
PARKINSON FOUNDATION 7913 WESTPARK DR, #101 MCLEAN, VA 22102	NONE UNRESTRICTED	PUBLIC	100.

SAVE LIVES NOW CAMPAIGN 4217 PARK PLACE COURT GLEN ALLEN, VA 23060	NONE UNRESTRICTED	PUBLIC	3,000.
SECURITY ON CAMPUS RICHMOND, VA	NONE UNRESTRICTED	PUBLIC	150.
SHELTERING ARMS HOSPITAL 8254 ATLEE ROAD MECHANICSVILLE, VA	NONE UNRESTRICTED	PUBLIC	100.
SMITHSONIAN INSTITUTION 900 JEFFERSON DRIVE SW RICHMOND, VA	NONE UNRESTRICTED	PUBLIC	75.
STRATFORD HALL PLANTATION - R.E. LEE MEMORIAL ASSN STRATFORD, VA	NONE UNRESTRICTED	PUBLIC	25.
UNICEF 333 EAST 38TH STREET NEW YORK, NY 10016	NONE UNRESTRICTED	PUBLIC	10.
UNITED WAY OF GREATER RICHMOND RICHMOND, VA	NONE UNRESTRICTED	PUBLIC	1,800.
UNITED WAY OF ST LUCIE COUNTY 4800 SOUTH US 1 FORT PIERCE, FL 34982	NONE UNRESTRICTED	PUBLIC	500.
VALENTINE MUSEUM 1015 EAST CLAY STREET RICHMOND, VA	NONE UNRESTRICTED	PUBLIC	150.
VIRGINIA MUSEUM OF FINE ARTS FOUNDATION 2800 GROVE AVE RICHMOND, VA 23221	NONE UNRESTRICTED	PUBLIC	750.

VISUAL ARTS CENTER OF RICHMOND 1812 WEST MAIN STREET RICHMOND, VA 23220	NONE UNRESTRICTED	PUBLIC	150.
HILLEL AT VIRGINIA TECH BLACKSBURG, VA	NONE UNRESTRICTED	PUBLIC	3,125.
NATIONAL D-DAY FOUNDATION BEDFORD, VA	NONE UNRESTRICTED	PUBLIC	100.
U.S. HOLOCAUST MEMORIAL MUSEUM WASHINGTON, DC	NONE UNRESTRICTED	PUBLIC	50.
COMFORT ZONE CAMP RICHMOND, VA	UNRESTRICTED	PUBLIC	500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			46,140.