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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

Open to public Inspection

For calendar year 2012 or tax year beginning AUG 1, 2012 , and ending JUL 31, 2013

Name of foundation
ROBERT C. HOFFMAN CHARITABLE ENDOWMENT
TRUST C/O PNC BANK, N. A. - TRUSTEE

A Employer identification number
25-6658643

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1600 MARKET STREET - TAX DEPARTMENT

B Telephone number
(215) 585-5597

City or town, state, and ZIP code
PHILADELPHIA, PA 19103-7240

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, col. (c), line 16) ▶$ 7,137,891.

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))

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	131,938.	131,938.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	56,691.			
	b Gross sales price for all assets on line 6a 706,631.				
	7 Capital gain net income (from Part IV, line 2)		56,691.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	188,629.	188,629.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	55,931.	41,948.		13,983.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	28,476.	0.		28,476.
	b Accounting fees				
	c Other professional fees STMT 3	11,266.	0.		11,266.
	17 Interest				
	18 Taxes STMT 4	<2,175.>	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	620.	0.		620.
	23 Other expenses STMT 5	797.	60.		737.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	94,915.	42,008.		55,082.
	25 Contributions, gifts, grants paid	239,263.			239,263.
	26 **Total expenses and disbursements.** Add lines 24 and 25	334,178.	42,008.		294,345.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<145,549.>			
	b **Net investment income** (if negative, enter -0-)		146,621.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	1,599,269.	1,583,871.	2,526,101.
	c Investments - corporate bonds	104,041.		
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	3,871,068.	3,852,458.	4,611,790.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	5,574,378.	5,436,329.	7,137,891.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,574,378.	5,436,329.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	5,574,378.	5,436,329.	
	31 **Total liabilities and net assets/fund balances**	5,574,378.	5,436,329.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	5,574,378.
2	Enter amount from Part I, line 27a	2	<145,549.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	7,500.
4	Add lines 1, 2, and 3	4	5,436,329.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,436,329.

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 ATTACHED GAIN/LOSS REPORT	P		
b	LONG-TERM CAPITAL GAIN DISTRIBUTIONS	P		
c	SHORT-TERM CAPITAL GAIN DISTRIBUTIONS	P		
d	PROCEEDS CLASS ACTION SETTLEMENTS	P		
e	PROCEEDS CLASS ACTION SETTLEMENTS	P		

	(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	654,881.		649,940.	4,941.
b	36,018.			36,018.
c	15,563.			15,563.
d	59.			59.
e	110.			110.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				4,941.
b				36,018.
c				15,563.
d				59.
e				110.

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	56,691.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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	313,935.	6,239,721.	.050312
2010	207,751.	6,374,721.	.032590
2009	532,060.	5,815,009.	.091498
2008	303,575.	5,394,526.	.056275
2007	364,500.	7,477,375.	.048747

2	Total of line 1, column (d)	2	.279422
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	.055884
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,702,280.
5	Multiply line 4 by line 3	5	374,550.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,466.
7	Add lines 5 and 6	7	376,016.
8	Enter qualifying distributions from Part XII, line 4	8	294,345.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1			
Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	2,932.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,932.
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	2,932.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,480.		
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	3,480.
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	548.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	548. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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
4a 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? N/A	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, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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? N/A	13		

Website address ▶ N/A

14 The books are in care of ▶ PNC BANK, N. A. - TAX DEPARTMENT Telephone no ▶ (215) 585-5597
Located at ▶ 1600 MARKET STREET, PHILADELPHIA, PA ZIP+4 ▶ 19103-7240

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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
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 ☒ 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)? N/A	1b		
	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?	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 ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)? ☐ 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)? N/A **5b**

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? N/A ☐ 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? **6b** No: X

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? N/A **7b**

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

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

(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
PNC BANK, N. A. P. O. BOX 308 CAMP HILL, PA 170010308	TRUSTEE 0.00	55,931.	0.	0.
LINDA LUNDBERG PNC BANK, N. A. - P. O. BOX 308 CAMP HILL, PA 170010308	MEMBER ADVISORY COMMITTEE 1.00	0.	0.	0.
TONYA K. WHITE C/O PNC BANK, N. A. - P. O. BOX 308 CAMP HILL, PA 17001-0308	MEMBER ADVISORY COMMITTEE 1.00	0.	0.	0.
DAVID K. HEIGES C/O PNC BANK, N. A. - P. O. BOX 308 CAMP HILL, PA 17001-0308	MEMBER ADVISORY COMMITTEE 1.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	6,804,345.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,804,345.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,804,345.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	102,065.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,702,280.
6	**Minimum investment return.** Enter 5% of line 5	6	335,114.

