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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Department of the Treasury

SGANNED OCT 2 1 2013

Treated as a Private Foundation be able to use a copy of this return to satisfy s

OMB No 1545-0052

or cale	endar year 2012 or tax year beginning		, 2012, and en	ding	, 20
	foundation THE ALVIN AND FANN	B. THALHEIMER		1 .	lentification number
FOUN	DATION, INC.			52-603	8383
Number	and street (or P O box number if mail is not delivered	ed to street address)	Room/s	uite B Telephone	number (see instructions)
CO O F	CUTTU NUTUUT CUTTU D 100			}	(410) 415-7600
	SMITH AVENUE, SUITE B 100 own, state, and ZIP code				
City of t	own, state, and zir code			C If exemption	application is
BALT	IMORE, MD 21209			pending, chec	application is k here · · · · · · · · ·
	k all that apply Initial return	Initial ceturn o	of a former public ch	arity	
01100	Final return	Amended ret	•	. I ordigit or	ganizations, check here . P L ganizations meeting the
	Address change	X Name change		85% test, o	theck here and attach
Chec	k type of organization X Section 501				
Se	ction 4947(a)(1) nonexempt charitable trust	Other taxable pri	vate foundation		ndation status was terminated in 507(b)(1)(A), check here
Fair	narket value of all assets at end JAcco	ounting method X Ca	ash Accrual		tion is in a 60-month termination
		Other (specify)		under section	507(b)(1)(B), check here . >
16)		, column (d) must be on	cash basis)		(4) D. E
•	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted ne income	purposes
1	column (a) (see instructions))	140,000.		<u>-</u>	(cash basis only)
	contributions, grits, grants, etc., received (attach schedule). The foundation is not required to schedule.				
	nterest on savings and temporary cash investments		···		
	Dividends and interest from securities	256,355.	256,355	•	ATCH 1
	Gross rents				
	let rental income or (loss)				
bo	let gain or (loss) from sale of assets not on line 10 Gross sales price for all	1,086,167.			
	essets on line 6a Capital gain net income (from Part IV, line 2) ,			0	
	Net short-term capital gain				0
9 I	ncome modifications · · · · · · · · · · · · · · · · · · ·				
10 a G	Pross sales less returns and allowances				
bι	ess Cost of goods sold .			<u> </u>	
	Gross profit or (loss) (attach schedule)	480,070.	480,070	 	
l	Other income (attach schedule) ATCH 2	1,962,592.	736,425		0
12_1	Total. Add lines 1 through 11 1/	1,302,332.	730,423	1	
	Jompensation of officers, directors, trustees, etc.				
14 (15 F) 16a L b A c (17 I) 18 T 19 [20 (21 T) 22 F) 23 (24 T)	Other employee salaries and wages Pension plans, employee benefits 2013	·			
16a L	egal fees (attach schedule) ATCH 3	5,624.	5,624	•	
b /	Accounting fees (attach schedule)		<u>.</u>		
c (Other professional less (attach schedule)				
17 I	nterest				
18 7	Taxes (attach schedule) (see instructions) ${ m ATCH}$. 4	14,681.	14,681	-	
19 [Depreciation (attach schedule) and depletion .	2,615.			
20 (Occupancy				
21	Fravel, conferences, and meetings				
22 F	Printing and publications	193,151.	182,832		10,319
23 (Other expenses (attach schedule) ATCH . 5 .		102,032		10,319
24	Total operating and administrative expenses	216,071.	203,137	· .	10,319
25 (Add lines 13 through 23	897,500.		1	897,500
	Contributions, girts, grants paid	1 113 571	203,137		0 907,819
	Subtract line 26 from line 12		<u> </u>		
	Excess of revenue over expenses and disbursements	849,021.			
	Net investment income (if negative, enter -0-)		533,288		
	Adjusted net income (if negative, enter -0-)				0
- 0	erwork Reduction Act Notice, see instruction	s.			Form 990-PF (2012)

JSA For Paperwork Reduction Act Notice, see instructions. 2E1410 1 000 TF8721 597X

Part II		Ralanca Shoots	Attached schedules and amounts in the description column should be for end-of-year	Beginning of year	End	l of year
	artii	Datatice Streets	amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bear	ıng	242,559.	32,939	
	2	,	cash investments	77,514.	77,515	77,515.
	3	Àccounts receivable ▶				
		Less allowance for dou	btful accounts ▶			
	4			-		
	•		btful accounts ▶			
	5					
	6		officers, directors, trustees, and other			
	•		tach schedule) (see instructions)			
	7		receivable (attach schedule)			
	•		btful accounts			
s	8					
ssets	-	Depart expenses and d	se			
As	9		leferred charges			
•			te government obligations (attach schedule)			
			e stock (attach schedule)			
	11	Investments - corporate Investments - land, building	e bonds (attach schedule)			-
		(attach schedule)	ation			
	12	Investments - mortgage	loans	17,174,548.	18,235,803	21,377,782.
	13 14	Investments - other (atta		17,174,540.	10,233,003	21,311,102.
		equipment basis Less accumulated deprecia				
		(attach schodule)		2 615		
	15		►ATCH 7)	2,615.		
	16		completed by all filers - see the	17 407 026	10 246 257	21 400 236
_			page 1, item l)	17,497,236.	18,346,257	21,488,236.
	17	Accounts payable and a	accrued expenses			_
	18	Grants payable				_
es	19	Deferred revenue				
Ξ	20	Loans from officers, director	ors, trustees, and other disqualified persons			
Liabilities	21		otes payable (attach schedule)			
_	22	Other liabilities (describ	e ▶) _			
_	23	Total liabilities (add line	es 17 through 22)	0		0
			llow SFAS 117, check here ▶ 🔠			
ces		and complete lines	24 through 26 and lines 30 and 31.			
ž	24	Unrestricted				
or Fund Balan	25					
8	26	Permanently restricted				
Š		Foundations that do	not follow SFAS 117,			
Ē		check here and com	plete lines 27 through 31. ▶ 🔯			
	27	Capital stock, trust prin	cipal, or current funds			
Assets	28	Paid-in or capital surplus, o	or land, bldg, and equipment fund			
As	29	Retained earnings, accum	ulated income, endowment, or other funds	17,497,236.	18,346,257	
Net	30	Total net assets or fun	d balances (see instructions)	17,497,236.	18,346,257	<u>7 .</u>]
Z	31	Total liabilities and	net assets/fund balances (see			
		instructions)	<u>. ,</u>	17,497,236.	18,346,25	7.
F	art l	Analysis of Ch	anges in Net Assets or Fund E	Balances		
1	Tota	I net assets or fund b	palances at beginning of year - Part	II, column (a), line 30 (n	nust agree with	
			d on prior year's return)			
2			line 27a			849,021
3	Othe	er increases not includ				
						18,346,257
5		reases not included in			5	
_			alances at end of year (line 4 minus l	ne 5) - Part II, column (b).	line 30 6	18,346,257
_						

