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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation MORTON G & NANCY P THALHIMER FOUNDATION		A Employer identification number 54-6042097
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 523	Room/suite	B Telephone number (804) 225-0027
City or town, state, and ZIP code RICHMOND, VA 23218-0523		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 65% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,116,646.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		14.	14.		STATEMENT 1
4 Dividends and interest from securities		49,556.	49,556.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-62,630.			
b Gross sales price for all assets on line 6a		153,565.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		-13,060.	49,570.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		2,525.	0.		2,525.
c Other professional fees					
17 Interest					
18 Taxes		2,494.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		5,019.	0.		2,525.
25 Contributions, gifts, grants paid		35,685.			35,685.
26 Total expenses and disbursements. Add lines 24 and 25		40,704.	0.		38,210.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-53,764.			
b Net investment income (if negative, enter -0-)			49,570.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		101.	1,199.	1,199.
	2	Savings and temporary cash investments		21,095.	36,695.	36,695.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 5	737,518.	656,706.	972,694.
	c	Investments - corporate bonds	STMT 6	94,617.	63,475.	61,928.
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 7	0.	41,492.	44,130.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		853,331.	799,567.	1,116,646.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		443,804.	443,804.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		409,527.	355,763.		
30	Total net assets or fund balances		853,331.	799,567.		
31	Total liabilities and net assets/fund balances		853,331.	799,567.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	853,331.
2	Enter amount from Part I, line 27a	2	-53,764.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	799,567.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	799,567.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 153,565.		216,195.	-62,630.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			-62,630.

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	-62,630.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		{ }		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	39,340.	1,026,072.	.038340
2010	39,285.	969,679.	.040513
2009	48,147.	718,310.	.067028
2008	60,423.	1,093,774.	.055243
2007	65,090.	1,318,010.	.049385

2 Total of line 1, column (d)	2	.250509
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	.050102
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,104,429.
5 Multiply line 4 by line 3	5	55,334.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	496.
7 Add lines 5 and 6	7	55,830.
8 Enter qualifying distributions from Part XII, line 4	8	38,210.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	991.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	991.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	991.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,640.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	1,640.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	649.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 649. Refunded		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>VA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part 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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>MORTON G. THALHIMER, JR</u> Telephone no. ► <u>804-225-0027</u> Located at ► <u>801 E MAIN ST, RICHMOND, VA</u> ZIP+4 ► <u>23219</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

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

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

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

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

0

Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,091,193.
b	Average of monthly cash balances	1b	30,055.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,121,248.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,121,248.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,819.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,104,429.
6	Minimum investment return. Enter 5% of line 5	6	55,221.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	55,221.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	991.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	991.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,230.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	54,230.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	54,230.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	38,210.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	38,210.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	38,210.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				54,230.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009	2,167.			
d From 2010				
e From 2011				
f Total of lines 3a through e	2,167.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 38,210.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				38,210.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	2,167.			2,167.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				13,853.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
AMERICAN ASSOCIATES BEN GURION UNIV. OF THE NEGEV 1430 BROADWAY, 8TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC	UNRESTRICTED	40.
AMERICAN JEWISH HISTORICAL SOCIETY 15 WEST 16TH ST NEW YORK, NY 10011	NONE	PUBLIC	UNRESTRICTED	50.
AMERICAN RED CROSS 420 EAST CARY STREET RICHMOND, VA 23205	NONE	PUBLIC	UNRESTRICTED	1,000.
AMERICAN SOCIETY FOR YAD VASHEM 500 FIFTH AVENUE, SUITE 1600 NEW YORK, NY 10018	NONE	PUBLIC	UNRESTRICTED	50.
ANTI-DEFAMATION LEAGUE 823 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE	PUBLIC	UNRESTRICTED	100.
Total			SEE CONTINUATION SHEET(S)	35,685.
b Approved for future payment				
NONE				
Total				0.