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	335,114.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 2,932.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	2,932.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	332,182.
4	Recoveries of amounts treated as qualifying distributions	4	7,500.
5	Add lines 3 and 4	5	339,682.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	339,682.

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	294,345.
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	294,345.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	294,345.

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				339,682.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009 23,021.				
d From 2010				
e From 2011 5,427.				
f Total of lines 3a through e	28,448.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 294,345.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				294,345.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	28,448.			28,448.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				16,889.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 9

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				
ADAMS COUNTY ARTS COUNCIL 125 S. WASHINGTON STREET GETTYSBURG, PA 17325		PUBLIC CHARITY	ART SCHOLARSHIPS	7,500.
ADAMS COUNTY ARTS COUNCIL 125 S. WASHINGTON STREET GETTYSBURG, PA 17325		PUBLIC CHARITY	FOR THE STAR GRANT PROGRAM	9,000.
ADAMS COUNTY CHILDREN & YOUTH SERVICES 117 BALTIMORE STREET - ROOM 201-B GETTYSBURG, PA 17325		MUNICIPAL GOVERNMENT	TRAINING AND SUPPORT FOR RESOURCE FAMILIES	1,867.
ADAMS COUNTY CHILDREN & YOUTH SERVICES 117 BALTIMORE STREET - ROOM 201-B GETTYSBURG, PA 17325		MUNICIPAL GOVERNMENT	FOR THE INDEPEDENT LIVING PROGRAM	28,925.
ADAMS COUNTY ECONOMIC EDUCATION FOUNDATION 18 CARLISLE STREET - SUITE 203 GETTYSBURG, PA 17325		PUBLIC CHARITY	INTRODUCTION TO MANUFACTURING PROJECT	4,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	239,263.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
	(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					
4 Dividends and interest from securities			14	131,938.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	56,691.	
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)		0.		188,629.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 188,629.

(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)

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee	Date	Title
[signature]	9-11-2013	ASSISTANT VICE PRESIDENT

