



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning **, 2012, and ending** **, 20**

Name of foundation		A Employer identification number	
The Eliasberg Family Foundation, Inc.		52-1199165	
Number and street (or P O box number if mail is not delivered to street address)		Room/suite	B Telephone number (see instructions)
7 St. Paul Street		920	410-752-7100
City or town, state, and ZIP code		C If exemption application is pending, check here <input type="checkbox"/>	
Baltimore, Maryland 21202		D 1. Foreign organizations, 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		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <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			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 6,794,639.88	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	3,886.13	3,886.13		
	4 Dividends and interest from securities	92,808.20	92,808.20		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	38,862.95			
	b Gross sales price for all assets on line 6a	1,493,882.87			
	7 Capital gain net income (from Part IV, line 2)		38,862.95		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	77.05	77.05			
12 Total. Add lines 1 through 11	135,634.33	135,634.33			
RECEIVED IRS-OSC APR 30 2013 OGDEN, UT					
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest	60,444.69	60,444.69		60,444.69
	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)	456.94	456.94		456.94
	24 Total operating and administrative expenses. Add lines 13 through 23	60,901.63	60,901.63		60,901.63
25 Contributions, gifts, grants paid	293,569.00			293,569.00	
26 Total expenses and disbursements. Add lines 24 and 25	354,470.63	60,901.63		354,470.63	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(218,836.30)				
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)		74,732.70			

110

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
	1 Cash—non-interest-bearing	16,060.59	13,843.84	13,843.84
	2 Savings and temporary cash investments	182,704.73	60,617.07	60,617.07
	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)	3,672,825.73	3,779,014.36	5,358,715.14
	c Investments—corporate bonds (attach schedule)	781,542.80	780,810.32	951,690.00
	11 Investments—land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	585,886.00	385,898.00	397,130.00
	14 Land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► Interest Receivable)	12,643.86	12,643.82	12,643.82
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,251,663.71	5,032,827.41	6,794,639.87
	17 Accounts payable and accrued expenses			
	18 Grants payable	100,000.00	130,000.00	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	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	4,670,264.92	4,722,958.94	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	481,398.79	179,868.47	
	30 Total net assets or fund balances (see instructions)	5,151,663.71	4,902,827.41	
	31 Total liabilities and net assets/fund balances (see instructions)	5,251,663.71	5,032,827.41	

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	5,151,663.71
2 Enter amount from Part I, line 27a	2	(218,836.30)
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	4,932,827.41
5 Decreases not included in line 2 (itemize) ► Increase in Grants Payable	5	30,000.00
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,902,827.41

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b					
c	See Attached Schedule				
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	38,862.95	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.				
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))	
2011	335,928	6,408,200	0.0524216	2 0.2477376
2010	280,305	5,858,589	0.0478451	3 0.0495475
2009	235,194	4,965,899	0.0473618	4 6,543,893.34
2008	315,251	6,147,109	0.0512844	5 324,233.56
2007	345,007	7,066,245	0.0488247	6 747.33
2 Total of line 1, column (d)				7 324,980.89
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				8 354,470.63
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5				
5 Multiply line 4 by line 3				
6 Enter 1% of net investment income (1% of Part I, line 27b)				
7 Add lines 5 and 6				
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.				

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	747	33
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	747	33
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	747	33
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	860	25
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	860	25
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		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	112	92
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	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		✓	
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	Yes	No
1b		✓	
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
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	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? <i>If "No," attach explanation</i>	8b	✓
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (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	✓
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	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	✓
14	The books are in care of ► Richard A. Eliasberg Telephone no. ► 410-752-7100 Located at ► 7 St. Paul Street, Suite 920, Baltimore, MD ZIP+4 ► 21202		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year ► 15		
16	At any time during calendar year 2012, 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	Yes ✓

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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	
1b	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 ► □		
1c	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 2012?		✓
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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.) 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
3b	If "Yes," did it have excess business holdings in 2012 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 2012.)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
4b	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 2012?		✓

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			5b
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			6b
<i>If "Yes" to 6b, file Form 8870.</i>				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			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
.....
.....
.....
.....
.....
.....
Total number of other employees paid over \$50,000	NONE	.....	.....
►				

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	6,586,307.35
b	Average of monthly cash balances	1b	57,239.19
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	6,643,546.53
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	6,643,546.53
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	99,653.20
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,543,893.34
6	Minimum investment return. Enter 5% of line 5	6	327,194.67

