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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

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation The Eliasberg Family Foundation, Inc.	A Employer identification number 52-1199165
	Number and street (or P O box number if mail is not delivered to street address) 7 St. Paul Street, Suite 710	B Telephone number (see page 10 of the instructions) 410-752-7100
	City or town, state, and ZIP code Baltimore, Maryland 21202	

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ **5,651,132.27** *(Part I, column (d) must be on cash basis.)*

C If exemption application is pending, check here ►
D 1. Foreign organizations, check here ►
 2. Foreign organizations meeting the 85% test, check here and attach computation ►
E If private foundation status was terminated under section 507(b)(1)(A), check here ►
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) (see page 11 of the instructions.))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue SCANNED MAY 13 2010	1 Contributions, gifts, grants, etc., received (attach schedule)	1,000.00			
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	4.95	4.95		
	4 Dividends and interest from securities	97,606.47	97,606.47		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	(317,058.21)			
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV, line 2) . . .		0.00		
	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) (attach schedule)					
11 Other income (attach schedule)	4,561.22	4,561.22			
12 Total. Add lines 1 through 11	(213,885.57)	102,172.64			
Operating and Administrative Expenses RECEIVED SCANNED MAY 13 2010	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest	50,008.75	50,008.75	50,008.75	
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,400.00	2,400.00	2,400.00	
	24 Total operating and administrative expenses.	52,408.75	52,408.75	52,408.75	
Add lines 13 through 23					
25 Contributions, gifts, grants paid	183,282.67		183,282.67		
26 Total expenses and disbursements. Add lines 24 and 25	235,691.42	52,408.75	235,691.42		
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	(449,576.99)	49,763.89			

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	1,467.50	44,599.78	44,599.78
	2 Savings and temporary cash investments	19,584.57	635,023.42	635,023.42
	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 (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ►			
	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 (attach schedule)			
	b Investments—corporate stock (attach schedule)	5,365,627.78	3,864,637.87	3,761,254.00
	c Investments—corporate bonds (attach schedule)	690,311.59	1,085,170.71	1,190,695.50
Liabilities	11 Investments—land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► <i>Interest Receivable</i>)	15,390.73	19,559.57	19,559.57
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	6,092,382.17	5,648,991.35	5,651,132.27
	17 Accounts payable and accrued expenses			
	18 Grants payable	75,000.00	21,000.00	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► <i>Interest Receivable</i>)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,956,046.92	4,638,988.71	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	1,061,335.25	989,002.64	
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	6,017,382.17	5,627,991.35	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,092,382.17	5,648,991.35	

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	6,017,382.17
2 Enter amount from Part I, line 27a	2	(449,576.99)
3 Other increases not included in line 2 (itemize) ► <i>Decrease in Grants Payable & Deferred Gains</i>	3	60,186.17
4 Add lines 1, 2, and 3	4	5,627,991.35
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,627,991.35

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 Schedule				
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 3,214,978.59		3,532,36.80			
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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					
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	(317,058.21)	
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			3	(317,058.21)	

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 page 18 of 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))
2008	315,251	6,147,109	0.0512844
2007	345,007	7,066,245	0.0488247
2006	253,731	7,008,728	0.0362021
2005	288,717	5,682,577	0.0508073
2004	132,702	2,946,509	0.0450370

2 Total of line 1, column (d) **2** 0.2321555

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** 0.0464311

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 **4** 4,965,898.51

5 Multiply line 4 by line 3 **5** 230,572.13

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 497.64

7 Add lines 5 and 6 **7** 231,069.77

8 Enter qualifying distributions from Part XII, line 4 **8** 235,691.42
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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1	497	64	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> 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			
3	Add lines 1 and 2		3	497	64
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)				
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	497	64	
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009		6a	1,747	64
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	1,747	64	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached				
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0	00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,250	00	
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ► <input type="checkbox"/> 00 Refunded ► <input type="checkbox"/> 0 00				

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	✓
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	✓
<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?	1c	✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	✓
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	✓
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	✓
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	✓
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ►		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	✓
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>	9	✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	✓

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 page 20 of the instructions)	11	✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	✓
14	The books are in care of ► Richard A. Eliasberg Located at ► 7 St. Paul Street, Suite 710, Baltimore, Maryland	Telephone no. ► 410-752-7100 ZIP+4 ► 21202	
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		► □

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 page 20 of the instructions)?		
	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 2009?		✓
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
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 page 20 of the instructions.)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2009 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 2009.)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2009?		✓
4b			✓

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)? (see page 22 of the instructions) 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 page 22 of the instructions)? 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? 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? Yes No
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? Yes No

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 (see page 22 of the instructions).**

(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
-----	-----	-----	-----	-----
See Attached Schedule	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). 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	-----	-----	-----	►

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 page 23 of the 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 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	.....	NONE
2	.....	.....
3	.....	.....
4	.....	.....