Part IV Capital Gains and Losses for Tax on Investment Income

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If (loss), enter -0- in Part I, line 7 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8. 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 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 peniod years (a) (b) (c) Net value of nonchantable-use assets (col (b) divided by col (c))
c (e) Gross sales price (f) Depreciation allowed (or allowable) (g) Cost or other basis plus expense of sale (e) plus (f) minus (g) a b c (d) Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (g) plus (f) minus (g) Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (g) Adjusted basis as of 12/31/69 (g) Adjusted basis (k) Excess of col (i) col (k), but not less than -0-) or col (k), if gain, also enter in Part I, line 7 (f) (loss), enter -0- in Part I, line 7 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 7 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I, line 8 (g) and so enter in Part I,
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(e) Gross sales price (f) Depreciation allowed (or allowable) (g) Cost or other basis plus expense of sale (h) Sain or (loss) (e) plus (f) minus (g) b c d 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 (j) Adjusted basis as of 12/31/69 (j) Adjusted basis as of 12/31/69 (j) Figure, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 Janualification 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? If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part Letter the appropriate amount in each column for each year, see the instructions making any entines (a) Base period years Calendar year (the year beginning in) Adjusted qualifying distributions (b) Adjusted qualifying distributions (g) Cost or other basis plus (h) in minus (g) (ii) Gains (Col (h) gain minus col (k), but not less than -0-) of (k), but not less than
(e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) plus expense of sale (e) plus (f) minus (g) (f) Gains (Col (h) gain minus (col (k), but not less than -0-) ocl (k), but not less than -0-) oc
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c d e 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 2 1,086,19 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in } Part I, line 8
c d e 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8. 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 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 pend years Calendar year (or tax year beginning in) Adjusted qualifying distributions Net value of nonchantable-use assets (col (b) divided by col (c))
d e 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 8 If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 8 If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 8 If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in Part I, line 8 If (loss), enter -0- in P
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 (a) Base penod years Calendar year (or tax year beginning in) Adjusted qualifying distributions Adjusted qualifying distributions A part I, line 7 If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 If (loss), enter -0- in Part I, line 7 2
2 Capital gain net income or (net capital loss) {
If (loss), enter -0- in Part I, line 7 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8. Part I, line 8. 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 [a] Enter the appropriate amount in each column for each year, see the instructions before making any entries (a) Base peniod years (b) (c) Net value of nonchantable-use assets (col (b) divided by col (c))
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8
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? 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) (b) (b) (c) (d) Distribution ratio (col (b) divided by col (c))
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? 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) (b) (b) Adjusted qualifying distributions Net value of nonchantable-use assets (cc) (d) Distribution ratio (col (b) divided by col (c))
(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? 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) (b) (b) (c) (d) Distribution ratio (col (b) divided by col (c))
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? 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) (b) (c) (d) Distribution ratio (col (b) divided by col (c))
(a) Base penod years Calendar year (or tax year beginning in) (b) Adjusted qualifying distributions (c) Net value of nonchantable-use assets (col. (b) divided by col. (c))
Base period years Calendar year (or tax year beginning in) Adjusted qualifying distributions Net value of nonchantable-use assets October 100 (col (b) divided by col (col)
070 617 20 640 100 0 047
2011 978,617. 20,649,100. 0.047
2010 1,296,471. 20,101,123. 0.064
2009 1,395,981. 18,576,553. 0.075
2008 2,749,770. 23,689,386. 0.116
2007 926,057. 29,402,004. 0.031
2 Total of line 1, column (d) 2 0.334
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.066
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5
5 Multiply line 4 by line 3
6 Enter 1% of net investment income (1% of Part I, line 27b)
7 Add lines 5 and 6
8 Enter qualifying distributions from Part XII, line 4

_	990-PF (2012) THE ALVIN AND FANNY B. THALHEIMER 52-603	2202	_	
	990-PF (2012) THE ALVIN AND FANNY B. THALHEIMER 52-603 tVI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see in			age 4
		<i>3</i> a.c		
1 a	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1			
h	Date of ruling or determination letter (attach copy of letter if necessary - see instructions) Domestic foundations that meet the section 4940(e) requirements in Part V, check		10,6	66.
_	here land enter 1% of Part I, line 27b			
·	Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 2			
3	Add lines 1 and 2		10,6	66.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		10,6	66.
6	Credits/Payments			
а	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 43, 282.			
	Exempt foreign organizations - tax withheld at source 6b			
С	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		43,2	82.
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		32,6	16.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 32,616. Refunded ▶ 11			
	t VII-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate		Yes	No
	or intervene in any political campaign?	1a		X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the			v
	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			v
	Did the foundation file Form 1120-POL for this year?	1c		<u>X</u>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation \blacktriangleright \$			
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on			
	foundation managers > \$			х
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		
•	If "Yes," attach a detailed description of the activities Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation,			
3		3	х	
4 a	or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	4a		Х
+a b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Х	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
•	ff "Yes," attach the statement required by General Instruction T			
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	Х	
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	Х	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	MD,			
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)	1		
	of each state as required by General Instruction G? If "No," attach explanation	8b	Х	ļ
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or		ļ	
	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	ļ	X

Х Form 990-PF (2012)

addresses

Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses ATCH 9

orm	990-PF (2012) THE ALVIN AND FANNY B. THALHEIMER 52-6030	3383		Page 5
Pa	rt VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the			
	meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	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	Х	
	Website address WWW.THALHEIMERFOUNDATION.ORG			
14	The books are in care of ▶ JULIET A EURICH, EXECUTIVE DIR Telephone no ▶ 410-415	-76	50	
	Located at \triangleright 6225 SMITH AVE., B-100 BALTIMORE, MD ZIP+4 \triangleright 21209			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		•	\Box
	and enter the amount of tax-exempt interest received or accrued during the year			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority		Yes	No
	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			
Рa	rt 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
1 a	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?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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)?			İ
	(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		ļ	
	termination of government service, if terminating within 90 days)			
t	olf any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here			
(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	ļ	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))			
á	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 ,,,,,,,,			
ŀ	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		1	
	all years listed, answer "No" and attach statement - see instructions)	2b		
•	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
	>			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise			
	at any time during the year?			1
ı	olf "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)	3b	<u> </u>	X
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
ı	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	i	X

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

(a) Name and address of each employee paid more than \$50,000 but on the plans and deferred devoted to position where the plans and deferred compensation of the pla

Form 990-PF (2012)

JSA

2E1460 1 000 TF8721 597X

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

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Pa	art X Minimum Investment Return (All domestic foundations must complete this part F see instructions)		ions,
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, et-	С,	
	purposès		
а	Average monthly fair market value of securities	1a	18,430,053.
b	Average of monthly cash balances	1b	2,610,136.
С	Fair market value of all other assets (see instructions)	1c	
d		1d	21,040,189.
е			
	1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3			21,040,189.
4	Subtract line 2 from line 1d Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see		
		1 4 1	315,603.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	20,724,586.
6	Minimum investment return. Enter 5% of line 5	. 6	1,036,229.
Pa	art 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		
1	Minimum investment return from Part X, line 6	1	1,036,229.
2 a	Tax on investment income for 2012 from Part VI, line 5 2a 10, 6	566.	
b	Income tax for 2012 (This does not include the tax from Part VI)		
		2c	10,666.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,025,563.
4	Recoveries of amounts treated as qualifying distributions		
5		1 = 1	1,025,563.
6			
7	Deduction from distributable amount (see instructions) Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII,		
•	line 1 · · · · · · · · · · · · · · · · · ·		1,025,563.
Pa	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		007 010
а		1a	907,819.
b	Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, et	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, ef purposes	1 2 1	
3	Amounts set aside for specific charitable projects that satisfy the		
а	Suitability test (prior IRS approval required)	3a	
b			
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	907,819.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment incor	me	
-	Enter 1% of Part I, line 27b (see instructions)		0
6	Adjusted qualifying distributions. Subtract line 5 from line 4		907,819.
-	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when qualifies for the section 4940(e) reduction of tax in those years	n calculating w	hether the foundation

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Form 990-PF (2012) Page 9 Part XIII Undistributed Income (see instructions) Corpus Years prior to 2011 2011 2012 Distributable amount for 2012 from Part XI. 1,025,563. line 7 Undistributed income, if any, as of the end of 2012 Enter amount for 2011 only . . . Total for pnor years 20 10 ,20 09 ,20 08 Excess distributions carryover, if any, to 2012 From 2007 1,526,121. From 2008 468,950. c From 2009 304,607. **d** From 2010 From 2011 f Total of lines 3a through e 2,299,678 Qualifying distributions for 2012 from Part XII, 907,819. line 4 ▶ \$ a Applied to 2011, but not more than line 2a . . . b Applied to undistributed income of prior years (Election required - see instructions) Treated as distributions out of corpus (Election required - see instructions) 907,819. d Applied to 2012 distributable amount Remaining amount distributed out of corpus . . Excess distributions carryover applied to 2012 117,744 117,744. (If an amount appears in column (d), the same amount must be shown in column (a) Enter the net total of each column as indicated below: 2,181,934 Corpus Add lines 3f, 4c, and 4e Subtract line 5 Prior years' undistributed income Subtract line 4b from line 2b Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b Taxable amount - see instructions . . Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) Excess distributions carryover to 2013. 2,181,934 Subtract lines 7 and 8 from line 6a Analysis of line 9

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a Excess from 2008 . . .

b Excess from 2009 . . .

c Excess from 2010 . . . d Excess from 2011 . . . e Excess from 2012 . . .

1,408,377.

468,950

304,607.