JOHN C. REILLY

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

223622
12-05-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ADAMS COUNTY HISTORICAL SOCIETY 368 SPRINGS AVENUE GETTYSBURG, PA 17325		PUBLIC CHARITY	IDENTITY AND WEBSITE	10,000.
ADAMS COUNTY SPCA 11 GOLDENVILLE ROAD GETTYSBURG, PA 17325		PUBLIC CHARITY	THE PAY AND NEUTER PROGRAM	5,000.
ADAMS HANOVER COUNSELING SERVICES, INC. 625 WEST ELM AVENUE HANOVER, PA 17331		PUBLIC CHARITY	TRANSITION PROGRAM	17,000.
BIG BROTHERS/BIG SISTERS 227 WEST MARKET STREET YORK, PA 17401		PUBLIC CHARITY	SMART PROGRAM AT FAIRFIELD ASD	5,500.
CHILDREN'S AID SOCIETY 343 LINCOLN WAY WEST NEW OXFORD, PA 17350		PUBLIC CHARITY	ART THERAPY CABINETS AND SUPPLIES	2,000.
CUMBERLAND TOWNSHIP 1370 FAIRFIELD ROAD GETTYSBURG, PA 17325		MUNICIPAL GOVERNMENT	COUNTY EMERGENCY RESPONSE	3,240.
FAMILY FIRST HEALTH CORPORATION 116 SOUTH GEORGE STREET YORK, PA 17401		PUBLIC CHARITY	NURSE FAMILY PARTNERSHIP	15,000.
GETTYSBURG COLLEGE 300 NORTH WASHINGTON STREET - CAMPUS BOX 2995 GETTYSBURG, PA 17325		PUBLIC CHARITY	DIGITAL CINEMA FOR THE MAJESTIC THEATER	30,000.
GETTYSBURG COMMUNITY CONCERT ASSOCIATION P. O. BOX 3193 GETTYSBURG, PA 17325		PUBLIC CHARITY	BOREALIS CONCERT	1,500.
GETTYSBURG GARDEN CLUB 3415 FAIRFIELD ROAD GETTYSBURG, PA 17325		PUBLIC CHARITY	BLUE STAR MARKERS	1,900.
Total from continuation sheets				187,971.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HAMPTON FIRE COMPANY 5371 CARLISLE PIKE NEW OXFORD, PA 17350		PUBLIC CHARITY	CHARITABLE USE OF THE FIRE COMPANY - BUILDING REPAIRS	20,000.
INTERFAITH CENTER PEACE & JUSTICE P. O. BOX 3134 GETTYSBURG, PA 17325		PUBLIC CHARITY	2013 HERITAGE FESTIVAL	1,000.
MISSION OF MERCY, INC. 34 STEELMAN STREET - P. O. BOX 102 FAIRFIELD, PA 17320		PUBLIC CHARITY	MOBILE MEDICAL CLINIC	5,000.
PANO 777 EAST PARK DRIVE - SUITE 300 HARRISBURG, PA 17101		PUBLIC CHARITY	COURAGE HOUSE TRAINING	2,500.
SHINING STARS THERAPEUTIC RIDING PARGRAM, INC. 3185 YORK ROAD GETTYSBURG, PA 17325		PUBLIC CHARITY	BUILDING CAMPAIGN	5,000.
SOUTH CENTRAL COMMUNITY ACTION PROGRAM, INC. 153 N. STRATTON STREET GETTYSBURG, PA 17325		PUBLIC CHARITY	PANO CERTIFICATION	4,100.
SOUTHEASTERN ADAMS VOLUNTEER EMERGENCY SERVICES 5865 HANOVER ROAD HANOVER, PA 17331		PUBLIC CHARITY	REPLACEMENT AMBULANCE	25,000.
SURVIVORS, INC. P. O. BOX 3572 GETTYSBURG, PA 17325		PUBLIC CHARITY	ROOF REPLACEMENT	9,431.
SURVIVORS, INC. P. O. BOX 3572 GETTYSBURG, PA 17325		PUBLIC CHARITY	WEBSITE UPGRADE	5,000.
UNITED WAY OF ADAMS COUNTY, INC. 123 BUFORD AVENUE - P. O. BOX 3545 GETTYSBURG, PA 17325		PUBLIC CHARITY	2013 LEGACY GIFT	15,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
UPPER ADAMS YOUTH FOOTBALL P. O. BOX 593 BIGLERVILLE, PA 17307		PUBLIC CHARITY	RECONDITION FOOTBALL EQUIPMENT	1,800.
Y.W.C.A. OF GETTYSBURG/ADAMS COUNTY 909 FAIRFIELD ROAD GETTYSBURG, PA 17325		PUBLIC CHARITY	SAFETY UPGRADE	3,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DOMESTIC DIVIDENDS	114,849.	0.	114,849.
DOMESTIC DIVIDENDS	11,888.	0.	11,888.
DOMESTIC INTEREST	2,563.	0.	2,563.
FOREIGN DIVIDENDS	2,424.	0.	2,424.
FOREIGN DIVIDENDS	214.	0.	214.
TOTAL TO FM 990-PF, PART I, LN 4	131,938.	0.	131,938.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MCNEES WALLACE & NURICK, LLC	28,476.	0.		28,476.
TO FM 990-PF, PG 1, LN 16A	28,476.	0.		28,476.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BARBARA B. ERNICO - CONSULTANT TO THE ADVISORY COMMITTEE	11,266.	0.		11,266.
TO FORM 990-PF, PG 1, LN 16C	11,266.	0.		11,266.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REFUND FEDERAL EXCISE TAX FORM 990-PF 7/31/2012	<2,175.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<2,175.>	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CLASS ACTION FILING FEES	31.	31.		0.
CENTURYLINK COMMUNICATIONS, INC.	737.	0.		737.
PROCESSING FEE ON FOREIGN DIVIDENDS	29.	29.		0.
TO FORM 990-PF, PG 1, LN 23	797.	60.		737.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
ADJUSTMENT FOR PRIOR YEAR GRANTS RETURNED	7,500.
TOTAL TO FORM 990-PF, PART III, LINE 3	7,500.

