Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

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

Name of foundation: Lawrence L. and Julia Z. Hoverter Charitable Foundation	A Employer identification number: 23-2944271
Number and street (or P O box number if mail is not delivered to street address): 4250 Crums Mill Rd, PO Box 6991 — Room/suite: 301	B Telephone number (see the instructions): (717) 234-4161
City or town: Harrisburg — State: PA — ZIP code: 17112	C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) $ 11,057,323. — J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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).)*

	Line	(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 (att sch)				
	2 Ck ☒ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	70.	70.		
	4 Dividends and interest from securities	286,091.	286,091.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	64,170.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 3,540,278.				
	7 Capital gain net income (from Part IV, line 2)		64,170.		
	8 Net short-term capital gain			15,111.	
	9 Income modifications			0.	
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	350,331.	350,331.	15,111.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	30,050.	22,538.		7,512.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	58,019.	46,865.		11,154.
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	2,147.	2,147.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	44,012.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	134,228.	71,550.		18,666.
	25 Contributions, gifts, grants paid	943,442.			943,442.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,077,670.	71,550.		962,108.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-727,339.			
	b **Net investment income** (if negative, enter -0-)		278,781.		
	c **Adjusted net income** (if negative, enter -0-)			15,111.	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	68,344.	219,906.	219,906.
	3 Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ▶			
	Less. allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S. and state government obligations (attach schedule)	0.		
	b Investments – corporate stock (attach schedule) L-10b Stmt	5,221,824.	5,067,325.	5,622,409.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	4,230,907.	4,082,380.	4,400,629.
	11 Investments – land, buildings, and equipment: basis ▶ 276,841.			
	Less: accumulated depreciation (attach schedule) L-11 Stmt ▶ 0.	356,351.	276,841.	276,841.
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	605,637.	500,000.	537,538.
	14 Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	10,483,063.	10,146,452.	11,057,323.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable	1,006,360.	762,700.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	1,006,360.	762,700.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ▶ X and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	9,476,703.	9,383,752.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	9,476,703.	9,383,752.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	10,483,063.	10,146,452.	

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	9,476,703.
2	Enter amount from Part I, line 27a	2	-727,339.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,749,364.
5	Decreases not included in line 2 (itemize) ▶ Adjustment	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	8,749,364.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Various on separate schedules	P	Various	Various
b				
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	3,410,278.		3,395,167.	15,111.
b	130,000.		80,941.	49,059.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a	0.	0.	0.	15,111.
b				49,059.
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	64,170.
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	15,111.

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 (column (b) divided by column (c))
2011	686,300.	11,156,635.	0.061515
2010	593,510.	11,062,214.	0.053652
2009	722,861.	9,966,066.	0.072532
2008	764,122.	11,532,927.	0.066256
2007	734,381.	14,896,306.	0.049300

2	**Total** of line 1, column (d)	2	0.303255
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	0.060651
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,822,005.
5	Multiply line 4 by line 3	5	656,365.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,788.
7	Add lines 5 and 6	7	659,153.
8	Enter qualifying distributions from Part XII, line 4	8	962,108.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instrs)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b	1	2,788.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,788.
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	2,788.
6	Credits/Payments:		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a: 8,412.		
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	8,412.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	5,624.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 5,624. **Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1 a	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA - Pennsylvania			
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*	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
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?	13	X	

Website address ► N/A

14 The books are in care of ► Ronald M. Katzman, Esquire Telephone no ► (717) 234-4161

Located at ► 4250 Crums Mill Road, Suite 301 Harrisburg, PA ZIP + 4 ► 17112-2889

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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
1 a	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?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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)?		1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
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 2012?		1 c		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years ► 20__, 20__, 20__, 20__	☐ Yes ☒ 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)		2 b		X
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__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3 b		X
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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 2012?		4 b		X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X (No)

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6 a 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? **6b** X (No)

If 'Yes' to 6b, file Form 8870

7 a 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? **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
Rebecca Cecere 1526 Woodhaven Dr. Hummelstown, PA 17036	Trustee 2.00	6,000.	0.	0.
Ronald M. Katzman 320 Market St, Harrisburg, PA 17101	Secretary/trust 4.00	0.	0.	0.
Amos Miller 35 N Market St, Millerstown, PA 17062	Treasurer/trustee 2.00	6,050.	0.	0.
See Information about Officers, Directors, Trustees, Etc		18,000.	0.	0.