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
	a Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
	b Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X	
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	Signature of officer or trustee <i>Morton L. Thompson Jr.</i>		Date <i>4/11/13</i>		Title <i>Pres</i>	
Paid Preparer Use Only	Print/Type preparer's name TRACI R. KUBE		Preparer's signature <i>Traci R Kube</i>		Date <i>3/21/2013</i>	
	Check ☐ if self-employed		PTIN P00735726			
	Firm's name ▶ MCGLADREY LLP				Firm's EIN ▶ 42-0714325	
	Firm's address ▶ 7200 GLEN FOREST DR. STE. 200 RICHMOND, VA 23226				Phone no. 804-282-2121	

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	ARES CAPITAL: 780 SH	P	04/05/10	04/11/12
b	ARES CAPITAL: 20 SH	P	10/15/10	04/11/12
c	BB&T CAPITAL TRUST VII: 500 SH	P	10/22/09	07/18/12
d	BB&T CAPITAL TRUST VII: 500 SH	P	03/01/10	07/18/12
e	FEDERAL RLTY INV TRUST: 500 SH	P	10/27/04	04/11/12
f	GLADSTONE CAPITAL CORP: 3000 SH	P	10/27/04	04/11/12
g	PROLOGIS INC: 450 SH	P	06/06/11	08/20/12
h	\$30,000 GENERAL ELECTRIC CAPITAL	P	05/29/09	10/19/12
i	FEDERAL RLTY INV TRUST: CAPITAL GAIN DIVIDEND	P		
j	PROLOGIS INC: CAPITAL GAIN DIVIDEND	P		
k	UNITED REALTY TR CAP GAIN	P		
l	ARES CAPITAL: CAPITAL GAIN DIVIDEND	P		
m	DUKE ENERGY - CIL	P		07/03/12
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,092.		48,649.	-36,557.
b 310.		326.	-16.
c 12,500.		12,500.	0.
d 12,500.		13,396.	-896.
e 47,380.		23,670.	23,710.
f 22,147.		70,385.	-48,238.
g 14,758.		16,127.	-1,369.
h 30,000.		31,142.	-1,142.
i 7.			7.
j 608.			608.
k 1,136.			1,136.
l 81.			81.
m 46.			46.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-36,557.
b			-16.
c			0.
d			-896.
e			23,710.
f			-48,238.
g			-1,369.
h			-1,142.
i			7.
j			608.
k			1,136.
l			81.
m			46.
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-62,630.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ARTHRITIS FOUNDATION 3805 CUTSHAW AVE RICHMOND, VA 23230	NONE	PUBLIC	UNRESTRICTED	100.
B'NAI B'RITH FOUNDATION OF THE US 2020 K STREET WASHINGTON, DC 20006	NONE	PUBLIC	UNRESTRICTED	50.
BETH SHOLOM 401 ROSLYN ROAD RICHMOND, VA 23229	NONE	PUBLIC	VISION CAMPAIGN	200.
BON SECOURS CARING FOR LIFE PLEDGE 8580 MAGELLAN PARKWAY RICHMOND, VA 23227	NONE	PUBLIC	UNRESTRICTED	5,000.
CHESAPEAKE BAY FOUNDATION 162 PRINCE GEORGE STREET ANNAPOLIS, MD 21401	NONE	PUBLIC	UNRESTRICTED	50.
COLLEGIATE SCHOOL (DANCE PROGRAM) 103 N MOORELAND ROAD RICHMOND, VA 23229	NONE	PUBLIC	UNRESTRICTED	250.
COLONIAL WILLIAMSBURG FOUNDATION PO BOX 1776 WILLIAMSBURG, VA 23187	NONE	PUBLIC	UNRESTRICTED	1,000.
COMFORT ZONE CAMP 4906 CUTSHAW ROAD RICHMOND, VA 23230	NONE	PUBLIC	UNRESTRICTED	500.
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON RD BETHESDA, MD 20811	NONE	PUBLIC	UNRESTRICTED	100.
DARDEN SCHOOL, UNIVERSITY OF VIRGINIA 100 DARDEN BOULEVARD CHARLOTTESVILLE, VA 22903	NONE	PUBLIC	UNRESTRICTED	1,000.
Total from continuation sheets				34,445.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ELIJAH HOUSE ACADEMY 6255 OLD WARWICK ROAD RICHMOND, VA 23224	NONE	PUBLIC	UNRESTRICTED	300.
FLORIDA OCEANOGRAPHIC SOCIETY 890 N.E. OCEAN BLVD STUART, FL 34996	NONE	PUBLIC	UNRESTRICTED	100.
FULL CIRCLE 10611 PATTERSON AVENUE RICHMOND, VA 23238	NONE	PUBLIC	UNRESTRICTED	100.
GETTYSBURG NAT. BATTLEFIELD MUSEUM FND 1195 BALTIMORE PIKE GETTYSBURG, PA 17325	NONE	PUBLIC	UNRESTRICTED	75.
GRAND TETON NATIONAL PARK FOUNDATION 25 S. WILLOW, SUITE 10 JACKSON, WY 83001	NONE	PUBLIC	UNRESTRICTED	100.
HILLEL AT VIRGINIA TECH PO BOX 708 BLACKSBURG, VA 24063	NONE	PUBLIC	UNRESTRICTED	3,125.
HISTORIC RICHMOND FOUNDATION 707-A EAST FRANKLIN STREET RICHMOND, VA 23219	NONE	PUBLIC	UNRESTRICTED	300.
JACKSON MEMORIAL FOUNDATION PARK PLAZA EAST, 901 NW 18TH ST, SUITE G MIAMI, FL 33136	NONE	PUBLIC	UNRESTRICTED	100.
JEWISH COMMUNITY FEDERATION OF RICHMOND 5403 MONUMENT AVE RICHMOND, VA 23226	NONE	PUBLIC	UNRESTRICTED	15,500.
MARTIN MEMORIAL FOUNDATION 200 S.E. HOSPITAL AVE STUART, FL 34994	NONE	PUBLIC	UNRESTRICTED	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MASSEY CANCER CENTER 401 COLLEGE STREET RICHMOND, VA 23298	NONE	PUBLIC	UNRESTRICTED	750.
MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND, VA 23220	NONE	PUBLIC	UNRESTRICTED	50.
MONTPELIER FOUNDATION P.O. BOX 911 ORANGE, VA 22960	NONE	PUBLIC	UNRESTRICTED	200.
NATIONAL D-DAY FOUNDATION 3 OVERLORD CIRCLE BEDFORD, VA 24523	NONE	PUBLIC	UNRESTRICTED	225.
NATIONAL TRUST FOR HISTORIC PRESERVATION 1785 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	NONE	PUBLIC	UNRESTRICTED	45.
PARKINSON FOUNDATION 7913 WESTPARK DR, #101 MCLEAN, VA 22102	NONE	PUBLIC	UNRESTRICTED	75.
POSITIVE VIBE FOUNDATION 2825 HATHAWAY ROAD RICHMOND, VA 23225	NONE	PUBLIC	UNRESTRICTED	1,000.
SECURITY ON CAMPUS VCU RICHMOND, VA 23219	NONE	PUBLIC	UNRESTRICTED	150.
SHELTERING ARMS HOSPITAL 8254 ATLEE ROAD MECHANICSVILLE, VA 23111	NONE	PUBLIC	UNRESTRICTED	100.
SMITHSONIAN INSTITUTION 900 JEFFERSON DRIVE SW WASHINGTON, VA 20560	NONE	PUBLIC	UNRESTRICTED	75.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ST. JOSEPHS VILLA 8000 BROOK ROAD RICHMOND, VA 23227	NONE	PUBLIC	UNRESTRICTED	100.
STRATFORD HALL PLANTATION - R.E. LEE MEMORIAL ASSN 483 GREAT HOUSE ROAD STRATFORD, VA 22558	NONE	PUBLIC	UNRESTRICTED	25.
U.S. HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE SW WASHINGTON, DC 20024	NONE	PUBLIC	UNRESTRICTED	50.
UNITED WAY OF GREATER RICHMOND 2001 MAYWILL STREET, SUITE 201 RICHMOND, VA 23230	NONE	PUBLIC	UNRESTRICTED	1,800.
UNOS 700 N 4TH ST RICHMOND, VA 23219	NONE	PUBLIC	UNRESTRICTED	100.
VIRGINIA MUSEUM OF FINE ARTS FOUNDATION 2800 GROVE AVE RICHMOND, VA 23221	NONE	PUBLIC	UNRESTRICTED	750.
VIRGINIA HOLOCAUST MUSEUM 2000 E CARY STREET RICHMOND, VA 23223	NONE	PUBLIC	UNRESTRICTED	400.
VISUAL ARTS CENTER OF RICHMOND 1812 WEST MAIN STREET RICHMOND, VA 23220	NONE	PUBLIC	UNRESTRICTED	100.
Total from continuation sheets				

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

SOURCE	AMOUNT
SCOTT&STRINGFELLOW MONEY MARKET INTEREST	14.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SCOTT & STRINGFELLOW DIVIDENDS	43,010.	0.	43,010.
SCOTT & STRINGFELLOW INTEREST	6,546.	0.	6,546.
TOTAL TO FM 990-PF, PART I, LN 4	49,556.	0.	49,556.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF FORM 990-PF	2,525.	0.		2,525.
TO FORM 990-PF, PG 1, LN 16B	2,525.	0.		2,525.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES PAID	2,494.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,494.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	656,706.	972,694.
TOTAL TO FORM 990-PF, PART II, LINE 10B	656,706.	972,694.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	63,475.	61,928.
TOTAL TO FORM 990-PF, PART II, LINE 10C	63,475.	61,928.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	41,492.	44,130.
TOTAL TO FORM 990-PF, PART II, LINE 13		41,492.	44,130.

Morton G. & Nancy P. Thalheimer Foundation
FYE 12/31/12
Attachment to Form 990-PF, Part II, Line 10b and 10c

Portfolio Summary for 12/31/12

				12/31/2012
Shares	Stock	12/31/11 Basis	12/31/12 Basis	Fair Market Value
1400	Altria Group	38,371.46	\$ 38,371.46	\$ 44,016.00
1200	ARES Capital	68,560.22	19,584.44	21,000.00
1500	AT&T Inc	-	46,300.22	50,565.00
0	BB&T Capital Trust VII	25,896.00	-	-
1400	BB&T Corp Dep 5.625%	-	35,000.00	35,672.00
2000	Bristol Myers Squibb	49,187.90	49,187.90	65,180.00
1000	Chevron Corp	17,563.71	17,563.71	108,140.00
1400	Conoco Phillips	15,173.74	38,114.99	81,186.00
1500	Dominion Resources	52,359.45	52,359.45	77,700.00
666	Duke Energy	30,214.33	30,214.33	42,490.80
500	Exelon Corp	25,597.29	25,597.29	14,870.00
0	Federal Rlty Inv Trust	23,670.25	-	-
0	Gladstone Capital Corp	70,385.00	-	-
4400	Nuveen Quality PFD	50,689.00	50,689.00	41,624.00
1300	Phillip Morris	51,501.01	51,501.01	108,732.00
500	Phillips 66	-	-	26,550.00
889	Prologis	47,985.06	31,858.64	32,439.61
4000	TICC Capital/Technology Investment	55,919.90	55,919.90	40,480.00
1502.938	Tortoise Energy	41,367.23	41,367.23	56,961.50
1621	United Dom Realty Trust	17,832.56	17,832.56	38,547.38
2000	Verizon/GTE	55,243.96	55,243.96	86,540.00
Total		737,518.07	\$ 656,706.09	\$ 972,694.29
30000	JP Morgan Chase & Co.	\$31,125.00	\$ 31,125.00	\$ 30,000.00
30000	Goldman Sachs	32,349.50	32,349.50	\$ 31,927.50
30000	General Electric Capital	31,142.40	-	-
Total		\$94,616.90	\$ 63,474.50	\$ 61,927.50
3000	Compass Diversified Holdings	-	41,491.73	44,130.00
Total		-	41,491.73	44,130.00
Total		\$ 832,134.97	\$ 761,672.32	\$ 1,078,751.79