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

2012

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

07/01, 2012, and ending

06/30, 2013

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)

Room/suite

B Telephone number (see instructions) (516) 624-4955

P.O. BOX 130 6000 NORTHERN BLVD.

City or town, state, and ZIP code

EAST NORWICH, NY 11732

G Check all that apply Initial return Final return Address change Initial return of a former public charity Amended return Name change

C If exemption application is pending, check here

D 1 Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation

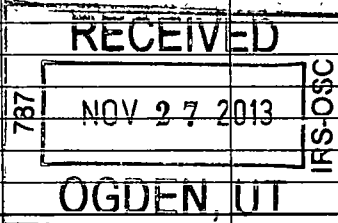
H Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

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, col (c), line 16) Accounting method Cash Accrual Other (specify)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), ending with Net investment income (3,167,737).



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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

	Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>				
1 Cash - non-interest-bearing . . . . .	2,249,436.	4,697,543.	4,697,543.	
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 (attach schedule) (see instructions) . . . . .				
7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
8 Inventories for sale or use . . . . .				
9 Prepaid expenses and deferred charges . . . . .				
10 a Investments - U S and state government obligations (attach schedule) . . . . .				
b Investments - corporate stock (attach schedule) . . . . .				
c Investments - corporate bonds (attach schedule) . . . . .				
11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶	347,852.			
12 Investments - mortgage loans . . . . .				
13 Investments - other (attach schedule) . . . . . ATCH 8	18,506,807.	18,167,287.	20,467,405.	
14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ ATCH 9 )		48,676.	48,676.	
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	21,104,095.	22,913,506.	25,213,624.	
<b>Liabilities</b>				
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 (attach schedule) . . . . .				
22 Other liabilities (describe ▶ ATCH 10 )	240,622.			
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	240,622.	0		
<b>Net Assets or Fund Balances</b>				
<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
24 Unrestricted . . . . .				
25 Temporarily restricted . . . . .				
26 Permanently restricted . . . . .				
<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>				
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 . . . . .				
29 Retained earnings, accumulated income, endowment, or other funds . . . . .	-1,548,129.	501,904.		
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	20,863,473.	22,913,506.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	21,104,095.	22,913,506.		

**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	20,863,473.
2 Enter amount from Part I, line 27a . . . . .	2	2,050,033.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	22,913,506.
5 Decreases not included in line 2 (itemize) ▶	5	
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	22,913,506.

**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 SEE PART IV SCHEDULE				
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				
b				
c				
d				
e				
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))	
(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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I line 7 If (loss), enter -0- in Part I, line 7 }	2	3,088,873.
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	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,435,839.	24,763,778.	0.057981
2010	1,357,287.	25,488,816.	0.053250
2009	1,532,303.	25,539,552.	0.059997
2008	1,635,889.	28,171,308.	0.058069
2007	1,685,021.	31,200,774.	0.054006
2 Total of line 1, column (d)			2 0.283303
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 0.056661
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 24,341,430.
5 Multiply line 4 by line 3			5 1,379,210.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 31,677.
7 Add lines 5 and 6			7 1,410,887.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 1,181,217.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Total tax due is 54,391.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and Yes/No columns. Includes questions about political activities, tax on political expenditures, and substantial contributors.

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) ATCH 11
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
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
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? 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.

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? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X No
1b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
1c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes X 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) 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? Yes X 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) 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 2012? 4b X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

If "Yes" to 6b, file Form 8870

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

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

**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
ATCH 12		144,231.	30,000.	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

**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
ATCH 13		201,566.
Total number of others receiving over \$50,000 for professional services . . . . .		

**Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	

**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	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	16,073,275.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	3,473,489.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	5,165,348.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	24,712,112.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	24,712,112.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	370,682.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	24,341,430.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,217,072.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,217,072.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	63,355.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	63,355.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,153,717.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,153,717.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,153,717.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,181,217.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,181,217.
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,181,217.

**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 . . . . .				1,153,717.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .				
b Total for prior years 20 10, 20 09, 20 08 . . . . .				
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .	203,964.			
b From 2008 . . . . .	246,148.			
c From 2009 . . . . .	255,325.			
d From 2010 . . . . .	85,542.			
e From 2011 . . . . .	215,578.			
f Total of lines 3a through e . . . . .	1,006,557.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,181,217.				
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 . . . . .				1,153,717.
e Remaining amount distributed out of corpus . . . . .	27,500.			
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 . . . . .	1,034,057.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				
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) . . . . .	203,964.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	830,093.			
10 Analysis of line 9				
a Excess from 2008 . . . . .	246,148.			
b Excess from 2009 . . . . .	255,325.			
c Excess from 2010 . . . . .	85,542.			
d Excess from 2011 . . . . .	215,578.			
e Excess from 2012 . . . . .	27,500.			

