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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

Name of foundation THE MARION & MAXIMILIAN HOFFMAN FOUNDATION, INC.		A Employer identification number 11-2697957
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 130 6000 NORTHERN BLVD.		B Telephone number (516) 624-4955
City or town, state, and ZIP code EAST NORWICH, NY 11732		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 type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <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) \$ 24,259,276.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	23,939.	23,939.		STATEMENT 1
4 Dividends and interest from securities	523,851.	428,929.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	796,181.			
b Gross sales price for all assets on line 6a	6,713,776.			
7 Capital gain net income (from Part IV, line 2)		796,181.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	<115,798.>	<94,276.>		STATEMENT 3
12 Total. Add lines 1 through 11	1,228,173.	1,154,773.		
13 Compensation of officers, directors, trustees, etc	126,923.	19,038.		107,885.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	44,705.	22,352.		22,353.
c Other professional fees STMT 5	134,910.	134,910.		0.
17 Interest				
18 Taxes STMT 6	10,759.	1,299.		7,362.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	129,558.	80,779.		46,896.
24 Total operating and administrative expenses. Add lines 13 through 23	446,855.	258,378.		184,496.
25 Contributions, gifts, grants paid	1,260,307.			1,260,307.
26 Total expenses and disbursements. Add lines 24 and 25	1,707,162.	258,378.		1,444,803.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<478,989.>			
b Net investment income (if negative, enter -0-)		896,395.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED NOV 28 2012 Revenue

Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,511,289.	2,249,436.	2,249,436.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis	1,907,852.			
Less: accumulated depreciation	1,560,000.	347,852.	347,852.	
12 Investments - mortgage loans				
13 Investments - other	STMT 9	19,317,256.	18,506,807.	
14 Land, buildings, and equipment basis				
Less: accumulated depreciation				
15 Other assets (describe: DUE FROM BROKER)		166,065.	0.	
16 Total assets (to be completed by all filers)		21,342,462.	21,104,095.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe: DUE TO BROKER)		0.	240,622.
23 Total liabilities (add lines 17 through 22)		0.	240,622.	
Net Assets or Fund Balances	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	22,411,602.	22,411,602.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	<1,069,140.>	<1,548,129.>		
30 Total net assets or fund balances	21,342,462.	20,863,473.		
31 Total liabilities and net assets/fund balances	21,342,462.	21,104,095.		

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	21,342,462.
2 Enter amount from Part I, line 27a	2	<478,989.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	20,863,473.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,863,473.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b SEE ATTACHED STATEMENT			
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 6,713,776.		5,917,595.	796,181.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (j) over col (k), if any	
a			
b			
c			
d			
e			796,181.

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	796,181.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

(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	1,357,287.	25,488,816.	.053250
2009	1,532,303.	25,539,552.	.059997
2008	1,635,889.	28,171,308.	.058069
2007	1,685,021.	31,200,774.	.054006
2006	1,615,205.	30,805,968.	.052432
2 Total of line 1, column (d)			2 .277754
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 .055551
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 24,763,778.
5 Multiply line 4 by line 3			5 1,375,653.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,964.
7 Add lines 5 and 6			7 1,384,617.
8 Enter qualifying distributions from Part XII, line 4			8 1,444,803.

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.

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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	8,964.
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	8,964.
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	8,964.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,348.
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	1,348.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	160.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	7,776.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2012 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
c 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 \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
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) NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ URSULA NIARAKIS Telephone no ▶ (516) 624-4955 Located at ▶ 6000 NORTHERN BLVD. MUTTONTOWN, NY ZIP+4 ▶ 11732			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No 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 checked="" type="checkbox"/> Yes <input 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 ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	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 ▶		
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?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
URSULA NIARAKIS 55 PIPING ROCK ROAD UPPER BROOKVILLE, NY 11545	PRESIDENT 40.00	126,923.	0.	0.
WILLIAM NIARAKIS 55 PIPING ROCK ROAD UPPER BROOKVILLE, NY 11545	VICE PRESIDENT 10.00	0.	0.	0.
MARGARETA JACKEL C/O URSULA NIARAKIS; 55 PIPING ROCK RD UPPER BROOKVILLE, NY 11545	DIRECTOR 10.00	0.	0.	0.

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

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	16,118,746.
b	Average of monthly cash balances	1b	1,880,362.
c	Fair market value of all other assets	1c	7,141,783.
d	Total (add lines 1a, b, and c)	1d	25,140,891.
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	25,140,891.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	377,113.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	24,763,778.
6	Minimum investment return. Enter 5% of line 5	6	1,238,189.

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	1,238,189.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	8,964.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,964.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,229,225.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,229,225.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,229,225.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,444,803.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,444,803.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	8,964.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,435,839.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,229,225.
2 Undistributed income, if any, as of the end of 2011.				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	104,975.			
b From 2007	203,964.			
c From 2008	246,148.			
d From 2009	255,325.			
e From 2010	85,542.			
f Total of lines 3a through e	895,954.			
4 Qualifying distributions for 2011 from Part XII, line 4: \$ 1,444,803.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,229,225.
e Remaining amount distributed out of corpus	215,578.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,111,532.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	104,975.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,006,557.			
10 Analysis of line 9				
a Excess from 2007	203,964.			
b Excess from 2008	246,148.			
c Excess from 2009	255,325.			
d Excess from 2010	85,542.			
e Excess from 2011	215,578.			

THE MARION & MAXIMILIAN HOFFMAN
FOUNDATION, INC.

Form 990-PF (2011)

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

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

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

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

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

1 **Information Regarding Foundation Managers:**
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

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

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

b The form in which applications should be submitted and information and materials they should include
N/A

c Any submission deadlines
N/A

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

THE MARION & MAXIMILIAN HOFFMAN
FOUNDATION, INC.

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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</i> Paid during the year				
HOFFMAN CENTER	N/A	PRIVATE OPERATING FOUNDATION	UNRESTRICTED	1,200,000.
SEE ATTACHED SCHEDULE	N/A	PUBLIC CHARITY	UNRESTRICTED	60,307.
Total			▶ 3a	1,260,307.
<i>b</i> Approved for future payment				
NONE				
Total			▶ 3b	0.

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 CHARLES SCHWAB	P	VARIOUS	VARIOUS
b CHARLES SCHWAB	P	VARIOUS	VARIOUS
c FIDUCIARY	P	VARIOUS	VARIOUS
d FIDUCIARY	P	VARIOUS	VARIOUS
e CHASE	P	VARIOUS	VARIOUS
f CHASE	P	VARIOUS	VARIOUS
g CAPITAL GAINS DIVIDENDS			
h			
i			
j			
k			
l			
m			
n			
o			

(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 320,801.		310,877.	9,924.
b 1,318,373.		1,230,811.	87,562.
c 67,998.		85,887.	<17,889.>
d 1,729,406.		1,633,995.	95,411.
e 95,938.		94,109.	1,829.
f 3,087,256.		2,561,916.	525,340.
g 94,004.			94,004.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			9,924.
b			87,562.
c			<17,889.>
d			95,411.
e			1,829.
f			525,340.
g			94,004.
h			
i			
j			
k			
l			
m			
n			
o			

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	796,181.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

2011 DEPRECIATION AND AMORTIZATION REPORT
FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	BUILDINGS											
2	BUILDING	123010	SL	15.000	16	1,560,000.			1,560,000.	1,560,000.		0.
	* 990-PF PG 1 TOTAL							0.				
	BUILDINGS					1,560,000.			1,560,000.	1,560,000.	0.	0.
	LAND											
1	LAND	123010		.000	16	347,852.			347,852.			0.
	* 990-PF PG 1 TOTAL							0.				
	LAND					347,852.			347,852.	0.		0.
	* GRAND TOTAL							0.				
	990-PF PG 1 DEPR					1,907,852.			1,907,852.	1,560,000.	0.	0.

