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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation **THE STEPHEN A. AND DIANA L. GOLDBERG FOUNDATION, INC.**

Number and street (or P O box number if mail is not delivered to street address) **7220 WISCONSIN AVENUE 200**

Room/suite

City or town, state, and ZIP code **BETHESDA, MD 20814**

A Employer identification number **51-0326473**

B Telephone number (see instructions) **(240) 479-7900**

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 ☐

G Check all that apply

☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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) ▶ \$ **60,341.**

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

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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	904,769.			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5a	Gross rents	5,280.	5,280.		
b	Net rental income or (loss)	5,280.			
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	910,049.	5,280.	0	
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 1	2,100.	1,050.		1,050.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 2	3,501.	3,501.		
24	Total operating and administrative expenses. Add lines 13 through 23	5,601.	4,551.		1,050.
25	Contributions, gifts, grants paid	872,760.			872,760.
26	Total expenses and disbursements. Add lines 24 and 25	878,361.	4,551.	0	873,810.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	31,688.			
b	Net investment income (if negative, enter -0-)		729.		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

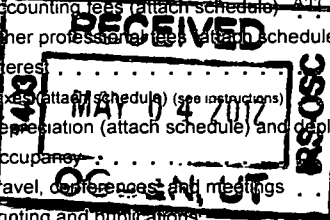
JSA

Form **990-PF** (2011)

SCANNED MAY 14 2012

Revenue

Operating and Administrative Expenses



Handwritten initials or mark.

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		3,522.	35,329.	35,329.
	2	Savings and temporary cash investments				
	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 instructions)				
	7	Other notes and loans receivable (attach schedule) *		*		ATCH 3
		Less allowance for doubtful accounts		450.		
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 4		24,681.	25,012.	25,012.
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule)				
15		Other assets (describe)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)		28,653.	60,341.	60,341.
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 (attach schedule)				
	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		500.	500.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		28,153.	59,841.	
	30	Total net assets or fund balances (see instructions)		28,653.	60,341.	
31	Total liabilities and net assets/fund balances (see instructions)		28,653.	60,341.		

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	28,653.
2	Enter amount from Part I, line 27a	2	31,688.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	60,341.
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	60,341.

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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					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
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		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3		

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))
2010			
2009			
2008			
2007			
2006			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 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			8

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 ☐ and enter 1% of Part I, line 27b	1	15.
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	15.
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	15.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	
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	0
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	15.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
2 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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) DE,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ MARK SPISAK	Telephone no	☐ 240-479-7900	
Located at ☐ SAME AS PAGE 1		ZIP + 4	☐ 20814	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	☐ 15		
16	At any time during calendar year 2011, 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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)	2b	X
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 2011 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 2011)	3b	X
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 2011?	4b	X

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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 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 instructions)? ☐ Yes ☒ NoOrganizations 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 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
ATTACHMENT 5		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(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 ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part 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 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 instructions.	
3 NONE	

Total. Add lines 1 through 3 ▶

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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	
b	Average of monthly cash balances	1b	49,485.
c	Fair market value of all other assets (see instructions)	1c	25,012.
d	Total (add lines 1a, b, and c)	1d	74,497.
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	74,497.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,117.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	73,380.
6	Minimum investment return. Enter 5% of line 5	6	3,669.

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	3,669.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	15.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	15.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,654.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,654.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,654.

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	873,810.
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	873,810.
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 instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	873,810.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,654.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006	2,976,708.			
b From 2007	2,980,164.			
c From 2008	1,963,772.			
d From 2009	99,555.			
e From 2010	172,930.			
f Total of lines 3a through e	8,193,129.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 873,810.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				3,654.
e Remaining amount distributed out of corpus	870,156.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,063,285.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	2,976,708.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	6,086,577.			
10 Analysis of line 9				
a Excess from 2007	2,980,164.			
b Excess from 2008	1,963,772.			
c Excess from 2009	99,555.			
d Excess from 2010	172,930.			
e Excess from 2011	870,156.			

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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 SEE ATTACHED LIST				872,760.
Total			3a	872,760.
b Approved for future payment				
Total			3b	

Form **990-PF** (2011)

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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 instructions)
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[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2011

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

THE STEPHEN A. AND DIANA L. GOLDBERG
FOUNDATION, INC.

Employer identification number

51-0326473

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

JSA

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29-10247-0004

PAGE 15

Name of organization THE STEPHEN A. AND DIANA L. GOLDBERG
FOUNDATION, INC.

Employer identification number
51-0326473

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STEPHEN GOLDBERG & DIANA GOLDBERG 7220 WISCONSIN AVENUE, SUITE 200 BETHESDA, MD 20814	\$ 904,769.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number	51-0326473
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Part II

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE STEPHEN A. AND DIANA L. GOLDBERG
FOUNDATION, INC.

Employer identification number
51-0326473

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

RENT AND ROYALTY INCOME

Taxpayer's Name THE STEPHEN A. AND DIANA L. GOLDBERG	Identifying Number 51-0326473
--	---

DESCRIPTION OF PROPERTY

NORTH 1270

	Yes	No	Did you actively participate in the operation of the activity during the tax year?
--	-----	----	--

TYPE OF PROPERTY:

REAL RENTAL INCOME

OTHER INCOME:

NORTH 1270

5,280.

TOTAL GROSS INCOME

5,280.

OTHER EXPENSES:

DEPRECIATION (SHOWN BELOW)

LESS: Beneficiary's Portion

AMORTIZATION

LESS: Beneficiary's Portion

DEPLETION

LESS: Beneficiary's Portion

TOTAL EXPENSES**TOTAL RENT OR ROYALTY INCOME (LOSS)**

5,280.

Less Amount to

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others**Net Rent or Royalty Income (Loss)**

5,280.

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

[illegible]

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

NORTH 1270

5,280.
5,280.

RENT AND ROYALTY SUMMARY

<u>PROPERTY</u>	<u>TOTAL INCOME</u>	<u>DEPLETION/ DEPRECIATION</u>	<u>OTHER EXPENSES</u>	<u>ALLOWABLE NET INCOME</u>
NORTH 1270	5,280.			5,280.
TOTALS	<u>5,280.</u>			<u>5,280.</u>

ATTACHMENT 1FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	2,100.	1,050.		1,050.
TOTALS	<u>2,100.</u>	<u>1,050.</u>		<u>1,050.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADMINISTRATIVE	383.	383.
NONDEDUCTIBLE	3,118.	3,118.
TOTALS	<u>3,501.</u>	<u>3,501.</u>

ATTACHMENT 3FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	DISTRIBUTION RECEIVABLE	
BEGINNING BALANCE DUE		450.
ENDING BALANCE DUE		_____
ENDING FAIR MARKET VALUE		_____
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE		<u>450.</u>
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE		_____
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE		_____

ATTACHMENT 4FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT IN NORTH 1270	24,681.	25,012.	25,012.
TOTALS	<u>24,681.</u>	<u>25,012.</u>	<u>25,012.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 5

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
STEPHEN A. GOLDBERG 7220 WISCONSIN AVENUE 200 BETHESDA, MD 20814	PRESIDENT	0	0	0
DIANA L. GOLDBERG 7220 WISCONSIN AVENUE 200 BETHESDA, MD 20814	VICE PRESIDENT	0	0	0
BRIAN L. GOLDBERG 7220 WISCONSIN AVENUE 200 BETHESDA, MD 20814	DIRECTOR	0	0	0
STUART W. GOLDBERG 7220 WISCONSIN AVENUE 200 BETHESDA, MD 20814	DIRECTOR	0	0	0
LAUREN B. GOLDBERG 7220 WISCONSIN AVENUE 200 BETHESDA, MD 20814	DIRECTOR	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 5 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARTIN J. KIRSCH 7220 WISCONSIN AVENUE 200 BETHESDA, MD 20814	SECRETARY	0	0	0
GRAND TOTALS		0	0	0

ATTACHMENT 6

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

APPLICATIONS MAY BE SUBMITTED TO
ANY DIRECTOR OF THE FOUNDATION

STEPHEN A. & DIANA L. GOLDBERG FOUNDATION, INC.			
Donations - January 1, 2011 to December 31, 2011			
CHARITY	TOTAL DONATION AMOUNT	NON DEDUCTIBLE AMOUNT	DEDUCTIBLE AMOUNT
All Hallows Guild-Flower Mart	100.00		100.00
Bethesda Chevy Chase Rescue	250.00		250.00
Boys and Girls Clubs of Greater Washington	2,500.00		2,500.00
Cesar Chavez Public Charter Schools	5,000.00		5,000.00
Child Health Center Board	50.00		50.00
Child Health Center Board	100.00		100.00
Children Hospital Foundation	11,500.00	(1,500.00)	10,000.00
Children's Hospital Foundation	2,500.00	(30.00)	2,470.00
Children's Hospital Foundation	700.00	(350.00)	350.00
Children's Hospital Foundation	1,000.00		1,000.00
Children's Hospital Foundation	5,000.00		5,000.00
Children's Hospital Foundation	100,000.00		100,000.00
Children's Hospital Foundation (Heroes-Donations)	5,000.00		5,000.00
Children's Hospital Foundation (Obesity Institute)	100,000.00		100,000.00
Children's Hospital Foundation(Jill Joseph Endowed Lectureship)	10,000.00		10,000.00
Children's Hospital Foundation (Endowed Chair in Nursing Reseach)	100,000.00		100,000.00
Children's Hospital Foundation (Safe Kids Worldwide)	10,000.00		10,000.00
Children's National Medical Center/BOV	203.00	(3.00)	200.00
Collegiate Directions, Inc	1,500.00		1,500.00
D.C. Prep	50,000.00		50,000.00
DC Design House	500.00		500.00
DC Jewish Community Center	1,000.00		1,000.00
DC's Children's Law Center	10,000.00		10,000.00
Edmund Burke School	5,000.00		5,000.00
Focus	2,000.00	(75.00)	1,925.00
Health Leads	5,000.00		5,000.00
Hoya Hoop Club	2,000.00		2,000.00
JCAW Foundation (Japan Earthquake)	5,000.00		5,000.00
Memorial Sloan-Kettering Cancer Center	500.00		500.00
National Cathedral School	100,000.00		100,000.00
National Cathedral School	200,000.00		200,000.00
National Cathedral School for Girls (Annual Fund)	15,000.00		15,000.00
Oakwood School	1,000.00		1,000.00
Planned Parenthood of Metropolitan Washington DC (PPMW)	2,500.00		2,500.00
Planned Parenthood of Metropolitan Washington DC (PPMW)	1,000.00		1,000.00
Smithsonian Craft Show	475.00		475.00
St. Albans Christmas House Tour	750.00		750.00
Susan G. Komen -3 Day of the Cure	1,000.00		1,000.00
The Bob Woodruff Foundation	2,500.00		2,500.00
The Children's Hearing and Speech Center	1,000.00		1,000.00
The Children's Hospital Foundation	50,000.00		50,000.00
The Children's Law Center	10,000.00	(520.00)	9,480.00
The Choral Arts Society of Washington	1,000.00		1,000.00
The National Alliance to End Homelessness	1,000.00		1,000.00
The National Kidney Foundation of the National Capital Area	30,000.00		30,000.00
The Oglebay Foundation	500.00		500.00
The Reginald S. Lourie Center	1,000.00		1,000.00
The Washington Home and Community	1,000.00		1,000.00
Us Help Us Inc.	250.00		250.00
Washington Area Women's Fundation	2,500.00		2,500.00
Washington National Cathedral	1,000.00		1,000.00

STEPHEN A. & DIANA L. GOLDBERG FOUNDATION, INC.			
Donations - January 1, 2011 to December 31, 2011			
CHARITY	TOTAL DONATION AMOUNT	NON DEDUCTIBLE AMOUNT	DEDUCTIBLE AMOUNT
Wendt Center For Loss and Healing	5,000.00		5,000.00
Woman for Woman International	10,000.00	(640.00)	9,360.00
Yellowstone Club Community Foundation	1,000.00		1,000.00
TOTALS:	875,878.00	(3,118.00)	872,760.00

Stephen and Diana Goldberg Foundation			
2011 - Cash Donations			
DATE	CHECK #	PAYABLE TO	CHECK AMOUNT
01/23/11	2880	Child Health Center Board	50.00
01/24/11	2881	Children's Hospital Foundation	2,500.00
02/01/11	2882	National Cathedral School	100,000.00
02/06/11	2883	Memorial Sloan-Kettering Cancer Center	500.00
02/08/11	2884	Focus	2,000.00
02/14/11	2885	D.C. Prep	50,000.00
03/01/11	2886	Smithsonian Craft Show	475.00
03/01/11	2887	All Hallows Guild-Flower Mart	100.00
03/14/11	2888	Children's Hospital Foundation	700.00
03/21/11	2889	DC Design House	500.00
03/21/11	2890	JCAW Foundation (Japan Earthquake)	5,000.00
03/30/11	2892	Children Hospital Foundation	11,500.00
03/30/11	2893	National Cathedral School	200,000.00
04/06/11	2895	DC Jewish Community Center	1,000.00
04/06/11	2896	Child Health Center Board	100.00
04/14/11	2897	Children's Hospital Foundation	1,000.00
04/14/11	2898	Collegiate Directions, Inc	1,500.00
04/14/11	2899	The Reginald S. Lourie Center	1,000.00
04/26/11	2900	Children's Hospital Foundation	5,000.00
04/27/11	2901	Cesar Chavez Public Charter Schools	5,000.00
05/01/11	2903	Washington Area Women's Fundaton	2,500.00
05/01/11	2904	Planned Parenthood of Metropolitan Washington DC (PPMW)	2,500.00
05/09/11	2905	The Children's Hearing and Speech Center	1,000.00
05/11/11	2906	Health Leads	5,000.00
06/03/11	2907	The Bob Woodruff Foundation	2,500.00
06/03/11	2909	Edmund Burke School	5,000.00
06/10/11	2910	Oakwood School	1,000.00
06/19/11	2911	Children's Hospital Foundation	100,000.00
07/01/11	2912	The National Kidney Foundation of the National Capital Area	30,000.00
07/01/11	2913	The Children's Law Center	10,000.00
07/01/11	2914	Children's Hospital Foundation (Obesity Institute)	100,000.00
07/01/11	2916	Washington National Cathedral	1,000.00
07/01/11	2917	Susan G. Komen -3 Day of the Cure	1,000.00
07/11/11	2918	The National Alliance to End Homelessness	1,000.00
07/24/11	2919	Wendt Center For Loss and Healing	5,000.00
07/25/11	2920	Yellowstone Club Community Foundation	1,000.00
09/16/11	2921	Children's Hospital Foundation (Heroes-Donations)	5,000.00
09/16/11	2922	Children's Hospital Foundation(Jill Joseph Endowed Lectureship)	10,000.00
09/17/11	2924	Hoya Hoop Club	2,000.00
09/19/11	2925	National Cathedral School for Girls (Annual Fund)	15,000.00
09/21/11	2926	Boys and Girls Clubs of Greater Washington	2,500.00
09/25/11	2927	Planned Parenthood of Metropolitan Washington DC (PPMW)	1,000.00
09/25/11	2928	The Washington Home and Community	1,000.00
09/25/11	2929	Children's National Medical Center/BOV	203.00
10/14/11	2930	Woman for Woman International	10,000.00
10/15/11	2931	The Children's Hospital Foundation	50,000.00
11/21/11	2932	St. Albans Christmas House Tour	750.00
11/22/11	2933	The Choral Arts Society of Washington	1,000.00
11/22/11	2934	The Oglebay Foundation	500.00
11/25/11	2935	Us Help Us	250.00
11/26/11	2936	Bethesda Chevy Chase Rescue	250.00
11/28/11	2937	DC's Children's Law Center	10,000.00
12/08/11	2938	Children's Hospital Foundation (Endowed Chair in Nursing Reseach)	100,000.00
12/08/11	2939	Children's Hospital Foundation (Safe Kids Worldwide)	10,000.00
TOTAL			875,878.00