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	327,194.67
2a	Tax on investment income for 2012 from Part VI, line 5	2a	747.33
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	747.33
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	326,447.34
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	326,447.34
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	326,447.34

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	354,470.63
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	354,470.63
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	747.33
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	353,723.30

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				326,447.34
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.00	
b Total for prior years: 20 ____,20 ____,20 ____		0.00		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	5,308.90			
c From 2009				
d From 2010				
e From 2011	16,011.18			
f Total of lines 3a through e	21,320.08			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 354,470.63				
a Applied to 2011, 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 2012 distributable amount				326,447.34
e Remaining amount distributed out of corpus	28,023.29			
5 Excess distributions carryover applied to 2012 (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	49,343.37			
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 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				0.00
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)		0.00		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	49,343.37			
10 Analysis of line 9:				
a Excess from 2008	5,308.90			
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	16,011.18			
e Excess from 2012	28,023.29			

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

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see 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 or e-mail of the person to whom applications should be addressed:

See Attached Exhibit

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
See Attached	N/A		All For General Purposes	293,569.00
Total				293,569.00
<i>b Approved for future payment</i>				
Associated Jewish Community Federation of Baltimore	N/A		General Purposes	55,000.00
Temple Oheb Shalom "Pathways Campaign"	N/A		General Purposes	75,000.00
Total				130,000.00

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	3,886.13
4	Dividends and interest from securities			14	92,808.20
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)				96,694.33
13	Total. Add line 12, columns (b), (d), and (e)				13 96,694.33

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

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

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

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

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

b If "Yes," complete the following schedule.

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

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

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
	Ilona B. Winter	Ilona B. Winter	4/24/13		P01397314
	Firm's name ►	Firm's EIN ►			
Firm's address ►	Phone no			410-752-7100	

The Eliasberg Family Foundation, Inc.

52-1199165

12/31/12 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>
Alexander Wilson Schweizer Fund, Johns Hopkins	Baltimore, MD	100
American Diabetes Association	Merrifield, VA	200
American Friends of MDA	Lake Worth, FL	2,500
American Lung Association	Washington, DC	50
American Technion Society	Baltimore, MD	500
American Visionary Art Museum	Baltimore, MD	400
Anti-Defamation League	New York, NY	250
Art Blooms at the Walters 2012	Baltimore, MD	1,000
Artscape 2012	Baltimore, MD	100
Associated Jewish Community Federations of Balto	Baltimore, MD	37,250
Baltimore & Ohio Railroad Museum	Baltimore, MD	250
Baltimore Area Council, BSA	Baltimore, MD	400
Baltimore City College	Baltimore, MD	1,750
Baltimore Community Foundation	Baltimore, MD	1,000
Baltimore Council on Foreign Affairs	Baltimore, MD	1,440
Baltimore Educational Scholarship Trust	Baltimore, MD	50
Baltimore Heritage, Inc	Baltimore, MD	50
Baltimore Museum of Art	Baltimore, MD	1,200
Baltimore Squash Wise	Baltimore, MD	2,500
Baltimore Symphony Orchestra	Baltimore, MD	404
Be A Star Foundation, Inc	N Palm Beach, FL	150
Berea College	Berea, KY	200
Beth Tfiloh Congregation	Baltimore, MD	100
Bryn Mawr College	Bryn Mawr, PA	200
Bryn Mawr School	Baltimore, MD	250
Center Stage	Baltimore, MD	500
Chesapeake Bay Foundation	Annapolis, MD	2,700
Cummer Museum of Art, The	Jacksonville, FL	100
Dyslexia Tutoring Program	Baltimore, MD	500
Foundation for National Archives	Washington, DC	30,000
Gilchrist Hospice Care	Hunt Valley, MD	50
Gilman School	Baltimore, MD	300
Goucher College	Baltimore, MD	100
H Gabriel and Gertrude Marcus Glick Fund, Jewish Comm. Svcs.	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
Irvine Nature Center	Owings Mills, MD	250
Jacksonville Symphony Orchestra	Jacksonville, FL	500
Jewish Museum of Maryland	Baltimore, MD	50
Johns Hopkins Hospital	Baltimore, MD	200

The Eliasberg Family Foundation, Inc.