FORM 990-PF | CORPORATE STOCK | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK	1,583,871.	2,526,101.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,583,871.	2,526,101.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CASH EQUIVALENTS	COST	138,845.	138,845.
MUTUAL FUNDS - EQUITY	COST	2,323,233.	3,122,643.
MUTUAL FUNDS - FIXED	COST	1,240,380.	1,205,031.
MUTUAL FUNDS - BALANCED	COST	150,000.	145,270.
ROUNDING ADJUSTMENT	COST	0.	1.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,852,458.	4,611,790.

SUMMARY OF INVESTMENTS

AS OF 07/31/13

ACCOUNT
27-27-009-1093852

ROBERT C HOFFMAN T/W CHARITABLE

	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET
PRINCIPAL CASH						
CASH EQUIVALENTS	114,735.52	114,735.52	114,735.52	1.613	11.47	.010
FIXED INCOME						
MUTUAL FUNDS - FIXED	1,115,424.93	1,115,424.94	1,101,441.44	15.483	29,682.51	2.695
EQUITIES						
COMMON STOCK	1,583,871.18	1,498,757.04	2,526,101.47	35.510	52,686.61	2.086
MUTUAL FUNDS - EQUITY	2,598,187.82	2,556,000.15	3,371,503.05	47.394	49,045.55	1.455
TOTAL EQUITIES	4,182,059.00	4,054,757.19	5,897,604.52	82.904	101,732.16	1.725
TOTAL PRINCIPAL ASSETS	5,412,219.45	5,284,917.65	7,113,781.48	100.000	131,426.14	1.847
CASH EQUIVALENTS	24,109.30	24,109.30	24,109.30	100.000	2.41	.010
ACCOUNT TOTAL	5,436,328.75	5,309,026.95	7,137,890.78		131,428.55	1.841

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STATEMENT OF INVESTMENTS

AS OF 07/31/13

ACCOUNT
27-27-009-1093852

ROBERT C HOFFMAN T/W CHARITABLE

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
CASH EQUIVALENTS								
114,735.520	BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1	114,735.52	114,735.52	114,735.52	1.607	11.47	0.010	1.0
24,109.300	BLACKROCK LIQUIDITY FUNDS TEMPFUND ADMINISTRATION SHARES #H1 (INCOME INVESTMENT)	24,109.30	24,109.30	24,109.30	0.338	2.41	0.010	1.(
	TOTAL CASH EQUIVALENTS	138,844.82	138,844.82	138,844.82	1.945	13.88	0.010	
COMMON STOCK								
650.000	COVIDIEN PLC ISIN IE00B68SQD29 SEDOL B68SQD2	29,286.37	29,219.97	40,059.50	0.561	676.00	1.687	61.
510.000	EATON CORP PLC SEDOL B8KQN82 ISIN IE00B8KQN827	26,344.05	26,344.05	35,164.50	0.493	856.80	2.437	68.
81.000	MALLINCKRODT PLC SEDOL BBJTYC4 ISIN IE00BBGT3753	2,898.44	2,891.41	3,717.09	0.052	0.00	0.000	45.
710.000	AT&T INC	20,930.58	19,062.83	25,041.70	0.351	1,278.00	5.103	35.
400.000	ALLERGAN INC	18,650.89	18,283.05	36,448.00	0.511	80.00	0.219	91.
490.000	AMERICAN EXPRESS CO	21,354.25	21,354.25	36,147.30	0.506	450.80	1.247	73.
790.000	AMERISOURCEBERGEN CORP	23,022.99	22,612.27	46,033.30	0.645	663.60	1.442	58.