Pa	rt XIV Private Oper	ating Foundations (see instructions and	Part VII-A, question	1 9)	NOT APPLICABL
1 a	If the foundation has foundation, and the ruling				ating -	
b	Check box to indicate wh				4942())(3) or 4942(j)(5)
2 a	•	Tax year		Prior 3 years		
2 8	Enter the lesser of the ad- justed net income from Part	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
	I or the minimum investment return from Part X for each					
	year listed					
C	85% of line 2a					
·	XII, line 4 for each year listed .					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
е	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 a	Complete 3a, b, or c for the alternative test relied upon "Assets" alternative test - enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" afternative test- enter 2/3 of minimum invest-					
	ment 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 secunties 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)			1		
	organization (4) Gross investment income					· · · · · · · · · · · · · · · · · · ·
Pa		ary Information (C		only if the found	ation had \$5,000	or more in assets
_	<u> </u>	during the year - se	<u> </u>			
1	Information Regardin List any managers of			a than 2% of the tota	L contributions receiv	ed by the foundation
a	before the close of any	y tax year (but only if th	ney have contributed r	more than \$5,000) (S	ee section 507(d)(2))	ed by the roundation
-	N/A	the foundation who	own 10% or more of	the stock of a corn	oration (or an equally	large portion of the
,	 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 					large portion of the
	N/A					
2	Information Regardin	g Contribution, Grant	, Gift, Loan, Scholarsh	nip, etc., Programs:		
	unsolicited requests f		ation makes gifts, gra			
_	other conditions, comp			an to whom applications	s should be addressed	
đ	The name, address, and telephone number or e-mail of the person to whom applications should be addressed ATCH 11					
b	The form in which app	lications should be su	bmitted and information	on and materials they	should include	
_	BY LETTER					
С	Any submission deadl	ines				
	NONE					
d	Any restrictions or lifactors	imitations on awards	, such as by geogra	aphical areas, charita	ble fields, kinds of	institutions, or other
	THE FOUNDA	TION DOES NOT M	IAKE GRANTS OR	GIFTS TO INDIV	IDUALS.	

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Part XV Supplementary Information 3 Grants and Contributions Paid Du	ring the Year or App	roved for F	uture Payment	
3 Grants and Contributions Paid Du Recipient Name and address (home or business)	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or contribution	Amount
Nàme and address (home or business)	any foundation manager or substantial contributor	recipient	contribution	7,11100111
a Paid during the year				
ATCH 12				
Total				897,50
b Approved for future payment		1		
ATCH 13				
Total		!		396,00
	 		<u>.</u>	50m 990-PF (20

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Part XVI-A Analysis of Income-Produ	cing Activ	vities			
Enter gross amounts unless otherwise indicated		ated business income	Excluded by	y section 512, 513, or 514	(e) Related or exempt
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	function income (See instructions)
a					(000 111011 0000110)
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	256,355.	
4 Dividends and interest from securities			13	250,555.	
5 Net rental income or (loss) from real estate			-		
a Debt-financed propertyb 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	1,566,237.	
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				1 222 522	
12 Subtotal Add columns (b), (d), and (e)				1,822,592.	
13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calc					1,622,392.
Part XVI-B Relationship of Activities		complishment of E	xempt Purp	oses	
Line No. Explain below how each activit					uted importantly to the
▼ accomplishment of the foundation	-				
		. parpoood (ourier aran	, p	, rango to: oue parpood	
					
					
					<u> </u>
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Form 990-PF	(2012)	THE ALVI	N AND FANNY	B. THALHEIME	CR .	52-603838	3 P	age 13
Part XVI	Information Re Exempt Organ		insfers To and	Transactions a	and Relationship	s With Noncha	ritabl	е
1 Did t	he organization direct	ly or indirectly	engage in any of t	ne following with	any other organizati	on described	Yes	No
	ction 501(c) of the Co nizations?	de (other than s	section 501(c)(3) o	organizations) or i	n section 527, relatir	ng to political		
a Trans	sfers from the reportin	g foundation to	a noncharitable ex	empt organization	n of			١.,
(1) C	ash							X
(2) Other assets								<u> </u>
b Other transactions (1) Sales of assets to a noncharitable exempt organization								x
			· -			1		X
	urchases of assets fro		• •					$\frac{x}{x}$
	ental of facilities, equi							$\frac{x}{x}$
	leimbursement arrange							 X
	oans or loan guarantee							X
, ,	erformance of service ing of facilities, equipm		-				· I =	X
	e answer to any of th							narket
value	e of the goods, other e in any transaction or (b) Amount involved	sharing arrang	ces given by the r gement, show in concharitable exempt org	olumn (d) the val	on If the foundation ue of the goods, oth Description of transfers, tra	er assets, or serv	ces rec	eived
(a) Line no	(b) Amount involved	N/A	onchantable exempt org	anization (d)	Description of transiers, tre	ansactions, and snaring t	andigenie	
	-						-	
desc	e foundation directly cribed in section 501(c) es," complete the follo	of the Code (o					Yes [× No
	(a) Name of organizatio		(b) Type of	organization	(c) De	scription of relationship		
							-	

b it res, complete the following schedul	<u> </u>	
(a) Name of organization	(b) Type of organization	(c) Description of relationship
 		<u> </u>
	I	

	Under penalties of penury, I declare that I have exam correct, and complete Declaration of preparer (other than	nined this return, including accompanying taxpayer) is based on all information of which	schedules and statements, and to the best preparer has any knowledge	of my knowledge and belief, it is true
Here	JULIET A. EURICH	19-12-13	Exec. Director	May the IRS discuss this return with the preparer shown below

1010					<u> </u>	with the property of the control	
	Æ	ature of officer or trustee	Date	Title		(see instructions)? X Yes No	
Paid		Print/Type preparer's name	Preparer's signature	Date		Check If PTIN self-employed	
repai		Firm's name			Firm's	s EIN 🕨	
Jse Or	nly j	Firm's address ▶		<u>. </u>			
					Phon	e no	
	•					Farm 990-PE (2012)	

Schedule B

(Form 990, 990-EZ, or 990-PF)

Schedule of Contributors ► Attach to Form 990. Form 990-EZ, or Form 990-PF. OMB No. 1545-0047

Department of the Treasury Internal Revenue Service Name of the organization Employer identification number THE ALVIN AND FANNY B. THALHEIMER FOUNDATION, INC. 52-6038383 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 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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

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 THE ALVIN AND FANNY B. THALHEIMER FOUNDATION, INC.

Employer identification number 52-6038383

Part I	Contributors (see instructions).	Use duplicate copies of Part I if additional space is needed
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(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution	
1 -	LORD BALTIMORE INVESTMENT PARTNERS 6225 SMITH AVENUE, SUITE B100 BALTIMORE, MD 21209	\$140,000.	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	
		Total contributions	Person Payroll Noncash (Complete Part II if there is	
No.	Name, address, and ZIP + 4	\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution)	
No.	Name, address, and ZIP + 4	\$ (c) Total contributions	Type of contribution Person Payroll Noncash (Complete Part II if there is a noncash contribution) (d) Type of contribution Person Payroll Noncash (Complete Part II if there is	

Name of organization THE ALVIN AND FANNY B. THALHEIMER FOUNDATION, INC.

Employer identification number 52-6038383

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
		\$	
			

Schedule B (Form 990, 990-EZ, or 990-PF) (2012) Page 4 Name of organization THE ALVIN AND FANNY B. THALHEIMER **Employer identification number** FOUNDATION, INC. 52-6038383 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 See instructions.) Use duplicate copies of Part III if additional space is needed. (a) No. from Part I (b) Purpose of gift (c) Use of gift (d) Description of how gift is held (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I (e) Transfer of gift Transferee's name, address, and ZIP + 4 Relationship of transferor to transferee (a) No. from (b) Purpose of gift (c) Use of gift (d) Description of how gift is held Part I

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Transferee's name, address, and ZIP + 4

(e) Transfer of gift

Relationship of transferor to transferee

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

Kind of	CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMEN Kind of Property Description		or Date D acquired		Date sold			
Grdss sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	니	Gain or (loss)	· · · · · · · · · · · · · · · · · · ·
expenses or suic	anowable	TOTAL SHORT			<u>-</u>	Ħ	(1033)	
		PARTNERSHIP	, S CORPORA	TION, AND C				
		ESTATES OR	TRUST GAIN	OR LOSS			-16,756.	
		TOTAL LONG- PARTNERSHIP						
		ESTATES OR			JIIIEK		1,102,923.	
OTAL GAIN(I	oss)						1,086,167.	
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	NET	INVESTMENT	INCOME	342.	256,013.	256,355.
REVENUE	AND	EXPENSES	PER BOOKS	342.	256,013.	256,355.
						TOTAL
			DESCRIPTION	FROM VARIOUS INVESTMENTS	FROM K-1S	

- OTHER INCOME PART I FORM 990PF, DESCRIPTION FROM K-1 INVESTMENTS-OTHER PORTFOLIO

EXPENSES
PER BOOKS
480,070. REVENUE AND

NET INVESTMENT INCOME 480,070.

