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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THALER FAMILY FOUNDATION

A Employer identification number: 36-4622803

Number and street (or P O box number if mail is not delivered to street address): 3316 WILLIAMS LANE | Room/suite

B Telephone number: 612-670-0100

City or town, state, and ZIP code: MINNETRISTA, MN 55364

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

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

D 1 Foreign organizations, check here ▶ [ ]

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 1,105,906.

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

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	125,332.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	26,676.	26,676.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-154.			
	b Gross sales price for all assets on line 6a 36,889.				
	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	701.	0.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	152,555.	26,676.		
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				
	c Other professional fees STMT 3	8,629.	7,766.		863.
	17 Interest				
	18 Taxes STMT 4	251.	251.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	25.	0.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	8,905.	8,017.		888.
	25 Contributions, gifts, grants paid	43,500.			43,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	52,405.	8,017.		44,388.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	100,150.			
	b **Net investment income** (if negative, enter -0-)		18,659.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,089.	1,624.	1,624.
	2 Savings and temporary cash investments	143,700.	17,998.	17,998.
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 6	873,458.	1,086,284.	1,086,284.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,018,247.	1,105,906.	1,105,906.
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	1,018,247.	1,105,906.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	1,018,247.	1,105,906.	
	31 **Total liabilities and net assets/fund balances**	1,018,247.	1,105,906.	

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	1,018,247.
2	Enter amount from Part I, line 27a	2	100,150.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,118,397.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/LOSS ON ASSETS	5	12,491.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,105,906.

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				
b	SEE ATTACHED STATEMENT			
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	36,889.		37,043.	-154.

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				-154.

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 -154.

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 X 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))
2011	29,899.	900,460.	.033204
2010	35,418.	737,405.	.048031
2009	1,795.	529,360.	.003391
2008	0.	109,963.	.000000
2007			

2	Total of line 1, column (d)	2	.084626
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	.021157
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,059,877.
5	Multiply line 4 by line 3	5	22,424.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	187.
7	Add lines 5 and 6	7	22,611.
8	Enter qualifying distributions from Part XII, line 4	8	44,388.

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	187.
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	187.
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	187.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,658.		
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	1,658.
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	1,471.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,471. **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)?	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. ▶ $ 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) ▶ MN			
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 2012 or the taxable year beginning in 2012 (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

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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 ▶ SHARON R. P. THALER Telephone no. ▶612-670-0100

Located at ▶3316 WILLIAMS LANE, MINNETRISTA, MN ZIP+4 ▶55364

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

			Yes	No
16	At any time during calendar year 2012, 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 Form TD F 90-22.1. 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 X 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)?	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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes X 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.)	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 X No			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)*	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 2012?		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 X 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 [X] No

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes X 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
SHARON THALER 3316 WILLIAMS LANE MINNETRISTA, MN 55364	DIRECTOR 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.

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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	1,028,025.
b	Average of monthly cash balances	1b	47,992.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,076,017.
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	1,076,017.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,140.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,059,877.
6	**Minimum investment return** Enter 5% of line 5	6	52,994.

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	52,994.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	187.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	187.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	52,807.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	52,807.
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	52,807.

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	44,388.
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	44,388.
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	187.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	44,201.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				52,807.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			43,861.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 44,388.				
a Applied to 2011, but not more than line 2a			43,861.	
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 2012 distributable amount				527.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				52,280.
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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [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 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				
CAN-DO-CANINES 9440 SCIENCE CENTER DRIVE NEW HOPE, MN 55428		501(C)(3)	ASSISTANCE DOG TRANING FOR DISABLED	10,000.
GATEWAY ARTS/VINFEN 62 HARVARD ST BROOKLINE, MA 02445		501(C)(3)	ARTS	1,000.
INDEPENDENT SCHOOL DISTRICT #277 5901 SUNNYFIELD ROAD EAST MINNETRISTA, MN 55364		501(C)(3)	EDUCATION	2,000.
TALMUD TORAH OF MINNEAPOLIS 4330 SOUTH CEDAR LAKE ROAD ST. LOUIS PARK, MN 55416		501(C)(3)	EDUCATION	1,000.
THE GILLESPIE SENIOR CENTER 2590 COMMERCE BLVD MOUND, MN 55364		501(C)(3)	COMMUNITY SERVICES/PROGRAMS	1,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	43,500.
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	26,676.	
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	701.	
8 Gain or (loss) from sales of assets other than inventory			14	-154.	
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.		27,223.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 27,223.