PNC

STATEMENT OF INVESTMENTS

AS OF 07/31/13

ACCOUNT
27-27-009-1093852

ROBERT C HOFFMAN T/W CHARITABLE

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
550.000	AMERIPRISE FINANCIAL INC	23,751.35	23,751.35	48,950.00	0.686	1,144.00	2.337	89.0
150.000	APACHE CORPORATION	14,506.35	14,472.17	12,037.50	0.169	120.00	0.997	80.2
250.000	APPLE INC	38,753.48	30,680.65	113,132.50	1.585	3,050.00	2.696	452.5
360.000	BAKER HUGHES INC	25,945.20	25,945.20	17,074.80	0.239	216.00	1.265	47.4
1,350.000	BANK OF AMERICA CORP	22,258.83	22,186.78	19,710.00	0.276	54.00	0.274	14.6
300.000	BORG WARNER INC.	22,230.54	22,230.54	28,629.00	0.401	300.00	1.048	95.4
600.000	CAPITAL ONE FINANCIAL CORP	25,105.75	25,056.71	41,412.00	0.580	720.00	1.739	69.0
500.000	CELANESE CORP-SERIES A	11,675.12	11,021.60	24,030.00	0.337	360.00	1.498	48.
600.000	CHEVRON CORPORATION	46,209.00	46,209.00	75,534.00	1.058	2,400.00	3.177	125.
450.000	CHUBB CORP	23,606.53	23,368.50	38,925.00	0.545	792.00	2.035	86.
610.000	CITIGROUP INC	25,449.37	25,378.00	31,805.40	0.446	24.40	0.077	52.
800.000	COCA COLA CO	23,498.52	23,387.25	32,064.00	0.449	896.00	2.794	40.
210.000	CUMMINS INC	11,095.99	10,936.20	25,449.90	0.357	525.00	2.063	121.
740.000	DISNEY WALT CO	28,549.20	28,549.20	47,841.00	0.670	555.00	1.160	64.
900.000	DOLLAR TREE INC	11,652.41	11,317.50	48,285.00	0.676	0.00	0.000	53.
490.000	DOVER CORP	24,177.09	24,122.00	41,963.60	0.588	735.00	1.752	85.
510.000	DUPONT E I DE NEMOURS & CO	22,337.30	22,337.30	29,421.90	0.412	918.00	3.120	57.

PN

STATEMENT OF INVESTMENTS

AS OF 07/31/13

ACCOUNT
27-27-009-1093852

ROBERT C HOFFMAN T/W CHARITABLE

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
1,250.000	EMC CORP	21,900.99	21,858.50	32,687.50	0.458	500.00	1.530	26.1
400.000	EQT CORPORATION	23,053.00	23,053.00	34,600.00	0.485	48.00	0.139	86.5
600.000	EBAY INC	20,214.00	20,214.00	31,014.00	0.434	0.00	0.000	51.[illegible]
850.000	EXXON MOBIL CORP	52,706.59	35,812.06	79,687.50	1.116	2,142.00	2.688	93.7
1,450.000	GENERAL ELECTRIC CO	24,271.22	24,189.20	35,336.50	0.495	1,102.00	3.119	24.3
50.000	GOOGLE INC-CL A	26,089.47	17,404.38	44,387.50	0.622	0.00	0.000	887.7
600.000	THE HERSHEY COMPANY	29,465.62	29,158.34	56,922.00	0.797	1,164.00	2.045	94.[illegible]
1,310.000	INTEL CORP	35,322.64	28,424.01	30,568.85	0.428	1,179.00	3.857	23.[illegible]
250.000	INTERNATIONAL BUSINESS MACHS CORP	28,007.12	26,718.88	48,760.00	0.683	950.00	1.948	195.[illegible]
1,100.000	JPMORGAN CHASE & CO	41,885.88	39,117.13	61,303.00	0.859	1,672.00	2.727	55.[illegible]
750.000	JOHNSON & JOHNSON	45,844.91	41,556.71	70,125.00	0.982	1,980.00	2.824	93.[illegible]
250.000	JOY GLOBAL INC	19,695.40	19,695.40	12,375.00	0.173	175.00	1.414	49.
166.000	KRAFT FOODS GROUP INC	5,905.27	5,905.27	9,392.28	0.132	332.00	3.535	56.
550.000	L BRANDS INC	13,986.50	13,986.50	30,673.50	0.430	660.00	2.152	55.
620.000	LAUDER ESTEE COS INC CL A	29,787.90	29,787.90	40,703.00	0.570	446.40	1.097	65.
1,100.000	MACY'S INC	29,986.00	29,986.00	53,174.00	0.745	1,100.00	2.069	48.

