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

2011Department of the Treasury
Internal Revenue Service

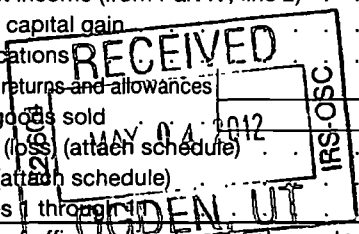
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

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

Name of foundation The Eliasberg Family Foundation, Inc.		A Employer identification number 52-1199165
Number and street (or P O box number if mail is not delivered to street address) 7 St. Paul Street, Suite 710	Room/suite	B Telephone number (see instructions) 410-752-7100
City or town, state, and ZIP code Baltimore, Maryland 21202		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"/> 2. Foreign organizations meeting the 85% test, 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) \$ 6,269,604.11	J Accounting method: <input type="checkbox"/> Cash <input checked="" 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 (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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	3,823.80	3,823.80		
	4 Dividends and interest from securities	83,922.70	83,922.70		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(23,886.93)			
	b Gross sales price for all assets on line 6a 1,030,694.19				
	7 Capital gain net income (from Part IV, line 2)		0.00		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	291.75	291.75		
	12 Total. Add lines 1 through 11	64,151.32	88,038.25		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	60,384.54	60,384.54		60,384.54
	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)	2,990.00	2,990.00		2,990.00
	24 Total operating and administrative expenses. Add lines 13 through 23	63,374.54	63,374.54		63,374.54
	25 Contributions, gifts, grants paid	272,800.00			272,800.00
	26 Total expenses and disbursements. Add lines 24 and 25	336,174.54	63,374.54		336,174.54
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	(272,023.22)			
	b Net investment income (if negative, enter -0-)		24,663.71		
	c Adjusted net income (if negative, enter -0-)				

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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	5,040.59	16,060.59	16,060.59
	2 Savings and temporary cash investments	283,021.27	182,704.73	182,704.73
	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) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	3,546,475.11	3,672,825.73	4,519,378.93
	c Investments—corporate bonds (attach schedule)	1,083,072.15	781,542.80	956,292.00
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	585,886.00	585,886.00	582,524.00
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ Interest Receivable)	20,191.81	12,643.86	12,643.86
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,523,686.93	5,251,663.71	6,269,604.11
	17 Accounts payable and accrued expenses			
	18 Grants payable	125,000.00	100,000.00	
	19 Deferred revenue			
Net Assets or Fund Balances	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)			
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,694,151.85	4,670,264.92	
Net Assets or Fund Balances	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	704,535.08	481,398.79	
	30 Total net assets or fund balances (see instructions)	5,398,686.93	5,151,663.71	
	31 Total liabilities and net assets/fund balances (see instructions)	5,323,686.93	5,251,663.71	

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	5,398,686.93
2	Enter amount from Part I, line 27a	2	(272,023.22)
3	Other increases not included in line 2 (itemize) ▶ Decrease in Grants Payable	3	25,000.00
4	Add lines 1, 2, and 3	4	5,151,663.71
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,151,663.71

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	See Attached Schedule			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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				
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	(23,886.93)
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	(7,631.66)

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	280,305	5,858,589	0.0478451
2009	235,194	4,965,899	0.0473618
2008	315,251	6,147,109	0.0512844
2007	345,007	7,066,245	0.0488247
2006	253,751	7,008,728	0.0362021
2	Total of line 1, column (d)		2 0.2315182
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3 0.0463036
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5		4 6,408,199.92
5	Multiply line 4 by line 3		5 296,722.73
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 246.64
7	Add lines 5 and 6		7 296,969.37
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.		8 335,927.90

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	246	64
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	246	64
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	246	64
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,106	89
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	1,106	89
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0	00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	860	25
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax 860 25 Refunded	11		

Part VII-A Statements Regarding Activities

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?	Yes	No
1a			✓
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		✓
1b			
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
c	Did the foundation file Form 1120-POL for this year?		✓
1c			
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	✓
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
b	<i>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</i>	8b	✓
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	<input checked="" type="checkbox"/>	
14	The books are in care of ► Richard A. Eliasberg Telephone no. ► 410-752-7100 Located at ► 7 St. Paul Street, Suite 710, Baltimore, MD ZIP+4 ► 21202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here. <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 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? 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	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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 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)? <input type="checkbox"/> Yes <input type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	
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	<input checked="" type="checkbox"/>
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 ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input 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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>

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 ☐ No
- Organizations relying on a current notice regarding disaster assistance check here ☐ ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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
See Attached Schedule				

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 ☐

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	
Total. Add lines 1 through 3	▶

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	6,480,261.72
b	Average of monthly cash balances	1b	25,525.01
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,505,786.72
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	6,505,786.72
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	97,586.80
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,408,199.92
6	Minimum investment return. Enter 5% of line 5	6	320,410.00

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	320,410.00
2a	Tax on investment income for 2011 from Part VI, line 5	2a	246.64
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	246.64
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	320,163.36
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	320,163.36
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	320,163.36

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	336,174.54
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	336,174.54
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	246.64
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	335,927.90

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				320,163.36
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.00	
b Total for prior years: 20____, 20____, 20____		0.00		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008 5,308.90				
d From 2009				
e From 2010				
f Total of lines 3a through e	5,308.90			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 336,174.54				
a Applied to 2010, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required—see instructions)		0.00		
c Treated as distributions out of corpus (Election required—see instructions)	0.00			
d Applied to 2011 distributable amount				320,163.36
e Remaining amount distributed out of corpus	16,011.18			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	21,320.08			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0.00		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			0.00	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.00			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.00			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	21,320.08			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008 5,308.90				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011 16,011.18				

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

1a 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	
2a 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 $\frac{2}{3}$ 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).)

Richard A. Eliasberg

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

None

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

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

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

See Attached Exhibit

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

c Any submission deadlines:

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	3,823.80	
4	Dividends and interest from securities			14	83,922.70	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				87,746.50	
13	Total. Add line 12, columns (b), (d), and (e)				87,746.50	87,746.50

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

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

[illegible]

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Signature of officer or trustee [Signature] Date 4/30/12 Title President

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

THE ELIASBERG FAMILY FOUNDATION, INC

52-1199165

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

# shares		Book	Mkt/unit	Fair Market
<u>Corporate Stock</u>				
4,350	Adtan, Inc.	164,414.64	30 160	131,196 00
3,500	American Tower Corp.	130,538.10	60.010	210,035 00
4,500	Ansys, Inc.	198,144.30	57.280	257,760.00
8,000	Beacon Roofing Supply, Inc.	124,367.78	20.230	161,840 00
2,000	Celgene Corp	116,959.10	67.600	135,200 00
2,400	Concur Technologies, Inc.	92,594.88	50.790	121,896.00
2,000	CoStar Group, Inc	100,662.40	66.730	133,460 00
5,500	Expeditors International Washington, Inc	200,666 60	40.960	225,280 00
11,000	Fastenal Co.	242,483 40	43.610	479,710 00
4,000	Idexx Labs, Inc.	210,850.00	76.960	307,840 00
7,600	II VI, Inc.	129,866.14	18.360	139,536 00
5,500	Jacobs Engineering Group, Inc.	200,707.55	40.580	223,190.00
500	Markel Corp.	182,437.54	414.670	207,335.00
3,100	Potash Corp Sask, Inc.	82,187.96	41.280	127,968.00
2,200	Price T. Rowe Group, Inc	117,262.49	56.950	125,290.00
1,810	Prima Corp. 4% Pfd \$25 Par	12,217.50	12.500	22,625.00
3,000	Qualcomm	137,734.00	54.700	164,100.00
3,700	Range Res Corp.	155,347.41	61.940	229,178.00
5,200	Resmed, Inc.	133,249.33	25.400	132,080.00
2,000	Roper Industries, Inc.	115,636.20	86 870	173,740.00
3,003	Schlumberger Ltd	184,803.68	68 310	205,134.93
6,500	3D Sys Corp.	126,816.37	14.400	93,600.00
4,500	Trimble Navigation Ltd	113,625.00	43 400	195,300.00
5,500	Ultra Pete Corp.	283,114.48	29.630	162,965.00
3,300	Unit Corp.	116,138.88	46.400	153,120.00
	Total Stock	3,672,825 73		4,519,378.93
<u>Corporate Bonds</u>				
200,000	General Electric Co	5.250 % 12/06/17	199,080.00	114.776 229,552 00
200,000	Hewlett Packard	5 400 % 03/01/17	177,460.00	110.290 220,580 00
200,000	Intern'l Business Machines	7.625 % 10/15/18	204,228 56	134.196 268,392 00
200,000	WalGreen Co.	5 250 % 01/15/19	200,774.24	118.884 237,768 00
	Total Bonds		781,542.80	956,292 00

THE ELIASBERG FAMILY FOUNDATION, INC.

52-1199165

Form 990PF - Part IV - Capital Gains and Losses

		Date acquired		Date Sold	Sales Price	Cost	Gain/(Loss)
Resmed, Inc.	P	12/22/09	L	02/01/11	21,346.23	18,253.90	3,092.33
SBC Communications, Inc	P	06/29/01	L	03/15/11	100,000.00	100,000.00	-
American Public Ed., Inc.	P	05/20/10	S	04/26/11	44,845.14	43,046.70	1,798.44
Healthcare Services Group	P	01/28/10	L	05/05/11	130,574.73	104,253.50	26,321.23
Celgene Corp	P	10/28/10	S	05/05/11	29,644.43	30,806.85	(1,162.42)
Qualcomm, Inc.	P	09/03/08	L	05/05/11	56,578.91	49,839.99	6,738.92
Agnico-Eagle Mines Ltd	P	05/05/10	L	07/01/11	110,281.72	112,888.44	(2,606.72)
Household Finance Corp	P	07/06/10	L	07/15/11	100,000.00	100,000.00	-
American Public Ed., Inc.	P	08/11/10	S	07/26/11	4,790.08	2,717.78	2,072.30
American Public Ed , Inc	P	05/20/10	L	07/26/11	71,851.17	64,570.05	7,281.12
American Public Ed , Inc.	P	08/11/10	S	07/27/11	32,513.11	19,024.46	13,488.65
Quanta Services, Inc.	P	02/09/11	S	09/01/11	93,889.19	117,081.50	(23,192.31)
Teva Pharmaceutical Indust	P	12/22/09	L	11/22/11	115,718.57	167,094.90	(51,376.33)
Teva Pharmaceutical Indust	P	07/26/10	L	11/22/11	19,286.43	24,992.25	(5,705.82)
K12, Inc	P	11/22/11	S	11/30/11	99,374.48	100,010.80	(636.32)
Total					1,030,694.19	1,054,581.12	(23,886.93)

THE ELIASBERG FAMILY FOUNDATION, INC.

52-1199165

12/31/11 Return of Private Foundation

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

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

THE ELIASBERG FAMILY FOUNDATION, INC.

52-1199165

12/31/11 Return of Private Foundation

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

(a) Richard A. Eliasberg

7 St. Paul Street, Suite 710

Baltimore, Maryland 21202

(410) 752-7100

(b) Applications from individuals are not accepted.

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

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

The Eliasberg Family Foundation, Inc.

52-1199165

12/31/11 Return of Private Foundation

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

and Contributions Paid During the Year

<u>Contributions</u>	<u>Address</u>	<u>Amount</u>
Admiral's Cove Cares Chantable Foundation	Jupiter, FL	3,000
American Cancer Society	Baltimore, MD	100
American Diabetes Association	Merrifield, VA	250
American Friends of MDA	Lake Worth, FL	2,500
American Technion Society	Baltimore,MD	500
American Visionary Art Museum	Baltimore,MD	400
Anti-Defamation League	New York, NY	200
Associated Jewish Community Federations of Balto.	Baltimore,MD	81,000
Baltimore & Ohio Railroad Museum	Baltimore, MD	250
Baltimore Area Council, BSA	Baltimore,MD	340
Baltimore City College	Baltimore,MD	500
Baltimore Community Foundation	Baltimore,MD	750
Baltimore Council on Foreign Affairs	Baltimore,MD	7,940
Baltimore Museum of Art	Baltimore,MD	1,105
Baltimore Squash Wise	Baltimore,MD	2,500
Baltimore Symphony Orchestra	Baltimore,MD	500
Berea College	Berea, KY	200
Bloomberg School of Public Health, JHU	Baltimore,MD	75,000
Bryn Mawr College	Bryn Mawr, PA	200
Bryn Mawr School	Baltimore,MD	200
Center Stage	Baltimore,MD	500
Chesapeake Bay Foundation	Annapolis, MD	1,500
Cummer Museum of Art, The	Jacksonville, FL	200
CurePSP	Hunt Valley, MD	100
Dyslexia Tutoring Program	Baltimore, MD	750
Foundation for National Archives	Washington, DC	5,000
Goucher College	Baltimore,MD	100
Hathaway Brown School	Shaker Heights, OH	100
Independent College Fund of Md.	Baltimore,MD	1,000
Institute for Christian & Jewish Studies	Baltimore,MD	300
Interdisciplinary Stem Cell Institute, Univ of Miami	Miami, FL	500
Irvine Nature Center	Owings Mills, MD	250
Jacksonville Symphony Orchestra	Jacksonville, FL	400
Jay Katz Art Fund, Friends School	Baltimore, MD	100
Jewish Adoption & Foster Care Options (JAFCO)	Sunrise, FL	100
Jewish Community Center	Owings Mills, MD	200
Johns Hopkins Hospital Development Office	Baltimore, MD	200
Jupiter Medical Center Foundation	Jupiter, FL	1,200
Kennedy Krieger Institute	Baltimore, MD	200
Krieger Schecter Day School	Baltimore, MD	5,000
Lyric Foundation, Inc.	Baltimore, MD	5,200
Maryland Historical Society	Baltimore,MD	6,000

The Eliasberg Family Foundation, Inc.

52-1199165

12/31/11 Return of Private Foundation

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

and Contributions Paid During the Year

<u>Contributions</u>	<u>Address</u>	<u>Amount</u>
Maryland Institute, College of Art	Baltimore,MD	1,000
Maryland Public Television Foundation, Inc.	Baltimore,MD	500
Maryland Science Center	Baltimore,MD	600
Maryland SPCA	Baltimore,MD	500
Maryland Zoo in Baltimore	Baltimore,MD	1,000
Maryland Zoological Soc. - Zootini	Baltimore,MD	500
Mount Vernon Place Conservancy, Inc	Baltimore, MD	1,000
Mt Washington Pediatric Hospital	Baltimore, MD	100
National Aquarium in Baltimore	Baltimore,MD	1,000
NPR Foundation	Washington, DC	1,000
Old Dominion University	Norfolk, VA	100
Palms Presbyterian Church	Jacksonville Beach, FL	2,000
Parks & People Foundation	Baltimore,MD	200
Peabody Institute	Baltimore,MD	1,000
Peggy Adams Animal Rescue League	West Palm Beach, FL	1,100
Planned Parenthood of Maryland	Baltimore,MD	200
Sadie Crockin Memorial Fund	Baltimore,MD	100
Shriver Hall Concert Series	Baltimore, MD	500
Society for the Four Arts, The	Palm Beach, FL	11,000
Temple Oheb Shalom	Baltimore,MD	7,300
UDI Navy Seal Museum	Jupiter, Fl	1,200
United States Holocaust Memorial Museum	Washington, DC	250
United Way of Central Maryland	Baltimore,MD	2,500
University of Maryland Baltimore Foundation	Baltimore,MD	600
University of Maryland School of Nursing	Baltimore,MD	100
University of Pennsylvania	Philadelphia, PA	1,000
Valleys Planning Council, Inc., The	Towson, MD	250
Walters Art Museum	Baltimore,MD	4,865
Woodrow Wilson Center, The	Baltimore,MD	25,000
		\$ 272,800