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

SOURCE	AMOUNT
CHASE - CHECKING	3.
CHASE - MM	63.
FIDUCIARY MM	30.
FLUSHING BANK - CD	23,750.
SCHWAB - MONEY MARKET	93.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	23,939.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST PAID	<8,722.>	0.	<8,722.>
CHARLES SCHWAB - COMMON STOCKS	84,625.	0.	84,625.
CHARLES SCHWAB - CORPORATE BONDS	46,075.	0.	46,075.
CHARLES SCHWAB - GNMA/FNMA	17,254.	0.	17,254.
CHARLES SCHWAB - MUNI INT	41,256.	0.	41,256.
FIDUCIARY - CAPITAL GAIN DISTRIBUTI	3,120.	3,120.	0.
FIDUCIARY - COMMON STOCK	30,406.	0.	30,406.
FIDUCIARY - CORP. BONDS	13,500.	0.	13,500.
FIDUCIARY - GNMA/FNMA	18,205.	0.	18,205.
FIDUCIARY - MUNI	53,666.	0.	53,666.
FIDUCIARY - MUTUAL FUNDS	46,304.	0.	46,304.
FIDUCIARY - PEF'D	3,694.	0.	3,694.
JP MORGAN CHASE - CAPITAL GAIN DISTRIBUTION	63,226.	63,226.	0.
JP MORGAN CHASE - MUTUAL FUND	28,610.	0.	28,610.
SCHWAB - CAPITAL GAIN DISTRIBUTION	27,658.	27,658.	0.
SCHWAB - MUTUAL FUNDS	148,978.	0.	148,978.
TOTAL TO FM 990-PF, PART I, LN 4	617,855.	94,004.	523,851.

FORM 990-PF

OTHER INCOME

STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ENERGY TRANSFER PARTNERS	193.	193.	
ENERGY TRANSFER PARTNERS - NONDEDUCTABLE EXPENSES	<18.>	0.	
ENERGY TRANSFER PARTNERS - UBTI	<14,146.>	0.	
ENTERPRISE PRODUCTS PARTNERS LP	535.	535.	
ENTERPRISE PRODUCTS PARTNERS LP -NONDEDUCTABLE EXPENSES	<16.>	0.	
ENTERPRISE PRODUCTS PARTNERS LP -UBTI	<6,244.>	0.	
THE BLACKSTONE GROUP-UBTI	82.	0.	
THE BLACKSTONE GROUP-UBTI	82.	0.	
WJA 1-7 (CHARLES SCHWAB)	9,413.	9,413.	
WJA 1-7 (CHARLES SCHWAB)- TAX EXEMPT INCOME	92.	0.	
WJA 1-7 (CHARLES SCHWAB)-UBTI	10.	0.	
WJA 1-14 (CHARLES SCHWAB)	19,636.	19,636.	
HEDGE FUND WJA I-14 (CHARLES SCWAB)-TAX EXEMPT INCOME	166.	0.	
KINDER MORGAN ENERGY PARTNERS LP	160.	160.	
KINDER MORGAN ENERGY PARTNERS LP - NONDEDUCTABLE EXPENSE	<15.>	0.	
KINDER MORGAN ENERGY PARTNERS LP- UBTI	<5,457.>	0.	
NATURAL RESOURCE PARTNERS LP	7,222.	7,222.	
NATURAL RESOURCE PARTNERS LP - NONDEDUCTABLE EXPENSES	<2.>	0.	
NATURAL RESOURCE PARTNERS LP - UBTI	<375.>	0.	
PLAINS ALL AMERICAN PIPELINE LP	<201.>	<201.>	
PLAINS ALL AMERICAN PIPELINE LP - UBTI	4,423.	0.	
PLAINS ALL AMERICAN PIPELINE LP-NONDED EXP	<106.>	0.	
THE BLACKSTONE GROUP	1,274.	1,274.	
THE BLACKSTONE GROUP	1,274.	1,274.	
WJA I-14 (CHARLES SCHWAB)-NON DEDUCTIBLE EXPENSES	<20.>	0.	
WJA I-15 (CHARLES SCHWAB)	<51,229.>	<51,229.>	
WJA I-2 (CHARLES SCHWAB)	4,551.	4,551.	
WJA I-13 (FIDUCIARY)	<90,676.>	<90,676.>	
WJA I-10 (FIDUCIARY)	3,572.	3,572.	
WJA I-10 (FIDUCIARY)-UBTI	<321.>	0.	
WJA I-14 (CHARLES SCWAB)-UBTI	343.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<115,798.>	<94,276.>	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EISNER & LUBIN LLP	44,705.	22,352.		22,353.
TO FORM 990-PF, PG 1, LN 16B	44,705.	22,352.		22,353.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES - CHARLES SCHWAB	76,020.	76,020.		0.
INVESTMENT ADVISORY FEES - FIDUCIARY	44,650.	44,650.		0.
INVESTMENT / CUSTODIAL FEES	1,769.	1,769.		0.
LEGAL	12,471.	12,471.		0.
TO FORM 990-PF, PG 1, LN 16C	134,910.	134,910.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	8,661.	1,299.		7,362.
TAXES	2,098.	0.		0.
TO FORM 990-PF, PG 1, LN 18	10,759.	1,299.		7,362.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	250.	100.		150.
OFFICE EXPENSE	2,081.	832.		1,249.
NEW YORK FILING FEE	750.	0.		750.
MANAGEMENT FEE	35,000.	35,000.		0.
MEETINGS	21,316.	8,526.		12,790.
MTA COMMUTER TAX	345.	138.		207.
REAL ESTATE TAXES - FOR PROPERTY HELD FOR SALE	15,000.	15,000.		0.
OTHER EXPENSES FOR PROPERTY HELD FOR SALE	21,000.	21,000.		0.
PENSION	31,750.	0.		31,750.
FOREIGN TAXES	183.	183.		0.
NON DEDUCTIBLE EXPENSES	1,883.	0.		0.
TO FORM 990-PF, PG 1, LN 23	<u>129,558.</u>	<u>80,779.</u>		<u>46,896.</u>

FOOTNOTES

STATEMENT 8

CONTROLLED ORGANIZATION STATEMENT:

ORGANIZATION NAME: HOFFMAN CENTER

EIN: 22-3413122

TYPE: SEC. 501(C)(3) EXEMPT PRIVATE FOUNDATION

TWO OF THE FOUR BOARD MEMBERS OF HOFFMAN CENTER ARE COMMON WITH THE MARION & MAXIMILLIAN HOFFMAN FOUNDATION.

GRANTS PAID TO HOFFMAN CENTER THIS FISCAL YEAR:

1,200,000.

CONTROLLED ORGANIZATION STATEMENT:

ORGANIZATION NAME: HOF LAND CORPORATION

EIN: N/A

HOF LAND CORPORATION

CASH TRANSFERED TO HOF LAND CORPORATION THIS FISCAL YEAR:

331,710.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN HOFLAND CORP. STATEMENT ATTACHED	COST	3,439,538.	2,414,690.
3 YEAR CD	COST	14,107,388.	16,395,269.
	COST	959,881.	959,881.
TOTAL TO FORM 990-PF, PART II, LINE 13		18,506,807.	19,769,840.

HOFFMAN FOUNDATION
 INVESTMENT IN SECURITIES AND PARTNERSHIPS
 6/30/2012

	COST FIDUCIARY	COST SCHWAB	COST CHASE	COST TOTAL	FMV FIDUCIARY	FMV CHASE	FMV SCHWAB	FMV TOTAL
US GOVERNMENT AGENCY OBLIGATIONS	338,263 00	109,766 00		448,029 00	376,237 57		121,155 34	497,392 91
CORPORATE STOCKS	1,973,176 99	2,357,427 98		4,330,604 97	2,207,097 00		3,495,121 00	5,702,218 00
PREFERRED STOCKS				0 00	0 00			0 00
MUTUAL FUNDS	1,690,235 70	3,086,570 57	0 00	4,776,806 27	1,691,558 43	0 00	3,354,014 06	5,045,572 49
CORPORATE BONDS	244,025 00	430,940 97		674,965 97	228,937 50		412,000 00	640,937 50
MUNICIPAL OBLIGATIONS	977,217 00	847,063 51		1,824,280 51	993,143 35		900,734 20	1,893,877 55
PUBLICLY TRADED PARTNERSHIPS	381,868	100,831		482,699 00	582,585		215,645	798,230 00
INVESTMENT PARTNERSHIPS	702,069 00	867,933 00		1,570,002 00	821,479 00		995,562 00	1,817,041 00
TOTAL	6,306,854 69	7,800,533 03	0 00	14,107,387 72	6,901,037 85	0 00	9,494,231 60	16,395,269 45

Hoffman Foundation
Investment in Fiduciary Trust
As of 6/30/2012

<u>Name</u>	<u>Shares</u>	<u>Market Value</u>	<u>Cost Basis</u>
Common Stock			
American Tower Corp CIA	1,250	87,387 50	51,362 50
APPLE INC	250	146,000 00	87,163 80
Canadian Pac Railway	2,000	146,520 00	150,539 40
Comcast	3,000	95,910 00	87,525 00
ConocoPhillips	1,000	55,880 00	55,964 53
CROWN CASTLE INT'L CORP	1,500	87,990 00	83,933 85
E M C Corp Mass	4,000	102,520 00	102,663 70
Emerson Electric Co	1,000	46,580 00	46,776 60
GENERAL ELECTRIC CO	5,000	104,200 00	96,439 90
INTEL CORP	3,000	79,950 00	61,998 60
JOHNSON & JOHNSON	2,000	135,120 00	119,740 00
JP MORGAN CHASE & CO	3,500	125,055 00	134,222 55
Kimberly Clark Corp	1,000	83,770 00	81,680 00
KINDER MORGAN INC	4,100	132,102 00	133,168 82
LABORATORY CORP AMER HLDGS COM NEW	1,750	162,067 50	66,539 72
Lyondellbasell Industnes NV CI	2,000	80,540 00	81,173 40
MFA Financial Inc	10,000	78,900 00	77,847 00
MICROSOFT CORP	3,000	91,770 00	79,474 60
Phillips 66 PSX	3,000	99,720 00	97,723 07
SCHLUMBERGER LTD	1,500	97,365 00	101,995 10
WELLS FARGO & CO NEW	2,000	66,880 00	63,612 60
Williams Companies Inc	3,500	100,870 00	111,632 25
		<u>2,207,097 00</u>	<u>1,973,176 99</u>
Corp Bond			
BELO A H CORP DEB CALL DTD 6/13/1997 7 75% 6/1/2027	125,000	124,062 50	138,125 00
CLEAN HBRS INC SR 8/14/2009 7 625%	100,000	104,875 00	105,900 00
		<u>228,937 50</u>	<u>244,025 00</u>
Govt Bond			
GNMA MTG PL #206447 DTD 3/1/1987 8 50% 3/15/2017 N/R	1,466 49	948 68	985 21
GNMA II MTG PL #9269 DTD 9/1/1987 8 25% 7/20/2017 N/R	2,742 37	1,270 24	1,307 85
FNMA MTG PL #152771 DTD 3/1/1992 7 5% 3/1/2022	940 67	91 95	95 28
GNMA MTG PL #366766 DTD 5/1/1994 6 50% 4/15/2024 N/R	3,978 14	2,277 51	1,982 81
GNMA MTG PL #386890 DTD 9/1/1994 8 00% 9/15/2024 N/R	2,589 31	824 73	826 45
GNMA MTG PL #407058 DTD 9/1/1994 9 00% 9/15/2024 N/R	5,329 31	2,930 53	2,948 27
GNMA MTG PL #447729 DTD 6/1/1997 7 50% 6/15/2027 N/R	6,216 97	2,980 87	2,479 14
GNMA MTG PL #462379 DTD 11/1/1997 7 50% 11/15/2027 N/R	4,215 87	1,500 26	1,262 66
GNMA II MTG PL #2563 DTD 3/1/1998 6 50% 3/20/2028	3,782 37	1,891 28	1,602 34
FHLMC SER 2046 CL G DTD 4/1/1998 6 5% 3/20/2028	88,436 01	36,603 80	33,002 20
GNMA MTG PL #426706 DTD 8/1/1998 7 00% 8/15/2028 N/R	4,709 11	5,080 51	4,347 18
GNMA MTG PL #566373 DTD 8/1/2001 7 00% 8/15/2031 N/R	2,869 23	220 45	188 71
GNMA MTG PL #569703 DTD 2/1/2002 6 50% 2/15/2032	109,818 52	53,450 74	47,068 15
GNMA MTG PL #587074 DTD 5/1/2002 6 00% 5/15/2032 AAA	104,352 20	52,770 19	47,364 35
GNMA MTG PL #389737 DTD 10/1/2002 6 00% 10/15/2032	29,348 34	15,611 96	14,332 11
GNMA MTG PL #585186 DTD 2/1/2003 6 00% 2/15/2033	83,398 25	37,919 02	34,231 86
GNMA II PL #3417 DTD 7/1/2033 6 50% 7/20/2033	23,214 60	12,666 55	11,318 86
GNMA MTG PL #586225 DTD 8/1/2004 6 00% 8/15/2034	65,959 79	35,441 03	32,328 19
GNMA MTG PL #605699 DTD 9/1/2004 6 00% 9/15/2034	33,449 57	12,230 53	11,269 31
GNMA MTG PL #640958 DTD 5/1/2005 6 00% 5/15/2035 AAA	198,021 02	73,896 40	66,536 37
GNMA MTG PL #650699 DTD 1/1/2006 6 50% 1/15/2036 AAA	107,100 13	25,630 34	22,785 70
		<u>376,237 57</u>	<u>338,263 00</u>

Hedge Fund

WJA ALT INV SER I-13	1,375 87	627,631 00	557,841 00
WJA ALT INV SERIES I-10	100	193,848 00	144,228 00
		<u>821,479 00</u>	<u>702,069 00</u>

Limited Ptrsp

Energy Transfers Partners LP	2,000	88,380 00	40,622 00
Natural Resources	4,000	0 00	0 00
KINDER MORGAN ENERGY PARTNERS LP	750	137,515 00	81,043 00
ENTERPRISE PRODS PARTNERS LP	2,000	102,480 00	23,063 00
Blackstone Group LP	4,000	169,910 00	152,313 00
DCP Midstream Partners		84,300 00	84,827 00
		<u>582,585 00</u>	<u>381,868 00</u>

Muni Bond

WILL CNTY IL CMNTY CNS SCH DIST GO INS SER C DTD 6/15/2007 5 6% 10/1/2017	100,000	118,419 00	98,800 00
SC St Hsg Fin & Dev Auth Rev Rf Ins Cal Ser C-3 dtd 12/19/2006 5 5% 7/1/2026	65,000	65,061 10	66,365 00
N Y New York City Hsg Dev Corp Mfhr Ser A dtd 4/28/2006 6 42% due 1/1/2027	95,000	100,480 55	95,000 00
California St Go 4/1/2010 7 95%	200,000	236,848 00	240,622 00
COLUMBUS GA BLDG AUTH LEASE REV CALL DTD 5/1/1999 6 55% 8/1/2014 AA	150,000	150,351 00	154,764 00
Missoun St Hsg Commn Call 9/1/16 dtd 2/28/2007 5 61% 3/1/2018	25,000	27,153 50	25,625 00
ERIE CNTY PA TAXABLE SER-C MBIA CALL DTD 8/1/2003 6% 9/1/2023 N/R	100,000	102,310 00	101,255 00
RI ST HSG & MTGE Fin Corp 9/1/202 5%	100,000	100,029 00	100,916 00
MISSOURI SThdG 4/27/04 5 15% 9/1/2034	90,000	92,491 20	93,870 00
		<u>993,143 35</u>	<u>977,217 00</u>

Mutual Fund

ISHARES MSCI Emerging Mkt Index Fd	2,000 00	78,380 00	84,300 00
WisdomTree Emerging EFT Mkts Local Debt Fund	1,000 00	51,810 00	50,651 50
Ishares Barclays TIPS Bond Fund \$3 803	1,000 00	119,700 00	105,588 00
VANGUARD GNMA FUND \$0 535	20,000 00	221,000 00	202,400 00
Doubleline Total Return Bd Fd Cl I	84,977 97	950,053 65	950,000 00
Invesco High Yield Fund Inc	3,000 00	18,870 00	47,530 20
PIMCO Income Fund	21,986 44	251,744 78	249,766 00
		<u>1,691,558 43</u>	<u>1,690,235 70</u>

Preferred Stock

Totals		<u>6,901,037 85</u>	<u>6,306,854 69</u>
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Hoffman Foundation
Investment in Charles Schwab
As of 6/30/2012