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

NOT APPLICABLE

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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)(ii) . . . . .					
(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 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
<p><b>a</b> <i>Paid during the year</i></p> <p>ATCH 14</p>				
<b>Total</b> .....				1,053,965.
<p><b>b</b> <i>Approved for future payment</i></p>				
<b>Total</b> .....				▶ <b>3b</b>



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 3 columns: Question, Yes, No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are N/A.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All entries are blank.

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

Sign Here: Signature of Ursula C. Nicastrochis, Date 11/14/2013, Title PRESIDENT. Box: May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only: Print/Type preparer's name ALFRED LAROSA, CPA; Preparer's signature Alfred Larosa; Date NOV 12 2013; Check [ ] if self-employed; PTIN P00103808; Firm's name WITHUMSMITH+BROWN PC; Firm's address 1411 BROADWAY 9TH FLOOR NEW YORK, NY 10018; Firm's EIN 22-2027092; Phone no 212-751-9100

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					31,735.	
64,469.		3,000 UNITS INTEL CORP 61,999.				08/10/2010 2,470.	03/13/2013	
46,374.		5,000 MFA FINANCIAL INC. 39,847.				10/26/2010 6,527.	03/13/2013	
46,374.		5,000 UNITS MFA FINANCIAL INC. 38,000.				05/29/2012 8,374.	03/13/2013	
43,515.		1,550 UNITS OF MICROSOFT CORP 37,555.				10/22/2008 5,960.	03/13/2013	
40,708.		1,450 UNITS MICROSOFT CORP 41,920.				05/29/2012 -1,212.	03/13/2013	
48,239.		2,000 UNITS EMC CORP MASS 54,634.				02/17/2011 -6,395.	03/13/2013	
24,119.		1,000 UNITS EMC CORP MASS 25,090.				05/29/2012 -971.	03/13/2013	
24,119.		1,000 UNITS EMC CORP MASS 22,940.				06/07/2012 1,179.	03/13/2013	
49,274.		1,000 UNITS DU PONTE EL DE NEMOUR & CO 48,166.				01/31/2013 1,108.	03/27/2013	
73,910.		1,500 UNITS DU PONTE EL DE NEMOUR & CO 73,695.				03/13/2013 215.	03/27/2013	
29,888.		500 UNITS PHILLIPS 66:PSX 17,646.				05/03/2012 12,242.	04/17/2013	
149,442.		2,500 UNITS PHILLIPS 66:PSX 80,077.				05/18/2012 69,365.	04/17/2013	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
77,030.		2,000 UNITS TEVA PHARM INDS LTD 75,500.				01/31/2013 1,530.	06/05/2013	
38,515.		1,000 UNITS TEVA PHARMS INDS LTD 39,957.				03/13/2013 -1,442.	06/05/2013	
6,180.		6,000 UNITS CLEAN HBRS INC SR 8/14/2009 6,354.				10/24/2011 -174.	07/16/2012	
97,584.		94,000 UNITS CLEAN HBRS INC SR 8/14/2009 99,546.				10/24/2011 -1,962.	08/15/2012	
10,000.		15,000 UNITS MISSOURI ST HSG COMMON CALL 10,250.				05/05/2010 -250.	03/04/2013	
25,000.		25,000 UNITS SC ST HSG FIN & DEV AUTH RE 25,525.				06/29/2010 -525.	07/03/2012	
100,000.		100,000 UNITS RI ST HSG & MTGE FIN CORP 100,916.				05/16/2012 -916.	07/11/2012	
5,000.		5,000 UNITS ERIE CNTY PA TAXABLE SER-C M 5,063.				06/13/2006 -63.	09/05/2012	
15,000.		10,000 UNITS MISSOURI STHD 4/27/04 5.15% 15,645.				11/23/2011 -645.	09/05/2012	
25,000.		25,000 UNITS SC ST HSG FIN & DEV AUTH RE 25,525.				06/29/2010 -525.	10/02/2012	
150,000.		150,000 UNITS COLUMBUS GA BLDG AUTH LEAS 154,763.				04/04/2007 -4,763.	11/01/2012	
30,000.		30,000 NY NEW YORK CITY HSG DEV CORP MFH 30,000.				07/20/2010	05/02/2013	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3,000 UNITS INVESCO HIGH YEILD FUND INC. 47,530.				12/12/1997 -47,530.	08/29/2012	
7.		0.403 INVESCO VAN KAMPEN HIGH INCOME TRU				08/29/2012 7.	08/29/2012	
169,800.		15,000 UNITS DOUBLELINE TOTAL RETURN BD 165,600.				03/29/2011 4,200.	03/11/2013	
56,950.		5,000 UNITS DOUBLELINE TOTAL RETURN BD F 55,200.				03/29/2011 1,750.	05/16/2013	
86,458.		2,000 UNITS ISHARES MSCI EMERGING MKT IN 84,300.				08/10/2010 2,158.	05/20/2013	
43,929.		1,000 UNITS VANGUARD MSCI EMERGIN MARKET 44,277.				01/31/2013 -348.	05/20/2013	
55,887.		1,000 UNITS WISDOMTREE EMERGING EFT MKTS 50,652.				05/29/2012 5,235.	05/20/2001	
18,697.		1,119 UNITS INVESCO VAN KAMPEN HIGH INCO 18,697.				08/29/2012 18,697.	06/07/2013	
116,298.		1,000 UNITS ISHARES BARCLAY TIPS BOND FU 105,588.				11/20/2009 10,710.	06/07/2013	
43,750.		3,497.20 UNITS PIMCO INCOME FUND 39,728.				06/15/2012 4,022.	06/17/2013	
15,425.		5,000 UNITS CHIMERA INVESTMENT CORP 16,342.				07/29/2011 -917.	03/13/2013	
49,388.		1,000 UNITS DU PONTE EL DE NEMOUR & CO 48,177.				01/31/2013 1,211.	03/27/2013	