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 ► None

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		None

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	0.
2	
All other program-related investments See instructions. 3 NONE	0.
Total. Add lines 1 through 3 ►	None

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	10,533,931.
b	Average of monthly cash balances	1b	116,399.
c	Fair market value of all other assets (see instructions)	1c	336,477.
d	**Total** (add lines 1a, b, and c)	1d	10,986,807.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	10,986,807.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	164,802.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,822,005.
6	**Minimum investment return.** Enter 5% of line 5	6	541,100.

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	541,100.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,788.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,788.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	538,312.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	538,312.
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	538,312.

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	962,108.
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	962,108.
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	2,788.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	959,320.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				538,312.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012:				
a From 2007 — 0.				
b From 2008 — 142,363.				
c From 2009 — 229,380.				
d From 2010 — 49,839.				
e From 2011 — 137,256.				
f **Total** of lines 3a through e	558,838.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 962,108.				
a Applied to 2011, 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 2012 distributable amount				538,312.
e Remaining amount distributed out of corpus	423,796.			
5 Excess distributions carryover applied to 2012 (*If an amount appears in column (d), the same amount must be shown in column (a).*)				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	982,634.			
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				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
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 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	982,634.			
10 Analysis of line 9				
a Excess from 2008 — 142,363.				
b Excess from 2009 — 229,380.				
c Excess from 2010 — 49,839.				
d Excess from 2011 — 137,256.				
e Excess from 2012 — 423,796.				

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 2012, 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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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 ► [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	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
***a** Paid during the year*				
Bethesda Mission P.O. Box 3041 Harrisburg PA 17105		public charity	relief of poor	115,000.
Bread of Life Outreach 253 North 6th Street, Newport, PA 17074		public charity	relief of poor	25,000.
Citizens Fire Company #1 301 Mulberry Street Newport PA 17074		public charty	Firefighting	100.
Domestic Violence Service PO Box 1039 Carlisle PA 17013		public charity	Protection against abuse	6,000.
Harisburg Symphony Orchestra 800 Corporate Circle, St. 101 Harrisburg PA 17110		public charity	free concerts	25,000.
Central Pennsylvania College Education Foundation College and Valley Roads Summerdale PA 17093		public charity	Scholarships	10,000.
Join Hands PO Box 96 New Bloomfield PA 17069		public charity	relief of poor	30,000.
Make-A-Wish Foundation 1054 New Holland Avenue Lancaster PA 17601		pubic charity	Children's charity	2,500.
Messiah College PO Box 3000, One College Avenue Grantham PA 17027		public charity	College	100,000.
See Line 3a statement				629,842.
Total			► 3a	943,442.
***b** Approved for future payment*				
Bethesda Mission - New Horizons Outreach PO Box 3041 Harrisburg PA 17105		Public charity	relief of the poor	35,000.
Bethesda Mission - Capital Campaign PO Box 3041 Harrisburg PA 17105		Public charity	relief of the poor	60,000.
See Line 3b statement				762,700.
Total			► 3b	857,700.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	70.	
4 Dividends and interest from securities			14	286,091.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	15,111.	
8 Gain or (loss) from sales of assets other than inventory			18	49,059.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				350,331.	
13 Total. Add line 12, columns (b), (d), and (e)				13	350,331.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	N/A

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If 'Yes,' complete the following schedule.

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

Sign Here

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

Ronald M Katzman | 5-8-13 | Secretary/Manager

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
Arnold B. Kogan	Arnold B Kogan	05/08/13		P00640337

Firm's name ► GOLDBERG KATZMAN, P.C. Firm's EIN ► 23-2179953

Firm's address ► P.O. BOX 6991 HARRISBURG PA 17112-0900 Phone no (717) 234-4161

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2012

Name	Employer Identification Number
Lawrence L. and Julia Z. Hoverter Charitable Foundation	23-2944271

Asset Information:

Description of Property: Miller Tract - 61.813 acres, Newport, Pa
Date Acquired: 02/03/04 How Acquired: Donated
Date Sold: 09/27/12 Name of Buyer: Brian L. Godshall
Sales Price: 130,000. Cost or other basis (do not reduce by depreciation): 79,510.
Sales Expense: 1,431. Valuation Method: Fair Market Value
Total Gain (Loss): 49,059. Accumulation Depreciation:

Description of Property: Various publicly listed securites
Date Acquired: various How Acquired: Purchased
Date Sold: various Name of Buyer: various
Sales Price: 3,410,278. Cost or other basis (do not reduce by depreciation): 3,395,167.
Sales Expense: Valuation Method: Cost
Total Gain (Loss): 15,111. Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation):
Sales Expense: Valuation Method:
Total Gain (Loss): Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Real estate	230.	230.		
Foreign taxes paid	1,917.	1,917.		
Total	2,147.	2,147.		

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Insurance	488.			
GS Investment management services	42,319.			
L.W. Brodish Real Estate	1,100.			
FNB	105.			
Total	44,012.			

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] Joe Cecere 1526 Woodhaven Dr, Hummelstown, PA 17036	Vice Pres./truste 2.00	6,000.	0.	0.
Person [X] Business [ ] H. Craig Watkins Janney Montgomery Scott, 20 Erford Road, Hill, PA 17011	Pres./trustee 2.00	6,000.	0.	0.
Person [X] Business [ ] John R. Miller 2305 Harvard Ave, Camp Hill, PA 17011	Trustee 2.00	6,000.	0.	0.
Total		18,000.	0.	0.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
CURE International 701 Bosler Avenue Lemoyne PA 17043		public charity	relief of poor	Person or [ ] Business [X] 35,000.
Mission of Mercy PO Box 67 Bel Air MD 21014		public charity	Medical Services to Poor	Person or [ ] Business [X] 10,000.
Nativity School of Harrisburg 2135 North 6th Street, 2nd Floor Harrisburg PA 17110		public charity	Education of disadvantaged children	Person or [ ] Business [X] 10,000.
Newport Public Library 316 N. Fourth Street Newport PA 17041		public charity	Library Services	Person or [ ] Business [X] 10,600.
Penn State Milton S. Med. Center Mail Code H162500 Univ Pk Drive Hershey PA 17033		public charity	Children's Hospital	Person or [ ] Business [X] 250,000.
Perry County Food Bank PO Box 37 New Bloomfield PA 17068		public charity	Food for poor	Person or [ ] Business [X] 25,000.
Perry County Literacy Council 232 Market Street Newport PA 17074		pubic charity	Basic literacy computer and vocational training support	Person or [ ] Business [X] 11,600.
Perry County Housing Partnership 42 W. Main Street, PO Box 266 New Bloomfield PA 17068		public charity	Affordable housing for elderly	Person or [ ] Business [X] 11,000.
Salt n' Light 401 Skyport Road Mechanicsburg PA 17050		public charity	Educational Programs	Person or [ ] Business [X] 10,000.
The Foundation for Enhancing Communities 200 North Third Street, PO Box 678 Harrisburg PA 17108		public charity	Scholarships	Person or [ ] Business [X] 14,282.
United Way of Capital Region 2235 Millenium Way Enola PA 17025		public charity	General charities	Person or [ ] Business [X] 17,500.
Tri County OIC 500 Maclay Street Harrisburg PA 17110		public charity	Children/Adult education programs	Person or [ ] Business [X] 9,860.
Highland United Presb. Church 11 Church Road Newport PA 17074		public charity	Church	Person or [ ] Business [X] 20,000.
Millerstown Recreational Comm. 713 Poplar Street, P.O. Box 81 Millerstown PA 17062		public charity	Civic projects	Person or [ ] Business [X] 25,000.
Marysville - Rye Library 198 Overcrest Road Marysville PA 17053		public charity	Library	Person or [ ] Business [X] 1,000.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
Bloomfield Public Library 23 E. McClure Street, P.O. Box 558 New Bloomfield PA 17068		public charity	Library	Person or [ ] Business [X] 4,000.
Historical Society of Perry County P.O. Box 81 Newport PA 17074		public charity	Civic projects	Person or [ ] Business [X] 5,000.
Presbytery of Carlisle 3040 Market Street Camp Hill PA 17011		public charity	Church	Person or [ ] Business [X] 10,000.
Millerstown Fire Department 8 N. Market Street, P.O. Box 204 Millerstown PA 17062		public charity	Firefighting	Person or [ ] Business [X] 35,000.
Boy Scouts of America 1 Baden Powell Lane Mechanicsburg PA 17050		public charity	Youth Services	Person or [ ] Business [X] 25,000.
Girl Scouts of America 350 Hale Avenue Harrisburg PA 17104		public charity	Youth Services	Person or [ ] Business [X] 60,000.
Newport Revitalization and Pres. Soc., I 129 N. 2nd Street, P.O. Box 13 Newport PA 17074		public charity	Civic projects	Person or [ ] Business [X] 10,000.
Brethren Housing Association 219 Hummel Street Harrisburg PA 17104		public charity	Relief of poor	Person or [ ] Business [X] 20,000.
Total				629,842.

