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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation THE ALVIN AND FANNY B. THALHEIMER
FOUNDATION, INC.A Employer identification number
52-6038383

Number and street (or P O

Part IV Capital Gains and Losses for Tax on Investment Income

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 12				
Total			► 3a	897,500.
b Approved for future payment ATCH 13				
Total				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-16,756	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FROM VARIOUS INVESTMENTS	342.	342.
FROM K-1S	256,013.	256,013.
TOTAL	<u>256,355.</u>	<u>256,355.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM K-1 INVESTMENTS-OTHER PORTFOLIO	480,070.	480,070.
TOTALS	480,070.	480,070.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	5,624.	5,624.		
TOTALS	5,624.	5,624.		

ATTACHMENT 4

FORM 990PF, PART I - TAXES

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

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

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

ATTACHMENT 6FORM 990PF, PART II - OTHER INVESTMENTS

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

ATTACHMENT 7

FORM 990PF, PART II - OTHER ASSETS
DESCRIPTION

COMPUTER SOFTWARE

TOTALS

ATTACHMENT 8

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

SEE ATTACHED.

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

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
LORD BALTIMORE INVESTMENT PARTNERS 6225 SMITH AVENUE, SUITE B100 BALTIMORE, MD 21209	11/29/2013	140,000.
TOTAL CONTRIBUTION AMOUNTS		<u>140,000.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITIONNAME AND ADDRESS

LOUIS B THALHEIMER
6225 SMITH AVENUE, SUITE B 100
BALTIMORE, MD 21209

PRESIDENT / TRUSTEE
1.00

0 0 0

MARJORIE T COLEMAN
6225 SMITH AVENUE, SUITE B 100
BALTIMORE, MD 21209

VICE PRESIDENT / TRUSTEE
1.00

0 0 0

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

ATTACHMENT 13

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

GRANTS APPROVED (SEE ATTACHED)	NONE		396,00
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