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
49,388.		1,000 UNITS DU PONTE EL DE NEMOUR & CO 49,172.				03/13/2013 216.	03/27/2013	
24,120.		1,000 UNITS EMC CORP MASS 27,318.				02/17/2011 -3,198.	03/13/2013	
48,240.		2,000 UNITS EMC CORP MASS 45,418.				01/23/2012 2,822.	03/13/2013	
24,120.		1,000 UNITS EMC CORP MASS 25,268.				01/13/2013 -1,148.	03/13/2013	
56,162.		2,000 UNITS MICROSOFT CORP 94,130.				10/26/1999 -37,968.	03/13/2013	
28,081.		1,000 UNITS MICROSOFT CORP 36,180.				06/22/2000 -8,099.	03/13/2013	
56,162.		2,000 UNITS MICROSOFT CORP 39,038.				04/17/2009 17,124.	03/13/2013	
56,162.		2,000 UNITS MICROSOFT CORP 52,658.				06/25/2010 3,504.	03/13/2013	
29,708.		500 UNITS PHILLIPS 66: PSX 16,886.				05/01/2012 12,822.	04/17/2013	
59,415.		1,000 UNITS PHILLIPS 66: PSX 66,103.				03/13/2013 -6,688.	04/17/2013	
115,268.		3,000 UNITS TEVA PHARM INDS LTD 113,244.				01/31/2013 2,024.	06/05/2013	
48,676.		1,500 UNITS ISHARES FTSE CHINA 25:FXI 57,835.				VAR -9,159.	06/27/2013	

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,000.		5,000 UNITS FLORIDA HSG FIN 4.95% 5,345.				02/06/2012	07/01/2012	-345.
10,000.		10,000 UNITS FLORIDA HSG FIN 4.95% 10,689.				02/06/2012	01/01/2013	-689.
15,000.		15,000 UNITS OHIO HSG FIN 5.47% 9/1/25 15,468.				10/11/2011	09/01/2012	-468.
125,000.		125,000 UNITS VIRGINIA ST HSG 4.43% DUE 125,008.				12/05/2000	12/05/2008	-8.
99,580.		2,000 UNITS WISDOMTREE EMERGING EFT MKTS 101,065.				08/27/2010	06/10/2013	-1,485.
44,422.		DCP MIDSTREAM PARTNERS 41,697.				05/29/2012	09/12/2012	2,725.
591,394.		0.28 UNITS WJA ALT IV SER 1-13 408,319.				01/18/1994	VAR	183,075.
15,000.		15,000 UNITS SC ST HSG FIN & DEV AUTH RE 15,315.				06/29/2010	01/02/2013	-315.
10,000.		10,000 UNITS MISSOURI STHD 4/27/04 5.15% 10,430.				11/23/2011	03/04/2013	-430.
30,000.		30,000 UNITS NY NEW YORK CITY HSG DEV CO 30,000.				07/20/2010	11/05/2012	
20,000.		20,000 UNITS OHIO HSG FIN 5.47% 9/1/2025 20,625.				10/11/2011	03/01/2013	-625.
84,865.		2,000 UNITS DCP MIDSTREAM PARTNERS 81,257.				05/29/2012	VAR	3,608.

