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Form **990-PF**

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

OMB No 1545-0052

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 , and ending

Name of foundation HALL FOUNDATION C/O ROBERT E. HALL		A Employer identification number 23-6243044
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1200	Room/suite	B Telephone number (see instructions) 717-761-1057
City or town, state, and ZIP code CAMP HILL PA 17001		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) \$ 6,212,222	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 (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 checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	23,611	23,611		
	4 Dividends and interest from securities	89,414	89,414		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	214,498			
	b Gross sales price for all assets on line 6a 1,365,078				
	7 Capital gain net income (from Part IV, line 2)		214,498		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total Add lines 1 through 11	327,523	327,523	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	99,500	40,475		49,075
	14 Other employee salaries and wages	4,675	4,208		
	15 Pension plans, employee benefits	7,669	3,068		3,835
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) See Stmt	6,000	6,000		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) Stmt	2,476	933		933
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	8,361	3,762		3,762
	22 Printing and publications				
	23 Other expenses (att sch) See Stmt	59,960	47,787		9,810
	24 Total operating and administrative expenses. Add lines 13 through 23	188,641	106,233	0	67,415
	25 Contributions, gifts, grants paid	216,090			216,090
26 Total expenses and disbursements. Add lines 24 and 25	404,731	106,233	0	283,505	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-77,208				
b Net investment income (if negative, enter -0-)		221,290			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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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	4,952	1,646	1,646
	2 Savings and temporary cash investments	127,283	76,870	76,870
	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 (att schedule) ▶			
	Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	662	260	260
	10a Investments—U S and state government obligations (attach schedule) See Stmt	4,379	4,116	4,844
	b Investments—corporate stock (attach schedule) See Stmt	4,416,734	4,488,622	4,999,711
	c Investments—corporate bonds (attach schedule) See Stmt	1,022,155	919,046	928,891
	11 Investments—land, buildings, and equipment basis ▶	231,133		
Liabilities	Less accumulated depreciation (attach sch) ▶ See Stmt	222,736	231,133	200,000
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	5,798,901	5,721,693	6,212,222
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	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)	0	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	5,798,901	5,721,693	
	30 Total net assets or fund balances (see instructions)	5,798,901	5,721,693	
	31 Total liabilities and net assets/fund balances (see instructions)	5,798,901	5,721,693	

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	5,798,901
2 Enter amount from Part I, line 27a	2	-77,208
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,721,693
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	5,721,693

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	PNC INVESTMENT A/C S/T	P	Various	Various
b	VAR SEC LITIGATION	P	Various	Various
c	PNC INVESTMENT A/C L/T	P	Various	Various
d	PNC INV A/C ADJ TO BASIS	P	Various	Various
e	Capital Gain Distrib			

(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 197,777		201,608	-3,831
b 1,138		50	1,088
c 1,111,752		947,367	164,385
d		1,555	-1,555
e 54,411			54,411

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			-3,831
b			1,088
c			164,385
d			-1,555
e			54,411

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	214,498
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	266,758	6,076,175	0.043902
2009	271,710	5,487,678	0.049513
2008	336,789	6,857,582	0.049112
2007	567,470	8,404,328	0.067521
2006	306,433	7,817,147	0.039200

2 Total of line 1, column (d)	2	0.249248
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	0.049850
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,453,341
5 Multiply line 4 by line 3	5	321,699
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,213
7 Add lines 5 and 6	7	323,912
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	283,505

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	4,426
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	4,426
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	4,426
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	260
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	260
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	2
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,168
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

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 ► N/A	13	X	
14	The books are in care of ► HALL FOUNDATION Telephone no ►			
	PO BOX 1200			
	Located at ► CAMP HILL PA ZIP+4 ► 17001			
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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►			X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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	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?	N/A	1c
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? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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	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 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	3b
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))?	<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)?	N/A		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?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<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?			6b
	If "Yes" to 6b, file Form 8870			X
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?	N/A		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 Statement 8				

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

0

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 See Statement 9	
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 N/A	
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	6,346,117
b	Average of monthly cash balances	1b	5,104
c	Fair market value of all other assets (see instructions)	1c	200,394
d	Total (add lines 1a, b, and c)	1d	6,551,615
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	6,551,615
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	98,274
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,453,341
6	Minimum investment return. Enter 5% of line 5	6	322,667

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	322,667
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,426
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,426
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	318,241
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	318,241
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	318,241

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	283,505
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	283,505
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	283,505

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				318,241
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007	23,329			
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	23,329			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 283,505				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				283,505
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	23,329			23,329
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				11,407
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 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))
N/A

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
N/A

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
ROBERT E. HALL 717-761-1057
PO BOX 1200 CAMP HILL PA 17001

b The form in which applications should be submitted and information and materials they should include
See Statement 10

c Any submission deadlines
See Statement 11

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

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 schedule attached			See statement	216,090
Total			▶ 3a	216,090
b Approved for future payment N/A				
Total			▶ 3b	

Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	\$ 6,000	\$ 6,000	\$	\$
Total	\$ 6,000	\$ 6,000	0	0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Federal excise tax	\$ 402	\$	\$	\$
Real estate tax	2,074	933		933
Total	\$ 2,476	\$ 933	0	933

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Administrative fee	36,340	36,340		409
Insurance	2,728	2,046		1,915
Office	4,255	1,915		3,092
Repairs	6,872	3,092		3,192
Telephone	7,094	3,192		1,202
Utilities	2,671	1,202		
Total	\$ 59,960	\$ 47,787	0	\$ 9,810

Federal Statements**Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
U.S. GOVERNMENT OBLIGATIONS	\$ 4,379	\$ 4,116	Cost	\$ 4,844
Total	\$ 4,379	\$ 4,116		\$ 4,844

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
STATEMENT ATTACHED COST BASIS	\$ 4,416,734	\$ 4,488,622	Cost	\$ 4,999,711
Total	\$ 4,416,734	\$ 4,488,622		\$ 4,999,711

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
STATEMENT ATTACHED COST BASIS	\$ 1,022,155	\$ 919,046	Cost	\$ 928,891
Total	\$ 1,022,155	\$ 919,046		\$ 928,891

Statement 7 - Form 990-PF, Part II, Line 11 - Land, Building, and Equipment Investments

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
OFFICE BLDG	\$ 222,736	\$ 231,133	\$	\$ 200,000
Total	\$ 222,736	\$ 231,133	\$ 0	\$ 200,000

HFDN3044 HALL FOUNDATION

23-6243044

FYE: 12/31/2011

Federal Statements

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Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
ROBERT E. HALL 630 N FRONT ST WORMLEYSBURG PA 17043	EXEC DIR/TTE	20.00	66,000	0	0
SHIRLEY HALL CARR 8401 MALLOW LN NAPLES FL 34113	TRUSTEE	2.00	1,500	0	0
LEROY ZIMMERMAN 4525 CUSTER DR HARRISBURG PA 17110	TRUSTEE	4.00	6,000	0	0
GERALD HALL, JR 1067 COUNTRY CLUB DR CAMP HILL PA 17011	VP/TTE	10.00	20,000	0	0
R. JAREK HALL PO BOX 1200 CAMP HILL PA 17001	TRUSTEE	4.00	6,000	0	0

Federal Statements**Statement 9 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities****Description**

PROVIDE COLLEGE SCHOLARSHIP CONTRIBUTIONS TO EDUCATIONAL
INSTITUTIONS TO RECOGNIZE MERITORIOUS ACADEMIC
ACHIEVEMENT, LEADERSHIP QUALITIES AND COMMUNITY
SERVICE; CONTRIBUTIONS TO QUALIFIED CHARITIES.

Federal Statements**Statement 10 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents****Description**

SCHOLARSHIP GRANTS AS REQUIRED BY THE PARTICIPATING
COLLEGE ADMINSTRATOR; CHARITABLE CONTRIBUTIONS HAVE NO
SPECIFIED FORMAT.

Statement 11 - Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description**

THREE CALENDAR MONTHS PRIOR TO THE DATE OF REQUESTED
CONTRIBUTION OR GRANT.

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description**

SEE ATTACHED STATEMENT.

Hall Foundation
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FORM 990-PF

COST BASIS

Page 2, Part II, Line 10 (b) Corporate Stock:

Artisan Funds Inc Intl	135,905
Artisan Small Cap Fd	40,000
Artisan Mid Cap	100,000
Baron Asset Fd	93,161
Calamos Growth Fd	146,940
Columbia Marsico Int'l	164,914
Dodge & Cox Int'l	278,545
Driehouse Active Income Fd	156,052
Federated Strategic Value	250,000
Goldman Sachs Gwth Opp Fd	150,000
Harbor Int'l Fd	144,306
Ishares Tr MSCI Emerging Mkt	164,148
PerkinsMid Cap Value Fd	39,217
MFS Value Fund	175,000
PNC Managed Portfolio	1,221,295
Price T Rowe Gwth Fd	380,888
Price T Rowe New Horizons Fd	65,000
SPDR Gold Trust	264,574
Selected Amer Shares	400,000
Touchstone Sands Cap Select Fd	115,512

\$ 4,488,622
=====

FORM 990-PF

Page 2, Part II, Line 10 (c) Corporate Bonds:

Alcoa Inc 1/15/12	99,651
Berkshire Hathaway 5/15/13	103,024
Fidelity Advisors	50,000
Ishares Barclay's Bond Fd	107,141
Ishares Boxx Bd Fd	55,660
Pimco FDS	150,757
Proctor & Gamble 8/15/14	104,137
Templeton Global Bd Fd	100,575
Verizon Global 9/15/15	98,101

\$ 919,046
=====

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Page 10, Part XV, Line 2(d) - Restrictions/Limitations:

- 1) College scholarship grants (\$2,000 ea.) awarded to individuals graduating from high school districts which sponsor Harrisburg Area Community College. Awards based upon meritorious achievement, leadership qualities and personal service to others as determined exclusively by the individual participating school districts. Amounts awarded annually at the discretion of the foundation.
- 2) Other scholarship programs resulting from Foundation participation in local charitable and sporting events as determined by Trustees at regular meeting.
- 3) All scholarship grants are limited to tuition only. Funds are remitted directly to the educational institution stipulated by the grant recipient.
- 4) Charitable grants are at the discretion of the Board of Trustees and limited to IRC Sec. 501(c)(3) organizations.

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Page 11, Part XV, Line 3- Purpose of grant or contribution:

Charitable contributions are for the financial support of various organizations as determined by the Board of Trustees and limited to IRC Sec. 501(c)(3) organizations.

College scholarship grants (\$2,000 ea.) awarded to students as selected by the individual school districts, Harrisburg Area Community College or others are based upon excellence, achievement, and leadership. Amounts awarded annually at the discretion of the foundation.

Other scholarship programs resulting from Foundation participation in local charitable and sporting events are intended to support the educational purposes of the charitable institutions.

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Page 11, Part XV, Line 3(a), Charitable Contributions:

<u>DESCRIPTION</u>	<u>AMOUNT</u>	<u>ADDRESS</u>
Harrisburg Symphony Association	\$ 18,230	Harrisburg, Pa 17105
Harrisburg Area YMCA	12,500	Harrisburg, Pa 17105
National MS Society, Central Pa	1,000	Harrisburg, Pa 17105
Elegant Progressions	7,500	Harrisburg, Pa 17102
Channels Food Rescue	1,000	New Cumberland, Pa 17070
Camp Hazen YMCA	1,000	Chester, Ct 06412
Chester Rotary, Conn	1,000	Chester, CT 06475
Keystone Human Svcs	6,000	Harrisburg, Pa 17110
Harrisburg Riverboat Soc	3,000	Harrisburg Pa 17105
United Way Cap Region	10,070	Harrisburg, Pa 17105
Historical Soc Dauphin Co, Pa	1,500	Harrisburg, Pa 17104
Susquehanna Art Museum	500	Harrisburg, Pa 17101
Humane Society	500	Harrisburg, Pa 17110
Central Pa College	10,000	Summerdale, Pa 17093
Whittaker Center	5,000	Harrisburg, Pa 17105
WITF	2,500	Harrisburg, Pa 17110
Adams County Historical Society	500	Gettysburg, Pa 17329
Wetlands Institute	250	Stone Harbor, NJ 08247
Perry County Council of the Arts	500	Newport, Pa 17074
Ned Smith Center	800	Millersburg, Pa 17061
Art Association of Harrisburg	500	Harrisburg, Pa 17101
Exchange Club of Harrisburg	2,500	Harrisburg, Pa 17105
Jump Street	1,250	Harrisburg, Pa 17105
State Street Academy of Music	2,000	Harrisburg, Pa 17101
Family Support of Central Pa	3,715	Harrisburg, Pa 17111
Hoffman Homes for Youth	1,750	Gettysburg, Pa 17325
Lion Foundation	1,000	Camp Hill, Pa 17011
Theatre Harrisburg	2,000	Harrisburg, Pa 17110
Joe Allegrini Children's Hero Fd	1,000	Harrisburg, Pa 17110
American Cancer Society	2,000	Lancaster, Pa 17603
World Affairs Council	1,500	Lancaster, Pa 17602
The Kidney Foundation Central Pa	500	Harrisburg, Pa 17109
Chip Miller Charitable Fdn	225	Carlisle, Pa 1713
Pa Heritage Society	500	Harrisburg, Pa 17102
M.S. Hershey Foundation	400	Hershey, Pa 17133
Cedar Cliff High School	100	Camp Hill, Pa 17011
Leukemia & Lymphonia Society	1,200	Conshohocken, Pa 19428
entral Pa Food Bank	6,550	Harrisburg, Pa 17101
Camp Hill United Methodist Church	1,000	Camp Hill Pa 17011
Pathways Tech CCTE	1,000	Harrisburg, Pa 17112
Big 33 School Foundation	5,500	Harrisburg, Pa 17111
Volunteers of America	1,000	Harrisburg, Pa 17105
Pa Institute For Conservation Ed	1,000	Elysburg, Pa 17824

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Page 11, Part XV, Line 3(a), Charitable Contributions:

<u>DESCRIPTION</u>	<u>AMOUNT</u>	<u>ADDRESS</u>
WRTI Radio	250	Philadelphia, Pa 19121
American Heart Association	1,000	Harrisburg, Pa 17105
Center For Champions	1,000	Harrisburg, Pa 17112
Hemlock Council, Girl Scouts	2,000	Harrisburg, Pa 17104
Salvation Army	1,250	Hartford, Ct 06141
Allenberry Cancer Benefit	6,000	Boiling Spr, Pa 17007
Central Pa Friends of Jazz	1,000	Harrisburg, Pa 17112
Children's Miracle Network	2,000	Hershey, Pa 17033
Grace Methodist Church	2,000	Harrisburg, Pa 17101
Friends of Fort Hunter	2,000	Harrisburg, Pa 17110
Boys & Girls Club Central Pa	1,000	Harrisburg, Pa 17104
Hospice of Central Pa	1,000	Enola, Pa 17025
United Cerebral Palsy	1,800	Camp Hill, Pa 17011
International House	2,000	Harrisburg, Pa 17110
Cystic Frbrosis Fdn	2,000	Pittsburgh, Pa 15260
Global Family Rescue	1,000	Naperville, Il 60563
Bosler Memorial Library	1,000	Carlisle, Pa 17013
Pa Junior Academy of Science	500	Camp Hill, Pa 17011
Kallan's Klan	3,000	Camp Hill, Pa 17011
Vision of Hope	1,000	Enola, Pa 17025
West Branch International Music	1,000	Hancock, NY 13783
New Hope Ministries	500	Dillsburg, Pa 17019
Nativity School of Harrisburg	1,500	Harrisburg, Pa 17105
Camp Curtain Historical Soc	250	Harrisburg, Pa 17110
American Red Cross	1,000	Harrisburg, Pa 17110
Dickenson School of Law	2,000	University Pk, Pa 16802
Mt Gretna Theatre	1,000	Mt Gretna, Pa 17064
Bethesda Mission	2,000	Harrisburg, Pa 17102
Elizabethtown College	1,000	Elizabethtown, Pa 17002
Fredrikson Library	1,000	Camp Hill, Pa 17011
Ronald McDonald House	500	Hershey, Pa 17033
Wounded Warrior Patrol	1,000	Carlisle, Pa 17013
University of Pittsburgh	4,000	Pittsburgh, Pa 15260
Arcadia University	2,000	Glenside, Pa 19038
Serviam Girls Academy	1,000	New Castle, DE 19720
Embry-Riddle Aeronautical	4,000	Daytona Beach, Fl 32114
Grove City College	2,000	Grove City, Pa 16127
Slippery Rock Univ	2,000	Slippery Rock, Pa 16057
Lock Haven Univ	1,000	Lock Haven, Pa 17745
Kutztown Univ	1,000	Kutztown, Pa 19530
Wilkes Univ	2,000	Wilkes-Barre, Pa 18701
St. Joseph's Univ	2,000	Philadelphia, Pa 19121

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Page 11, Part XV, Line 3(a), Charitable Contributions:

<u>DESCRIPTION</u>	<u>AMOUNT</u>	<u>ADDRESS</u>
Drexel University	4,000	Philadelphia. Pa 19104
Penn State Univ	4,000	University Pk, Pa 16802
Juniata College	2,000	Huntington, Pa 16652
Rochester Institute of Tech	4,000	Rockester, NY 14623
Washington College	2,000	Chestertown, MD 21620
Missiah College	2,000	Grantham, Pa 17027
Shepherd Univ	2,000	Sheperdstown, WV 25443
Indiana Wesleyan Univ	2,000	Marion, IN 46953
York College of Pa	2,000	York, Pa 17403
Hampton Univ	2,000	Hampton, VA 23668
St Francis Univ	1,000	Loretta, Pa 15942
Providence College	<u>1,000</u>	Providence, RI 02908
	\$ 216,090	
	=====	