480,070.

480,070.

TOTALS

52-6038383

990PF- 1100

TF8721 597X

V 12-6.5T

THE ALVIN AND FANNY B. THALHEIMER

ATTACHMENT 3

	CHARITABLE		
	ADJUSTED NET INCOME		
	NET INVESTMENT INCOME	5,624.	5,624.
	REVENUE AND EXPENSES PER BOOKS	5,624.	5,624.
I - LEGAL FEES			TOTALS
FORM 990PF, PART I - LEGAL FEES	DESCRIPTION	LEGAL FEES	

ATTACHMENT 3

ATTACHMENT 4

TAXES ı PART I FORM 990PF,

NET INVESTMENT	INCOME	14,681,
REVENUE AND EXPENSES	PER BOOKS	14,681.
	DESCRIPTION	FOREIGN TAXES PD FROM K-1S

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14,681.

TOTALS

990PF- 1100

ATTACHMENT 5

- OTHER EXPENSES PART I FORM 990PF,

	CHARITABLE	PURPOSES		3,418.		665.	5,485.	403.	348.	10,319.
Ē	NET INVESTMENT	INCOME	182,691.		141.					182,832.
REVENUE	AND EXPENSES I	PER BOOKS	182,691.	3,418.	141.	. 665	5,485.	403.	348.	193, 151.
		DESCRIPTION	PORTFOLIO DEDUCTIONS FROM K-1S	SOFTWARE SUPPORT	BANK FEES	POSTAGE AND DELIVERY	MEMBERSHIP DUES	OFFICE SUPPLIES	TELEPHONE	TOTALS

- OTHER INVESTMENTS FORM 990PF, PART II

ENDING <u>FMV</u>	8,255,858. 17,828. 2,185,401. 5,650,629. 5,268,066.	21,377,782.
ENDING BOOK VALUE	5,884,093. 2,185,401. 5,170,780. 4,995,529.	18,235,803.
DESCRIPTION	ROCKEFELLER GLOBAL EQUITY FUND THE BALTIMORE FUND, LLC SMITH BARNEY - MONEY FUNDS BLACKSTONE PARTNERS FUND, LTD ASSOCIATED JEWISH CHARITIES FU	TOTALS

ATTACHMENT 6

THE ALVIN AND FANNY B. THALHEIMER

FORM 990PF, PART II - OTHER ASSETS DESCRIPTION

COMPUTER SOFTWARE

TOTALS

ATTACHMENT 7

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

SEE ATTACHED.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

DATE NAME AND ADDRESS

SUPPORT DIRECT PUBLIC

140,000.

11/29/2013

TOTAL CONTRIBUTION AMOUNTS LORD BALTIMORE INVESTMENT PARTNERS 6225 SMITH AVENUE, SUITE B100 BALTIMORE, MD 21209

140,000.

ATTACHMENT 9

52-6038383

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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES	FICERS, DIRECTORS, AND TRUSTEES		ATTACHMENT 10
NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION		
LOUIS B THALHEIMER 6225 SMITH AVENUE, SUITE B 100 BALTIMORE, MD 21209	PRESIDENT / TRUSTEE 1.00	0	0
MARJORIE T COLEMAN 6225 SMITH AVENUE, SUITE B 100 BALTIMORE, MD 21209	VICE PRESIDENT / TRUSTEE	0	0
JULIET A EURICH 6225 SMITH AVENUE, SUITE B 100 BALTIMORE, MD 21209	EXECUTIVE DIRECTOR 30.00	0	0
MONICA ROVECAMP 6225 SMITH AVENUE, SUITE B 100 BALTIMORE, MD 21209	SECRETARY 1.00	0	0

GRAND TOTALS

V 12-6

990PF- 1100

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

EXECUTIVE DIRECTOR
6225 SMITH AVENUE, SUITE B 100
BALTIMORE, MD 21209
410-415-7660

52-6038383

990PF- 1100

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

897,500.

AMOUNT

ATTACHMENT 12

VARIOUS GRANTS PAID (SEE ATTACHED) 6225 SMITH AVENUE

RECIPIENT NAME AND ADDRESS

EXEMPT

NONE

UNRESTRICTED GIFT FOR CHARITABLE PURPOSES

BALTIMORE, MD 21209 SUITE B 100

TOTAL CONTRIBUTIONS PAID

897, 500.

ATTACHMENT 12

TF8721 597X

FORM 990PE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

ATTACHMENT 13

GRANTS APPROVED (SEE ATTACHED) 6225 SMITH AVENUE

BALTIMORE, MD 21209

SUITE B 100

RECIPIENT NAME AND ADDRESS

EXEMPT

NONE

396,000.

396,000.

TOTAL CONTRIBUTIONS APPROVED

ATTACHMENT 13

TF8721 597X

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2012

THE ALVIN AND FANNY B. THALHEIMER Employer identification number Name of estate or trust 52-6038383 FOUNDATION, INC. Note: Form 5227 filers need to complete only Parts I and II Short-Term Capital Gains and Losses - Assets Held One Year or Less (f) Gain or (loss) for (b) Date acquired (mo, day, yr) (a) Description of property (Example 100 shares 7% preferred of "Z" Co) (c) Date sold (e) Cost or other basis (d) Sales price the entire year Subtract (e) from (d) (see instructions) (mo . dav. vr) 1a **b** Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b 1b Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 2 Net short-term gain or (loss) from partnerships. S corporations, and other estates or trusts ~16,756. 3 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss 4 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, -16,756. 5 Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year (f) Gain or (loss) for (a) Description of property (b) Date acquired (e) Cost or other basis (d) Sales price the entire year (Example 100 shares 7% preferred of "Z" Co) (mo, day, yr) (mo, day, yr) (see instructions) Subtract (e) from (d) 6a **b** Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b 6b Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 7 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts 1,102,923. 8 Capital gain distributions 9 Gain from Form 4797, Part I 10 10 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet 11 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, 1,102,923.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

THE ALVIN AND FANNY B. THALHEIMER FOUNDATION, INC (FORMERLY THE ALVIN AND FANNY BLAUSTEIN THALHEIMER FOUNDATION, INC.) 52-6038383 FORM 990PF, PARTXV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2012

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND

25,000 10,000 40,000 10,000 20,000 10,000 15,000 1,000 AMOUNT PURPOSE OF GRANT OR CONTRIUBTION GENERAL SUPPORT AND **ENDOWMENT GRANT** GENERAL SUPPORT PROGRAM GRANT PROGRAM GRANT PROGRAM GRANT PROGRAM GRANT PROGRAM GRANT SPECIAL EVENT FOUNDATION STATUS OF RECIPIENT EXEMPT EXEMPT NONE EXEMPT EXEMPT EXEMPT **EXEMPT** NONE NONE NONE EXEMPT NONE EXEMPT NONE NON NONE THE ASSOCIATED JEWISH COMMUNITY FEDERATION OF RECIPIENT NAME AND ADDRESS ASSOCIATION OF BALTIMORE AREA GRANTMAKERS THE BALTIMORE CHILDREN'S MUSEUM, INC. ADVOCATES FOR CHILDREN AND YOUTH ACLU FOUNDATION OF MARYLAND, INC. 3600 CLIPPER MILL ROAD, SUITE 350 3600 CLIPPER MILL ROAD SUITE 207 2 EAST READ STREET, 2ND FLOOR 101 WEST MOUNT ROYAL AVENUE THE BALTIMORE MUSEUM OF ART 8 MARKET PLACE, 5TH FLOOR **1800 N CHARLES ST. STE 810** BALTIMORE SQUASH WISE 10 ART MUSEUM DRIVE ARTS EVERY DAY, INC. BALTIMORE, MD 21218 BALTIMORE, MD 21211 BALTIMORE, MD 21211 BALTIMORE, MD 21202 BALTIMORE, MD 21202 BALTIMORE, MD 21202 BALTIMORE, MD 21201 BALTIMORE, MD 21201 35 MARKET PLACE BALTIMORE, INC.