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,460,000.		SALE OF MONTVALE PROPERTY 648,479.					VARIOUS 2,811,521.	08/15/2012
TOTAL GAIN (LOSS) .....							<u>3,088,873.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CHASE - MM	63.	63.
FIDUCIARY MM	43.	43.
FLUSHING BANK - CD	10,373.	10,373.
SCHWAB - MONEY MARKET	74.	74.
TOTAL	<u>10,553.</u>	<u>10,553.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ACCRUED INTEREST PAID	-7,203.	-7,203.
CHARLES SCHWAB - COMMON STOCKS	101,111.	101,111.
CHARLES SCHWAB - CORPORATE BONDS	32,000.	32,000.
CHARLES SCHWAB - GNMA/FNMA	5,203.	5,203.
FIDUCIARY - COMMON STOCK	71,336.	71,336.
FIDUCIARY - CORP. BONDS	13,459.	13,459.
FIDUCIARY - GNMA/FNMA	16,078.	16,078.
FIDUCIARY - MUTUAL FUNDS	87,065.	87,065.
SCHWAB - MUTUAL FUNDS	124,513.	124,513.
CHASE- MONTVALE FUNDS	6,773.	6,773.
CHARLES SCHWAB - MUNI INT	47,428.	
FIDUCIARY - MUNI	52,454.	
<b>TOTAL</b>	<u>550,217.</u>	<u>450,335.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ENERGY TRANSFER PARTNERS	153.	153.
ENERGY TRANSFER PTRS - NONDEDUCTABLE EXP	-22.	
ENERGY TRANSFER PARTNERS - UBTI	-5,732.	
ENTERPRISE PRODUCTS PARTNERS LP	1,617.	1,617.
ENTERPRISE PRODUCTS PARTNERS LP- NONDED.	-6.	
ENTERPRISE PRODUCTS PARTNERS LP- UBTI	-3,444.	
THE BLACKSTONE GROUP- UBTI	6.	
THE BLACKSTONE GROUP	1,856.	1,856.
THE BLACKSTONE GROUP- UBTI	15.	
THE BLACKSTONE GROUP	4,163.	4,163.
WJA I-7 (CHARLES SCHWAB)	14,536.	14,536.
WJA I-7 (CHARLES SCHWAB) TAX EXEMPT INT.	712.	
WJA I-7 (CHARLES SCHWAB)- UBTI	45.	
WJA I-14 (CHARLES SCHWAB)	27,536.	27,536.
WJA I-14 (CHARLES SCHWAB)- UBTI	944.	
WJA I-14 (CHARLES SCHWAB) TAX EXEMPT INC	31.	
WJA I-14 (CHARLES SCHWAB) NONDEDUCT. EXP	-109.	
KINDER MORGAN ENERGY PARTNERS	2,082.	2,082.
KINDER MORGAN ENERGY PARTNERS- NONDED.	-12.	
KINDER MORGAN ENERGY PARTNERS- UBTI	-11,706.	
PLAINS ALL AMERICAN PIPELINE	-314.	-314.
PLAINS ALL AMERICAN PIPELINE- NONDED.	-70.	
PLAINS ALL AMERICAN PIPELINE- UBTI	4,521.	
WJA I-13 (FIDUCIARY)	-149,528.	-149,528.
WJA I-13 (FIDUCIARY)- TAX EXEMPT INCOME	5.	
WJA I-10 (FIDUCIARY)	-15,516.	-15,516.
WJA I-10 (FIDUCIARY)- TAX EXEMPT INCOME	1.	
WJA I-10 (FIDUCIARY)- UBTI	418.	
WJA I-2 (CHARLES SCHWAB)	15,297.	15,297.
WJA I-2 (CHARLES SCHWAB)- TAX EXEMPT INT.	53.	
DCP MISTREAM PARTNERS	-21.	-21.
DCP MISTREAM PARTNERS- UBTI	-2,207.	