<u>Name</u>	<u>Shares</u>	<u>Market Value</u>	<u>Cost Basis</u>
<u>Common Stock</u>			
APPLE INC	200	116,800.00	76,987.00
AUTOMATIC DATA PROCESSING INC	2000	111,320.00	68,865.21
BAXTER INTERNATIONAL INC	4000	212,600.00	100,400.00
Canadian Pac Railway	1000	73,260.00	68,226.00
Chimera Investment Corp.	5000	11,800.00	16,342.00
Chubb Corporation	1000	72,820.00	53,328.00
COCA COLA CO	2000	156,380.00	50,965.00
Comcast Corp New CL A	2000	63,940.00	44,356.20
Conocophillips (Schwab)	1000	55,880.00	56,819.30
E M C Corp Mass	3000	76,890.00	72,736.00
ECOLAB INC	4000	274,120.00	63,708.41
EXXON MOBIL CORP	1000	85,570.00	8,537.87
GENERAL ELECTRIC CO	5000	104,200.00	96,434.00
Goldman Sachs Group Inc	600	57,516.00	80,368.60
INTERNATIONAL BUSINESS MACHINES	1500	293,370.00	173,566.75
JOHNSON & JOHNSON	5000	337,800.00	151,164.20
JP MORGAN CHASE & CO	3000	107,190.00	125,298.10
MICROSOFT CORP	7000	214,130.00	222,006.50
Phillips 66 PSX	500	16,620.00	16,886.00
PROCTER & GAMBLE CO	3000	183,750.00	146,444.17
QUALCOMM INC	2500	139,200.00	98,827.50
Royal Dutch Shell plc ADR CI B	2000	139,860.00	31,779.32
SCHLUMBERGER LTD	1500	97,365.00	111,166.90
TECO ENERGY INC.	5000	90,300.00	82,099.95
UNITED TECHNOLOGIES CORP	4000	302,120.00	249,638.00
WELLS FARGO & CO NEW	3000	100,320.00	90,477.00
		<u>3,495,121.00</u>	<u>2,357,427.98</u>
<u>Corp Bond</u>			
CROWN CASTLE 7.125% 19	200,000	216,000.00	220,010.00
STAR GAS PARTN8.875% NOTES	200,000	196,000.00	210,930.97
		<u>412,000.00</u>	<u>430,940.97</u>
<u>Govt Bond</u>			
GNMA PL 612374 6% Due 11/15/33	500,000.00	70,933.39	62,906.00
GNMA PL 697654 6% Due 10/15/38	577,343.00	50,221.95	46,860.00
		<u>121,155.34</u>	<u>109,766.00</u>

Limited Ptrsp

PLAINS ALL AMERICAN PIPELINE LP UT LTD PRTNRSH	1,500	121,215 00	17,428.00
Blackstone Group LP	4,000	52,280.00	39,641.00
DCP Midstream Partners		42,150 00	43,762.00
		<u>215,645.00</u>	<u>100,831.00</u>

Muni Bond

Indiana Bd Bk Re Rev Utx 5.87% Due 07/15/17	215,000	230,901 40	211,585.90
OHIO HSG FIN 5.47%, 09/01/25	85,000	88,847 95	87,654 36
VIRGINIA ST HSG 4 43% Due 04/20/22	250,000	262,147.50	250,015.00
VIRGINIA ST HSG D 7 0% Due 03/01/39	150,000	170,520 00	148,159.50
Florida HSG Fin 4 95%	135,000	143,317 35	149,648 75
Florida HSG Fin 4.95%xxx	5,000	5,000 00	0 00
		<u>900,734.20</u>	<u>847,063.51</u>

Mutual Fund

Doubleline Total Return Bd Fd CI I	33,118	370,255 28	350,050.00
Fidelity Adv Floating FFRIX	20,426	199,770.74	200,000.00
PIMCO Income Fund	50,201	574,799.19	500,025.00
VANGUARD GNMA FUND ADMIRAL VFIJX	68,680	758,912 97	735,050 00
VANGUARD INTERM TERM INV GRADE ADMIRAL VFIDX	68,319	697,534 25	600,050 00
ISHARES TRUST INDEX FUND FTSE XINHUA HK CHINA 25	1,500	50,497.50	57,835.25
ISHARES MSCI BRAZIL INDX	2,675	138,284.13	118,583.82
Ishares TR Barclays TIPS Bond Fund	3,000	359,100.00	317,097.00
WisdomTree Emerging EFT Mkts Local Debt Fund	2,000	101,240.00	101,065.20
WisdomTree Emerging Mkts Equity Income Fund	2,000	103,620.00	106,814.30
		<u>3,354,014.06</u>	<u>3,086,570.57</u>

HEDGE FUNDS - INVESTMENT PARTNERSHIPS

DAVISON KEMPNER WJA ALT INV SER I-7		317,020.00	288,230.00
BODLEIAN PARTNERS B WJA ALT INV SER I-14		346,693 00	310,789.00
PEAK SELECT WJA SER I-15		0.00	0.00
AURELIUS WJA ALT. INV SER I-2		331,849 00	268,904 00
			10 00
		<u>995,562 00</u>	<u>867,933 00</u>

Totals:

<u>9,494,231.60</u>	<u>7,800,533.03</u>
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Hoffman Foundation
Charitable Contributions
6/30/2012

<u>Name</u>	<u>Amount</u>
CITY MEALS ON WHEELS	24,400
PLANTING FIELDS FDN	747
NATURAL RESOURCES DEFENCE COUNCIL	2,570
INCORPORATED VILLAGE OF MUTTONTOWN	3,000
INCORPORATED VILLAGE OF MUTTONTOWN	25,000
LONG ISLAND CAT/KITTEN SOLUTION	3,000
THE INTERFAITH NUTRITION NETWORK	500
THE LIFE ENRICHMENT CENTER	500
THEODORE ROOSEVELT SANCTUARY	240
HUNTINGTON LIGHTHOUSE PRESERVATION	350
	<u>60,307</u>

Hoffman Foundation
 Realized Capital Gains -SUMMARY
 6/30/2012

	COST	PROCEEDS	CAPITAL GAINS/LOSSES
CHARLES SCHWAB-Short term	310,877	320,801	9,924
CHARLES SCHWAB-Long term	1,230,811	1,318,373	87,562
FIDUCIARY-Short term	85,887	67,998	(17,889)
FIDUCIARY-Long term	1,633,995	1,729,406	95,411
CHASE-Short term	94,109	95,938	1,829
CHASE-Long term	2,561,916	3,087,256	525,340
	<u>5,917,596</u>	<u>6,619,773</u>	<u>702,177</u>

Hoffman Foundation
 Realized Capital Gains - Schwab Account
 6/30/2012

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Long Term						
SOUTHWESTERN ENERGY CO	3,000.00	3/8/2007	4/20/2012	84,833.90	58,333.50	26,500.40
PEAK SELECT (WJA Ser L-15)	24	3/31/2008	1/23/2011	18,245.00	(27,554.20)	45,799.20
HUD Bond 6.95% Due 08/01/13	15,000.00	6/19/2008	2/1/2012	15,000.00	13,920.87	1,079.33
Indiana Bd Bk Re 3.46% Rev Due 08/01/11	250,000.00	4/1/2009	8/1/2011	250,000.00	250,015.00	(15.00)
CROWN CASTLE INTL 9% DUE 01/15/15	200,000.00	6/19/2009	3/19/2012	220,240.00	204,515.00	15,725.00
FHLB 3.25% NOTES DUE 08/26/14	500,000.00	9/11/2008	8/26/2011	500,000.00	505,230.00	(5,230.00)
Google Inc Class A	100	6/25/2010	8/15/2011	54,801.35	48,269.00	5,280.45
Google Inc Class A	150	7/23/2010	8/15/2011	82,202.02	72,404.15	11,089.77
Chimera Investment Corp	10,000.00	6/14/2011	7/11/2011	34,198.34	36,796.00	(2,596.86)
Chimera Investment Corp	10,000.00	6/16/2011	7/11/2011	34,198.34	36,198.00	(1,998.66)
Chimera Investment Corp	10,000.00	7/29/2011	10/7/2011	24,652.52	32,684.00	(8,031.48)
				1,316,373.47	1,230,811.12	87,562.35
Short Term						
Chimera Investment Corp	5,000.00	7/29/2011	2/23/2012	14,698.73	16,342.00	(1,642.27)
APPLE INC	100	8/4/2011	4/30/2012	61,067.00	38,493.50	22,573.50
SOUTHWESTERN ENERGY CO	1,000.00	8/4/2011	4/20/2012	28,277.97	40,548.50	(12,270.53)
OHIO HSG FIN 5.47% 09/01/25	15,000.00	10/11/2011	3/1/2012	15,000.00	15,468.42	(468.42)
VANGUARD HIGH YIELD CORP	34,722.22	1/20/2012	3/14/2012	201,796.25	200,025.00	1,731.25
				320,800.95	310,877.42	9,923.53
FIDUCIARY GRAND TOTAL - SECURITIES AND HEDGE FUNDS						97,485.88