THE ALVIN AND FANNY B THALHEIMER FOUNDATION, INC (FORMERLY THE ALVIN AND FANNY BLAUSTEIN THALHEIMER FOUNDATION, INC.) 52-6038383 FORM 990PF, PARTXV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2012

	RELATIONSHIP TO		
	SUBSTANTIAL CONTRIBUTOR AND		
RECIPIENT NAME AND ADDRESS	RECIPIENT	PURPOSE OF GRANT OR CONTRIUBTION	AMOUNT
BALTIMORE URBAN DEBATE LEAGUE 2601 N. HOWARD STREET, SUITE 150 BALTIMORE, MD 21218	NONE EXEMPT	PROGRAM GRANT	15,000
BELL FOUNDATION, INC. 60 CLAYTON STREET DORCHESTER, MA 02122	NONE EXEMPT	GENERAL SUPPORT FOR BALTIMORE	15,000
BIRTHRIGHT ISRAEL FOUNDATION 33 EAST 33RD STREET 7TH FLOOR NEW YORK, NY 10016	NONE EXEMPT	GENERAL SUPPORT	5,000
BRAZIL FOUNDATION 345 7TH AVENUE ROOM 1401 NEW YORK, NY 10001	NONE EXEMPT	GENERAL SUPPORT	5,000
BUILDING STEPS PO BOX 1393 BROOKLANDVILLE, MD 21022-1393	NONE EXEMPT	GENERAL SUPPORT	25,000
CASA DE MARYLAND, INC. 8151 15TH AVENUE LANGNEY PARK, MD 20783	NONE EXEMPT	GENERAL SUPPORT FOR BALTIMORE	30,000
CENTER FOR INSPIRED TEACHING 1436 U St NW Ste 400 WASHINGTON, DC 20009	NONE EXEMPT	GENERAL SUPPORT FOR BALTIMORE	20,000
CENTRAL EUROPEAN CENTER FOR RESEARCH AND DOCUMENTATION, INC. 3500 PIEDMONT ROAD, SUITE 600 ATLANTA, GA 30305	NONE EXEMPT	PROGRAM GRANT	20,000
CITY HARVEST, INC. 575 8TH AVENUE, FL 4 NEW YORK, NY 10018	NONE	GENERAL SUPPORT	2,000

THE ALVIN AND FANNY B. THALHEIMER FOUNDATION, INC. (FORMERLY THE ALVIN AND FANNY BLAUSTEIN THALHEIMER FOUNDATION, INC.) 52-6038383 FORM 990PF, PARTXV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2012

	RELATIONSHIP TO SUBSTANTIAL		
RECIPIENT NAME AND ADDRESS	CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIUBTION	AMOUNT
COASTAL JUNIOR GOLF TOUR, INC. 324 STRADLEIGH ROAD WILMINGTON, NC 28403	NONE	GENERAL SUPPORT	3,000
COMMUNITY COUNCIL FOR THE HOMELESS AT FRIENDSHIP PLACE 4317 WISCONSIN AVENUE, N W. WASHINGTON, D.C. 20016	NONE	GENERAL SUPPORT	5,000
FAMILY LEAGUE OF BALTIMORE CITY 2305 N CHARLES STREET, SUITE 200 BALTIMORE, MD 21218	NONE	PROGRAM GRANT	20,000
FJC 520 EIGHTH AVENUE, 20TH FLOOR NEW YORK, NEW YORK 10018	NONE	FOR THE SLINGSHOT FUND	10,000
THE FRESH AIR FUND 633 THIRD AVENUE NEW YORK, NY 10017	NONE EXEMPT	PROGRAM GRANT	5,000
FUND FOR EDUCATIONAL EXCELLENCE 800 NORTH CHARLES STREET SUITE 400 BALTIMORE, MD 21201	NONE	PROGRAM GRANT	15,000
FUNDACION ALMA PLANETARIUM STATION, PO BOX 374 NEW YORK, NY 10024	NONE	GENERAL SUPPORT	2,000
GREATER HOMEWOOD COMMUNITY CORPORATION 3503 NORTH CHARLES STREET BALTIMORE, MD 21218	NONE EXEMPT	PROGRAM GRANT	20,000
HEALTH CARE FOR THE HOMELESS, INC 421 FALLSWAY BALTIMORE, MD 21202	NONE	GENERAL SUPPORT	20,000

THE ALVIN AND FANNY B. THALHEIMER FOUNDATION, INC (FORMERLY THE ALVIN AND FANNY BLAUSTEIN THALHEIMER FOUNDATION, INC.) 52-6038383 FORM 990PF, PARTXV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2012

2,000 20,000 50,000 7,500 10,000 10,000 20,000 5,000 **AMOUNT** PURPOSE OF GRANT OR CONTRIUBTION **SENERAL SUPPORT FOR** GENERAL SUPPORT GENERAL SUPPORT GENERAL SUPPORT PROGRAM GRANT PROGRAM GRANT PROGRAM GRANT PROGRAM GRANT BALTIMORE FOUNDATION STATUS OF **CONTRIBUTOR AND** RELATIONSHIP TO SUBSTANTIAL RECIPIENT NONE EXEMPT NONE EXEMPT NONE EXEMPT EXEMPT EXEMPT EXEMPT EXEMPT NONE NONE NONE EXEMPT NONE NONE HILLEL-THE FOUNDATION FOR JEWISH CAMPUS LIFE RECIPIENT NAME AND ADDRESS THE UNION MILL, 1500 UNION AVENUE, STE 2600 LOUISE WELLS CAMERON ART MUSEUM, INC. ARTHUR AND ROCHELLE BELFER BUILDING JOB OPPORTUNITIES TASK FORCE, INC. BALTIMORE POLYTECHNIC INSTITUTE 1400 WEST COLD SPRING LANE JEWISH TELEGRAPHIC AGENCY, INC. 330 SEVENTH AVENUE, 17TH FLOOR HIGHER ACHIEVEMENT BALTIMORE THE INGENUITY PROJECT, INC. 111 WATER STREET, SUITE 201 40 WORTH STREET, SUITE 701 500 EAST LEXINGTON STREET WASHINGTON, DC 20001-3724 3201 SOURTH 17TH STREET THE INNOCENCE PROJECT 800 EIGHTH STREET, NW **LEGAL AID BUREAU, INC** BALTIMORE, MD 21202 BALTIMORE, MD 21202 BALTIMORE, MD 21211 BALTIMORE, MD 21209 NEW YORK, NY 10013 NEW YORK, NY 10001

WILMINGTON, NC 28412

THE ALVIN AND FANNY B. THALHEIMER FOUNDATION, INC. (FORMERLY THE ALVIN AND FANNY BLAUSTEIN THALHEIMER FOUNDATION, INC.) 52-6038383 FORM 990PF, PARTXV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2012

	RELATIONSHIP TO		
	SUBSTANTIAL		
	CONTRIBUTOR AND		
RECIPIENT NAME AND ADDRESS	RECIPIENT	PURPOSE OF GRANT OR CONTRIUBTION	AMOUNT
MARYLAND FOOD BANK, INC.	NONE	PROGRAM GRANT	15,000
2200 HALETHORPE FARMS ROAD BALTIMORE, MD 21227	EXEMPT		
MEDECINS SANS FRONTIERES USA, INC.	NONE	GENERAL SUPPORT	5,000
333 SEVENTH AVENUE, 2ND FLOOR NEW YORK, NY 10001-5004	EXEMPT		
NATIONAL IMMIGRATION FORUM, INC.	NONE	GENERAL SUPPORT	5,000
50 F STREET, NW, STE 3000 WASHINGTON, DC 20001	EXEMPT		
NEW LEADERS FOR NEW SCHOOLS	NONE	GENERAL SUPPORT FOR	20,000
1500 UNION AVE. SUTTE 1400 BALTIMORE, MD 21211	EXEMPT	BALTIMORE	
NEW YORK TIMES NEEDIEST CASES FUND	NONE	GENERAL SUPPORT	10,000
4 CHASE METROTECH CENTER, 7TH FLOOR EAST LOCKBOX 5193 BROOKLYN, NY 11245	EXEMPT		
PLANNED PARENTHOOD FEDERATION OF AMERICA	NONE	GENERAL SUPPORT	20,000
434 WEST 33RD STREET NEW YORK, NEW YORK 10001	EXEMPT		
PRO PUBLICA, INC.	NONE	GENERAL SUPPORT	5,000
55 BROADWAY NEW YORK, NY 10006	EXEMPT		
PROJECT KESHER	NONE	PROGRAM GRANT	35,000
2144 ASHLAND AVENUE, SUITE 3 EVANSTON, IL 60201	EXEMPT		
SANCTUARY FOR FAMILIES, INC. PO BOX 1405, WALL STREET STATION	NONE EXEMPT	GENERAL SUPPORT	3,000
NEW YORK, NY 10268			