ATTACHMENT 3 (CONT'D)

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DCP MISTREAM PARTNERS- NONDEDUCTIBLE EXP	-2.	
DCP MISTREAM PARTNERS	-11.	
DCP MISTREAM PARTNERS- UBTI	-1,383.	
DCP MISTREAM PARTNERS- NONDEDUCTIBLE EXP	-1.	
OTHER INCOME	966.	
TOTALS	<u>-115,127.</u>	<u>-97,173.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
WITHUMSMITH+BROWN, PC	57,445.	28,722.		28,723.
TOTALS	<u>57,445.</u>	<u>28,722.</u>		<u>28,723.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INV. ADV. FEES- CHARLES SCHWAB	81,594.	81,594.
INV. ADVISORY FEES - FIDUCIARY	62,527.	62,527.
LEGAL	11,817.	11,817.
TOTALS	<u>155,938.</u>	<u>155,938.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	9,573.	4,787.	4,786.
TAXES- 990 PF	7,616.		
TAXES- 990 W	8,964.		
TOTALS	<u>26,153.</u>	<u>4,787.</u>	<u>4,786.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
POSTAGE	260.	130.	130.
OFFICE EXPENSE	4,024.	2,012.	2,012.
NEW YORK FILING FEE	910.		910.
MEETINGS	3,247.	1,624.	1,623.
OTHER EXPENSES-PROPERTY	2,012.	2,012.	
FOREIGN TAXES	556.	556.	
PARKING	3,907.	1,954.	1,953.
NON DEDUCTIBLE EXPENSES	1,835.		
	<u>16,751.</u>	<u>8,288.</u>	<u>6,628.</u>
TOTALS			

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION

ENDING BOOK VALUE                      ENDING FMV

INVESTMENT IN HOFLAND CORP.  
STATEMENT ATTACHED  
3 YEAR CD

3,661,834.  
14,505,453.

2,497,360.  
17,970,045.

TOTALS

18,167,287.

20,467,405.

HOFFMAN FOUNDATION  
 INVESTMENT IN SECURITIES AND PARTNERSHIPS  
 6/30/2013

	COST			COST			COST			FMV		
	FIDUCIARY	SCHWAB	CHASE	TOTAL	FIDUCIARY	SCHWAB	CHASE	TOTAL	FIDUCIARY	CHASE	SCHWAB	TOTAL
US GOVERNMENT AGENCY OBLIGATIONS	276,155	70,386	-	346,542	301,842	-	-	301,842	-	-	77,101	378,943
CORPORATE STOCKS	3,022,052	2,774,701	-	5,796,753	3,614,460	-	-	3,614,460	-	-	4,474,322	8,088,782
PREFERRED STOCKS	-	-	-	-	-	-	-	-	-	-	-	-
MUTUAL FUNDS	1,821,458	3,177,695	-	4,999,153	1,857,621	-	-	1,857,621	-	-	3,364,356	5,221,977
CORPORATE BONDS	138,125	430,941	-	569,066	133,125	-	-	133,125	-	-	417,500	550,625
MUNICIPAL OBLIGATIONS	655,975	776,047	-	1,432,022	661,701	-	-	661,701	-	-	806,132	1,467,833
PUBLICLY TRADED PARTNERSHIPS	253,058	52,750	-	305,808	648,610	-	-	648,610	-	-	251,670	900,280
INVESTMENT PARTNERSHIPS	129,131	926,978	-	1,056,109	215,462	-	-	215,462	-	-	1,146,143	1,361,605
TOTAL	6,295,954	8,209,499	-	14,505,453	7,432,821	-	-	7,432,821	-	-	10,537,224	17,970,045

Hoffman Foundation  
Investment in Fiduciary Trust  
As of 6/30/2013

<u>Name</u>	<u>Shares</u>	<u>Market Value</u>	<u>Cost Basis</u>
<b><u>Common Stock</u></b>			
SCHLUMBERGER LTD	1,500	107,490	101,995
Williams Companies Inc	3,500	113,645	111,632
KINDER MORGAN INC	4,100	156,415	133,169
ConocoPhillips	1,500	90,750	85,025
Lyondellbasell Industnes NV CI	3,500	231,910	173,183
Nucor Corp	3,000	129,960	142,497
International Paper Co	4,000	177,240	190,126
Emerson Electnc Co	1,000	54,540	46,777
GENERAL ELECTRIC CO	5,000	115,950	96,440
Chicago Bndge & Iron	4,000	238,640	226,546
Dover Corp	2,000	155,320	150,691
Canadian Pac Railway	2,000	242,760	150,539
COMCAST CORP CL A	3,000	125,250	87,525
Bed Bath & Beyond	1,000	70,950	58,630
Kimberly Clark Corp	1,000	97,140	81,680
WELLS FARGO & CO NEW	2,000	82,540	63,613
LABORATORY CORP AMER HLDGS COM NEW	1,750	175,175	66,540
Bnstol Meyers Squibb Co	3,500	156,415	153,742
JOHNSON & JOHNSON	2,000	171,720	119,740
U S Bancorp Del New	3,000	108,450	102,601
JP MORGAN CHASE & CO	3,500	184,765	134,223
AMERICAN INTL GROUP INC	3,000	134,100	123,512
Cisco Systems Inc	3,000	73,005	72,745
APPLE INC	250	99,133	87,164
INTEL CORP	5,000	121,150	126,423
CROWN CASTLE INT'L CORP	1,500	108,585	83,934
American Tower Corp CI A	1,250	91,463	51,363
		<hr/>	<hr/>
		3,614,460	3,022,052
<b><u>Corp Bond</u></b>			
BELO A H CORP DEB CALL DTD 6/13/1997 7 75% 6/1/2027	125,000	133,125	138,125
		<hr/>	<hr/>
		133,125	138,125
<b><u>Govt Bond</u></b>			
GNMA MTG PL #206447 DTD 3/1/1987 8 50% 3/15/2017 N/R	1,466	771	805
GNMA II MTG PL #9269 DTD 9/1/1987 8 25% 7/20/2017 N/R	2,742	1,046	1,076
GNMA MTG PL #366766 DTD 5/1/1994 6 50% 4/15/2024 N/R	3,978	1,685	1,495
GNMA MTG PL #386890 DTD 9/1/1994 8 00% 9/15/2024 N/R	2,589	764	765
GNMA MTG PL #407058 DTD 9/1/1994 9 00% 9/15/2024 N/R	5,329	2,786	2,804
GNMA MTG PL #447729 DTD 6/1/1997 7 50% 6/15/2027 N/R	6,217	2,696	2,382
GNMA MTG PL #462379 DTD 11/1/1997 7 50% 11/15/2027 N/R	4,216	960	856
GNMA II MTG PL #2563 DTD 3/1/1998 6 50% 3/20/2028	3,782	1,603	1,318
FHLMC SER 2046 CL G DTD 4/1/1998 6 5% 3/20/2028	88,436	28,091	25,714
GNMA MTG PL #566373 DTD 8/1/2001 7 00% 8/15/2031 N/R	2,869	207	184
GNMA MTG PL #569703 DTD 2/1/2002 6 50% 2/15/2032	109,819	40,521	36,782
GNMA MTG PL #587074 DTD 5/1/2002 6 00% 5/15/2032 AAA	104,352	35,577	32,302
GNMA MTG PL #389737 DTD 10/1/2002 6 00% 10/15/2032	29,348	12,189	11,320
GNMA MTG PL #585186 DTD 2/1/2003 6 00% 2/15/2033	83,398	31,581	28,827
GNMA II PL #3417 DTD 7/1/2033 6 50% 7/20/2033	23,215	10,077	9,482
GNMA MTG PL #586225 DTD 8/1/2004 6 00% 8/15/2034	65,960	27,224	25,117
GNMA MTG PL #605699 DTD 9/1/2004 6 00% 9/15/2034	33,450	8,085	7,535
GNMA MTG PL #640958 DTD 5/1/2005 6 00% 5/15/2035 AAA	198,021	71,412	65,033
GNMA MTG PL #650699 DTD 1/1/2006 6 50% 1/15/2036 AAA	107,100	24,565	22,360
		<hr/>	<hr/>
		301,842	276,155
<b><u>Hedge Fund- INVESTMENT PARTNERSHIP</u></b>			
SELECT EQUITY - ALT INV STRAT SERIES I-10		215,462	129,131
		<hr/>	<hr/>
		215,462	129,131
<b><u>Limited Ptrsp</u></b>			
ENERGY TRANSFER	3,575	101,080	31,445
KINDER MORGAN	10,325	149,450	61,082
ENTERPRISE PRODUCTS	5,230	124,300	16,000
BLACKSTONE GROUP	11,960	273,780	144,531
DCP MIDSTREAM PARTNERS	1,340	-	-
		<hr/>	<hr/>
		648,610	253,058