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	.....	NONE
2	.....	.....
All other program-related investments. See page 24 of the instructions		.....
3	.....	.....
Total. Add lines 1 through 3 ►		

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	5,022,756.32
b	Average of monthly cash balances	1b	18,765.01
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,041,521.33
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	5,041,521.33
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	75,622.82
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,965,898.51
6	Minimum investment return. Enter 5% of line 5	6	248,294.83

Part XI Distributable Amount (see page 25 of the 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	248,294.83
2a	Tax on investment income for 2009 from Part VI, line 5	2a	497.64
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	497.64
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	247,797.19
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	247,797.19
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	247,797.19

Part XII Qualifying Distributions (see page 25 of the 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	235,691.42
b	Program-related investments—total from Part IX-B	1b	
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	235,691.42
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 (see page 26 of the instructions)	5	497.64
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	235,193.78

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				247,797.19
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only				0.00
b Total for prior years: 20 ____,20 ____		0.00		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005	16,756.69			
c From 2006				
d From 2007				
e From 2008	11,296.17			
f Total of lines 3a through e		28,052.86		
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 235,691.42				
a Applied to 2008, but not more than line 2a				0.00
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				0.00
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				0.00
d Applied to 2009 distributable amount				235,691.42
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	12,105.77			12,105.77
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	15,947.09			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		0.00		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				0.00
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
	0.00			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		0.00		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	15,947.09			
10 Analysis of line 9:				
a Excess from 2005	4,650.92			
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	11,296.17			
e Excess from 2009				

Part XIV **Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

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 page 28 of the 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).)

Richard A. Eliasberg

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

See Attached Exhibit

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

c Any submission deadlines:

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

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

Recipient	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				
See Attached	N/A		All For General Purposes	183,282.67
Total				► 3a 183,282.67
b Approved for future payment				
Associated Jewish Com. Fed. of Baltimore	N/A		General Purposes	20,000.00
Baltimore Community Foundation	N/A		General Purposes	1,000.00
Total				► 3b 21,000.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies**2 Membership dues and assessments****3 Interest on savings and temporary cash investments****4 Dividends and interest from securities****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****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)

97,611.42

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

13 97,611.42

(See worksheet in line 13 instructions on page 28 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). (See page 29 of the instructions.)

Not Applicable

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)	✓
(2) Other assets	1a(2)	✓
b Other transactions:	*	*
(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
(3) Rental of facilities, equipment, or other assets	1b(3)	✓
(4) Reimbursement arrangements	1b(4)	✓
(5) Loans or loan guarantees	1b(5)	✓
(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
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.		

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

THE ELIASBERG FAMILY FOUNDATION, INC.