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

Signature of officer or trustee: [signature] Date: 10/10/13 Title: DIRECTOR

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DUDLEY RYAN	[signature]	10/8/13		P01305894
Firm's name ▶ CLIFTONLARSONALLEN LLP			Firm's EIN ▶ 41-0746749	
Firm's address ▶ 220 SOUTH SIXTH STREET, SUITE 300 MINNEAPOLIS, MN 55402			Phone no. 612-376-4500	

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.

OMB No 1545-0047

2012

Name of the organization

THALER FAMILY FOUNDATION

Employer identification number

36-4622803

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, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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 Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THALER FAMILY FOUNDATION	36-4622803

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	THALER CHARITABLE LEAD ANNUITY TRUST 18 LEXINGTON DR BEVERLY, MA 01915-2612	$ 125,332.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THALER FAMILY FOUNDATION	36-4622803

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	Employer identification number
THALER FAMILY FOUNDATION	36-4622803

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. 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) ▶ $

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

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	75 SHRS ISHARES 1-3 YEAR TREASURY BOND FUND	P	05/07/09	01/12/12
b	1 SHR PHILLIPS 66	P	10/07/11	05/01/12
c	600 SHRS CHARLES SCHWAB, INC.	P	12/04/08	11/13/12
d	200 SHRS STRYKER	P	10/29/08	11/13/12
e	100 SHRS STRYKER	P	03/24/09	11/13/12
f	55 SHRS STRYKER	P	01/31/12	11/13/12
g	75 SHRS STRYKER	P	01/10/12	11/13/12
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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	6,330.		6,285.	45.
b	16.		15.	1.
c	7,555.		10,212.	-2,657.
d	10,579.		10,248.	331.
e	5,289.		3,332.	1,957.
f	2,907.		3,059.	-152.
g	3,964.		3,892.	72.
h	249.			249.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				45.
b				1.
c				-2,657.
d				331.
e				1,957.
f				-152.
g				72.
h				249.
i				
j				
k				
l				
m				
n				
o				

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	-154.
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

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WESTONKA STUDENT CELEBRATIONS PO BOX 505 MOUND, MN 55364		501(C)(3)	COMMUNITY SERVICES/PROGRAMS	3,000.
WESTONKA DISTRICT 277 FOUNDATION 5901 SUNNYFIELD ROAD EAST MINNETRISTA, MN 55364		501(C)(3)	COMMUNITY SERVICES/PROGRAMS	1,500.
ADATH JESHURUN FOUNDATION 10500 HILLSIDE LANE WEST MINNETONKA, MN 55305		501(C)(3)	COMMUNITY SERVICES/PROGRAMS	20,000.
WECAN 5213 SHORELINE DR MOUND, MN 55364		501(C)(3)	COMMUNITY SERVICES/PROGRAMS	2,000.
WESTONKA SPORTS ASSOCIATION 5901 SUNNYFIELD ROAD EAST MINNETRISTA, MN 55364		501(C)(3)	COMMUNITY SERVICES/PROGRAMS	2,000.
Total from continuation sheets				28,500.

223631
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	15,813.	249.	15,564.
CHARLES SCHWAB	11,112.	0.	11,112.
TOTAL TO FM 990-PF, PART I, LN 4	26,925.	249.	26,676.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NON-DIVIDEND DISTRIBUTIONS	701.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	701.	0.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	8,629.	7,766.		863.
TO FORM 990-PF, PG 1, LN 16C	8,629.	7,766.		863.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	251.	251.		0.
TO FORM 990-PF, PG 1, LN 18	251.	251.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MN AG FILING FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	25.	0.		25.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB - SEE ATTACHED ASSET LIST	FMV	1,086,284.	1,086,284.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,086,284.	1,086,284.

Alley Company

REALIZED GAINS AND LOSSES

Thaler Family Foundation

Consolidated Portfolio

7932-1273 & 2600-4078

From 12-31-11 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
05-07-2009	01-12-2012	75	iShares 1-3 Year Treasusry Bond Fund	6,285 28	6,329 93		44 65
10-07-2011	05-01-2012	1	Phillips 66	14 78	16 00	1 22	
12-04-2008	05-21-2012	600	Charles Schwab, Inc	10,211 77	7,554 90		-2,656 87
10-29-2008	11-13-2012	200	Stryker	10,248 39	10,578 93		330 54
03-24-2009	11-13-2012	100	Stryker	3,331 85	5,289 47		1,957 62
01-31-2012	11-13-2012	55	Stryker	3,058 70	2,907 06	-151 64	
01-10-2012	11-13-2012	75	Stryker	3,892 45	3,964 18	71 73	
TOTAL GAINS						72 95	2,332 81
TOTAL LOSSES						-151 64	-2,656 87
				37,043.22	**36,640.47**	**-78.69**	**-324.06**
TOTAL REALIZED GAIN/LOSS		-402 75					

Alley Company

PORTFOLIO APPRAISAL

Thaler Family Foundation

Consolidated Portfolio

7932-1273 & 2600-4078

December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Yield
COMMON STOCK									
Core Equity									
390	AFLAC Incorporated	38 36	14,959 16	53 12	20,716 80	1 7	1 40	546 00	2 6
350	Abbott Labs	51 48	18,019 30	65 50	22,925 00	1 9	2 04	714 00	3 1
100	Amazon	175 89	17,589 19	250 87	25,087 00	2.1	0 00	0.00	0.0
100	Apple Computer	93 09	9,308 95	532 17	53,217.29	4 4	10 60	1,060 00	2 0
640	BCE, Inc	38 60	24,703.47	42 94	27,481 60	2 3	2 31	1,475 20	5 4
235	Berkshire Hathaway Cl B	75 50	17,741 52	89 70	21,079 50	1 7	0.00	0 00	0 0
415	Bristol-Myers Squibb Co	33.91	14,072 47	32 59	13,524 85	1 1	1.40	581 00	4.3
450	CVS	32 65	14,692 07	48 35	21,757 50	1 8	0 90	405 00	1 9
215	Caterpillar Inc	84 92	18,257 14	89 61	19,265 83	1 6	2 08	447 20	2 3
520	Comcast Corp	36 45	18,954 47	37.36	19,427 20	1 6	0 65	338 00	1 7
347	Conoco Phillips	51 38	17,830 56	57 99	20,122 53	1 6	2 64	916 08	4 6
470	Emerson Electric	34 79	16,350.23	52 96	24,891 20	2 0	1 64	770 80	3.1
35	Google Inc	345 95	12,108 19	707 38	24,758 30	2 0	0 00	0 00	0 0
800	Intel	20 70	16,561 72	20 62	16,496.00	1 4	0 90	720 00	4 4
95	International Business Machines	167 73	15,934 42	191.55	18,197.25	1 5	3 40	323 00	1 8
475	JP Morgan Chase	40 07	19,033 83	43 97	20,885.32	1 7	1 20	570 00	2 7
33	MasterCard Incorporated	423 31	13,969 31	491 28	16,212 24	1.3	1 20	39 60	0.2
200	McDonald's Corp	73.67	14,734 43	88 21	17,642.00	1 4	3 08	616 00	3 5
500	Microchip Technology	29 68	14,839 72	32 59	16,295 00	1 3	1 40	701 00	4 3
635	Microsoft	27 66	17,563 48	26 71	16,960 66	1 4	0 92	584 20	3 4
910	Oracle Corp	21 21	19,305 42	33 32	30,321 20	2 5	0 24	218 40	0 7
580	Paychex	24 25	14,064 55	31 10	18,038 00	1.5	1 32	765 60	4 2
168	Perrigo Company	94 21	15,827 92	104 03	17,477 04	1 4	0 36	60 48	0 3
450	Philip Morris International	41.98	18,891.11	83 64	37,638 00	3 1	3 40	1,530 00	4 1
342	Phillips 66	42 23	14,444 28	53.10	18,160.20	1 5	1 00	342 00	1 9
150	Praxair Inc	100 23	15,034.07	109.45	16,417.50	1 3	2 20	330 00	2 0
240	Procter & Gamble	63 68	15,282 14	67 89	16,293 60	1 3	2 25	539 52	3 3

Alley Company

PORTFOLIO APPRAISAL

Thaler Family Foundation

Consolidated Portfolio

7932-1273 & 2600-4078

December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Yield
1,750	SPDR Financial Scl	10 99	19,238 35	16 39	28,682 50	2 4	0 29	504 00	1 8
340	Schlumberger	54 78	18,623.89	69 30	23,561.52	1 9	1.10	374 00	1.6
385	Starbucks Corp.	37 57	14,462 68	53 63	20,647 55	1 7	0.84	323 40	1.6
			492,398 04		664,180 18	54 4		15,794 48	2 4
Small & Mid Cap									
1,055	Vanguard Extended Mkt	31 45	33,178 77	60 50	63,827 50	5 2	0 99	1,046.56	1.6
445	iShares Core S&P Mid-Cap ETF	87 31	38,854 26	101 70	45,256 50	3 7	1 45	645 70	1 4
385	iShares Core S&P Small-Cap ETF	65 93	25,384.91	78 10	30,068 50	2 5	1 29	497 81	1 7
			97,417 94		139,152 50	11 4		2,190 06	1 6
International									
468	Vanguard Emerging Market Fund	42 15	19,728 01	44 53	20,840 04	1 7	0 98	456 30	2.2
TOTAL COMMON STOCK			609,543 99		824,172 72	67 5		18,440 84	2 2
REIT									
225	Cohen & Steer Realty Majors Index Fund	47.08	10,592.30	78 54	17,671 50	1 4	2 38	534 60	3 0
TOTAL REIT			10,592 30		17,671 50	1.4		534 60	3 0
FIXED INCOME EXCHANGE TRADED FUNDS									
810	Vanguard Total Bond Index Fund	78 67	63,719 28	84 03	68,064 30	5 6	2 22	1,799 82	2 6
420	iShares 1-3 Year Credit Bond Fund	104 74	43,990 59	105 48	44,301 60	3 6	1 65	692 58	1 6
1,420	iShares GS Investor Corporate Bond Fund	109 35	155,270 28	120 99	171,805 80	14 1	4 63	6,573 18	3 8

Alley Company

PORTFOLIO APPRAISAL

Thaler Family Foundation

Consolidated Portfolio

7932-1273 & 2600-4078

December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Yield
585	iShares High Yield Corporate Bond Fund	87 85	51,389 60	93 35	54,609 75	4 5	6 16	3,603 60	6 6
70	iShares Tips Bond Fund	100 11	7,007 44	121.41	8,498 70	0 7	2 69	188 51	2 2
			321,377 19		347,280 15	28 5		12,857 69	3 7
TOTAL FIXED INCOME EXCHANGE TRADED FUNDS			321,377.19		347,280 15	28 5		12,857 69	3 7
CASH AND EQUIVALENTS									
	Cash Account		-100,637 72		-100,637 72	-8 2	0 00	0 00	0 0
	Schwab Government Money Fund		128,616 47		128,616 47	10 5	0 02	25 72	0 0
	Schwab U S Treasury Money Fund		3,004 99		3,004 99	0 2	0 01	0 30	0 0
			30,983 74		30,983.74	2 5		26 02	0 1
TOTAL CASH AND EQUIVALENTS			30,983 74		30,983 74	2 5		26 02	0 1
TOTAL PORTFOLIO			**972,497.22**		**1,220,108.11**	**100.0**		**31,859.15**	**2.6**

Alley Company

PORTFOLIO APPRAISAL

Thaler Family Foundation

Consolidated Portfolio

7932-1273 & 2600-4078

December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Yield
COMMON STOCK									
Core Equity									
390	AFLAC Incorporated	38 36	14,959 16	53 12	20,716 80	1 7	1 40	546 00	2 6
350	Abbott Labs	51 48	18,019 30	65 50	22,925 00	1 9	2 04	714 00	3 1
100	Amazon	175 89	17,589 19	250 87	25,087.00	2 1	0.00	0.00	0.0
100	Apple Computer	93 09	9,308 95	532 17	53,217 29	4 4	10 60	1,060 00	2 0
640	BCE, Inc	38.60	24,703 47	42 94	27,481 60	2 3	2 31	1,475 20	5.4
235	Berkshire Hathaway Cl B	75 50	17,741.52	89 70	21,079 50	1 7	0 00	0 00	0 0
415	Bristol-Myers Squibb Co	33.91	14,072 47	32 59	13,524.85	1.1	1 40	581 00	4.3
450	CVS	32 65	14,692 07	48 35	21,757 50	1 8	0 90	405 00	1 9
215	Caterpillar Inc	84.92	18,257.14	89 61	19,265 83	1 6	2 08	447.20	2 3
520	Comcast Corp	36 45	18,954 47	37 36	19,427 20	1 6	0 65	338 00	1 7
347	Conoco Phillips	51 38	17,830 56	57 99	20,122 53	1 6	2 64	916 08	4 6
470	Emerson Electric	34 79	16,350 23	52 96	24,891.20	2 0	1 64	770 80	3 1
35	Google Inc	345 95	12,108 19	707 38	24,758 30	2 0	0 00	0 00	0 0
800	Intel	20 70	16,561 72	20.62	16,496 00	1.4	0 90	720 00	4 4
95	International Business Machines	167 73	15,934 42	191.55	18,197 25	1 5	3.40	323 00	1 8
475	JP Morgan Chase	40 07	19,033 83	43 97	20,885.32	1.7	1 20	570 00	2 7
33	MasterCard Incorporated	423 31	13,969 31	491 28	16,212 24	1 3	1 20	39 60	0 2
200	McDonald's Corp	73 67	14,734 43	88 21	17,642 00	1 4	3 08	616.00	3.5
500	Microchip Technology	29 68	14,839 72	32 59	16,295.00	1 3	1 40	701 00	4 3
635	Microsoft	27 66	17,563 48	26 71	16,960 66	1 4	0 92	584 20	3 4
910	Oracle Corp	21 21	19,305 42	33 32	30,321 20	2 5	0 24	218 40	0 7
580	Paychex	24 25	14,064 55	31 10	18,038 00	1 5	1 32	765 60	4 2
168	Perrigo Company	94 21	15,827 92	104 03	17,477 04	1 4	0 36	60 48	0 3
450	Philip Morris International	41 98	18,891 11	83 64	37,638 00	3 1	3 40	1,530 00	4 1
342	Phillips 66	42 23	14,444 28	53 10	18,160 20	1 5	1 00	342 00	1 9
150	Praxair Inc	100.23	15,034 07	109 45	16,417 50	1 3	2 20	330 00	2 0
240	Procter & Gamble	63 68	15,282 14	67 89	16,293 60	1 3	2 25	539 52	3 3