Hoffman Foundation  
Investment in Fiduciary Trust  
As of 6/30/2013

<u>Name</u>	<u>Shares</u>	<u>Market Value</u>	<u>Cost Basis</u>
<b><u>Muni Bond</u></b>			
California St Go 4/1/2010 7 95%	200,000	237,542	240,622
ERIE CNTY PA TAXABLE SER-C MBIA CALL DTD 8/1/2003 6% 9/1/2023 N/R	95,000	95,228	96,192
Missour St Hsg Commn Call 9/1/16 dtd 2/28/2007 5 61% 3/1/2018	15,000	15,828	15,375
MISSOURI SThdG 4/27/04 5 15% 9/1/2034	65,000	66,131	67,795
N Y New York City Hsg Dev Corp Mfhr Ser A dtd 4/28/2006 6 42% due 1/1/2027	35,000	33,531	35,000
Washington ST HSG Fin Comm 12/17/2003 6 03%	100,000	99,303	102,191
WILL CNTY IL CMNTY CNS SCH DIST GO INS SER C DTD 6/15/2007 5 6% 10/1/2017	100,000	114,138	98,800
		<u>661,701</u>	<u>655,975</u>
<b><u>Mutual Fund</u></b>			
Doubleline Total Return Bd Fd Cl I	64,978	716,707	729,200
PIMCO Income Fund	18,489	225,754	210,038
PIMCO Mortgage Oppty FD	52,584	573,161	550,000
VANGUARD Dividend Apprec Index Fund	2,000	132,400	129,820
VANGUARD GNMA FUND \$0 535	20,000	209,600	202,400
		<u>1,857,621</u>	<u>1,821,458</u>
<b><u>Preferred Stock</u></b>			
<b>Totals</b>		<u>7,432,821</u>	<u>6,295,954</u>

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>
<b><u>Common Stock</u></b>			
AMERICAN INTL GROUP NEW	2,000	89,400	77,798
APPLE INC	200	79,306	76,987
AUTOMATIC DATA PROCESSING INC	2,000	137,720	68,865
BAXTER INTERNATIONAL INC	4,000	277,080	100,400
Canadian Pac Railway	1,000	121,380	68,226
Chicago Bridge & Iron F	2,000	119,320	113,953
Chubb Corporation	1,000	84,650	53,328
COCA COLA CO	4,000	160,440	50,965
Comcast Corp New CL A	2,000	83,500	44,356
Conocophillips (Schwab)	1,000	60,500	56,819
ECOLAB INC	4,000	340,760	63,708
EXXON MOBIL CORP	1,000	90,350	8,538
GENERAL ELECTRIC CO	6,000	139,140	118,968
Golar LNG LTD	2,000	63,780	81,123
Goldman Sachs Group Inc	600	90,750	80,369
Google Inc Class A	150	132,056	124,443
INTERNATIONAL BUSINESS MACHINES	1,500	286,665	173,567
JOHNSON & JOHNSON	5,000	429,300	151,164
JP MORGAN CHASE & CO	3,000	158,370	125,298
LAB CP of Amer Hldg New	500	50,050	45,162
Nucor Corp	3,000	129,960	143,292
PROCTER & GAMBLE CO	3,000	230,970	146,444
QUALCOMM INC	2,500	152,725	98,828
Royal Dutch Shell plc ADR CI B	2,000	132,540	31,779
SCHLUMBERGER LTD	1,500	107,490	111,167
TECO ENERGY INC	5,000	85,950	82,100
US Bancorp Del New	4,000	144,600	136,938
UNITED TECHNOLOGIES CORP	4,000	371,760	249,638
WELLS FARGO & CO NEW	3,000	123,810	90,477
		4,474,322	2,774,701
<b><u>Corp Bond</u></b>			
CROWN CASTLE 7 125% 19	200,000	213,500	220,010
STAR GAS PARTN8 875% NOTES	200,000	204,000	210,931
		417,500	430,941
<b><u>Govt Bond</u></b>			
GNMA PL 612374 6% Due 11/15/33	500,000	54,901	49,369
GNMA PL 697654 6% Due 10/15/38	577,343	22,200	21,017
		77,101	70,386
<b><u>Limited Ptrsp</u></b>			
DCP MIDSTREAM PARTNERS	670	-	-
BLACKSTONE GROUP	3,680	84,240	37,824
PLAINS ALL AMERICAN PIPELINE LP	6,638	167,430	14,926
		251,670	52,750
<b><u>Muni Bond</u></b>			
Indiana Bd Bk Re Rev Utx 5 87% Due 07/15/17	215,000	226,365	211,586
OHIO HSG FIN 5 47%, 09/01/25	50,000	51,890	51,561
VIRGINIA ST HSG 4 375% 7/01/20	100,000	102,701	106,118
VIRGINIA ST HSG 4 43% Due 04/20/22	125,000	126,569	125,008
VIRGINIA ST HSG D 7 0% Due 03/01/39	150,000	168,749	148,160
Florida HSG Fin 4 95%	125,000	119,859	133,615
Florida HSG Fin 4 95%xxx	5,000	10,000	-
		806,132	776,047
<b><u>Mutual Fund</u></b>			
Doubleline Total Return Bd Fd CI I	33,118	365,288	350,050
Fidelity Adv Floating FFRIX	20,426	202,018	200,000
ISHARES MSCI BRAZIL INDX	2,675	117,326	118,584
Ishares TR Barclays TIPS Bond Fund	3,000	336,030	317,097