52-1199165

Form 990PF - Part II - Schedule of Corporate Stock and Corporate Bonds

# shares		<u>Book</u>	<u>Mkt/unit</u>	<u>Fair Market</u>	
<u>Corporate Stock:</u>					
3,500	American Tower Corp.	130,538.10	43.210	151,235.00	
4,500	Ansys, Inc.	198,144.30	43.460	195,570.00	
5,500	Berkley W R Corp.	132,049.06	24.640	135,520.00	
7,500	Cisco Systems, Inc.	174,940.05	23.940	179,550.00	
2,000	Covance, Inc.	89,746.10	54.570	109,140.00	
6,500	Expeditors International Washington, Inc.	230,949.00	34.770	226,005.00	
4,500	Fastenal Co.	192,476.25	41.640	187,380.00	
4,000	Idexx Labs, Inc.	210,850.00	53.450	213,800.00	
3,500	Jacobs Engineering Group, Inc.	116,469.75	37.610	131,635.00	
1,300	K Tron International, Inc.	149,444.69	108.750	141,375.00	
500	Markel Corp.	182,437.54	340.000	170,000.00	
1,000	Monsanto Co.	76,802.80	81.750	81,750.00	
3,000	Paychex, Inc.	92,908.20	30.640	91,920.00	
1,500	Potash Corp. Sask, Inc.	128,165.05	108.500	162,750.00	
2,200	Price T. Rowe Group, Inc.	117,262.49	53.250	117,150.00	
1,810	Prima Corp. 4% Pfd. \$25 Par	12,217.50	12.500	22,625.00	
4,000	Qualcomm	187,573.99	46.260	185,040.00	
2,500	Resmed, Inc.	130,385.00	52.270	130,675.00	
500	Rio Tinto Plc	123,128.67	215.390	107,695.00	
2,000	Roper Industries, Inc.	115,636.20	52.370	104,740.00	
2,500	Schlumberger Ltd	200,028.65	65.090	162,725.00	
5,000	Smith International, Inc.	230,453.50	27.170	135,850.00	
2,200	Stryker Corp.	111,809.50	50.370	110,814.00	
3,000	Teva Pharmaceutical Industries	167,094.90	56.180	168,540.00	
4,500	Trimble Navigation Ltd	113,625.00	25.200	113,400.00	
4,500	Ultra Pete Corp.	249,501.58	49.860	224,370.00	
Total Stock		3,864,637.87		3,761,254.00	
<u>Corporate Bonds:</u>					
150,000	Bear Stearns Cos.	5.500 % 08/15/11	152,162.95	106.476	159,714.00
200,000	General Electric Co.	5.250 % 12/06/17	199,080.00	102.186	204,372.00
200,000	Hewlett Packard	5.400 % 03/01/17	177,460.00	106.636	213,272.00
100,000	Household Finance	6.400 % 07/15/11	100,000.00	103.919	103,919.00
200,000	Intern'l Business Machines	7.625 % 10/15/18	205,473.68	122.114	244,228.00
50,000	SBC Communications	6.250 % 03/15/11	50,000.00	105.897	52,948.50
200,000	WalGreen Co.	5.250 % 01/15/19	200,994.08	106.121	212,242.00
Total Bonds		1,085,170.71		1,190,695.50	

THE ELIASBERG FAMILY FOUNDATION, INC.