Form 990-PF, Page 10, Part XV, line 3b

Line 3b statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
b *Approved for future payment*				
Bethesda Mission - New Horizons Capital PO Box 3041 Harrisburg PA 17105		Public charity	Relief of the poor	Person or [ ] Business [X] 50,000.

Form 990-PF, Page 10, Part XV, line 3b Continued

Line 3b statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
b *Approved for future payment*				
Domestic Violence Services P.O. Box 1039 Carlisle PA 17013		Public charity	Protection against abuse	Person or [ ] Business [X] 6,000.
Central Pennsylvania College Education F College and Valley Roads Summerdale PA 17093		Public charity	Scholarships	Person or [ ] Business [X] 10,000.
Make-A-Wish Foundation 1054 New Holland Avenue Lancaster PA 17601		Public charity	children's charity	Person or [ ] Business [X] 2,500.
Join Hands PO Box 96 New Bloomfield PA 17069		Public charity	Relief of poor	Person or [ ] Business [X] 30,000.
Join Hands - Perry County Food Bank PO Box 96 New Bloomfield PA 17069		Public charity	Relief of poor	Person or [ ] Business [X] 30,000.
Perry County Literacy Council 232 Market Street Newport PA 17074		Public Charity	Adult education	Person or [ ] Business [ ] 15,900.
The Foundation for Enhancing Communities 200 N. Third Street, P.O. Box 678 Harrisburg PA 17108		Public Charity	Scholarships	Person or [ ] Business [ ] 3,500.
Bread of Life Outreach 253 N. 6th Street Newport PA 17074		Public Charity	Relief of poor	Person or [ ] Business [X] 25,000.
Penn State Milton S. Hershey Med Center Mail Code H162500 University Park Drive Hershey PA 17033		Public charity	Children's Hospital	Person or [ ] Business [X] 239,800.
Boy Scouts of America 1 Baden Powell Lane Mechanicsburg PA 17050		public charity	Youth Programs	Person or [ ] Business [ ] 75,000.
Salt n' Light Youth Ministry, Inc. 401 Skyport Road Mechanicsburg PA 17050		public charity	educational programs	Person or [ ] Business [X] 10,000.
Girl Scouts of America 350 Hale Avenue Harrisburg PA 17104		Public Charity	Youth Programs	Person or [ ] Business [ ] 240,000.
Harrisburg Symphony Orchestra 800 Corporate Circle, Ste. 101 Harrisburg PA 17110		Public Charity	Free concerts	Person or [ ] Business [ ] 25,000.
Total				762,700.

Form 990-PF, Page 1, Part I
Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Goldberg Katzman	Real estate, grant man	58,019.			
Total		58,019.			

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
Held by Goldman Sachs - See schedule of portfolio attached	5,067,325.	5,622,409.
Total	5,067,325.	5,622,409.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	Fair Market Value
Held by Goldman Sachs - See schedule of portfolio attached	4,082,380.	4,400,629.
Total	4,082,380.	4,400,629.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
Rabobank Nederland Utrecht linked to S&P 500 0% Coupon due 12/03/2013 Structu	500,000.	537,538.
Total	500,000.	537,538.

Form 990-PF, Page 2, Part II, Line 11
L-11 Stmt

Line 11b - Description of Investments Land, Buildings and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
Land held for investment-Duncan Tracts 285 631 acres (in	276,841.	0.	276,841.
Total	276,841.	0.	276,841.

