Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , and ending

Name of foundation	A Employer identification number
MORTON G & NANCY P THALHIMER FOUNDATION	54-6042097
Number and street (or P O box number if mail is not delivered to street address) / Room/suite: P.O. BOX 523	B Telephone number (804)225-0027
City or town, state or province, country, and ZIP or foreign postal code: RICHMOND, VA 23218-0523	C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

H Check type of organization: ☒ 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)* ▶$ 1,275,467.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3.	3.		STATEMENT 1
	4 Dividends and interest from securities	56,895.	56,895.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,994.			
	b Gross sales price for all assets on line 6a 14,994.				
	7 Capital gain net income (from Part IV, line 2)		14,994.		
	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	71,892.	71,892.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,425.	0.		2,425.
	c Other professional fees				
	17 Interest	1,942.	1,942.		0.
	18 Taxes STMT 4	1,101.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	2,491.	6,699.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	7,959.	8,641.		2,425.
	25 Contributions, gifts, grants paid	54,470.			54,470.
	26 **Total expenses and disbursements** Add lines 24 and 25	62,429.	8,641.		56,895.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	9,463.			
	b **Net investment income** (if negative enter -0-)		63,251.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,293.	1,747.	1,747.
	2 Savings and temporary cash investments	7,158.	13,799.	13,799.
	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 6	708,126.	708,126.	1,199,539.
	c Investments - corporate bonds			
	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	48,401.	51,769.	60,382.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	765,978.	775,441.	1,275,467.
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	322,174.	331,637.	
	30 Total net assets or fund balances	765,978.	775,441.	
	31 Total liabilities and net assets/fund balances	765,978.	775,441.	

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	765,978.
2	Enter amount from Part I, line 27a	2	9,463.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	775,441.
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	775,441.

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	PROLOGIS INC: CAPITAL GAIN DIVIDEND	P		
b	UNITED REALTY TR: CAPITAL GAIN DIVIDEND	P		
c	PASSTHROUGH FROM K-1: COMPASS DIVERSIFIED			
d	HOLDINGS	P		
e	CAPITAL GAINS DIVIDENDS			

	(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	961.			961.
b	807.			807.
c				
d	9,753.			9,753.
e	3,473.			3,473.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				961.
b				807.
c				
d				9,753.
e				3,473.

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	14,994.
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))
2014	52,970.	1,301,572.	.040697
2013	47,487.	1,226,622.	.038714
2012	38,210.	1,104,429.	.034597
2011	39,340.	1,026,072.	.038340
2010	39,285.	969,679.	.040513

2	**Total** of line 1, column (d)	2	.192861
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	.038572
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,293,808.
5	Multiply line 4 by line 3	5	49,905.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	633.
7	Add lines 5 and 6	7	50,538.
8	Enter qualifying distributions from Part XII, line 4	8	56,895.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	633.
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	633.
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	633.
6	Credits/Payments.		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 1,080.		
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	1,080.
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	447.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 447. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A | Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MORTON G. THALHIMER, JR Telephone no. ▶ 804-225-0027

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

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

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

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ 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	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		4b		X

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

			Yes	No
5a During the year did the foundation pay or incur any amount to.				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	[ ] Yes [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions)	[ ] Yes [X] No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	[ ] Yes [X] No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	[ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,279,257.
b	Average of monthly cash balances	1b	34,254.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,313,511.
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	1,313,511.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,703.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,293,808.
6	**Minimum investment return** Enter 5% of line 5	6	64,690.

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	64,690.
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 633.		
b	Income tax for 2015. (This does not include the tax from Part VI.) — 2b: 417.		
c	Add lines 2a and 2b	2c	1,050.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	63,640.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	63,640.
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	63,640.

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	56,895.
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	56,895.
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	633.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	56,262.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				63,640.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			37,718.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 56,895.				
a Applied to 2014, but not more than line 2a			37,718.	
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 2015 distributable amount				19,177.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				44,463.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2016** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

MORTON G. THALHIMER, JR

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

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

BY LETTER

c Any submission deadlines:

NONE

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

501(C)(3) ORGANIZATIONS ONLY

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN ASSOCIATES BEN GURION UNIV. OF THE NEGEV 1430 BROADWAY, 8TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC	UNRESTRICTED	50.
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	100.
ANTI-DEFAMATION LEAGUE 823 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE	PUBLIC	UNRESTRICTED	100.
Total SEE CONTINUATION SHEET(S)			▶ 3a	54,470.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3.	
4 Dividends and interest from securities			14	56,895.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	900099	4,208.	18	10,786.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		4,208.		67,684.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 71,892.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers transactions and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief, it is true correct and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Morton G. Thalhimer Jr. | Date | PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BETTY CROUCH	Betty J. Crouch	5/11/2016		P01059588

Firm's name ▶ RSM US LLP — Firm's EIN ▶ 42-0714325

Firm's address ▶ 919 EAST MAIN STREET, SUITE 1800 RICHMOND, VA 23219 — Phone no 804-282-2121