Hoffman Foundation
 Realized Capital Gains - Fiduciary Account
 6/30/2012

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss	
Short Term							
MISSOURI SThdG 4/27/04 5 15% 9/1/2034	10,000	00	11/23/2011	3/2/2012	10,000.00	10,430.00	(430.00)
CME Group Inc	200	00	4/5/2011	1/1/2012	46,398.43	60,145.66	(13,747.23)
CME Group Inc	50	00	2/17/2011	1/11/2012	11,599.61	15,311.00	(3,711.39)
					67,998.04	85,886.66	(17,888.62)
Long Term							
Canadian Pac Railway	1,000	00	2/17/2011	3/8/2012	74,707.65	68,367.80	6,339.85
Eaton Corp	2,000	00	1/18/2011	6/18/2012	79,105.22	105,455.60	(26,350.38)
MFA Financial Inc	5,000	00	10/26/2010	2/23/2012	36,799.85	39,847.00	(3,047.15)
CME Group Inc	50	00	10/21/2010	1/11/2012	11,599.61	13,993.76	(2,394.15)
Google Inc Class A	100	00	8/10/2010	8/19/2011	54,767.94	50,829.00	3,938.94
N Y New York City Hsg Dev Corp Mfhr Ser A dtd 4/28/2006 6 42% due 1/1/2027	20,000	00	7/20/2010	11/2/2011	20,000.00	20,000.00	-
N Y New York City Hsg Dev Corp Mfhr Ser A dtd 4/28/2006 6 42% due 1/1/2027	60,000	00	7/20/2010	5/2/2012	60,000.00	60,000.00	-
SC St Hsg Fin & Dev Auth Rev Rf Ins Cal Ser C-3 dtd 12/19/2006 5 5% 7/1/2026	5,000	00	6/29/2010	7/5/2011	5,000.00	5,105.00	(105.00)
SC St Hsg Fin & Dev Auth Rev Rf Ins Cal Ser C-3 dtd 12/19/2006 5 5% 7/1/2026	10,000	00	6/29/2010	10/5/2011	10,000.00	10,210.00	(210.00)
SC St Hsg Fin & Dev Auth Rev Rf Ins Cal Ser C-3 dtd 12/19/2006 5 5% 7/1/2026	10,000	00	6/29/2010	1/4/2012	10,000.00	10,210.00	(210.00)
SC St Hsg Fin & Dev Auth Rev Rf Ins Cal Ser C-3 dtd 12/19/2006 5 5% 7/1/2026	15,000	00	6/29/2010	4/3/2012	15,000.00	15,315.00	(315.00)
Missouri St Hsg Commn Call 9/1/16 dtd 2/28/2007 5 61% 3/1/2018	5,000	00	5/5/2010	9/2/2011	5,000.00	5,125.00	(125.00)
EATON VANCE TAX MANAGED GLOB DIVERS FD	5,000	00	5/16/2007	3/8/2012	45,362.17	102,940.64	(57,578.47)
SOUTHWESTERN ENERGY CO	1,220	00	4/27/2007	4/20/2012	34,438.00	25,573.88	8,864.12
SOUTHWESTERN ENERGY CO	1,780	00	4/23/2007	4/20/2012	50,245.61	38,008.43	12,237.18
VIRGINIA ST HSG DEV AUTH REV SER C DTD 6/27/2002 5 9% 9/1/2012 AA+	200,000	00	10/3/2006	11/1/2011	200,000.00	206,060.00	(6,060.00)
COMCAST CORP PFD 7 00% CALL BBB+	4,000	00	5/10/2006	11/28/2011	100,000.00	99,600.00	400.00
LEUCADIA NATIONAL CORP	3,000	00	4/27/2004	3/8/2012	83,018.10	50,942.90	32,075.20
INDUSTRY CALIF URBAN DEV TXB CALL MBIA DTD 12/30/2003 5 5% 5/1/2016 AAA	100,000	00	2/13/2004	1/20/2012	99,850.00	103,260.00	(3,410.00)
NATURAL RESOURCE PARTNERS L P	500	00	1/29/2004	8/29/2011	14,524.42	8,912.38	5,612.04
NATURAL RESOURCE PARTNERS L P	75	00	1/29/2004	8/29/2011	2,175.85	1,336.86	838.99
NATURAL RESOURCE PARTNERS L P	500	00	1/29/2004	8/31/2011	14,338.84	8,912.38	5,426.46
NATURAL RESOURCE PARTNERS L P	550	00	1/29/2004	9/1/2011	15,807.20	9,803.61	6,003.59
NATURAL RESOURCE PARTNERS L P	375	00	1/29/2004	9/2/2011	10,713.71	6,684.28	4,029.43
NATURAL RESOURCE PARTNERS L P	2,000	00	1/29/2004	1/19/2012	54,873.36	35,649.50	19,223.86
ISHARES DJ US BASIC MATERIAL SECTOR INDE	1,750	00	12/16/2003	6/18/2012	109,826.48	75,950.00	33,876.48
MONTGOMERY STR INCOME SECS INC \$1 28	5,000	00	5/19/2003	2/24/2012	78,527.58	99,250.00	(20,722.42)
WJA ALT INV SER I-13	532	382	1/18/1994	4/19/2012	433,724.32	356,652.27	77,072.05
					1,729,405.91	1,633,995.29	95,410.62
FIDUCIARY GRAND TOTAL - SECURITIES AND HEDGE FUNDS					1,797,403.95	1,719,881.95	77,522.00

Hoffman Foundation
 Realized Capital Gains - Chase Account
 6/30/2012

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Short Term						
GOLDMAN SACHS GOVERNMENT INCOME A	209 395	5/1/2012	5/3/2012	3,245 62	3,243 53	2 09
GOLDMAN SACHS GOVERNMENT INCOME A	152 119	4/2/2012	5/3/2012	2,357 84	2,338 07	19 77
GOLDMAN SACHS GOVERNMENT INCOME A	139 879	3/1/2012	5/3/2012	2,168 12	2,156 94	11 18
GOLDMAN SACHS GOVERNMENT INCOME A	148 342	2/1/2012	5/3/2012	2,299 30	2,296 34	2 96
GOLDMAN SACHS GOVERNMENT INCOME A	149 617	1/3/2012	5/3/2012	2,319 06	2,307 10	11 96
GOLDMAN SACHS GOVERNMENT INCOME A	3,387 31	12/15/2011	5/3/2012	52,503 34	52,198 48	304 86
GOLDMAN SACHS SMALL CAP VALUE A	286 804	12/8/2011	5/3/2012	12,318 23	11,027 63	1,290 60
GOLDMAN SACHS SMALL CAP VALUE A	31 431	12/1/2011	5/3/2012	1,349 96	1,208 51	141 45
GOLDMAN SACHS GOVERNMENT INCOME A	139 81	12/1/2011	5/3/2012	2,167 05	2,190 83	-23 78
GOLDMAN SACHS GOVERNMENT INCOME A	148 446	11/2/2011	5/3/2012	2,300 91	2,320 21	-19 3
GOLDMAN SACHS GOVERNMENT INCOME A	148 56	10/1/2011	5/3/2012	2,302 68	2,332 39	-29 71
GOLDMAN SACHS GOVERNMENT INCOME A	158 153	9/1/2011	5/3/2012	2,451 37	2,467 19	-15 82
GOLDMAN SACHS GOVERNMENT INCOME A	180 249	8/1/2011	5/3/2012	2,793 86	2,763 22	30 64
GOLDMAN SACHS GOVERNMENT INCOME A	180 101	7/1/2011	5/3/2012	2,791 57	2,733 93	57 64
GOLDMAN SACHS GOVERNMENT INCOME A	165 76	6/1/2011	5/3/2012	2,569 28	2,524 52	44 76
				95,938 19	94,108 89	1,829 30
Long Term						
GOLDMAN SACHS GOVERNMENT INCOME A	175 357	5/1/2011	5/3/2012	2,718 03	2,644 38	73 65
GOLDMAN SACHS GOVERNMENT INCOME A	190 058	4/1/2011	5/3/2012	2,945 90	2,841 37	104 53
GOLDMAN SACHS GOVERNMENT INCOME A	181 051	3/1/2011	5/3/2012	2,806 29	2,710 33	95 96
GOLDMAN SACHS GOVERNMENT INCOME A	161 981	2/1/2011	5/3/2012	2,510 71	2,424 86	85 85
GOLDMAN SACHS GOVERNMENT INCOME A	166 911	1/1/2011	5/3/2012	2 587 12	2,501 99	85 13
GOLDMAN SACHS GOVERNMENT INCOME A	2,042 66	12/16/2010	5/3/2012	31,661 15	30,292 58	1,368 57
GOLDMAN SACHS GOVERNMENT INCOME A	3,279 78	12/16/2010	5/3/2012	50,836 65	48,639 20	2,197 45
GOLDMAN SACHS SMALL CAP VALUE A	36 583	12/9/2010	5/3/2012	1,571 24	1,400 78	170 46
GOLDMAN SACHS GOVERNMENT INCOME A	167 167	12/1/2010	5/3/2012	2,591 09	2,631 21	-40 12
GOLDMAN SACHS GOVERNMENT INCOME A	176 322	11/1/2010	5/3/2012	2,732 99	2,789 42	-56 43
GOLDMAN SACHS GOVERNMENT INCOME A	182 942	10/1/2010	5/3/2012	2,835 60	2,885 00	-49 4
GOLDMAN SACHS GOVERNMENT INCOME A	198 681	9/1/2010	5/3/2012	3,079 56	3,137 18	-57 62
GOLDMAN SACHS GOVERNMENT INCOME A	219 409	8/1/2010	5/3/2012	3,400 84	3,431 55	-30 71
GOLDMAN SACHS GOVERNMENT INCOME A	205 857	7/1/2010	5/3/2012	3,190 78	3,207 25	-16 47
GOLDMAN SACHS GOVERNMENT INCOME A	216 352	6/1/2010	5/3/2012	3,353 46	3,333 98	19 48
GOLDMAN SACHS GOVERNMENT INCOME A	230 076	5/1/2010	5/3/2012	3,566 18	3,515 56	50 62
GOLDMAN SACHS GOVERNMENT INCOME A	242 742	4/1/2010	5/3/2012	3,762 50	3,684 82	77 68
GOLDMAN SACHS GOVERNMENT INCOME A	230 492	3/1/2010	5/3/2012	3,572 63	3,519 61	53 02
GOLDMAN SACHS GOVERNMENT INCOME A	245 722	2/1/2010	5/3/2012	3,808 69	3,747 26	61 43
GOLDMAN SACHS GOVERNMENT INCOME A	266 134	1/1/2010	5/3/2012	4,125 08	4,010 64	114 44
GOLDMAN SACHS GOVERNMENT INCOME A	2,230 66	12/16/2009	5/3/2012	34,575 23	33,883 73	691 5
GOLDMAN SACHS SMALL CAP VALUE A	93 095	12/9/2009	5/3/2012	3,998 43	2,787 26	1,211 17
GOLDMAN SACHS GOVERNMENT INCOME A	270 527	12/1/2009	5/3/2012	4,193 17	4,214 81	-21 64
GOLDMAN SACHS GOVERNMENT INCOME A	267 633	11/2/2009	5/3/2012	4,148 31	4,129 58	18 73
GOLDMAN SACHS GOVERNMENT INCOME A	297 481	10/1/2009	5/3/2012	4,610 96	4,569 31	41 65
GOLDMAN SACHS GOVERNMENT INCOME A	325 206	9/1/2009	5/3/2012	5,040 69	4,969 15	71 54
GOLDMAN SACHS GOVERNMENT INCOME A	352 473	8/3/2009	5/3/2012	5,463 33	5,354 07	109 26
GOLDMAN SACHS GOVERNMENT INCOME A	357 496	7/1/2009	5/3/2012	5,541 19	5,394 62	146 57
GOLDMAN SACHS GOVERNMENT INCOME A	384 43	6/1/2009	5/3/2012	5,958 66	5,804 89	153 77
GOLDMAN SACHS GOVERNMENT INCOME A	413 566	5/1/2009	5/3/2012	6,410 27	6,240 71	169 56
GOLDMAN SACHS GOVERNMENT INCOME A	405 356	4/1/2009	5/3/2012	6,283 02	6,137 09	145 93
GOLDMAN SACHS GOVERNMENT INCOME A	434 144	3/1/2009	5/3/2012	6,729 23	6,468 75	260 48
GOLDMAN SACHS GOVERNMENT INCOME A	480 818	2/1/2009	5/3/2012	7,452 68	7 202 65	250 03
GOLDMAN SACHS GOVERNMENT INCOME A	607 806	1/1/2009	5/3/2012	9,420 99	9,165 72	255 27
GOLDMAN SACHS GOVERNMENT INCOME A	205 162	12/16/2008	5/3/2012	3,180 01	3 052 81	127 2
GOLDMAN SACHS GOVERNMENT INCOME A	352 103	12/16/2008	5/3/2012	5 457 60	5,239 29	218 31
GOLDMAN SACHS SMALL CAP VALUE A	27 477	12/10/2008	5/3/2012	1 180 14	635	545 14
GOLDMAN SACHS SMALL CAP VALUE A	63 926	12/10/2008	5/3/2012	2 745 62	1,477 34	1,268 28
GOLDMAN SACHS GOVERNMENT INCOME A	488 113	12/1/2008	5/3/2012	7,565 75	7,145 98	419 77
GOLDMAN SACHS GOVERNMENT INCOME A	512 08	11/1/2008	5/3/2012	7,937 24	7,327 86	609 38
GOLDMAN SACHS GOVERNMENT INCOME A	470 409	10/1/2008	5/3/2012	7 291 34	6,929 13	362 21
GOLDMAN SACHS GOVERNMENT INCOME A	440 608	9/1/2008	5/3/2012	6,829 42	6,516 59	312 83
GOLDMAN SACHS GOVERNMENT INCOME A	426 679	8/1/2008	5/3/2012	6 613 52	6,263 65	349 87
GOLDMAN SACHS GOVERNMENT INCOME A	402 648	7/1/2008	5/3/2012	6,241 04	5,979 33	261 71
GOLDMAN SACHS GOVERNMENT INCOME A	409 36	6/1/2008	5/3/2012	6 345 08	6,095 37	249 71
GOLDMAN SACHS GOVERNMENT INCOME A	412 693	5/1/2008	5/3/2012	6,396 74	6 202 78	193 96
GOLDMAN SACHS GOVERNMENT INCOME A	408 052	4/1/2008	5/3/2012	6 324 81	6,149 34	175 47
GOLDMAN SACHS GOVERNMENT INCOME A	424 18	3/1/2008	5/3/2012	6,574 79	6,443 30	131 49
GOLDMAN SACHS GOVERNMENT INCOME A	434 251	2/1/2008	5/3/2012	6 730 89	6,622 33	108 56
GOLDMAN SACHS GOVERNMENT INCOME A	562 281	1/1/2008	5/3/2012	8,715 36	8,439 84	275 52
GOLDMAN SACHS SMALL CAP VALUE A	686 732	12/14/2007	5/3/2012	29,495 14	23,664 79	5 830 35
GOLDMAN SACHS SMALL CAP VALUE A	2 188 10	12/14/2007	5/3/2012	93,978 94	75,401 96	18,576 98

GOLDMAN SACHS GOVERNMENT INCOME A	442 287	12/1/2007	5/3/2012	6,855 45	6 523 74	331 71
GOLDMAN SACHS GOVERNMENT INCOME A	417 997	12/1/2007	5/3/2012	6,478 95	6,278 32	200 63
GOLDMAN SACHS GOVERNMENT INCOME A	408 874	11/1/2007	5/3/2012	6,337 55	6,047 24	290 31
GOLDMAN SACHS GOVERNMENT INCOME A	432 603	10/1/2007	5/3/2012	6,705 35	6,363 59	341 76
GOLDMAN SACHS GOVERNMENT INCOME A	428 408	9/1/2007	5/3/2012	6,640 32	6,276 17	364 15
GOLDMAN SACHS GOVERNMENT INCOME A	429 452	8/1/2007	5/3/2012	6,656 51	6,248 53	407 98
GOLDMAN SACHS GOVERNMENT INCOME A	436 494	7/1/2007	5/3/2012	6,765 66	6,311 70	453 96
GOLDMAN SACHS GOVERNMENT INCOME A	452 978	6/1/2007	5/3/2012	7,021 16	6,581 77	439 39
GOLDMAN SACHS GOVERNMENT INCOME A	432 516	5/1/2007	5/3/2012	6,704 00	6,349 34	354 66
GOLDMAN SACHS GOVERNMENT INCOME A	411 343	4/1/2007	5/3/2012	6,375 82	6,038 52	337 3
GOLDMAN SACHS GOVERNMENT INCOME A	412 472	3/1/2007	5/3/2012	6 393 32	6,067 47	325 85
GOLDMAN SACHS GOVERNMENT INCOME A	428 362	2/1/2007	5/3/2012	6,639 61	6,232 66	406 95
GOLDMAN SACHS GOVERNMENT INCOME A	422 897	1/1/2007	5/3/2012	6,554 90	6,182 75	372 15
GOLDMAN SACHS SMALL CAP VALUE A	852 197	12/13/2006	5/3/2012	36,601 86	37,513 71	-911 85
GOLDMAN SACHS SMALL CAP VALUE A	201 614	12/13/2006	5/3/2012	8,659 32	8,875 04	-215 72
GOLDMAN SACHS GOVERNMENT INCOME A	444 695	11/1/2006	5/3/2012	6,892 77	6,510 33	382 44
GOLDMAN SACHS GOVERNMENT INCOME A	455 287	10/1/2006	5/3/2012	7,056 95	6,656 30	400 65
GOLDMAN SACHS GOVERNMENT INCOME A	449 327	9/1/2006	5/3/2012	6,964 57	6 542 20	422 37
GOLDMAN SACHS GOVERNMENT INCOME A	439 757	8/1/2006	5/3/2012	6,816 23	6,350 09	468 14
GOLDMAN SACHS GOVERNMENT INCOME A	417 18	7/1/2006	5/3/2012	6,466 29	5,974 02	492 27
GOLDMAN SACHS GOVERNMENT INCOME A	389 482	5/31/2006	5/3/2012	6,036 97	5,589 07	447 9
GOLDMAN SACHS GOVERNMENT INCOME A	364 675	5/1/2006	5/3/2012	5,652 46	5,254 97	397 49
GOLDMAN SACHS GOVERNMENT INCOME A	349 776	3/31/2006	5/3/2012	5,421 53	5,057 76	363 77
GOLDMAN SACHS GOVERNMENT INCOME A	325 298	3/1/2006	5/3/2012	5,042 12	4,752 60	289 52
GOLDMAN SACHS GOVERNMENT INCOME A	318 633	2/1/2006	5/3/2012	4,938 81	4,658 42	280 39
GOLDMAN SACHS GOVERNMENT INCOME A	452 324	1/1/2006	5/3/2012	7,011 02	6,622 03	388 99
GOLDMAN SACHS GOVERNMENT INCOME A	25 897	12/15/2005	5/3/2012	401 4	378 61	22 79
GOLDMAN SACHS SMALL CAP VALUE A	88 177	12/9/2005	5/3/2012	3,787 20	3,626 71	160 49
GOLDMAN SACHS SMALL CAP VALUE A	805 899	12/9/2005	5/3/2012	34,613 36	33,146 64	1,466 72
GOLDMAN SACHS GOVERNMENT INCOME A	319 741	12/1/2005	5/3/2012	4,955 99	4,661 82	294 17
GOLDMAN SACHS GOVERNMENT INCOME A	321 021	10/31/2005	5/3/2012	4,975 83	4,677 28	298 55
GOLDMAN SACHS GOVERNMENT INCOME A	293 507	10/1/2005	5/3/2012	4,549 36	4,314 55	234 81
GOLDMAN SACHS GOVERNMENT INCOME A	288 339	9/1/2005	5/3/2012	4 469 25	4,287 60	181 65
GOLDMAN SACHS GOVERNMENT INCOME A	289 844	7/29/2005	5/3/2012	4,492 58	4,275 20	217 38
GOLDMAN SACHS GOVERNMENT INCOME A	284 336	7/1/2005	5/3/2012	4,407 21	4,236 60	170 61
GOLDMAN SACHS GOVERNMENT INCOME A	232 184	5/31/2005	5/3/2012	3,598 85	3 454 90	143 95
GOLDMAN SACHS GOVERNMENT INCOME A	231 498	5/1/2005	5/3/2012	3,588 22	3,423 85	164 37
GOLDMAN SACHS GOVERNMENT INCOME A	211 256	4/1/2005	5/3/2012	3,274 47	3,090 67	183 8
GOLDMAN SACHS GOVERNMENT INCOME A	248 45	3/1/2005	5/3/2012	3,850 97	3,649 73	201 24
GOLDMAN SACHS GOVERNMENT INCOME A	248 053	2/1/2005	5/3/2012	3,844 82	3,668 70	176 12
GOLDMAN SACHS GOVERNMENT INCOME A	246 58	1/1/2005	5/3/2012	3,821 99	3,639 52	182 47
GOLDMAN SACHS SMALL CAP VALUE A	62 074	12/10/2004	5/3/2012	2,666 08	2,561 17	104 91
GOLDMAN SACHS SMALL CAP VALUE A	620 222	12/10/2004	5/3/2012	26,638 53	25,590 35	1,048 18
GOLDMAN SACHS GOVERNMENT INCOME A	146 248	12/10/2004	5/3/2012	2,266 84	2,163 01	103 83
GOLDMAN SACHS GOVERNMENT INCOME A	1,217 68	12/10/2004	5/3/2012	18,873 98	18,009 43	864 55
GOLDMAN SACHS GOVERNMENT INCOME A	244 817	12/1/2004	5/3/2012	3,794 66	3,635 49	159 17
GOLDMAN SACHS GOVERNMENT INCOME A	252 01	10/31/2004	5/3/2012	3,906 15	3,782 67	123 48
GOLDMAN SACHS GOVERNMENT INCOME A	276 373	9/30/2004	5/3/2012	4,283 78	4,131 77	152 01
GOLDMAN SACHS GOVERNMENT INCOME A	294 705	8/31/2004	5/3/2012	4,567 93	4,408 79	159 14
GOLDMAN SACHS GOVERNMENT INCOME A	319 492	7/31/2004	5/3/2012	4,952 13	4,715 70	236 43
GOLDMAN SACHS GOVERNMENT INCOME A	321 451	7/1/2004	5/3/2012	4,982 49	4,715 69	266 8
GOLDMAN SACHS GOVERNMENT INCOME A	331 595	5/31/2004	5/3/2012	5,139 72	4 874 45	265 27
GOLDMAN SACHS GOVERNMENT INCOME A	326 089	5/28/2004	5/3/2012	5 054 38	4 764 16	290 22
GOLDMAN SACHS GOVERNMENT INCOME A	294 072	4/1/2004	5/3/2012	4,558 12	4,431 67	126 45
GOLDMAN SACHS GOVERNMENT INCOME A	297 128	2/27/2004	5/3/2012	4,605 48	4,462 86	142 62
GOLDMAN SACHS GOVERNMENT INCOME A	294 428	2/1/2004	5/3/2012	4 563 63	4,392 86	170 77
GOLDMAN SACHS GOVERNMENT INCOME A	556 616	1/1/2004	5/3/2012	8 627 55	8,260 18	367 37
GOLDMAN SACHS GOVERNMENT INCOME A	292 531	1/1/2004	5/3/2012	4,534 23	4,341 16	193 07
GOLDMAN SACHS GOVERNMENT INCOME A	455 344	1/1/2004	5/3/2012	7,057 83	6 757 30	300 53
GOLDMAN SACHS SMALL CAP VALUE A	187 704	12/11/2003	5/3/2012	8,061 89	6 843 70	1,218 19
GOLDMAN SACHS GOVERNMENT INCOME A	291 603	12/1/2003	5/3/2012	4,519 85	4,339 05	180 8
GOLDMAN SACHS GOVERNMENT INCOME A	290 388	11/1/2003	5/3/2012	4,501 01	4,320 97	180 04
GOLDMAN SACHS GOVERNMENT INCOME A	282 261	10/1/2003	5/3/2012	4,375 05	4,250 85	124 2
GOLDMAN SACHS GOVERNMENT INCOME A	303 976	9/1/2003	5/3/2012	4,711 63	4,483 65	227 98
GOLDMAN SACHS GOVERNMENT INCOME A	311 359	8/1/2003	5/3/2012	4,826 06	4,570 75	255 31
GOLDMAN SACHS GOVERNMENT INCOME A	288 149	7/1/2003	5/3/2012	4,466 31	4,382 86	83 45
GOLDMAN SACHS GOVERNMENT INCOME A	279 508	6/1/2003	5/3/2012	4,332 37	4,265 29	67 08
GOLDMAN SACHS GOVERNMENT INCOME A	284 169	5/1/2003	5/3/2012	4,404 62	4,279 59	125 03
GOLDMAN SACHS GOVERNMENT INCOME A	284 166	4/1/2003	5/3/2012	4 404 57	4,271 02	133 55
GOLDMAN SACHS GOVERNMENT INCOME A	318 948	3/1/2003	5/3/2012	4 943 69	4,809 73	133 96
GOLDMAN SACHS GOVERNMENT INCOME A	328 331	2/1/2003	5/3/2012	5,089 13	4,908 55	180 58
GOLDMAN SACHS GOVERNMENT INCOME A	495 913	1/1/2003	5/3/2012	7 686 65	7,433 73	252 92
GOLDMAN SACHS GOVERNMENT INCOME A	118 657	1/1/2003	5/3/2012	1,839 18	1,778 67	60 51
GOLDMAN SACHS SMALL CAP VALUE A	9 355	12/12/2002	5/3/2012	401 8	255 86	145 94
GOLDMAN SACHS SMALL CAP VALUE A	10 582	12/12/2002	5/3/2012	454 5	289 42	165 08
GOLDMAN SACHS GOVERNMENT INCOME A	324 716	11/30/2002	5/3/2012	5,033 10	4,818 79	214 31
GOLDMAN SACHS GOVERNMENT INCOME A	349 121	10/31/2002	5/3/2012	5,411 38	5,219 36	192 02
GOLDMAN SACHS GOVERNMENT INCOME A	363 208	9/30/2002	5/3/2012	5,629 72	5,466 28	163 44
GOLDMAN SACHS GOVERNMENT INCOME A	383 665	8/31/2002	5/3/2012	5,946 81	5,724 28	222 53
GOLDMAN SACHS GOVERNMENT INCOME A	404 367	8/1/2002	5/3/2012	6 267 69	5,976 54	291 15
GOLDMAN SACHS GOVERNMENT INCOME A	429 725	7/1/2002	5/3/2012	6 660 74	6,273 98	386 76
GOLDMAN SACHS GOVERNMENT INCOME A	427 253	5/31/2002	5/3/2012	6,622 42	6,203 72	418 7
GOLDMAN SACHS GOVERNMENT INCOME A	400 358	4/30/2002	5/3/2012	6 205 55	5,797 18	408 37
GOLDMAN SACHS GOVERNMENT INCOME A	412 696	4/1/2002	5/3/2012	6,396 79	5,876 79	520

GOLDMAN SACHS GOVERNMENT INCOME A	413 882	2/28/2002	5/3/2012	6,415 17	6,013 70	401 47
GOLDMAN SACHS GOVERNMENT INCOME A	412 706	2/1/2002	5/3/2012	6,396 94	5,942 97	453 97
GOLDMAN SACHS GOVERNMENT INCOME A	911 694	1/1/2002	5/3/2012	14,131 26	13,073 69	1,057 57
GOLDMAN SACHS GOVERNMENT INCOME A	461 751	1/1/2002	5/3/2012	7,157 14	6,621 51	535 63
GOLDMAN SACHS GOVERNMENT INCOME A	239 616	1/1/2002	5/3/2012	3,714 05	3 436 10	277 95
GOLDMAN SACHS SMALL CAP VALUE A	34 691	12/13/2001	5/3/2012	1,489 98	986 62	503 36
GOLDMAN SACHS GOVERNMENT INCOME A	398 445	11/30/2001	5/3/2012	6,175 90	5,853 16	322 74
GOLDMAN SACHS GOVERNMENT INCOME A	395 537	10/31/2001	5/3/2012	6,130 82	5,917 24	213 58
GOLDMAN SACHS GOVERNMENT INCOME A	398 553	9/28/2001	5/3/2012	6 177 57	5,854 74	322 83
GOLDMAN SACHS GOVERNMENT INCOME A	395 796	8/31/2001	5/3/2012	6,134 84	5,758 83	376 01
GOLDMAN SACHS GOVERNMENT INCOME A	423 21	8/1/2001	5/3/2012	6,559 75	6,123 85	435 9
GOLDMAN SACHS GOVERNMENT INCOME A	446 308	7/1/2001	5/3/2012	6,917 77	6,355 42	562 35
GOLDMAN SACHS GOVERNMENT INCOME A	471 765	5/31/2001	5/3/2012	7,312 36	6,713 21	599 15
GOLDMAN SACHS GOVERNMENT INCOME A	469 796	5/1/2001	5/3/2012	7,281 84	6,694 59	587 25
GOLDMAN SACHS GOVERNMENT INCOME A	480 538	4/1/2001	5/3/2012	7,448 34	6,919 75	528 59
GOLDMAN SACHS GOVERNMENT INCOME A	499 366	3/1/2001	5/3/2012	7,740 17	7,185 87	554 3
GOLDMAN SACHS GOVERNMENT INCOME A	507 672	2/1/2001	5/3/2012	7,868 92	7,269 86	599 06
GOLDMAN SACHS GOVERNMENT INCOME A	501 353	1/1/2001	5/3/2012	7,770 97	7,139 27	631 7
GOLDMAN SACHS GOVERNMENT INCOME A	507 199	11/30/2000	5/3/2012	7,861 58	7,126 15	735 43
GOLDMAN SACHS GOVERNMENT INCOME A	504 96	11/1/2000	5/3/2012	7,826 88	6,988 64	838 24
GOLDMAN SACHS GOVERNMENT INCOME A	504 242	10/1/2000	5/3/2012	7,815 75	6,968 62	847 13
GOLDMAN SACHS GOVERNMENT INCOME A	501 381	9/1/2000	5/3/2012	7,771 41	6,919 06	852 35
GOLDMAN SACHS GOVERNMENT INCOME A	512 04	8/2/2000	5/3/2012	7,936 62	6,996 58	940 04
GOLDMAN SACHS GOVERNMENT INCOME A	471 712	7/5/2000	5/3/2012	7,311 54	6,429 44	882 1
GOLDMAN SACHS GOVERNMENT INCOME A	474 543	6/2/2000	5/3/2012	7,355 42	6,368 37	987 05
GOLDMAN SACHS GOVERNMENT INCOME A	454 135	5/2/2000	5/3/2012	7,039 09	6,139 91	899 18
GOLDMAN SACHS GOVERNMENT INCOME A	459 996	4/3/2000	5/3/2012	7,129 94	6,260 54	869 4
GOLDMAN SACHS GOVERNMENT INCOME A	419 732	3/2/2000	5/3/2012	6 505 85	5,662 19	843 66
GOLDMAN SACHS GOVERNMENT INCOME A	449 673	2/2/2000	5/3/2012	6,969 93	6,016 63	953 3
GOLDMAN SACHS GOVERNMENT INCOME A	14 199	1/4/2000	5/3/2012	220 08	191 68	28 4
GOLDMAN SACHS SMALL CAP VALUE A	10,451 51	12/31/1999	5/3/2012	448,892 14	187,500 00	261,392 14
GOLDMAN SACHS GOVERNMENT INCOME A	92 524 05	12/31/1999	5/3/2012	1,434,122 82	1,250,000 00	184,122 82
				<u>3,087,255 94</u>	<u>2,561,916 23</u>	<u>525,339 71</u>

FIDUCIARY GRAND TOTAL - SECURITIES AND HEDGE FUNDS

3,183,194 13 2,656,025 12 527,169 01