Supporting Statement of:

Net Gain or Loss From Sale of Assets/Cost or other basis-1

Description	Amount
Basis of land	74,245.
Capitalized survey costs	5,265.
Total	79,510.

Additional Information For Tax Return

Lawrence L. and Julia Z. Hoverter Charitable Foundation 23-2944271

Form 990-PF, p3: Part IV, Line 1(g)-9

No basis is allocated for the bargain sale to Wheatfield Township, an exempt governmental body, under IRC § 1011(b) because that provision does not apply since the Foundation is not eligible for a charitable deduction under IRC § 170. See Treas. Reg. § 53.4940-1(e)(1)(3).

Form 990-PF,p11: Line 3a, Name-4

Domestic Violence Services of Perry and Cumberland Counties
Restricted to public park

Form 990-PF,p11: Line 3a, Name-14

Millerstown Recreational Committee aka Millerstown Recreational Association

I.D. # 23-2944271

Goldman Sachs

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
CASH								
U S DOLLAR	15,197 83	1 0000	15,197 83		15,197 83			
DEPOSITS & MONEY MARKET FUNDS								
DEPOSITS								
GOLDMAN SACHS BANK DEPOSIT (BDA)[14]	64,675 16	1 0000	64,675.16	1 0000	64,675.16	0 00	0 1617	104 56
TOTAL CASH, DEPOSITS & MONEY MARKET FUNDS			**79,872.99**		**79,872.99**			**104.56**

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORE FIXED INCOME FUND								
GS CORE FIXED INCOME FUND INSTITUTIONAL SHARES	280,930 505	10 7000	3,005,956 40	9 7989	2,752,823 75	253,132 65 1,123,676 65		66,861.46
OTHER FIXED INCOME								
GS CREDIT STRATEGIES FUND								
GS CREDIT STRATEGIES FUND COMMON SHARES	62,654 415	10 6700	668,522 61	10 3349	647,529 54	20,993 07 218,522.62		30,262.08
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	99,336 461	7 3100	726,149 53	6 8658	682,026 51	44,123 02 224,931 92		47,681 50
TOTAL OTHER FIXED INCOME			**1,394,672.14**		**1,329,556.05**	**65,116.09**		**77,943.58**
TOTAL FIXED INCOME			**4,400,628.54**		**4,082,379.80**	**318,248.74**		**144,805.04**

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

Portfolio No· XXX-XX554-0

ALL-STATE LEGAL®

EXHIBIT

A

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
GS US EQUITY DIVIDEND AND PREMIUM FUND								
GS U S EQUITY DIVIDEND AND PREMIUM FUND INSTITUTIONAL SHARES (GSPKX)	124,689 636	9 5800	1,194,526 71	9 6756	1,206,451 17	(11,924 46) 150,867 54	2 8079	33,541 51
	Quantity	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Cost Basis**	**Unrealized Gain (Loss)**	**Dividend Yield**	**Estimated Annual Income**
RUSSELL 1000 GROWTH INDEX FUND (ISHARES)								
ISHARES RUSSELL 1000 GROWTH ETF ISHARES TST-ISHARES RUSSELL100 GROWTH INDEX FUND (IWF)	14,300 00	65 4900	936,507 00	47 6149	680,893 66	255,613 34	1 6548	15,497 27
RUSSELL 1000 VALUE INDEX FUND (ISHARES)								
ISHARES TRUST - RUSSELL 1000 VALUE INDEX FUND ETF ISHARES RUSSELL 1000 VAL INDEX (IWD)	13,814 00	72 8200	1,005,935 48	64 1722	886,474 20	119,461 28	2 3012	23,148 89
US EQUITY STRUCTURED PRODUCTS								
THE GOLDMAN SACHS GROUP, INC LINKED TO S&P 500 UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 04/07/2014 (SPXTR124)	500 00	1,083 1460	541,573 00	1,000 0000	500,000 00	41,573 00		
	Quantity	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Cost Basis**	**Unrealized / Economic Gain (Loss)**	**Dividend Yield**	**Estimated Annual Income**
TOTAL US EQUITY			**3,678,542.19**		**3,273,819.03**	**404,723.16**	**2.3012**	**72,187.67**
NON-US EQUITY								
GS INTERNATIONAL EQUITY DIVIDEND AND PREMIUM FUND								
GS INTERNATIONAL EQUITY DIVIDEND & PREMIUM INSTITUTIONAL SHARES (GIDHX)	36,285 069	7 2100	261,615 35	6 8076	247,015 52	14,599 83 21,615 35	2 8433	7,438 44
	Quantity	**Market Price**	**Market Value / Accrued Income**	**Unit Cost**	**Cost Basis**	**Unrealized Gain (Loss)**	**Dividend Yield**	**Estimated Annual Income**
MSCI EAFE INDEX FUND (ISHARES)								
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF (EFA)	4,130 00	56 8600	234,831 80	47 7320	197,133 16	37,698 64	3 0929	7,263 08
MSCI EMERGING MARKETS INDEX FUND (VANGUARD)								
VANGUARD MSCI EMERGING MKTS ETF (VWO)	6,440 00	44 5300	286,773 20	47 4298	305,447 91	(18,674 71)	2 1895	6,279 00
NON-US EQUITY STRUCTURED PRODUCTS								
THE GOLDMAN SACHS GROUP, INC LINKED TO MSCI EAFE UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 04/07/2014 (MXEATR39)	250 00	1,075.1160	268,779 00	1,000 0000	250,000 00	18,779 00		