52-1199165

Form 990PF - Part IV - Capital Gains and Losses

		Date acquired	Date Sold	Sales Price	Cost	Gain/(Loss)
Iron Mountain	P	09/03/08	S 01/02/09	48,879.72	55,995.40	(7,115.68)
Iron Mountain	P	09/15/08	S 01/02/09	24,439.86	25,449.70	(1,009.84)
Jacobs Engineering Group	P	09/03/08	S 01/12/09	70,328.60	106,647.45	(36,318.85)
J.P. Morgan bonds	P	06/29/01	L 01/15/09	50,000.00	49,887.00	113.00
Bank of America	P	02/10/06	L 01/14/09	30,509.82	63,305.70	(32,795.88)
Bank of America	P	02/10/06	L 01/20/09	54,996.16	201,480.32	(146,484.16)
Actuant Corp.	P	09/26/08	S 01/15/09	17,440.40	25,650.80	(8,210.40)
Gilead Sciences	P	07/25/07	L 01/21/09	47,741.73	37,758.35	9,983.38
Glacier Bancorp.	P	11/13/08	S 01/15/09	29,099.83	31,000.00	(1,900.17)
Jacobs Engineering Group	P	09/26/08	S 01/15/09	23,281.57	27,065.00	(3,783.43)
Jacobs Engineering Group	P	09/15/08	S 01/15/09	46,563.13	58,470.00	(11,906.87)
Qualcomm	P	09/03/08	S 01/15/09	17,314.40	24,920.00	(7,605.60)
Roper Industries, Inc.	P	09/03/08	S 01/15/09	41,424.76	59,510.50	(18,085.74)
Stryker Corp.	P	09/03/08	S 01/15/09	60,916.61	101,220.00	(40,303.39)
Stryker Corp.	P	09/15/08	S 01/15/09	20,305.53	31,956.40	(11,650.87)
Consolidated Energy	P	09/03/08	S 01/16/09	55,824.09	124,914.00	(69,089.91)
Consolidated Energy	P	09/26/08	S 01/16/09	27,912.04	48,455.00	(20,542.96)
Consolidated Energy	P	09/10/08	S 01/16/09	13,956.02	25,023.50	(11,067.48)
Expeditors Intn'l Washington	P	09/03/08	S 01/16/09	29,679.83	36,074.30	(6,394.47)
Genentech, Inc.	P	09/24/08	S 01/22/09	42,092.06	45,623.70	(3,531.64)
J.P. Morgan & Chase Co.	P	01/01/51	L 01/22/09	23,014.87	9,083.33	13,931.54
Potash Corp. Sask, Inc.	P	09/30/08	S 01/16/09	36,744.79	67,142.75	(30,397.96)
T. Rowe Price Group, Inc.	P	09/29/08	S 01/16/09	29,592.83	55,785.00	(26,192.17)
St. Mary's Land & Expl. Co.	P	09/16/08	S 01/16/09	18,481.49	34,297.50	(15,816.01)
St. Mary's Land & Expl. Co.	P	09/03/08	S 01/16/09	55,444.49	121,791.00	(66,346.51)
First Chicago Corp. bonds	P	06/29/01	L 01/30/09	50,000.00	49,719.50	280.50
Genentech, Inc.	P	09/24/08	S 03/11/09	138,233.22	136,871.10	1,362.12
SunPower	P	10/02/08	S 03/23/09	21,016.18	65,761.81	(44,745.63)
Autodesk	P	09/15/08	S 03/27/09	47,487.93	100,530.00	(53,042.07)
SunPower	P	10/17/08	S 04/27/09	11,177.56	21,540.00	(10,362.44)
SunPower	P	01/27/09	S 04/27/09	22,355.12	21,443.50	911.62
SunPower	P	10/27/08	S 04/27/09	29,061.66	34,896.29	(5,834.63)
SunPower	P	10/02/08	S 04/27/09	6,594.76	19,399.73	(12,804.97)
Potash Corp. Sask, Inc.	P	09/30/08	S 06/11/09	58,920.24	67,142.75	(8,222.51)
Glacier Bancorp.	P	11/13/08	S 06/19/09	68,793.77	69,750.00	(956.23)
Norwest Financial bonds	P	07/10/01	L 07/15/09	57,000.00	57,000.00	-
Idexx Labs, Inc.	P	10/16/08	S 08/17/09	50,899.99	39,538.70	11,361.29
Trimble Navigation Ltd.	P	10/27/08	S 08/19/09	36,088.47	25,993.65	10,094.82
J.P. Morgan & Chase Co.	P	02/05/07	L 09/23/09	45,978.81	50,772.95	(4,794.14)
T. Rowe Price Group, Inc.	P	09/15/08	L 09/23/09	47,509.17	54,120.00	(6,610.83)
Stericycle, Inc.	P	01/12/09	S 09/23/09	47,959.57	49,377.30	(1,417.73)
Stericycle, Inc.	P	05/13/09	S 09/23/09	47,959.56	48,625.60	(666.04)
Trimble Navigation Ltd.	P	10/27/08	S 09/28/09	24,433.87	17,329.10	7,104.77
Trimble Navigation Ltd.	P	10/27/08	S 09/28/09	23,689.59	17,329.10	6,360.49
Actuant Corp.	P	06/23/09	S 11/12/09	42,047.41	30,000.00	12,047.41

THE ELIASBERG FAMILY FOUNDATION, INC.

52-1199165

Form 990PF - Part IV - Capital Gains and Losses

		Date acquired	Date Sold	Sales Price	Cost	Gain/(Loss)	
Actuant Corp.	P	10/28/08	L	11/12/09	16,818.97	14,558.00	2,260.97
Actuant Corp.	P	09/26/08	L	11/12/09	67,275.87	102,603.20	(35,327.33)
Ansys, Inc.	P	09/15/08	L	12/22/09	21,374.20	25,970.00	(4,595.80)
Ansys, Inc.	P	10/28/08	L	12/22/09	85,496.80	49,918.40	35,578.40
Ansys, Inc.	P	09/26/08	L	12/22/09	42,748.40	38,514.80	4,233.60
Ansys, Inc.	P	09/03/08	L	12/22/09	106,871.00	106,871.00	-
Idexx Labs, Inc.	P	10/28/08	L	12/22/09	52,178.46	31,038.00	21,140.46
Idexx Labs, Inc.	P	01/13/09	S	12/22/09	78,267.68	46,023.90	32,243.78
Idexx Labs, Inc.	P	10/16/08	L	12/22/09	130,446.14	98,846.75	31,599.39
J.P. Morgan & Chase Co.	P	06/12/98	L	12/22/09	41,811.42	9,083.33	32,728.09
J.P. Morgan & Chase Co.	P	02/11/92	L	12/22/09	41,811.42	9,083.34	32,728.08
T. Rowe Price Group, Inc.	P	10/24/08	L	12/22/09	106,367.66	62,894.37	43,473.29
T. Rowe Price Group, Inc.	P	09/15/08	L	12/22/09	53,183.83	53,183.83	-
Resmed, Inc.	P	10/28/08	L	12/22/09	52,131.06	30,356.30	21,774.76
Resmed, Inc.	P	09/26/08	L	12/22/09	156,393.17	135,778.20	20,614.97
Stryker Corp.	P	08/20/09	S	12/22/09	101,808.98	81,630.00	20,178.98
Teva Pharmaceutical Indus.	P	09/15/08	L	12/22/09	110,748.95	92,160.00	18,588.95
Teva Pharmaceutical Indus.	P	07/05/06	L	12/22/09	27,687.24	16,017.20	11,670.04
Teva Pharmaceutical Indus.	P	07/11/06	L	12/22/09	27,687.23	16,011.95	11,675.28
Trimble Navigation Ltd.	P	10/27/08	L	12/22/09	62,924.14	43,322.76	19,601.38
Trimble Navigation Ltd.	P	01/30/09	S	12/22/09	37,754.47	22,523.70	15,230.77
Total				3,214,978.60	3,532,036.81	(317,058.21)	

THE ELIASBERG FAMILY FOUNDATION, INC.

52-1199165

12/31/09 Return of Private Foundation

Form 990PF - Part VIII - Information About Officers, Directors, Trustees,
Foundation Managers, Highly Paid Employees and Contractors

Name and Address	Title and Time Devoted to Position	Contributions to Employee Benefit Plans	Expense Account, Other Allowances	Compensation
Richard A. Eliasberg 7 St. Paul Street, Suite 710 Baltimore, MD 21202	President / Trustee 30 hours annually	-0-	-0-	-0-
H. Voss Eliasberg 7 St. Paul Street, Suite 710 Baltimore, MD 21202	Vice-President 2 hours annually	-0-	-0-	-0-
Gail E. Redtman 7 St. Paul Street, Suite 710 Baltimore, MD 21202	Secretary 125 hours annually	-0-	-0-	-0-
Ilona B. Winter 7 St. Paul Street, Suite 710 Baltimore, MD 21202	Treasurer 56 hours annually	-0-	-0-	-0-

THE ELIASBERG FAMILY FOUNDATION, INC.

52-1199165

12/31/09 Return of Private Foundation

Form 990PF - Part XV - Item 2 Information Regarding
Contribution, Grant, Gift, Loan, Scholarship, etc., Programs

(a) Richard A. Eliasberg

7 St. Paul Street, Suite 710

Baltimore, Maryland 21202

(410) 752-7100

(b) Applications from individuals are not accepted.

(c) Applications are accepted anytime from charitable organizations. Notice of rejection or request for further information is usually conveyed within 30 days of Trustees' meeting.

(d) Preference is given to Maryland charitable organizations. Contributions are for charitable purposes to qualified organizations.

The Eliasberg Family Foundation, Inc.