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>
ISHARES TRUST INDEX FUND FTSE XINHUA HK CHINA 25	1,500	48,780	57,835
PIMCO Income Fund	50,201	612,952	500,025
PIMCO Mortgage Oppty FD	22,584	246,161	250,025
VANGUARD GNMA FUND ADMIRAL VFIJX	68,680	719,765	735,050
VANGUARD INTERM TERM INV GRADE ADMIRAL VFIDX	68,319	668,157	600,050
WisdomTree Emerging Mkts Equity Income Fund	2,000	96,660	106,814
Sale of ISHARES FTSE CHINA 24 FXI @6/27/13 (trade date) - Unsettled at Year-end		(48,780)	(57,835)
		<u>3,364,356</u>	<u>3,177,695</u>
 <b><u>Hedge Fund- INVESTMENT PARTNERSHIP</u></b>			
WJA ALT INV SER I-7		348,674	303,522
WJA ALT INV SER I-14		391,602	339,192
WJA Ser I-15		-	-
WJA ALT INV SER I-2		405,867	284,264
		<u>1,146,143</u>	<u>926,978</u>
 <b>Totals:</b>		<u><u>10,537,224</u></u>	<u><u>8,209,499</u></u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUE FROM BROKER	48,676.	48,676.
TOTALS	<u>48,676.</u>	<u>48,676.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DUE TO BROKER	
TOTALS	<u>                    </u> <u>                    </u>

ATTACHMENT 11

FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONT. ENT. STATEMENT

CONTROLLED ENTITY'S NAME: HOFLAND CORPORATION  
CONTROLLED ENTITY'S ADDRESS: 6000 NORTHERN BLVD.  
CITY, STATE & ZIP: EAST NORWICH, NY 11732  
EIN: 22-2106349  
TRANSFER AMOUNT: 222,296.  
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
URSULA NIARAKIS 55 PIPING ROCK ROAD UPPER BROOKVILLE, NY 11545	PRESIDENT 40.00	144,231.	30,000.
WILLIAM NIARAKIS 55 PIPING ROCK ROAD UPPER BROOKVILLE, NY 11545	VICE PRESIDENT 10.00	0	0
MARGARETA JACKEL C/O URSULA NIARAKIS; 55 PIPING ROCK UPPER BROOKVILLE, NY 11545	DIRECTOR 10.00	0	0
<u>GRAND TOTALS</u>		<u>144,231.</u>	<u>30,000.</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WILLIAMS, JONES & ASSOCIATES, INC 717 5TH AVENUE NEW YORK, NY 10022	INVESTMENT ADV. FEE	144,121.
WITHUMSMITH+BROWN, PC 1411 BROADWAY, 9TH FLOOR NEW YORK, NY 10018	ACCOUNTING FEE	57,445.
	TOTAL COMPENSATION	<u>201,566.</u>

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOFFMAN CENTER 6000 NORTHERN BOULEVARD EAST NORWICH, NY 11732	N/A PRIVATE OPERATING FND	UNRESTRICTED	1,000,000.
FRIENDS OF HEMPSTEAD PLAINS NASSAU COMMUNITY COLLEGE DPT OF BIOLOGY GARDEN CITY, NY 11530	N/A PUBLIC CHARITY	UNRESTRICTED	500.
LITTLE SHELTER ANIMAL RESCUE & ADOPTION 33 WARNER RD HUNTINGTON, NY 11743	N/A PUBLIC CHARITY	UNRESTRICTED	300.
PLANTING FIELDS FDN 1395 PLANTING FIELDS RD OYSTER BAY, NY 11771	N/A PUBLIC CHARITY	UNRESTRICTED	1,165.
FRIENDS OF HEMPSTEAD PLAINS-PROF. BETSY GULOTTA NASSAU COMMUNITY COLLEGE DPT OF BIOLOGY GARDEN CITY, NY 11530	N/A PUBLIC CHARITY	UNRESTRICTED	3,000.
CITY MEALS ON WHEELS 355 LEXINGTON AVENUE #3 NEW YORK, NY 10017	N/A PUBLIC CHARITY	UNRESTRICTED	25,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

NATURAL RESOURCES DEFENCE COUNCIL  
40 W 20TH STREET  
NEW YORK, NY 10011

N/A  
PUBLIC CHARITY

UNRESTRICTED

24,000.

TOTAL CONTRIBUTIONS PAID

1,053,965

FEDERAL FOOTNOTES

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: 1,000,000.