Alley Company

PORTFOLIO APPRAISAL

Thaler Family Foundation

Consolidated Portfolio

7932-1273 & 2600-4078

December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Yield
1,750	SPDR Financial Sel	10 99	19,238 35	16 39	28,682 50	2 4	0 29	504 00	1 8
340	Schlumberger	54 78	18,623 89	69 30	23,561 52	1 9	1 10	374 00	1 6
385	Starbucks Corp.	37 57	14,462 68	53 63	20,647 55	1 7	0 84	323 40	1 6
			492,398 04		664,180 18	54 4		15,794 48	2 4
Small & Mid Cap									
1,055	Vanguard Extended Mkt	31 45	33,178 77	60.50	63,827.50	5 2	0 99	1,046.56	1 6
445	iShares Core S&P Mid-Cap ETF	87 31	38,854 26	101 70	45,256 50	3 7	1 45	645 70	1 4
385	iShares Core S&P Small-Cap ETF	65 93	25,384 91	78 10	30,068 50	2 5	1.29	497 81	1.7
			97,417 94		139,152 50	11 4		2,190 06	1 6
International									
468	Vanguard Emerging Market Fund	42 15	19,728 01	44 53	20,840 04	1 7	0 98	456 30	2 2
TOTAL COMMON STOCK			609,543 99		824,172 72	67 5		18,440 84	2 2
REIT									
225	Cohen & Steer Realty Majors Index Fund	47 08	10,592 30	78 54	17,671 50	1 4	2 38	534 60	3 0
TOTAL REIT			10,592 30		17,671.50	1 4		534 60	3 0
FIXED INCOME EXCHANGE TRADED FUNDS									
810	Vanguard Total Bond Index Fund	78 67	63,719 28	84 03	68,064 30	5 6	2 22	1,799 82	2 6
420	iShares 1-3 Year Credit Bond Fund	104 74	43,990 59	105 48	44,301 60	3 6	1 65	692 58	1 6
1,420	iShares GS Investor Corporate Bond Fund	109 35	155,270 28	120.99	171,805 80	14 1	4 63	6,573.18	3 8

Alley Company

PORTFOLIO APPRAISAL

Thaler Family Foundation

Consolidated Portfolio

7932-1273 & 2600-4078

December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Yield
585	iShares High Yield Corporate Bond Fund	87 85	51,389 60	93 35	54,609 75	4 5	6 16	3,603 60	6 6
70	iShares Tips Bond Fund	100 11	7,007 44	121 41	8,498 70	0 7	2.69	188 51	2.2
			321,377 19		347,280 15	28 5		12,857 69	3 7
TOTAL FIXED INCOME EXCHANGE TRADED FUNDS			321,377 19		347,280 15	28 5		12,857 69	3 7
CASH AND EQUIVALENTS									
	Cash Account		-100,637 72		-100,637 72	-8 2	0 00	0 00	0 0
	Schwab Government Money Fund		128,616 47		128,616 47	10 5	0.02	25.72	0 0
	Schwab U S Treasury Money Fund		3,004 99		3,004 99	0 2	0 01	0 30	0 0
			30,983 74		30,983 74	2 5		26 02	0.1
TOTAL CASH AND EQUIVALENTS			30,983 74		30,983 74	2 5		26 02	0 1
TOTAL PORTFOLIO			**972,497.22**		**1,220,108.11**	**100.0**		**31,859.15**	**2.6**