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
NON-US EQUITY STRUCTURED PRODUCTS								
THE GOLDMAN SACHS GROUP, INC LINKED TO MSCIEA UPSIDE LEVERED CAPPED W BUFFER STRUCTURED NOTE DUE 07/08/2014 (MXEATR44)	500 00	1,092 1400	546,070 00	1,000 0000	500,000 00	46,070 00		
TOTAL NON-US EQUITY STRUCTURED PRODUCTS			814,849 00		750,000 00	64,849 00		

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized / Economic Gain (Loss)	Dividend Yield	Estimated Annual Income
TOTAL NON-US EQUITY			**1,598,069.35**		**1,499,596.59**	**98,472.76**	**2.6787**	**20,980.51**
TOTAL PUBLIC EQUITY			**5,276,611.54**		**4,773,415.62**	**503,195.92**	**2.3766**	**93,168.19**

OTHER INVESTMENTS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
MISCELLANEOUS								
OTHER STRUCTURED PRODUCTS								
RABOBANK NEDERLAND UTRECHT LINKED TO S&P 500 0% COUPON DUE 12/03/2013 STRUCTURED NOTE (SPXDIG55)	500 00	1,075 0760	537,538 00	1,000 0000	500,000 00	37,538 00		

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**10,294,651.07**	**9,435,668.41**	**858,982.66**	**238,077.79**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
THE LONDON COMPANY SMALL CAP CORE								
U S DOLLAR	86 70	1 0000	86 70		86 70			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	10,124 31	1 0000	10,124 31	1 0000	10,124 31		0 1655	16 75