52-1199165

12/31/12 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>
Johns Hopkins Hospital Women's Board	Baltimore, MD	100
Jupiter Medical Center Foundation	Jupiter, FL	5,000
Lyric Foundation, Inc.	Baltimore, MD	5,000
Edward A. Myerberg Senior Center	Baltimore, MD	2,500
Maryland Historical Society	Baltimore, MD	1,500
Maryland Institute, College of Art	Baltimore, MD	1,000
Maryland Public Television Foundation, Inc	Baltimore, MD	500
Maryland Science Center	Baltimore, MD	1,000
Maryland SPCA	Baltimore, MD	700
Maryland Zoo in Baltimore	Baltimore, MD	1,000
Maryland Zoological Soc - Zootini	Baltimore, MD	250
Masonic Homes Endowment Fund	Cockeysville, MD	100
Mount Vernon Place Conservancy, Inc.	Baltimore, MD	1,000
Mt. Washington Pediatric Hospital	Baltimore, MD	101,000
National Aquarium in Baltimore	Baltimore, MD	1,000
NPR Foundation	Washington, DC	1,000
The Nature Conservancy	Arlington, VA	100
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
Roland Park Country School	Baltimore, MD	250
Sadie Crockin Memorial Fund	Baltimore, MD	100
SCALE {Snyder Cen For Aphasia Life Enrichment}	Baltimore, MD	250
SEED School of Maryland	Baltimore, MD	25,000
Shriver Hall Concert Series	Baltimore, MD	500
Society for the Four Arts, The	Palm Beach, FL	5,000
Temple Oheb Shalom	Baltimore, MD	30,000
United States Holocaust Memorial Museum	Washington, DC	250
United Way of Central Maryland	Baltimore, MD	2,600
University of Pennsylvania	Philadelphia, PA	1,000
USS Oak Hill Reunion Association	Ellensburg, WA	25
Valleys Planning Council, Inc., The	Towson, MD	500
Walters Art Museum	Baltimore, MD	11,500
Wounded Warrior Project	Topeka, KS	200
		\$ 293,569

THE ELIASBERG FAMILY FOUNDATION, INC.

52-1199165

12/31/12 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

12/31/12 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

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

# shares		Book	Mkt/unit	Fair Market
<u>Corporate Stock:</u>				
2,000	American Tower Corp.	74,593.20	77.270	154,540.00
4,500	Ansys, Inc.	198,144.30	67.340	303,030.00
1,500	Bristol Myers Squibb Co	52,480.05	32.590	48,885.00
1,450	Celgene Corp	84,430.94	78.470	113,781.50
1,600	Concho Res, Inc.	149,908.30	80.560	128,896.00
2,400	Concur Technologies, Inc.	92,594.88	67.520	162,048.00
2,000	CoStar Group, Inc.	100,662.40	89.370	178,740.00
6,000	Expeditors International Washington, Inc	223,359.85	39.550	237,300.00
9,000	Fastenal Co.	192,027.30	46.650	419,850.00
4,500	Financial Engines, Inc	100,245.60	27.740	124,830.00
1,000	Gardner Denver, Inc.	51,226.10	68.500	68,500.00
2,400	Idexx Labs, Inc.	126,510.00	92.800	222,720.00
5,000	II VI, Inc	85,438.25	18.230	91,150.00
2,250	Illumina, Inc	96,416.33	55.590	125,077.50
4,700	Jacobs Engineering Group, Inc.	164,477.19	42.570	200,079.00
1,100	Johnson & Johnson	75,219.00	70.100	77,110.00
1,200	Lilly Eli & Co.	52,668.00	49.320	59,184.00
500	Markel Corp.	182,437.54	433.420	216,710.00
1,700	Merck & Co., Inc	74,196.95	40.940	69,598.00
3,000	Pfizer, Inc.	71,527.10	25.079	75,237.00
4,000	Potash Corp Sask, Inc	118,141.61	40.690	162,760.00
2,200	Price T Rowe Group, Inc	117,262.49	65.117	143,257.62
1,810	Prima Corp 4% Pfd. \$25 Par	12,217.50	12.500	22,625.00
800	Procter & Gamble Co.	51,480.00	67.890	54,312.00
3,000	Qualcomm	137,734.00	61.860	185,578.80
3,800	Range Res Corp.	161,752.41	62.830	238,754.00
4,600	Resmed, Inc	117,603.13	41.570	191,222.00
900	Roper Industries, Inc.	50,513.13	111.480	100,332.00
3,703	Schlumberger Ltd	234,489.75	69.299	256,612.72
7,500	SEI Investments Co	155,559.69	23.340	175,050.00
6,500	3D Sys Corp	126,816.37	53.350	346,775.00
4,500	Trimble Navigation Ltd	113,625.00	59.780	269,010.00
4,000	Wast Connections, Inc	133,256.00	33.790	135,160.00
Total Stock		3,779,014.36		5,358,715.14
<u>Corporate Bonds:</u>				
200,000	General Electric Co	5.250 %	12/06/17	199,080.00
200,000	Hewlett Packard	5.400 %	03/01/17	177,460.00
200,000	Intern'l Business Machines	7.625 %	10/15/18	203,606.00
200,000	WalGreen Co	5.250 %	01/15/19	200,664.32
Total Bonds			780,810.32	951,690.00