THE ALVIN AND FANNY B THALHEIMER FOUNDATION, INC (FORMERLY THE ALVIN AND FANNY BLAUSTEIN THALHEIMER FOUNDATION, INC.) 52-6038383 FORM 990PF, PARTXV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2012

20,000 5,000 2,000 35,000 60,000 75,000 45,000 10,000 25,000 **AMOUNT** PURPOSE OF GRANT OR CONTRIUBTION GENERAL SUPPORT FOR GENERAL SUPPORT FOR GENERAL SUPPORT GENERAL SUPPORT GENERAL SUPPORT PROGRAM GRANTS PROGRAM GRANT PROGRAM GRANT PROGRAM GRANT BALTIMORE BALTIMORE FOUNDATION STATUS OF CONTRIBUTOR AND RELATIONSHIP TO SUBSTANTIAL RECIPIENT NONE EXEMPT EXEMPT EXEMPT EXEMPT EXEMPT NONE EXEMPT **EXEMPT** EXEMPT NONE NONE NONE NONE NONE NONE NONE RECIPIENT NAME AND ADDRESS WORLD UNION FOR PROGRESSIVE JUDAISM, LTD. WORLD UNION FOR PROGRESSIVE JUDAISM, LTD. SPANISH THEATRE REPERTORY COMPANY, LTD. SCHECHTER INSTITUTE OF JEWISH STUDIES 2601 NORTH HOWARD STREET, SUITE 300 WILDLIFE CONSERVATION SOCIETY UNION MILL, 1500 UNION AVENUE BALTIMORE, MD 21201 2300 SOUTHERN BOULEVARD PHILADELPHIA, PA 19178-3566 **BALTIMORE, MD 21218-4666** TEACH FOR AMERICA, INC. **URBAN TEACHER CENTER** 20 JAY STREET NO M-04 NEW YORK, 10017-6778 138 EAST 27TH STREET 2800 KIRK AVENUE BALTIMORE, MD 21218 NEW YORK, NY 10016 BROOKLYN, NY 11201 SHEPHERD'S CLINIC 633 THIRD AVENUE **633 THIRD AVENUE** SLOW FOOD USA **BRONX, NY 10460** PO BOX 8500 BOX 3566

THE ALVIN AND FANNY B. THALHEIMER FOUNDATION, INC (FORMERLY THE ALVIN AND FANNY BLAUSTEIN THALHEIMER FOUNDATION, INC.) 52-6038383 FORM 990PF, PARTXV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR 2012

RELATIONSHIP TO
SUBSTANTIAL
CONTRIBUTOR AND
FOUNDATION STATUS OF
RECIPIENT
EXEMPT

AMOUNT

5,000

GENERAL SUPPORT NONE EXEMPT RECIPIENT NAME AND ADDRESS NEW YORK, 10017-6778 YOUTH SERVICE OPPORTUNITIES PROJECT 15 RUTHERFORD PLACE NEW YORK, NY 10003 TOTAL 897,500

THE ALVIN AND FANNY B. THALHEIMER FOUNDATION, INC (FORMERLY THE ALVIN AND FANNY BLAUSTEIN THALHEIMER FOUNDATION, INC.) 52-6038383 FORM 990PF, PARTXV - GRANTS AND CONTRIBUTIONS APPOROVED FOR FUTURE PAYMENTS AS OF DECEMBER 31, 2012 RELATIONSHIP

30,000 20,000 25,000 5,000 80,000 15,000 25,000 **AMOUNT** PURPOSE OF GRANT OR CONTRIUBTION GENERAL SUPPORT FOR BALTIMORE GENERAL SUPPORT FOR BALTIMORE **ENDOWMENT GRANT** GENERAL SUPPORT PROGRAM GRANT PROGRAM GRANT PROGRAM GRANT PROGRAM GRANT CONTRIBUTOR SUBSTANTIAL EXEMPT EXEMPT **EXEMPT** NONE EXEMPT EXEMPT EXEMPT NONE EXEMPT EXEMPT NONE NONE NONE NONE NONE NONE THE ASSOCIATED JEWISH COMMUNITY FEDERATION RECIPIENT NAME AND ADDRESS THE BALTIMORE CHILDREN'S MUSEUM, INC. ACLU FOUNDATION OF MARYLAND, INC. 3600 CLIPPER MILL ROAD, SUITE 350 101 WEST MOUNT ROYAL AVENUE BROOKLANDVILLE, MD 21022-1393 BALTIMORE MUSEUM OF ART **BALTIMORE, MD 21218-3898** CASA DE MARYLAND, INC. DORCHESTER, MA 02122 BELL FOUNDATION, INC. 10 ART MUSEUM DRIVE HYATTSVILLE, MD 20781 101 WEST 23RD STREET BALTIMORE, MD 21218 BALTIMORE, MD 21211 BALTIMORE, MD 21202 FRANCISCAN CENTER BALTIMORE, MD 21201 **60 CLAYTON STREET** OF BALTIMORE, INC. 35 MARKET PLACE BUILDING STEPS 8151 15TH AVE PO BOX 1393

THE ALVIN AND FANNY B. THALHEIMER FOUNDATION, INC (FORMERLY THE ALVIN AND FANNY BLAUSTEIN THALHEIMER FOUNDATION, INC.) 52-6038383 FORM 990PF, PARTXV - GRANTS AND CONTRIBUTIONS APPOROVED FOR FUTURE PAYMENTS AS OF DECEMBER 31, 2012

RELATIONSHIP

SUBSTANTIAL

PURPOSE OF GRANT OR CONTRIUBTION

5,000 15,000 20,000 50,000 20,000 1,000 20,000 40,000 **AMOUNT** GENERAL SUPPORT FOR BALTIMORE GENERAL SUPPORT FOR BALTIMORE GENERAL SUPPORT GENERAL SUPPORT GENERAL SUPPORT PROGRAM GRANT PROGRAM GRANT PROGRAM GRANT CONTRIBUTOR NONE EXEMPT EXEMPT EXEMPT EXEMPT EXEMPT EXEMPT EXEMPT NONE EXEMPT NONE NONE NONE NONE NONE NONE GREATER HOMEWOOD COMMUNITY CORPORATION THE UNION MILL, 1500 UNION AVENUE, STE 2600 RECIPIENT NAME AND ADDRESS HEALTH CARE FOR THE HOMELESS, INC PLANETARIUM STATION, PO BOX 374 HIGHER ACHIEVEMENT BALTIMORE **NEW LEADERS FOR NEW SCHOOLS** 2200 HALETHORPE FARMS ROAD 3503 NORTH CHARLES STREET **500 EAST LEXINGTON STREET** MARYLAND FOOD BANK, INC. 1500 UNION AVE, SUITE 1400 LEGAL AID BUREAU, INC BALTIMORE, MD 21218 BALTIMORE, MD 21211 BALTIMORE, MD 21202 BALTIMORE, MD 21211 BALTIMORE, MD 21218 BALTIMORE, MD 21202 BALTIMORE, MD 21227 **NEW YORK, NY 10024** SHEPHERD'S CLINIC 2800 KIRK AVENUE **FUNDACION ALMA 421 FALLSWAY**

THE ALVIN AND FANNY B. THALHEIMER FOUNDATION, INC (FORMERLY THE ALVIN AND FANNY BLAUSTEIN THALHEIMER FOUNDATION, INC.) 52-6038383 FORM 990PF, PARTXV - GRANTS AND CONTRIBUTIONS APPOROVED FOR FUTURE PAYMENTS AS OF DECEMBER 31, 2012 RELATIONSHIP

RECIPIENT NAME AND ADDRESS	SUBSTANTIAL CONTRIBUTOR	PURPOSE OF GRANT OR CONTRIUBTION	AMOUNT
TEACH FOR AMERICA, INC. 2601 NORTH HOWARD STREET, STE 300 BALTIMORE, MD 21218	NONE	GENERAL SUPPORT FOR BALTIMORE	35,000
URBAN TEACHER CENTER UNION MILL, 1500 UNION AVENUE BALTIMORE, MD 21201	NONE EXEMPT	GENERAL SUPPORT FOR BALTIMORE	20,000
TOTAL			396,000

THE ALVIN AND FANNY B. THALHEIMER FOUNDATION, INC.