Alley Company

PORTFOLIO APPRAISAL

Thaler Family Foundation

Consolidated Portfolio

7932-1273 & 2600-4078

December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Yield
COMMON STOCK									
Core Equity									
390	AFLAC Incorporated	38 36	14,959 16	53 12	20,716 80	1 7	1 40	546 00	2 6
350	Abbott Labs	51 48	18,019 30	65 50	22,925 00	1 9	2 04	714 00	3 1
100	Amazon	175 89	17,589 19	250 87	25,087 00	2 1	0 00	0 00	0 0
100	Apple Computer	93 09	9,308 95	532 17	53,217 29	4 4	10 60	1,060 00	2 0
640	BCE, Inc	38 60	24,703 47	42 94	27,481.60	2 3	2 31	1,475 20	5.4
235	Berkshire Hathaway Cl B	75 50	17,741 52	89 70	21,079.50	1.7	0 00	0 00	0.0
415	Bristol-Myers Squibb Co	33.91	14,072 47	32 59	13,524 85	1 1	1 40	581 00	4 3
450	CVS	32 65	14,692 07	48 35	21,757 50	1 8	0 90	405 00	1 9
215	Caterpillar Inc	84 92	18,257.14	89 61	19,265.83	1.6	2 08	447 20	2 3
520	Comcast Corp	36 45	18,954 47	37 36	19,427.20	1.6	0 65	338 00	1 7
347	Conoco Phillips	51 38	17,830 56	57 99	20,122 53	1 6	2 64	916 08	4 6
470	Emerson Electric	34 79	16,350 23	52 96	24,891 20	2 0	1 64	770 80	3 1
35	Google Inc	345 95	12,108 19	707 38	24,758 30	2 0	0 00	0 00	0 0
800	Intel	20 70	16,561 72	20 62	16,496 00	1 4	0 90	720 00	4.4
95	International Business Machines	167 73	15,934 42	191.55	18,197 25	1 5	3 40	323 00	1 8
475	JP Morgan Chase	40 07	19,033 83	43.97	20,885 32	1 7	1 20	570.00	2 7
33	MasterCard Incorporated	423.31	13,969 31	491 28	16,212 24	1 3	1 20	39 60	0.2
200	McDonald's Corp	73 67	14,734 43	88 21	17,642 00	1 4	3 08	616 00	3 5
500	Microchip Technology	29 68	14,839 72	32 59	16,295 00	1 3	1 40	701 00	4.3
635	Microsoft	27 66	17,563 48	26 71	16,960 66	1 4	0 92	584 20	3 4
910	Oracle Corp.	21 21	19,305.42	33 32	30,321 20	2 5	0 24	218 40	0.7
580	Paychex	24 25	14,064 55	31 10	18,038 00	1 5	1 32	765 60	4 2
168	Perrigo Company	94.21	15,827 92	104 03	17,477 04	1 4	0.36	60 48	0 3
450	Philip Morris International	41 98	18,891 11	83.64	37,638 00	3 1	3.40	1,530.00	4 1
342	Phillips 66	42 23	14,444 28	53 10	18,160.20	1 5	1 00	342.00	1 9
150	Praxair Inc	100.23	15,034 07	109.45	16,417 50	1 3	2 20	330 00	2.0
240	Procter & Gamble	63 68	15,282 14	67 89	16,293 60	1 3	2 25	539 52	3 3

Alley Company

PORTFOLIO APPRAISAL

Thaler Family Foundation

Consolidated Portfolio

7932-1273 & 2600-4078

December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Yield
1,750	SPDR Financial Sel	10 99	19,238 35	16 39	28,682 50	2 4	0 29	504 00	1 8
340	Schlumberger	54 78	18,623 89	69 30	23,561 52	1 9	1.10	374 00	1 6
385	Starbucks Corp	37.57	14,462 68	53 63	20,647 55	1 7	0 84	323.40	1 6
			492,398 04		664,180 18	54 4		15,794 48	2 4
Small & Mid Cap									
1,055	Vanguard Extended Mkt	31 45	33,178 77	60 50	63,827 50	5 2	0 99	1,046 56	1 6
445	iShares Core S&P Mid-Cap ETF	87 31	38,854 26	101.70	45,256 50	3 7	1 45	645 70	1 4
385	iShares Core S&P Small-Cap ETF	65 93	25,384 91	78 10	30,068.50	2 5	1 29	497 81	1.7
			97,417 94		139,152 50	11 4		2,190 06	1 6
International									
468	Vanguard Emerging Market Fund	42 15	19,728 01	44 53	20,840 04	1 7	0 98	456 30	2.2
TOTAL COMMON STOCK			609,543 99		824,172 72	67 5		18,440 84	2 2
REIT									
225	Cohen & Steer Realty Majors Index Fund	47 08	10,592 30	78 54	17,671 50	1 4	2 38	534 60	3.0
TOTAL REIT			10,592 30		17,671 50	1.4		534 60	3 0
FIXED INCOME EXCHANGE TRADED FUNDS									
810	Vanguard Total Bond Index Fund	78 67	63,719 28	84 03	68,064 30	5 6	2 22	1,799 82	2 6
420	iShares 1-3 Year Credit Bond Fund	104 74	43,990 59	105 48	44,301 60	3 6	1 65	692 58	1 6
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Alley Company

PORTFOLIO APPRAISAL

Thaler Family Foundation
Consolidated Portfolio
7932-1273 & 2600-4078

December 31, 2012

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Unit Income	Annual Income	Yield
585	iShares High Yield Corporate Bond Fund	87 85	51,389 60	93 35	54,609 75	4 5	6 16	3,603 60	6 6
70	iShares Tips Bond Fund	100 11	7,007 44	121 41	8,498 70	0 7	2 69	188 51	2 2
			321,377 19		347,280 15	28 5		12,857 69	3 7
TOTAL FIXED INCOME EXCHANGE TRADED FUNDS			321,377 19		347,280 15	28 5		12,857.69	3 7
CASH AND EQUIVALENTS									
	Cash Account		-100,637 72		-100,637 72	-8 2	0 00	0 00	0 0
	Schwab Government Money Fund		128,616.47		128,616 47	10 5	0.02	25 72	0 0
	Schwab U S Treasury Money Fund		3,004 99		3,004 99	0 2	0 01	0 30	0 0
			30,983 74		30,983 74	2 5		26 02	0 1
TOTAL CASH AND EQUIVALENTS			30,983 74		30,983 74	2 5		26 02	0 1
TOTAL PORTFOLIO			**972,497.22**		**1,220,108.11**	**100.0**		**31,859.15**	**2.6**

Alley Company

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7932-1273 & 2600-4078

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PORTFOLIO APPRAISAL

Thaler Family Foundation

Consolidated Portfolio

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			492,398 04		664,180 18	54 4		15,794 48	2 4
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TOTAL COMMON STOCK			609,543 99		824,172 72	67 5		18,440 84	2 2
REIT									
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TOTAL REIT			10,592 30		17,671 50	1 4		534 60	3 0
FIXED INCOME EXCHANGE TRADED FUNDS									
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1,420	iShares GS Investor Corporate Bond Fund	109 35	155,270 28	120 99	171,805 80	14 1	4 63	6,573 18	3 8

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70	iShares Tips Bond Fund	100 11	7,007 44	121 41	8,498 70	0 7	2 69	188 51	2.2
			321,377 19		347,280 15	28 5		12,857 69	3 7
TOTAL FIXED INCOME EXCHANGE TRADED FUNDS			321,377 19		347,280 15	28 5		12,857 69	3.7
CASH AND EQUIVALENTS									
	Cash Account		-100,637 72		-100,637 72	-8 2	0 00	0 00	0 0
	Schwab Government Money Fund		128,616 47		128,616 47	10 5	0 02	25.72	0.0
	Schwab U S Treasury Money Fund		3,004 99		3,004 99	0 2	0 01	0 30	0 0
			30,983 74		30,983 74	2 5		26.02	0.1
TOTAL CASH AND EQUIVALENTS			30,983 74		30,983 74	2 5		26 02	0 1
TOTAL PORTFOLIO			**972,497.22**		**1,220,108.11**	**100.0**		**31,859.15**	**2.6**

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THALER FAMILY FOUNDATION	36-4622803
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O. box, see instructions. 3316 WILLIAMS LANE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MINNETRISTA, MN 55364	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ SHARON R. P. THALER 3316 WILLIAMS LANE - MINNETRISTA, MN 55364
  Telephone No ▶ 612-670-0100 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______________ , and ending ______________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 176.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 1,658.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions THALER FAMILY FOUNDATION	Employer identification number (EIN) or 36-4622803
	Number, street, and room or suite no If a P.O. box, see instructions. 3316 WILLIAMS LANE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions MINNETRISTA, MN 55364	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990 PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ SHARON R. P. THALER 3316 WILLIAMS LANE - MINNETRISTA, MN 55364

  Telephone No ▶ 612-670-0100 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______________ , and ending ______________ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER ALL OF THE INFORMATION NECESSARY TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 178.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 1,658.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ [illegible] CPA Title ▶ CERTIFIED PUBLIC ACCT. Date ▶ 8/12/2013

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