THE ELIASBERG FAMILY FOUNDATION, INC

52-1199165

Form 990PF - Part IV - Capital Gains and Losses

		Date acquired	Date Sold	Sales Price	Cost	Gain/(Loss)
Beacon Roofins Supply, Inc.	P	11/17/10	L 01/05/12	121,478 25	89,853 79	31,624.46
Beacon Roofins Supply, Inc.	P	11/15/10	L 01/05/12	46,222.52	34,513 99	11,708 53
II VI, Inc.	P	08/25/10	L 02/06/12	62,133.86	44,427 89	17,705 97
Bank of Nova Scotia Note	P	05/14/10	L 03/12/12	200,000 00	199,988.00	12 00
Roper Industries, Inc	P	09/03/08	L 03/15/12	69,200 96	41,657.35	27,543.61
Fastenal Co	P	09/26/08	L 04/04/12	53,018 21	25,089 05	27,929.16
Fastenal Co	P	07/14/10	L 04/04/12	53,018.21	25,367.05	27,651 16
Unit Corp.	P	08/23/10	L 04/18/12	131,057.55	116,138.88	14,918 67
Ultra Petroleum Corp.	P	09/01/11	S 05/04/12	18,601.79	33,612 90	(15,011.11)
Ultra Petroleum Corp.	P	09/15/08	L 05/04/12	18,601 78	56,350.00	(37,748 22)
Ultra Petroleum Corp.	P	09/03/08	L 05/04/12	37,203 56	124,011.38	(86,807 82)
Ultra Petroleum Corp	P	06/18/09	L 05/04/12	27,902.67	69,140.20	(41,237 53)
American Tower Corp.	P	09/26/08	L 06/12/12	98,699 88	55,944.90	42,754 98
Celgene Corp	P	10/19/10	L 06/20/12	36,892 68	32,528.16	4,364 52
Adtran, Inc.	P	09/29/11	S 07/19/12	14,253 27	17,499 63	(3,246.36)
Adtran, Inc.	P	03/23/11	L 07/19/12	52,627 45	101,193 36	(48,565.91)
Adtran, Inc.	P	07/18/11	L 07/19/12	28,506.54	45,721.65	(17,215 11)
Jacobs Engineering	P	04/20/11	L 08/07/12	9,887.28	12,515.35	(2,628 07)
Jacobs Engineering	P	07/06/11	L 08/07/12	21,752 01	23,715 01	(1,963 00)
Idexx Laboratories	P	12/22/09	L 08/07/12	116,750 12	68,526.25	48,223.87
Gardner Denver	P	02/03/12	S 08/08/12	59,844 56	77,161 10	(17,316 54)
Idexx Laboratories	P	12/22/09	L 12/04/12	27,524.38	15,813 75	11,710.63
Range Res Corp.	P	05/04/12	S 12/04/12	44,022.01	44,835 00	(812.99)
Resmed, Inc.	P	12/22/09	L 12/04/12	24,323 57	15,646 20	8,677.37
Roper Industries, Inc	P	09/03/08	L 12/07/12	33,504.21	17,853 15	15,651 06
Roper Industries, Inc.	P	09/26/08	L 12/07/12	11,168 07	5,612.57	5,555 50
Gardner Denver	P	02/03/12	S 12/19/12	26,490 63	27,006 39	(515.76)
Gardner Denver	P	06/12/12	S 12/19/12	49,196 85	33,296.97	15,899.88
 Total				1,493,882.87	1,455,019.92	38,862 95