AMENDED AND RESTATED BY-LAWS

ARTICLE I.

MEMBERS

SECTION 1.01. *Members.* The current members of The Alvin and Fanny B. Thalheimer Foundation, Inc. (the "Corporation") are Louis B. Thalheimer and Marjorie T. Coleman (the "Current Members").

SECTION 1.02. Appointment of New Members. The members of the Corporation at any time (the "Members") may (but need not) appoint one or more additional Members who are (a) over the age of eighteen, (b) lineal descendants of Alvin Thalheimer and Fanny B. Thalheimer (not including spouses of such lineal descendants) and (c) legally competent ("Qualified Candidates"). If at any time there are no remaining Members of the Corporation who are legally competent, one or more new Members who are Qualified Candidates shall be appointed by the vote of a majority of the directors (the "Directors") on the Board of Directors of the Corporation (the "Board").

SECTION 1.03. Rights and Privileges. Each Member of the Corporation shall have the right to vote on all matters which are subject to a vote of Members. Each Member, if elected, is eligible to serve as a Director and/or as an officer of the Corporation.

SECTION 1.04. Resignations and Termination. A Member may resign as such by written notice to the Secretary. No Current Member can be removed as a Member except (a) if the other Current Member determines that the Member should be removed because he or she is no longer physically able to serve or because he or she lacks the mental capacity to serve, and (b) a court of competent jurisdiction issues an order removing the Current Member. Any Member other than a Current Member may be removed as follows: (i) if one or more Current Members remains a Member, such Current Member (or Current Members acting unanimously) can remove any other Member with or without cause; and (ii) if no Current Member remains a Member, a Member may be removed for cause by resolution passed by two-thirds or more of the other Members at any meeting called for such purpose. For cause shall mean that the Member has failed to participate in at least two consecutive meetings of the Members without just cause (which shall include the inability to participate due to illness or other cause determined to be just cause by two-thirds or more of the other Members). Such Member shall be notified of the

intention of the Members to consider that Member's removal and shall be given the opportunity of a hearing before the Members. If, after such hearing, at least two-thirds of the other Members approve the removal by resolution, passage of such resolution shall, without other act on the part of the Members, cause the Member's membership to terminate as of the date set forth in the resolution.

SECTION 1.05. Annual Meeting. The Corporation shall hold an annual meeting of its Members to elect Directors and to transact any other business within its powers, either at 2:00 p.m. on the first Tuesday of May in each year, if not a legal holiday, or at such other time on such other day falling on or before the thirtieth (30th) day thereafter as shall be set by the Board. Except as the Articles of Incorporation ("Articles") or the General Laws of the State of Maryland (the "General Laws") provide otherwise, any business may be considered at an annual meeting without the purpose of the meeting having been specified in the notice. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

SECTION 1.06. Special Meeting. At any time in the interval between annual meetings, a special meeting of the Members may be called by twenty-five percent (25%) of the Members; a call by Members may be by vote at a meeting or in writing (addressed to the Secretary of the Corporation) with or without a meeting.

SECTION 1.07. *Place of Meetings.* Meetings of Members shall be held at such place in the United States as is set from time to time by the Members calling the meeting.

SECTION 1.08. Notice of Meetings; Waiver of Notice. Not less than ten (10) nor more than ninety (90) days before each Members' meeting, the Secretary shall give written notice of the meeting to each Member. The notice shall state the time and place of the meeting and, if notice of the purpose is required by the General Laws, the Articles or these By-Laws, the purpose of the meeting. Notice is given to a Member when it is personally delivered to him, left at his residence or usual place of business, or mailed to him at his address as it appears on the records of the Corporation postage prepaid by U.S. mail or by private delivery service, or sent by confirmed electronic mail, facsimile or telegraph to him at his e-mail address, facsimile number or home or business address for telegraph delivery, as such addresses or numbers appear on the records of the Corporation. Notwithstanding the foregoing provisions, each person who is entitled to notice waives notice if he before or after the meeting signs a waiver of the notice which is filed with the records of Members' meetings, or is present at the meeting in person or by proxy. Any meeting of Members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

SECTION 1.09. Quorum; Voting. A quorum for action by the Current Members is the presence of each of the Current Members. Action by the Current Members shall be by unanimous consent. Unless the General Laws or the Articles provides otherwise, once the Members of the Corporation include any person who is not a Current Member, the presence in

person or by proxy of Members entitled to cast a majority of all the votes entitled to be cast at the meeting constitutes a quorum and a majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting. In the absence of a quorum, the Members present in person or by proxy, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 1.10 General Right to Vote; Proxies. Each Member is entitled to one vote on each matter submitted to a vote at a meeting of Members. In all elections for Directors, each Member may vote for as many individuals as there are Directors to be elected. A Member may vote either in person or by written proxy signed by the Member or by his duly authorized attorney in fact. Unless a proxy provides otherwise, it is not valid more than eleven (11) months after its date.

SECTION 1.11 Conduct of Voting. At all meetings of Members, the proxies and ballots shall be received, and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes shall be decided, by the chairman of the meeting.

SECTION 1.12 Informal Action by Members. In accordance with the Articles, any action required or permitted to be taken at a meeting of Members may be taken without a meeting if there is filed with the records of the Corporation consent in writing or by electronic transmission of Members entitled to cast not less than the minimum number of votes that would be necessary to authorize or take the action at a Members meeting at which all Members attended if (a) the Corporation gives notice to each Member of the action not later than 10 days after the effective date of the action and (b) the necessary number of written consents are delivered to the Corporation within 60 days after the date on which the earliest consent is dated.

SECTION 1.13. Meeting by Conference Telephone or Other Means. Members may participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

ARTICLE II

BOARD OF DIRECTORS

SECTION 2.01. Function of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board. The Directors shall be elected by the Members. All powers of the Corporation, except those reserved to the Members, may be exercised by or under authority of the Board.

SECTION 2.02. Number of Directors. The Corporation shall have the number of Directors provided in the Articles until changed as herein provided. The Members may alter the number of Directors set by the Articles to not exceeding eleven (11) nor less than one Director, but the action may not affect the tenure of office of any Director, except as provided in Section 2.04. At all times at least two-thirds (2/3) of the Directors shall be lineal descendants of Alvin and Fanny B. Thalheimer or the spouses of such individuals (collectively, "Eligible Family Members"). In the event that, through resignation, removal, death, incapacity or other causes, such two-thirds rule is not complied with the Members (or the Directors as set forth in Section 2.05) shall promptly elect a replacement Director in order to comply with the rule. If at any time, based on the current number of Director positions, there are an insufficient number of Eligible Family Members who are willing and able to serve as Directors to satisfy the two-thirds rule, as soon as practicable, the Members shall reduce the number of Directors and elect a sufficient number of Eligible Family Members in order to satisfy the two-thirds rule. If the procedure in the preceding sentence will not allow the Members to satisfy the two-thirds rule the Members shall elect Directors in order to come as close as possible to satisfying the two-thirds rule.

SECTION 2.03. Election and Tenure of Directors. At each annual meeting, the Members shall elect Directors to hold office until the next annual meeting and until their successors are elected and qualify.

SECTION 2.04. Removal of Director. Unless the General Laws or the Articles provide otherwise, the Members may remove any Director, with or without cause.

SECTION 2.05. Vacancy on Board. The Members may elect a successor to fill a vacancy on the Board which results from the removal, resignation, death or incapacity of a Director or from any other cause. If a vacancy on the Board occurs and is not filled within 45 days of the occurrence of the vacancy by action of the Members, the remaining Directors, by a majority vote of the entire Board, may elect a successor who shall hold office until the next annual meeting of Members of the Corporation.

SECTION 2.06. Regular Meetings. After each meeting of Members at which a Board shall have been elected, the Board so elected shall meet as soon as practicable for the purpose of organization and the transaction of other business; and in the event that no other time is designated by the Members, the Board shall meet one hour after the time for such Members'

meeting or immediately following the close of such meeting, whichever is later, on the day of such meeting. Such first regular meeting shall be held at any place in or out of the State of Maryland as may be designated by the Members, or in default of such designation at the place designated by the Board for such first regular meeting, or in default of such designation at the place of the holding of the immediately preceding meeting of Members. No notice of such first meeting shall be necessary if held as hereinabove provided. Any other regular meeting of the Board shall be held on such date and at any place in or out of the State of Maryland as may be designated from time to time by the Board.

SECTION 2.07. Special Meetings. Special meetings of the Board may be called at any time by the President or by a majority of the Board by vote at a meeting, or in writing with or without a meeting. A special meeting of the Board shall be held on such date and at any place as may be designated from time to time by the Board. In the absence of such designation such meeting shall be held at such place as may be designated in the call.

SECTION 2.08. Notice of Meeting. Except as provided in Section 2.06, the Secretary shall give notice to each Director of each annual, regular, and special meeting of the Board. The notice shall state the time and place of the meeting. Notice is given to a Director when it is delivered personally to him, left at his residence or usual place of business, or sent by confirmed electronic mail, facsimile or telegraph or by U.S. mail, postage prepaid, or by private delivery service to him at his e-mail address, facsimile number or home or business address, as such addresses or numbers appear on the records of the Corporation, at least 7 days before the time of the meeting; provided, however, if an emergency situation requires immediate action by the Board notice may be sent by confirmed electronic mail, facsimile or telegraph, at least 24 hours before the time of the meeting. Unless the By-Laws or a resolution of the Board provides otherwise, the notice need not state the business to be transacted at or the purposes of any annual, regular, or special meeting of the Board. No notice of any meeting of the Board need be given to any Director who attends, or to any Director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board, annual, regular, or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

SECTION 2.09. Action by Directors. Unless the General Laws or the Articles or the By-Laws require a greater proportion, the action of a majority of the Directors present at a meeting at which a quorum is present is action of the Board. A majority of the entire Board shall constitute a quorum for the transaction of business. In the absence of a quorum, the Directors present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, if a unanimous written consent setting forth the action is (a) given in writing or by electronic transmission by each Director, and (b) filed in paper or electronic form with the minutes of proceedings of the Board.

SECTION 2.10. Meeting by Conference Telephone or Other Means. Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

SECTION 2.11. Compensation. A Director who is an Eligible Family Member may not receive any compensation or reimbursement for expenses (except for travel expenses) for attendance at any annual, regular, or special meeting of the Board or any committee thereof. A Director who is not an Eligible Family Member may receive reasonable compensation and/or reimbursement for expenses for attendance at any annual, regular, or special meeting of the Board or any committee thereof. A Director who is <u>not</u> an Eligible Family Member, who serves the Corporation in a capacity other than as a Director, may receive compensation for such other services and reimbursement for related expenses, pursuant to a resolution of the Directors.

ARTICLE III.

COMMITTEES

SECTION 3.01. Committees. The Board may appoint Directors or persons who are not Members or Directors to serve on committees established by the Board from time to time. Each committee may fix rules of procedure for its business. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent setting forth the action is (a) given in writing or by electronic transmission by each member of the committee, and (b) filed in paper or electronic form with the minutes of proceedings of the committee. The members of a committee may conduct any meeting thereof by conference telephone or similar communications equipment in accordance with the provisions of Section 2.10. All committees shall make recommendations to the Board for its approval and shall not have any of the powers of the Board.

ARTICLE IV.

OFFICERS

SECTION 4.01. Executive and Other Officers. The Corporation shall have a President, a Secretary, and a Treasurer who shall be the executive officers of the Corporation. The President shall serve as chief executive officer, having general supervision of the business and affairs of the Corporation, and as chief operating officer, having supervision of the operations of the Corporation. The Corporation may also have one or more Vice-Presidents, assistant officers, and subordinate officers as may be established by the Board. A person may hold more than one office in the Corporation but may not serve concurrently as both President and Vice-President of the Corporation. The President shall be a Director; the other officers may, but need not be Directors.

SECTION 4.02. *President.* The President shall preside at all meetings of the Board at which he shall be present. He may sign and execute, in the name of the Corporation, all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation. In general, he shall perform all duties usually performed by a president of a corporation and such other duties as are from time to time assigned to him by the Board.

SECTION 4.03. Vice-Presidents. The Vice-President or Vice- Presidents, at the request of the President, or in the President's absence or during his inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. If there be more than one Vice-President, the Board may determine which one or more of the Vice-Presidents shall perform any of such duties or exercise any of such functions, or if such determination is not made by the Board, the President may make such determination. Otherwise any of the Vice-Presidents may perform any of such duties or exercise any of such functions. The Vice-President or Vice-Presidents shall have such other powers and perform such other duties, and have such additional descriptive designations in their titles (if any), as are from time to time assigned to them by the Board or the President.

SECTION 4.04. Secretary. The Secretary shall keep the minutes of the meetings of the Board and of any committees, in books provided for the purpose and shall see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law. The Secretary shall be custodian of the records of the Corporation and may witness any document on behalf of the Corporation, the execution of which is duly authorized, see that the corporate seal is affixed where such document is required or desired to be under its seal, and, when so affixed, may attest the same. In general, he shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to him by the Board or the President.

SECTION 4.05. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board. He shall render to the President and to the Board, whenever requested, an account of the financial condition of the Corporation. In general, he shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to him by the Board or the President.

SECTION 4.06. Assistant and Subordinate Officers. The assistant and subordinate officers of the Corporation are all officers below the office of Vice-President, Secretary, or Treasurer. The assistant or subordinate officers shall have such duties as are from time to time assigned to them by the Board or the President.

SECTION 4.07. Executive Director. The Corporation may have an Executive Director, who shall be appointed by the Board. The Executive Director, if one is appointed, shall have such duties as are from time to time assigned to him or her by the Board or the President. Such duties may include receiving, evaluating and making recommendations regarding grant proposals, sending out checks and staffing program committees.

SECTION 4.08. Election, Tenure and Removal of Officers. The Board shall elect the officers. The Board may from time to time authorize any committee or officer to appoint assistant and subordinate officers. All officers shall be appointed to hold their offices, respectively, during the pleasure of the Board. The Board may remove an officer at any time with or without cause. The Board may fill a vacancy which occurs in any office for the unexpired portion of the term.

SECTION 4.10. Compensation. The Board shall have power to fix the salaries and other compensation and remuneration, of whatever kind, of all officers of the Corporation; provided, however, that any Eligible Family Member who serves as an officer shall serve without compensation.

ARTICLE V.

FINANCE

SECTION 5.01. Checks, Drafts, Etc. All checks, drafts, orders for the payment of money and wire transfers, notes and other evidences of indebtedness, issued in the name of the Corporation, shall be signed by such officers or other persons as the Board may from time to time designate pursuant to a resolution of the Board.

SECTION 5.02. Annual Statement of Affairs. There shall be prepared annually all required tax and other returns, including the Form 990-PF. Such returns shall be prepared or

caused to be prepared by such executive officer of the Corporation as may be designated in an additional or supplementary by-law adopted by the Board. If no other executive officer is so designated, it shall be the duty of the President to prepare or cause to be prepared such returns.

SECTION 5.03. *Fiscal Year*. The fiscal year of the Corporation shall be the twelve calendar months period ending December 31st in each year, unless otherwise provided by the Board.

ARTICLE VI.

SUNDRY PROVISIONS

SECTION 6.01. Books and Records. The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Members, its Board and of any committee. The books and records of a Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the By-Laws shall be kept at the principal office of the Corporation.

SECTION 6.02. Corporate Seal. The Board may provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal on a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

SECTION 6.03. Bonds. The Board may require any officer, agent or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his duties, with one or more sureties and in such amount as may be satisfactory to the Board.

SECTION 6.04. Voting Upon Shares in Other Corporations. Stock of other corporations or associations, registered in the name of the Corporation, may be voted by the President, a Vice-President, or a proxy appointed by any of them. The Board, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

SECTION 6.05. Execution of Documents. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

SECTION 6.06. Amendments. Any and all provisions of these By-Laws may be altered or repealed and new by-laws may be adopted at any annual meeting of the Members, or at any special meeting called for that purpose. The Board shall have the power, at any regular or special meeting thereof, to make and adopt new by-laws, or to amend, alter or repeal any of the By-Laws of the Corporation, subject to the approval of the Members.

SECTION 6.07. Word Meanings. Throughout these By-Laws the singular shall include the plural and the masculine gender shall include the feminine and neuter, and vice versa, unless the context otherwise requires.