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
ADVENT SOFTWARE INC CMN (ADVS)	297 00	21 3800	6,349 86	28 6632	8,512 97	(2,163 11)		
ALBEMARLE CORP CMN (ALB)	255 00	62 1200	15,840 60 51 00	52 6156	13,416 98	2,423 62	1 2878	204 00
ALEXANDER & BALDWIN, INC CMN (ALEX)	297 00	29 3700	8,722 89	27 6328	8,206 93	515 96		
ALLEGHANY CORP (DELAWARE) CMN (Y)	17 00	335 4200	5,702 14	335 5729	5,704 74	(2 60)		
AMERICAN EAGLE OUTFITTERS INC (NEW) (AEO)	361 00	20 5100	7,404 11	10 2517	3,700 86	3,703 25	2 1453	158 84
ATWOOD OCEANICS INC CMN (ATW)	333 00	45 7900	15,248 07	45 5418	15,165 43	82 64		
CABELA'S INCORPORATED CMN CLASS A (CAB)	399 00	41 7500	16,658 25	25 3981	10,133 84	6,524 41		
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK (COLM)	118 00	53 3600	6,296 48	50 3361	5,939 66	356 82	1 6492	103 84
CORRECTIONS CORP OF AMERICA CMN (CXW)	432 00	35 4700	15,323 04	23 8960	10,323 07	4,999 97	2 2554	345 60
EATON VANCE CORP (NON-VTG) CMN (EV)	519 00	31 8500	16,530 15	26 8498	13,935 06	2,595 09	2 5118	415 20
ENERGIZER HOLDINGS, INC CMN (ENR)	87 00	79 9800	6,958 26	72 7018	6,325 06	633 20	2 0005	139 20
KAMAN CORP CMN (KAMN)	266 00	36 8000	9,788 80 42 56	34 0559	9,058 86	729 94	1 7391	170 24
KRATON PERFORMNC POLMERS INC CMN (KRA)	309 00	24 0300	7,425 27	19 2280	5,941 45	1,483 82		
MARTIN MARIETTA MATERIALS,INC CMN (MLM)	66 00	94 2800	6,222 48	91 2500	6,022 50	199 98	1 6971	105 60
MATSON, INC CMN (MATX)	297 00	24 7200	7,341 84	25 4561	7,560 47	(218 63)	2 4272	178 20
MBIA INC CMN (MBI)	948 00	7 8500	7,441 80	9 8862	9,372 12	(1,930 32)		
MICREL INC CMN (MCRL)	891 00	9 5000	8,464 50	12 4632	11,104 71	(2,640 21)	1 7895	151 47
MONTPELIER RE HOLDINGS LTD CMN (MRH)	500 00	22 8600	11,430 00 57 50	18 4128	9,206 42	2,223 58	2 0122	230 00
NEWMARKET CORP CMN (NEU)	76 00	262 2000	19,927 20	160 2831	12,181 52	7,745 68	1 1442	228 00
NU SKIN ENTERPRISES INC CMN CLASS A (NUS)	302 00	37 0500	11,189 10	36 0696	10,893 02	296 08	2 1592	241 60

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

THE LONDON COMPANY: SCC

Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
THE LONDON COMPANY SMALL CAP CORE								
OLD DOMINION FGHT LINES INC CMN (ODFL)	483 00	34 2800	16,557 24	23 5590	11,379 01	5,178 23		
PRICESMART INC CMN (PSMT)	202 00	76 9900	15,551 98	37 0434	7,482 77	8,069 21	0 7793	121 20
SERVICE CORP INTERNATL CMN (SCI)	1,005 00	13 8100	13,879 05	11 6152	11,673 28	2,205 77	1 7379	241 20
STURM, RUGER & COMPANY INC CMN (RGR)	125 00	45 4000	5,675 00	23 0058	2,875 73	2,799 27	3 3656	191 00
TEJON RANCH CO CMN (TRC)	271 00	28 0800	7,609 68	36 7017	9,946 15	(2,336 47)		
TENET HEALTHCARE CORP CMN (THC)	406 00	32 4700	13,182 82	28 3846	11,524 14	1,658 68		
TREDEGAR CORPORATION CMN (TG)	311 00	20 4200	6,350 62 18 66	22 6202	7,034 89	(684 27)	1 1753	74 64
VALUECLICK INC ORD CMN (VCLK)	659 00	19 4100	12,791 19	15 8624	10,453 30	2,337 89		
WHITE MTNS INS GROUP LTD CMN (WTM)	18 00	515 0000	9,270 00	371 0694	6,679 25	2,590 75	0 1942	18 00
WORLD FUEL SERVICES CORP CMN (INT)	249 00	41 1700	10,251 33 9 34	39 3917	9,808 54	442 79	0 3643	37 35
FIRST INDUSTRIAL REALTY TRUST CMN (FR)	542 00	14 0800	7,631 36	11 1784	6,058 70	1,572 66		
RITCHIE BROS AUCTIONEERS INC CMN (RBA)	306 00	20 8900	6,392 34	19 8583	6,076 65	315 69	2 3456	149 94
TOTAL THE LONDON COMPANY SMALL CAP CORE			345,618 46 179 06		293,909 09	51,709 37	1 5993	3,521 87

	Market Value	Adjusted Cost / Original Cost [6]	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**345,797.52**	**293,909.09**	**51,709.37**	**3,521.87**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions