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

2011

Department of the Treasury
Internal Revenue Service

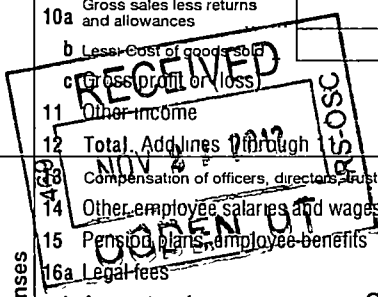
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

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

Name of foundation HOFFBERGER FOUNDATION, INC.		A Employer identification number 52-0794249
Number and street (or P O box number if mail is not delivered to street address) 4851 HOLABIRD AVENUE		B Telephone number 410-558-3830
City or town, state, and ZIP code BALTIMORE, MD 21224		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 18,692,079. (Part I, column (d) must be on cash basis)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	5,299.			STATEMENT 1
4 Dividends and interest from securities	381,952.			STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	697,851.			
b Gross sales price for all assets on line 6a 4,180,724.				
7 Capital gain net income (from Part IV, line 2)		697,851.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income	<542.>	<542.>		STATEMENT 3
12 Total. Add lines 1 through 11	1,084,560.	697,309.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	103,168.	10,317.		92,851.
15 Pension plans, employee benefits	17,358.	1,736.		15,622.
16a Legal fees				
b Accounting fees STMT 4	17,930.	17,930.		0.
c Other professional fees STMT 5	32,760.	30,093.		2,667.
17 Interest				
18 Taxes STMT 6	19,768.	7,941.		11,827.
19 Depreciation and depletion	410.	243.		
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	9,395.	927.		8,468.
24 Total operating and administrative expenses. Add lines 13 through 23	200,789.	69,187.		131,435.
25 Contributions, gifts, grants paid	901,729.			901,729.
26 Total expenses and disbursements. Add lines 24 and 25	1,102,518.	69,187.		1,033,164.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<17,958.>			
b Net investment income (if negative, enter -0-)		628,122.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
				(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing		5,452.	35,904.	35,904.	
	2	Savings and temporary cash investments		28,048.	55,269.	55,269.	
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges			6,890.	1,556.	1,556.
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 8		10,312,866.	10,494,843.	12,064,588.
	c	Investments - corporate bonds	STMT 9		3,357,627.	3,127,952.	3,254,823.
11	Investments - land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other	STMT 10		3,226,613.	3,238,492.	3,279,899.	
14	Land, buildings, and equipment: basis ▶	7,076.					
	Less: accumulated depreciation	STMT 11 ▶	7,036.	450.	40.	40.	
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers)			16,937,946.	16,954,056.	18,692,079.	
Liabilities	17	Accounts payable and accrued expenses		24,990.	10,055.		
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)	STATEMENT 12)		11,625.	7,167.	
23	Total liabilities (add lines 17 through 22)			36,615.	17,222.		
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 checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds			0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			16,901,331.	16,936,834.		
30	Total net assets or fund balances			16,901,331.	16,936,834.		
31	Total liabilities and net assets/fund balances			16,937,946.	16,954,056.		

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	16,901,331.
2	Enter amount from Part I, line 27a	2	<17,958.>
3	Other increases not included in line 2 (itemize) ▶ ADJUSTMENT FOR K1 ACTIVITIES	3	53,461.
4	Add lines 1, 2, and 3	4	16,936,834.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,936,834.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED <i>Statement # 5</i>	P	03/01/11	11/30/11
b SEE ATTACHED <i>Statement # 6</i>	P	06/25/04	06/21/11
c K1 ACL ALTERNATIVE FUND SAC LP		01/01/11	12/20/11
d K1 ACL ALTERNATIVE FUND SAC LP		12/20/10	12/31/11
e SB CG DISTRIBUTIONS AS INCOME	P	12/20/10	12/31/11

(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 139,517.		144,498.	<4,981.>
b 3,950,460.		3,302,277.	648,183.
c		14,548.	<14,548.>
d		21,550.	<21,550.>
e 90,747.			90,747.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<4,981.>
b			648,183.
c			<14,548.>
d			<21,550.>
e			90,747.

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	697,851.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

Yes No

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

1 Enter the appropriate amount in each column for each year; see 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	581,108.	18,901,310.	.030744
2009	967,561.	16,883,081.	.057310
2008	1,219,445.	20,713,126.	.058873
2007	1,367,285.	24,618,596.	.055539
2006	1,215,494.	23,094,051.	.052632

2 Total of line 1, column (d)	2	.255098
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	.051020
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	19,869,037.
5 Multiply line 4 by line 3	5	1,013,718.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,281.
7 Add lines 5 and 6	7	1,019,999.
8 Enter qualifying distributions from Part XII, line 4	8	1,033,614.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	6,281.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	6,281.
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	6,281.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	10,834.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	20,834.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	25.
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,528.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 14,528. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.HOFFBERGERFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>MR. LEROY E. HOFFBERGER</u> Telephone no. ► <u>410-558-3830</u> Located at ► <u>4851 HOLABIRD AVENUE, BALTIMORE, MD</u> ZIP+4 ► <u>21224</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16		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? <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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here **N/A**

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) **N/A**

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.

(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 STATEMENT 13		0.	0.	0.

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

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

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

Part 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	20,022,509.
b	Average of monthly cash balances	1b	149,102.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	20,171,611.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	20,171,611.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	302,574.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,869,037.
6	Minimum investment return. Enter 5% of line 5	6	993,452.

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	993,452.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,281.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,281.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	987,171.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	987,171.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	987,171.

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	1,033,164.
b	Program-related investments - total from Part IX-B	1b	450.
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	1,033,614.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	6,281.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	1,027,333.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				987,171.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				165,959.
d From 2009				140,397.
e From 2010				
f Total of lines 3a through e	306,356.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,033,614.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				987,171.
e Remaining amount distributed out of corpus	46,443.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	352,799.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	352,799.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				165,959.
c Excess from 2009				140,397.
d Excess from 2010				
e Excess from 2011				46,443.

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶ _____

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

	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

ANN BILLINGSLEY, 410-369-9336
101 W. MT ROYAL AVENUE, BALTIMORE, MD 21201

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

FULL PROPOSAL

c Any submission deadlines:

MARCH 1

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

NO GRANTS TO INDIVIDUALS. ONLY GRANTS TO LOCAL CHARITIES.

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 SCHEDULE # 17	NONE	PUBLIC	UNRESTRICTED	901,729.
Total			▶ 3a	901,729.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
4	OFFICE EQUIPMENT	010102SL		5.00	16	3,724.			3,724.	3,724.		0.
5	COMPUTER EQUIPMENT	090105SL		5.00	16	1,279.			1,279.	1,279.		0.
6	SCANNER	020206SL		5.00	16	559.			559.	550.		9.
7	COMPUTER EQUIPMENT	122106SL		5.00	16	786.			786.	628.		158.
8	LAPTOP COMPUTER	022709SL		3.00	16	728.			728.	445.		243.
	* TOTAL 990-PF PG 1 DEPR					7,076.		0.	7,076.	6,626.	0.	410.

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

SOURCE	AMOUNT
K-1 FROM ACL ALTERNATIVE FUND SAC LTD	349.
MORGAN STANLEY / SMITH BARNEY	4,950.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,299.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY / SMITH BARNEY	381,952.	0.	381,952.
TOTAL TO FM 990-PF, PART I, LN 4	381,952.	0.	381,952.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
K1 ACL ALTERNATIVE FUND SAC LTD	<542.>	<542.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<542.>	<542.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	17,930.	17,930.		0.
TO FORM 990-PF, PG 1, LN 16B	17,930.	17,930.		0.

FORM 990-PF .	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	13,635.	13,635.		0.
K1 ACL ALTERNATIVE FUND				
SAC LTD	16,320.	16,320.		0.
CONSULTANT	2,667.	0.		2,667.
PASS THROUGH FROM COMVEST				
ABSOLUTE RETN K-1	138.	138.		0.
TO FORM 990-PF, PG 1, LN 16C	32,760.	30,093.		2,667.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	10,317.	1,032.		9,285.
FEDERAL TAXES	2,542.	0.		2,542.
FOREIGN TAXES	6,909.	6,909.		0.
TO FORM 990-PF, PG 1, LN 18	19,768.	7,941.		11,827.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	1,993.	0.		1,993.
INSURANCE	6,160.	616.		5,544.
OFFICE EXPENSES	1,242.	311.		931.
TO FORM 990-PF, PG 1, LN 23	9,395.	927.		8,468.

FORM 990-PF. CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE # 14	10,494,843.	12,064,588.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,494,843.	12,064,588.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE # 14	3,127,952.	3,254,823.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,127,952.	3,254,823.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE # 14	COST	3,238,492.	3,279,899.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,238,492.	3,279,899.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT	3,724.	3,724.	0.
COMPUTER EQUIPMENT	1,279.	1,279.	0.
SCANNER	559.	559.	0.
COMPUTER EQUIPMENT	786.	786.	0.
LAPTOP COMPUTER	728.	688.	40.
TOTAL TO FM 990-PF, PART II, LN 14	7,076.	7,036.	40.

FORM 990-PF .	OTHER LIABILITIES	STATEMENT	12
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
FEDERAL EXCISE TAX PAYABLE		11,625.	7,167.
TOTAL TO FORM 990-PF, PART II, LINE 22		11,625.	7,167.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUE GROSS 101 W. MT. ROYAL AVE. BALTIMORE, MD 21201	PRESIDENT 0.00	0.	0.	0.
LOIS HALPERT 101 W. MT. ROYAL AVE. BALTIMORE, MD 21201	VICE PRESIDENT 0.00	0.	0.	0.
ALLISON FASS 101 W. MT. ROYAL AVE. BALTIMORE, MD 21201	SECRETARY 0.00	0.	0.	0.
BRUCE HOFFBERGER 101 W. MT. ROYAL AVE. BALTIMORE, MD 21201	TREASURER 0.00	0.	0.	0.
DOUGLAS HOFFBERGER 101 W. MT. ROYAL AVE. BALTIMORE, MD 21201	ASST. TREASURER 0.00	0.	0.	0.
LEROY E. HOFFBERGER 101 W. MT. ROYAL AVE. BALTIMORE, MD 21201	CHAIRMAN OF THE BOARD 0.00	0.	0.	0.
DAVID HOFFBERGER 101 W. MT. ROYAL AVE. BALTIMORE, MD 21201	DIRECTOR 0.00	0.	0.	0.
MARGO PYES 101 W. MT. ROYAL AVE. BALTIMORE, MD 21201	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Hoffberger Foundation, Inc.

52-0794249

Part II - Balance Sheets

2011 990 PF

Line 10 Investments

Statement # 14

	No. Shares	Beg of Year Book Value	End of Year	
			Book Value	Mkt Value
Government obligations		-	-	-
Total government obligations		-	-	-
Corporate stock and mutual funds				
Artio International Equity Fund II	67,629.054	1,074,080.11	-	-
Davis NY Venture Fund CI Y	53,286.001	78,607.61	24,057.80	1,748,846.55
Diamond Hills Funds Long-Short Fd	4,634.080	82,841.06	66,062.54	78,454.97
Euro Pac Growth Fund	25,094.060	898,174.59	752,166.83	877,790.22
Federated Prudent Bear Fund IS	14,445.301	111,748.73	85,809.01	63,559.33
Fidelity Advisor Small Cap Fd	28,672.290	583,455.46	-	-
First Eagle Overseas Fund	16,513.867	-	367,123.65	341,011.35
Forward Tactical Growth Fund	2,879.003	-	79,194.08	71,744.75
Gateway Fund CI A	2,878.456	89,036.24	68,032.58	75,991.24
Growth Fund America, Inc. CI F	79,866.036	2,511,909.19	2,020,962.03	2,280,973.98
JP Morgan Highbridge Stat mkt Fd Select C	5,957.530	96,291.47	-	-
Lazard Emerging Mkts Port Inst'l Shrs	27,603.785	303,803.95	531,772.77	463,743.59
Merger Fund (no load)	4,773.252	91,499.48	71,672.13	74,415.01
Pimco Total Return Fund CI A	132,977.081	1,482,493.35	1,414,221.59	1,445,460.87
Prudential Global Real Estate Fund CI Z	51,468.730	1,066,343.50	1,087,058.07	907,908.40
Royce Pennsylvania Fund	24,242.739	-	294,140.47	260,851.87
RS Value Fund CI A	8,512.609	318,010.79	182,510.34	196,130.51
Rydex Managed Futures Fund	2,944.827	99,316.82	78,987.66	70,499.16
Rydex SGI Long/Short Commodities Strata	3,246.125	-	92,456.55	78,004.39
TCW Small Cap Growth Fund	12,315.503	-	375,000.00	320,079.92
T Rowe Price Midcap Growth Fd	8,308.417	398,049.80	401,332.22	429,711.32
Thornburg International Value Fund CI I	33,996.147	1,027,204.27	1,040,137.41	835,625.29
Vanguard Bd Index Fund	5,282.000	-	440,897.29	441,258.28
Vanguard Mega Cap 300 Growth	19,088.508	-	937,024.48	925,448.17
Virtis Premium Alphasector Fund	6,359.669	-	84,223.34	77,079.19
Total corporate stock and mutual funds		10,312,866.42	10,494,842.84	12,064,588.36
Corporate bonds				
American High Income Tr CI F	73,065.693	995,904.43	810,206.14	778,880.29
AT&T Inc.	100,000.000	99,650.00	99,650.00	104,222.00
Loomis Sayles Investment Grade Bond Fun	133,268.693	1,511,096.64	1,493,916.00	1,591,228.20
Oppenheimer Int'l Bond Fund CI A	125,885.967	750,975.80	724,179.70	780,492.99
Total corporate bonds		3,357,626.87	3,127,951.84	3,254,823.48
Other investments				
The Baltimore Fund		75,738.35	42,033.30	42,102.30
Comvest Absolute Return Enhanced Fund		(19,993.88)	-	-
Alt Fund Ltd		605,034.00	600,000.00	545,812.00
Goldman Sach Private Eq Ptr X Off		308,988.51	456,986.51	465,257.00
Hedged Strategies Ltd - A1		1,250,000.00	1,250,000.00	1,376,358.00
Permal Macro Hldgs Ltd A USD		500,000.00	500,000.00	521,904.00
Spdr Gold Tr Gold Shrs	531	78,676.18	48,185.76	80,706.69
UBP ARV Ltd Series I		428,170.00	341,286.00	247,759.00
Total other investments		3,226,613.16	3,238,491.57	3,279,898.99
Total investments		16,897,106.45	16,861,286.25	18,599,310.83

Hoffberger Foundation, Inc.

52-0794249

Realized Gains and Losses

2011 990 PF

Statement # 15

Date Sold	Date Purchased	Days Held	No. Shares	Description	Proceeds	Cost	Gain / Loss
5/25/2011	12/30/2010	146	1123.259	Davis New York Venture Fund	40,527.18	37,236.04	3,291.14
6/21/2011	3/1/2011	112	4111.842	Royce Pennsylvania Fund Inv C	50,000.00	50,123.35	(123.35)
11/30/2011	12/31/2010	334	1378.325	Artio International Equity II Fd	13,989.99	17,077.45	(3,087.46)
11/22/2011	3/1/2011	266	3286.385	Royce Pennsylvania Fund Inv C	35,000.00	40,061.03	(5,061.03)
12/31/2011		K-1		ACL Alternative Fund SAC Ltd	-	-	-
Total Short-Term Gains / Losses					139,517.17	144,497.87	(4,980.70)
1/7/2011	6/25/2004	2,387	7054.674	American High Income Trust C	80,000.00	84,656.09	(4,656.09)
1/7/2011	10/21/2004	2,269	1970.443	Growth Fund of America CI F	60,000.00	49,339.89	10,660.11
2/28/2011	10/21/2004	2,321	6289.308	Growth Fund of America CI F	200,000.00	157,484.27	42,515.73
2/28/2011	11/21/2003	2,656	2358.491	Europacific Growth Fund CI F1	100,000.00	66,533.03	33,466.97
2/28/2011	12/30/2003	2,617	28574.076	Fidelity Advisor Small Cap Fd C	745,211.90	581,482.45	163,729.45
2/28/2011	12/30/2004	2,251	20.088	Fidelity Advisor Small Cap Fd C	2,561.42	1,973.01	588.41
2/28/2011	3/26/1999	4,357	11095.7	Davis New York Venture Fund	400,000.00	1,836.23	398,163.77
5/2/2011	6/23/2009	678	1187.429	Diamond Hill Funds Long-Shor	20,803.76	16,920.86	3,882.90
5/2/2011	6/23/2009	678	4009.23	Federated Prudent Bear Fund IS	17,279.78	25,939.72	(8,659.94)
5/2/2011	6/23/2009	678	948.286	Gateway Fund CI A	25,565.79	22,322.65	3,243.14
5/2/2011	6/23/2009	678	5450.68	JP Morgan Highbridge Stat Mkt	84,213.01	88,192.00	(3,978.99)
5/2/2011	3/18/2010	410	506.85	JP Morgan Highbridge Stat Mkt	7,830.83	8,099.47	(268.64)
5/2/2011	6/23/2009	678	1463.538	Merger Fund (No Load)	23,811.76	21,923.80	1,887.96
5/2/2011	6/23/2009	678	752.931	Rydex SGI Managed Futures St	20,065.61	20,329.14	(263.53)
5/2/2011	6/23/2009	678	336	Spdr Gold Tr Gold Shares	51,004.49	30,490.42	20,514.07
5/25/2011	3/26/1999	4,443	1482.063	Davis New York Venture Fund	53,472.82	29,657.19	23,815.63
6/21/2011	5/24/2010	393	1929.757	RS Value Fund Class A	50,000.00	41,373.99	8,626.01
6/21/2011	5/24/2010	393	248.55	T Rowe Price Midcap Growth F	15,000.00	11,878.20	3,121.80
6/21/2011	6/25/2004	2,552	2200.704	American High Income Trust C	25,000.00	26,408.45	(1,408.45)
6/21/2011	6/25/2004	2,552	7451.565	Oppenheimer Intl Bd Fd CI Y	50,000.00	40,760.06	9,239.94
6/21/2011	11/21/2003	2,769	3327.787	Europacific Growth Fund CI F1	140,000.00	93,876.87	46,123.13
6/20/2011	3/26/1999	4,469	918.029	Davis New York Venture Fund	31,672.00	151.92	31,520.08
6/21/2011	3/26/1999	4,470	2920.962	Davis New York Venture Fund	102,000.00	483.39	101,516.61
8/29/2011	6/25/2004	2,621	2410.718	American High Income Trust C	25,867.00	28,928.62	(3,061.62)
8/29/2011	6/25/2004	2,621	3862.629	Oppenheimer Intl Bd Fd CI Y	26,150.00	21,128.58	5,021.42
10/1/2011	3/26/1999	4,572		Davis New York Venture Fund	100,000.00	501.48	99,498.52
11/25/2011	4/16/2008	1,318	31982.942	Artio International Equity II Fd	300,000.00	524,200.42	(224,200.42)
11/30/2011	4/16/2008	1,323	28933.437	Artio International Equity II Fd	293,674.39	474,219.03	(180,544.64)
11/30/2011	4/16/2009	958	5334.35	Artio International Equity II Fd	54,143.66	58,583.21	(4,439.55)
11/22/2011	5/24/2010	547	2255.3	RS Value Fund Class A	50,000.00	48,353.63	1,646.37
11/2/2011	6/25/2004	2,686	4629.63	American High Income Trust C	50,000.00	55,555.56	(5,555.56)
11/29/2011	6/25/2004	2,713	4780.115	American High Income Trust C	50,000.00	57,361.38	(7,361.38)
11/22/2011	10/21/2004	2,588	1798.561	Growth Fund of America CI F	50,000.00	45,035.97	4,964.03
12/5/2011	6/17/2008	1,266	11542.013	Pimco Total Return Fund CI P	125,000.00	121,999.08	3,000.92
12/5/2011	5/2/2008	1,312	10313.531	Loomis Sayles Investment Gr B	125,000.00	121,596.53	3,403.47
12/5/2011	5/24/2010	560	2134.927	RS Value Fund Class A	50,000.00	45,772.83	4,227.17
12/5/2011	5/24/2010	560	433.576	T Rowe Price Midcap Growth F	25,000.00	20,720.60	4,279.40
12/5/2011	10/21/2004	2,601	10231.924	Growth Fund of America CI F	300,000.00	256,207.38	43,792.62
12/31/2011		K-1		Comvest Absolute Return	20,131.88	-	20,131.88
Total Long-Term Gains					3,950,460.10	3,302,277.40	648,182.70
Total Realized Gains / Losses					4,089,977.27	3,446,775.27	643,202.00

Hoffberger Foundation, Inc.
Part IX-B - Summary of Program Related Expenses
Statement #16

52-0794249
2011 990 PF

Recipient: The Baltimore Fund, LLC
 c/o the Annie E. Casey Foundation
 701 St. Paul Street
 Baltimore, MD 21202

Payments made during the period of January 1, 2011 to December 31, 2011: 450

The Baltimore Fund LLC (the "Fund") is a partnership organized in Maryland on June 26, 2002 to raise \$15 million in contributions, primarily from charitable organizations. According to the partnership documents, the Fund will invest substantially all of its funds in TRF Urban Growth Partners, LP ("UGP"), a community development fund. The purpose of UGP is to invest in urban based growth companies to produce economic development benefits including increasing the supply and quality of employment, the formation rate of urban businesses, affordable housing, technical and capital assistance, and the availability of commercial properties. UGP invests only in Pennsylvania, New Jersey, Delaware and the Baltimore/Washington areas.

The purposes of the Fund are to direct "investment dollars into businesses in Baltimore, Maryland and the five surrounding counties forming the Baltimore metropolitan area to enable these businesses to provide high-quality job opportunities and employment training to low and moderate income residents of Baltimore". The Operating Agreement further states that the purposes of the Fund shall be "(i) to purchase, hold and exercise the rights of ownership with respect to an investment in the UGP Fund, in whole or in part as a PRI [Program Related Investment] within the meaning of Code Section 4944(c)...(ii) to conduct any business that may be lawfully conducted by a limited liability company ... and (iii) to do anything necessary or incidental to the foregoing." UGP has agreed to make investments in companies located in the Baltimore area equal to the Fund's investment in UGP.

Status of Accounting:

Balance, January 1, 2011	134
Payments made during January 1, 2011 to December 31, 2011	450
Less: Accounting for social investments and other operating expenses	(584)
Balance, December 31, 2011	<u><u>-</u></u>

Accounting for the payments made in 2011 has been received and found to be satisfactory.

The Hoffberger Foundation, Inc.
Part XV Supplementary Information
3a Grants and Contributions Paid During the Year

52-0794249
2011 990 PF

Statement # 17

Name	Address	Purpose	Amount
Access Art, Inc	2446 Washington Boulevard, Baltimore, MD 21230	General Support	\$ 20,000 00
Alzheimer's Association, Greater Maryland	1850 York Road, Timonium, MD 21093	General Support	1,000 00
American Jewish Joint Distribution	711 3rd Avenue #900, New York, NY 10017	General Support	2,000 00
American Jewish World Service	45 West 36th Street, New York, NY 10018	General Support	2,250 00
American Red Cross	4800 Mount Hope Drive, Baltimore, MD 21215	General Support	21,500 00
Associated Jewish Community Federation	101 W. Mt Royal Avenue, Baltimore, MD 21201	General Support	238,979 00
Association of Baltimore Area Grantmakers	2 E Read Street, Baltimore, MD 21202	General Support	4,200 00
The Babe Ruth Birthplace Foundation	216 Emory Street, Baltimore, MD 21230	General Support	1,000 00
Baltimore Algebra Project	2524 North Charles Street, Baltimore, MD 21218	General Support	10,000 00
Baltimore Animal Rescue and Care Shelter	301 Stockholm Street, Baltimore, MD 21230	General Support	1,000 00
Baltimore Community Foundation	2 E Read Street, Baltimore, MD 21202	General Support	20,000 00
Baltimore Montessori, Inc	1600 Guilford Avenue, Baltimore, MD 21202	General Support	70,000 00
Baltimore Squashwise	3600 Clipper Mill Road, Ste 107, Baltimore, MD 21211	General Support	27,000 00
The BELL Foundation, Inc	3200 Elm Avenue #2, Baltimore, MD 21211	General Support	20,000 00
BEST	808 N Charles Street, #200C, Baltimore, MD 21201	Scholarships	25,000 00
Boys Hope Girls Hope	3714 Fleetwood Avenue, Baltimore, MD 21206	General Support	25,000 00
Catholic Charities	320 Cathedral Street, Baltimore, MD 21201	General Support	1,250 00
Chrohn's and Colitis Foundation	10400 Little Patuxent Parkway, Columbia, MD 21044	General Support	300 00
Days End Farm Horse Rescue, Inc	1372 Woodbine Road, Woodbine, MD 21797	General Support	500 00
Everyman Theatre	1727 N Charles Street, Baltimore, MD 21201	General Support	500 00
Foundation for Baltimore Leadership	128 W Franklin Street, Baltimore, MD 21201	General Support	25,000 00
Franklin Square Hospital Center	9000 Franklin Square Drive, Baltimore, MD 21237	General Support	20,000 00
Grantmakers for Education	720 SW Washington St, Ste 605, Portland, OR 97205	General Support	250 00
Hebrew Friendship Cemetery Co	3600 East Baltimore Street, Baltimore, MD 21201	Maintenance	1,000 00
Higher Achievement Program, Inc	317 8th Street Northeast, Washington, DC 20002	General Support	20,000 00
Hospice of Queen Anne's	255 Comet Drive, Centreville, MD 21617	General Support	250 00
Institute for Christian and Jewish Studies	1316 Park Avenue, Baltimore, MD 21217	General Support	50,000 00
Jewish Community Services	5750 Park Heights Avenue, Baltimore, MD 21215	General Support	500 00
Jewish Museum of Maryland	15 Lloyd Street, Baltimore, MD 21202	General Support	500 00
Johns Hopkins University	3400 North Charles Street, Baltimore, MD 21218	General Support	50,000 00
The League	1111 E Cold Spring Lane, Baltimore, MD 21239	General Support	3,500 00
Maryland Association of Nonprofit Organizations	190 N. Ostend Street, Baltimore, MD 21230	General Support	1,000 00
Maryland Institute College of Art	1300 W Mt Royal Avenue, Baltimore, MD 21217	General Support	50,000 00
Mercy Health Foundation	301 St Paul Place, Baltimore, MD 21202	General Support	87,000 00
National Center for Family Philanthropy	1101 Connecticut Ave NW, Ste 220, Washington, DC 20036	General Support	900 00
National Kidney Fdn Of Maryland	1104 Kenilworth Drive, Ste 202, Towson, MD 21204	General Support	2,500 00
National Multiple Sclerosis Society	11403 Cronhill Dr, Ste E, Owings Mills, MD 21117	General Support	2,500 00
National Tourette Syndrome Association	33 University Boulevard East, Silver Spring, MD 20901	General Support	500 00
PACT	7000 Tudsbury Road, Baltimore, MD 21244	General Support	1,000 00
Pro Bono Counseling Project	110 West Road #202, Towson, MD 21204	General Support	250 00
The SEED School of Maryland	200 Font Hill Avenue, Baltimore, MD 21223	General Support	1,500 00
Shepherd's Clinic	2800 Kirk Avenue, Baltimore, MD 21218	General Support	25,000 00
Southwest Baltimore Charter School	1300 Herkimer Street, Baltimore, MD 21223	General Support	5,000 00
St Ignatius Loyola Academy, Inc	740 North Calvert Street, Baltimore, MD 21202	General Support	20,000 00
Teach for America	2601 North Howard Street, Baltimore, MD 21218	General Support	35,000 00
UJA Federation of New York	130 E 59th Street, New York, NY 10022	General Support	2,500 00
UMMS Foundation, Inc	110 S Paca Street, 9th Floor, Baltimore, MD 21201	General Support	2,500 00
United States Holocaust Museum	100 Raoul Wallenberg Pl SW, Washington, DC 20024	General Support	600 00
United Support Against Multiple Sclerosis	201 W Padonia Road, #600, Timonium, MD 21093	General Support	1,000 00
Walters Art Museum	600 North Charles Street, Baltimore, MD 21201	General Support	500 00

Total Grants Paid

901,729 00

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions HOFFBERGER FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 52-0794249
	Number, street, and room or suite no If a P O box, see instructions 4851 HOLABIRD AVENUE	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions BALTIMORE, MD 21224	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MR. LEROY E. HOFFBERGER

• The books are in the care of **▶ 4851 HOLABIRD AVENUE - BALTIMORE, MD 21224**
Telephone No. **▶ 410-558-3830** FAX No **▶**

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**

5 For calendar year **2011**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	24,800.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	24,800.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶ Susan P. Kelly** Title **▶ CPA** Date **▶ 8/9/12**

Ext EFiled 8-10-12

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization or other filer, see instructions HOFFBERGER FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 52-0794249
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions 4851 HOLABIRD AVENUE	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BALTIMORE, MD 21224	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

MR. LEROY E. HOFFBERGER

- The books are in the care of ▶ **4851 HOLABIRD AVENUE - BALTIMORE, MD 21224**
 Telephone No. ▶ **410-558-3830** FAX No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year **2011** or
 ▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	24,800.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	14,800.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	10,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

efiled 5/14/12