523622 11-24-15

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	150.
B'NAI B'RITH FOUNDATION OF THE US 2020 K STREET WASHINGTON, DC 20006	NONE	PUBLIC	UNRESTRICTED	75.
BETH AHABAH MUSEUM & ARCHIVES 1109 W FRANKLIN ST RICHMOND, VA 23220	NONE	PUBLIC	UNRESTRICTED	2,000.
BETH SHOLOM 401 ROSLYN ROAD RICHMOND, VA 23229	NONE	PUBLIC	VISION CAMPAIGN	1,500.
CENTERSTAGE OF RICHMOND 600 E GRACE STREET, #400 RICHMOND, VA 23219	NONE	PUBLIC	UNRESTRICTED	100.
CHESAPEAKE BAY FOUNDATION 162 PRINCE GEORGE STREET ANNAPOLIS, MD 21401	NONE	PUBLIC	UNRESTRICTED	100.
COLONIAL WILLIAMSBURG FOUNDATION PO BOX 1776 WILLIAMSBURG, VA 23187	NONE	PUBLIC	UNRESTRICTED	1,000.
CONGREGATION BETH AHABAH 1111 W FRANKLIN STREET RICHMOND, VA 23220	NONE	PUBLIC	GENERAL PURPOSE	1,000.
CONGREGATION BETH AHABAH 1111 W FRANKLIN STREET RICHMOND, VA 23220	NONE	PUBLIC	CAPITAL FUND CAMPAIGN	4,000.
CULLATHER BRAIN TUMOR QUALITY LIFE CENTER 5875 BREMO ROAD, SUITE 108 RICHMOND, VA 23226	NONE	PUBLIC	UNRESTRICTED	1,000.
Total from continuation sheets				53,170.

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
CYSTIC FYBROSIS 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.
FEEDMORE 1415 RHOADMILLER STREET RICHMOND, VA 23220	NONE	PUBLIC	UNRESTRICTED	400.
FIRST FREEDOM CENTER 1321 EAST MAIN STREET RICHMOND, VA 23219	NONE	PUBLIC	UNRESTRICTED	1,000.
FULL CIRCLE 10611 PATTERSON AVENUE RICHMOND, VA 23238	NONE	PUBLIC	UNRESTRICTED	1,000.
GETTYSBURG NAT. BATTLEFIELD MUSEUM FND 1195 BALTIMORE PIKE GETTYSBURG, PA 17325	NONE	PUBLIC	UNRESTRICTED	100.
GRAND TETON NATIONAL PARK FOUNDATION 25 S. WILLOW, SUITE 10 JACKSON, WY 83001	NONE	PUBLIC	UNRESTRICTED	500.
HANOVER TAVERN FOUNDATION 13181 HANOVER COURTHOUSE ROAD HANOVER, VA 23069	NONE	PUBLIC	UNRESTRICTED	500.
HISTORIC RICHMOND FOUNDATION 707-A EAST FRANKLIN STREET RICHMOND, VA 23219	NONE	PUBLIC	UNRESTRICTED	500.
JACKSON MEMORIAL FOUNDATION PARK PLAZA EAST, 901 NW 18TH ST, SUITE G MIAMI, FL 33136	NONE	PUBLIC	UNRESTRICTED	150.
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
JEWISH COMMUNITY CENTER 5403 MONUMENT AVE RICHMOND, VA 23226	NONE	PUBLIC	CAPITAL CAMPAIGN FUND	5,000.
JEWISH COMMUNITY FEDERATION OF RICHMOND 5403 MONUMENT AVE RICHMOND, VA 23226	NONE	PUBLIC	ANNUAL OPERATING FUND	19,000.
MASSEY CANCER CENTER 401 COLLEGE STREET RICHMOND, VA 23298	NONE	PUBLIC	UNRESTRICTED	1,500.
MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND, VA 23220	NONE	PUBLIC	UNRESTRICTED	50.
MONTPELIER FOUNDATION P.O. BOX 911 ORANGE, VA 22960	NONE	PUBLIC	UNRESTRICTED	50.
NATIONAL D-DAY FOUNDATION 3 OVERLORD CIRCLE BEDFORD, VA 24523	NONE	PUBLIC	UNRESTRICTED	250.
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	150.
RICHMOND SYMPHONY 612 EAST GRACE STREET RICHMOND, VA 23219	NONE	PUBLIC	UNRESTRICTED	300.
RONALD MCDONALD HOUSE CHARITIES 2330 MONUMENT AVENUE RICHMOND, VA 23220	NONE	PUBLIC	UNRESTRICTED	300.
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
SECURITY ON CAMPUS VCU RICHMOND, VA 23219	NONE	PUBLIC	UNRESTRICTED	400.
SHELTERING ARMS HOSPITAL 8254 ATLEE ROAD MECHANICSVILLE, VA 23111	NONE	PUBLIC	UNRESTRICTED	300.
SMITHSONIAN INSTITUTION 900 JEFFERSON DRIVE SW WASHINGTON, VA 20560	NONE	PUBLIC	UNRESTRICTED	75.
SPARC 2106-A HAMILTON STREET RICHMOND, VA 23230	NONE	PUBLIC	UNRESTRICTED	250.
ST. JOSEPHS VILLA 8000 BROOK ROAD RICHMOND, VA 23227	NONE	PUBLIC	UNRESTRICTED	500.
STRATFORD HALL PLANTATION - R.E. LEE MEMORIAL ASSN 483 GREAT HOUSE ROAD STRATFORD, VA 22558	NONE	PUBLIC	UNRESTRICTED	200.
THE FAISON SCHOOL 1701 BYRD AVENUE RICHMOND, VA 23230	NONE	PUBLIC	UNRESTRICTED	2,500.
THE VALENTINE RICHMOND HISTORY CENTER 1015 E CLAY STREET RICHMOND, VA 23219	NONE	PUBLIC	UNRESTRICTED	500.
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	1,925.
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
UNOS 700 N 4TH ST RICHMOND, VA 23219	NONE	PUBLIC	UNRESTRICTED	500.
VCU PAULEY HEART CENTER 1250 E MARSHALL ST RICHMOND, VA 23298	NONE	PUBLIC	UNRESTRICTED	250.
VIRGINIA HISTORICAL SOCIETY 428 N BLVD RICHMOND, VA 23220	NONE	PUBLIC	UNRESTRICTED	150.
VIRGINIA HOLOCAUST MUSEUM 2000 E CARY STREET RICHMOND, VA 23223	NONE	PUBLIC	UNRESTRICTED	500.
VIRGINIA MUSEUM OF FINE ARTS FOUNDATION 2800 GROVE AVE RICHMOND, VA 23221	NONE	PUBLIC	UNRESTRICTED	1,500.
VISUAL ARTS CENTER OF RICHMOND 1812 WEST MAIN STREET RICHMOND, VA 23220	NONE	PUBLIC	UNRESTRICTED	250.
WILTON HOUSE MUSEUM 215 S WILTON ROAD RICHMOND, VA 23226	NONE	PUBLIC	UNRESTRICTED	500.
Total from continuation sheets				

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BB&T MONEY MARKET INTEREST	3.	3.	
TOTAL TO PART I, LINE 3	3.	3.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BB&T DIVIDENDS	56,848.	3,473.	53,375.	53,375.	
COMPASS DIVERSIFIED HOLDINGS	3,520.	0.	3,520.	3,520.	
TO PART I, LINE 4	60,368.	3,473.	56,895.	56,895.	

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	2,425.	0.		2,425.
TO FORM 990-PF, PG 1, LN 16B	2,425.	0.		2,425.

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	1,101.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,101.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PASS THRU FROM K-1: COMPASS DIVERSIFIED HOLDINGS	2,491.	2,491.		0.
CAPITAL GAINS FROM COMPASS DIVERSIFIED HOLDINGS K-1 TAXED AS UBTI ON 990-T	0.	4,208.		0.
TO FORM 990-PF, PG 1, LN 23	2,491.	6,699.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	708,126.	1,199,539.
TOTAL TO FORM 990-PF, PART II, LINE 10B	708,126.	1,199,539.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	51,769.	60,382.
TOTAL TO FORM 990-PF, PART II, LINE 13		51,769.	60,382.

Morton G. & Nancy P. Thalhimer Foundation
FYE 12/31/15
Attachment to Form 990-PF, Part II, Line 10b and 13

Portfolio Summary for 12/31/15

Shares	Stock	12/31/14 Basis	12/31/15 Basis	12/31/2015 Fair Market Value
2400	Altria Group	$ 73,629 48	$ 73,629 48	$ 139,704 00
1200	ARES Capital	19,584 44	19,584 44	17,100 00
2500	AT&T Inc	84,654 38	84,654 38	86,025 00
1400	BB&T Corp Dep 5 625%	35,000 00	35,000 00	36,552 88
2000	Bristol Myers Squibb	49,187 90	49,187 90	137,580 00
2800	Capitala Finance Corp	55,868 75	55,868 75	33,824 00
1000	Chevron Corp	17,563 71	17,563 71	89,960 00
1400	Conoco Phillips	38,114 99	38,114 99	65,366 00
1500	Dominion Resources	52,359 45	52,359 45	101,460 00
1000	Duke Energy	55,181 31	55,181 31	71,390 00
2000	Nuveen Quality PFD	14,689 00	14,689 00	18,220 00
1300	Phillip Morris	51,501 01	51,501 01	114,283 00
500	Phillips 66	-	-	40,900 00
889	Prologis	31,858 64	31,858 64	38,155 88
1502 938	Tortoise Energy	41,367 23	41,367 23	41,811 73
1621	United Dom Realty Trust	17,832 56	17,832 56	60,900 97
2300	Verizon/GTE	69,732 77	69,732 77	106,306 00
	Total	**708,125.62**	**$ 708,125.62**	**$ 1,199,539.46**
3800	Compass Diversified Holdings	48,400 76	51,768 76	60,382 00
	Total	**48,400.76**	**51,768.76**	**60,382.00**
	Total	**$ 756,526.38**	**$ 759,894.38**	**$ 1,259,921.46**