52-1199165

12/31/09 Return of Private Foundation

**Form 990-PF - Part XV, Item 3 (a) Grants
and Contributions Paid During the Year**

<u>Contributions</u>	<u>Address</u>	<u>Amount</u>
Admiral's Cove Cares Charitable Foundation	Jupiter, FL	3,000
AIDS Gala "Tanzen um die Welt"	Bonn, Germany	3,333
Aktiongemeinschaft Partner Indeins, e.V	Munich, Germany	500
Alpert Jewish Family & Children's Service	W. Palm Beach, FL	300
American Diabetes Association	Merrifield, VA	300
American Friends of MDA	Lake Worth, FL	2,500
American Technion Society	Baltimore, MD	500
American Visionary Art Museum	Baltimore, MD	400
Anti-Defamation League	New York, NY	200
Art Blooms at the Walters 2009	Baltimore, MD	1,000
Associated Jewish Community Federations of Balto.	Baltimore, MD	65,200
Baltimore Area Council, BSA	Baltimore, MD	340
Baltimore City College	Baltimore, MD	500
Baltimore Community Foundation	Baltimore, MD	3,750
Baltimore Council on Foreign Affairs	Baltimore, MD	950
Baltimore Museum of Art	Baltimore, MD	1,000
Baltimore School for the Arts	Baltimore, MD	100
Baltimore Squash Wise	Baltimore, MD	2,500
Baltimore Symphony Orchestra	Baltimore, MD	500
Berea College	Berea, KY	400
Beth Am Synagogue	Baltimore, MD	200
Bryn Mawr College	Bryn Mawr, PA	200
Bryn Mawr School	Baltimore, MD	200
Center Stage	Baltimore, MD	1,110
Chesapeake Bay Foundation	Annapolis, MD	1,500
Cummer Museum of Art, The	Jacksonville, FL	200
Elijah Cummings Youth Program	Baltimore, MD	200
Fannie Goodman Ries Fund, Balto. Museum of Art	Baltimore, MD	100
FOCUS Cummer	Ponte Vedra Beach, FL	100
Food for the Poor, Inc.	Coconut Creek, FL	75
Foundation for National Archives	Washington, DC	36,000
Frenkil Endowment Fund, The (Univ. Md.)	Baltimore, MD	100
Goucher College	Baltimore, MD	200
Hathaway Brown School	Shaker Heights, OH	225
Helene G. Beckley Fund, The Park School	Brooklandville, MD	100
House of Ruth	Baltimore, MD	500
Independent College Fund of Md.	Baltimore, MD	1,000
Institute for Christian & Jewish Studies	Baltimore, MD	300
Irvine Natural Center	Stevenson, MD	250

The Eliasberg Family Foundation, Inc.

52-1199165

12/31/09 Return of Private Foundation

Form 990-PF - Part XV, Item 3 (a) Grants

and Contributions Paid During the Year

<u>Contributions</u>	<u>Address</u>	<u>Amount</u>
Jacksonville Symphony Orchestra	Jacksonville, FL	400
Johns Hopkins Dept. of Otolaryngology	Baltimore, MD	50
Johns Hopkins Medicine, Dr. Ira T. Fine Discovery Fund	Baltimore, MD	500
Jupiter Medical Center Foundation	Jupiter, FL	1,000
Lustgarten Foundation	Bethpage, NY	50
Lyme Disease Research Foundation	Lutherville, MD	1,000
March of Dimes	Baltimore, MD	25
Maryland Film Festival	Baltimore, MD	100
Maryland Historical Society	Baltimore, MD	1,000
Maryland Institute, College of Art	Baltimore, MD	3,600
Maryland Public Television Foundation, Inc.	Baltimore, MD	5,000
Maryland Science Center	Baltimore, MD	500
Maryland SPCA	Baltimore, MD	500
Maryland Zoo in Baltimore	Baltimore, MD	1,000
Mt. Washington Pediatric Hospital	Baltimore, MD	100
Moveable Feast	Baltimore, MD	100
National Aquarium in Baltimore	Baltimore, MD	1,000
Old Dominion University	Norfolk, VA	200
Palms Presbyterian Church	Jacksonville Beach, FL	2,000
Parks & People Foundation	Baltimore, MD	200
Peabody Institute	Baltimore, MD	1,000
Peggy Adams Animal Rescue League	West Palm Beach, FL	500
Planned Parenthood Federation of America	New York, NY	200
Sadie Crockin Memorial Fund	Baltimore, MD	100
Schein-Joseph Internat'l Museum of Ceramic Art	Alfred, NY	250
Smile Train	New York, NY	375
Society for the Four Arts, The	Palm Beach, FL	6,000
Temple Oheb Shalom	Baltimore, MD	7,500
TurnAround, Inc.	Towson, MD	250
UM Social Work Community Outreach Service	Baltimore, MD	10,000
United States Holocaust Memorial Museum	Washington, DC	100
United Way of Maryland	Baltimore, MD	2,500
University of Pennsylvania	Philadelphia, PA	1,000
Valleys Planning Council, Inc., The	Towson, MD	250
Walters Art Museum	Baltimore, MD	100
Yale University	New Haven, CT	5,000
		\$ 183,283