PNC

S T A T E M E N T   O F   I N V E S T M E N T S

AS OF 07/31/13

ACCOUNT
27-27-009-1093852

ROBERT C HOFFMAN T/W CHARITABLE

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNIT PRICE
1,000.000	MATTEL INC	21,841.00	21,841.00	42,030.00	0.589	1,440.00	3.426	42.03
300.000	MCDONALD'S CORP	26,520.00	26,520.00	29,424.00	0.412	924.00	3.140	98.08
400.000	MERCK & CO INC	16,280.00	16,280.00	19,268.00	0.270	688.00	3.571	48.17
1,600.000	MICROSOFT CORP	53,269.47	42,185.22	50,944.00	0.714	1,472.00	2.889	31.8
500.000	MONDELEZ INTERNATIONAL	11,045.94	11,045.94	15,635.00	0.219	280.00	1.791	31.2
510.000	MOODY'S CORP	21,073.20	21,073.20	34,562.70	0.484	510.00	1.476	67.7
350.000	NATIONAL OILWELL VARCO INC	14,996.97	13,666.17	24,559.50	0.344	364.00	1.482	70.1
560.000	NORTHEAST UTILITIES	18,797.20	18,797.20	24,869.60	0.348	823.20	3.310	44.4
700.000	OGE ENERGY CORP	16,610.58	16,610.58	26,180.00	0.367	584.50	2.233	37.4
1,250.000	ORACLE CORP	18,991.83	16,572.10	40,437.50	0.567	600.00	1.484	32.3
250.000	PPG INDUSTRIES INC	16,562.15	16,562.15	40,110.00	0.562	610.00	1.521	160.4
1,800.000	PFIZER INC	36,733.29	32,822.88	52,614.00	0.737	1,728.00	3.284	29.2
610.000	PROCTER & GAMBLE CO	35,734.93	33,463.84	48,983.00	0.686	1,467.66	2.996	80.
600.000	QUALCOMM	33,133.93	33,057.80	38,737.20	0.543	840.00	2.168	64.
200.000	SHIRE PLC SPONSORED ADR	13,107.90	12,841.70	21,870.00	0.306	105.60	0.483	109.
350.000	JM SMUCKER CO/THE-NEW COM WI	21,456.36	21,446.85	39,382.00	0.552	812.00	2.062	112.
300.000	TIFFANY & CO NEW	17,972.28	17,972.28	23,853.00	0.334	408.00	1.710	79.

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STATEMENT OF INVESTMENTS

AS OF 07/31/13

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27-27-009-1093852

ROBERT C HOFFMAN T/W CHARITABLE

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300.000	UNION PACIFIC CORP	22,408.36	22,358.94	47,577.00	0.667	948.00	1.993	158.5
360.000	UNITED TECHNOLOGIES CORP	16,629.51	11,826.50	38,005.20	0.532	770.40	2.027	105.5
700.000	UNITEDHEALTH GROUP INC	19,771.31	19,740.00	50,995.00	0.714	784.00	1.537	72.8
600.000	VIACOM INC CLASS B WI	14,387.25	14,094.00	43,662.00	0.612	720.00	1.649	72.7
950.000	VODAFONE GROUP PLC SPONSORED ADR NEW	24,471.72	24,471.72	28,447.75	0.399	1,473.45	5.179	29.[illegible]
510.000	WAL-MART STORES INC	27,948.98	24,870.05	39,749.40	0.557	958.80	2.412	77.[illegible]
1,050.000	WELLS FARGO & COMPANY	27,748.23	26,887.80	45,675.00	0.640	1,260.00	2.759	43.[illegible]
800.000	WHOLE FOODS MKT INC	25,503.20	25,503.20	44,464.00	0.623	320.00	0.720	55.[illegible]
1,000.000	WISCONSIN ENERGY CORP	19,463.48	18,660.86	43,480.00	0.609	1,530.00	3.519	43.[illegible]
	TOTAL COMMON STOCK	1,583,871.18	1,498,757.04	2,526,101.47	35.389	52,686.61	2.086	
MUTUAL FUNDS - FIXED								
30,165.912	DODGE & COX INCOME FUND	400,000.00	400,000.00	408,748.11	5.726	12,790.35	3.129	13.
7,973.858	FIDELITY ADVISOR FLOATING HIGH INCOME FUND I FUND #279	75,592.17	75,592.18	79,499.36	1.114	2,455.95	3.089	9.
306.000	I-SHARES LEHMAN INDEX FUNDS	32,466.60	32,466.60	31,212.00	0.437	518.06	1.660	102.
321.000	ISHARES AGENCY BOND ETF	34,883.07	34,883.07	35,704.83	0.500	396.44	1.110	111.

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STATEMENT OF INVESTMENTS

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ROBERT C HOFFMAN T/W CHARITABLE

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536.000	ISHARES MBS ETF	57,369.63	57,369.63	56,301.44	0.789	654.99	1.163	105.0
18,269.841	PIMCO COMMODITY REAL RETURN STRATEGY FUND INSTITUTIONAL CL FD #045	124,954.61	124,954.61	103,590.00	1.451	2,667.40	2.575	5.6
8,752.735	TEMPLETON GLOBAL BOND FUND AD FUND #616	120,000.00	120,000.00	112,735.23	1.579	6,371.99	5.652	12.8
30,349.193	WELLS FARGO ADVANTAGE CORE BOND FUND CLASS I	395,113.46	395,113.46	377,240.47	5.285	6,494.73	1.722	12.4
	TOTAL MUTUAL FUNDS - FIXED	1,240,379.54	1,240,379.55	1,205,031.44	16.881	32,349.91	2.685	
MUTUAL FUNDS - EQUITY								
5,400.221	ARTISAN FDS INC INTERNATIONAL FUND #661 INV CLASS	118,110.82	99,531.44	149,262.11	2.091	1,485.06	0.995	27.[illegible]
5,507.752	ARTISAN SMALL CAP VALUE FUND INVESTOR CLASS FD #963	70,967.89	70,967.89	98,093.06	1.374	688.47	0.702	17.[illegible]
3,777.256	BARON SMALL CAP FUND INSTITUTIONAL	61,162.74	61,162.74	120,305.60	1.685	0.00	0.000	31.[illegible]
5,350.455	BLACKROCK GLOBAL ALLOCATION FD INSTL CL FD #390	100,000.00	100,000.00	113,322.64	1.588	1,599.79	1.412	21.
6,908.715	DODGE & COX INTERNATIONAL STOCK FUND	300,000.00	300,000.00	267,090.92	3.742	5,160.81	1.932	38.

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STATEMENT OF INVESTMENTS

AS OF 07/31/13

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ROBERT C HOFFMAN T/W CHARITABLE

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39,062.500	FEDERATED STRATEGIC VALUE DIVIDEND FD CLASS IS FUND #662	175,000.00	175,000.00	219,531.25	3.076	7,812.50	3.559	5.
3,628.447	GOLDMAN SACHS GRTH OPPOR INSTIT CLASS FD #1132	75,000.00	75,000.00	105,769.23	1.482	0.00	0.000	29.
4,743.850	HARBOR INTERNATIONAL FUND CLASS INS FD # 2011	133,979.55	119,488.56	311,528.63	4.364	5,958.28	1.913	65.
7,594.059	HARDING LOEVNER INTERNATIONAL EQUITY PORTFOLIO	115,050.00	115,050.00	124,846.33	1.749	987.23	0.791	16.
4,300.000	ISHARES MSCI EMERGING MARKETS ETF	168,713.00	168,713.00	167,743.00	2.350	3,306.70	1.971	39.
1,350.000	ISHARES RUSSELL MID-CAP ETF	96,563.25	96,563.25	184,950.00	2.591	2,943.00	1.591	137.
1,000.000	ISHARES RUSSELL 2000 ETF	59,000.00	59,000.00	103,655.00	1.452	1,752.00	1.690	103.
1,449.532	PERKINS SMALL CAP VALUE FUND CLASS I FD # 1165	39,620.93	38,430.69	36,165.82	0.507	468.20	1.295	24.
6,414.368	JP MORGAN RESEARCH MARKET NEUTRAL FUND INSTITUTIONAL FD #1781	100,000.00	100,000.00	98,075.69	1.374	1,347.02	1.373	15.
9,722.793	MFS VALUE FUND CLASS I	265,822.40	265,822.40	302,476.09	4.238	5,269.75	1.742	31.
9,956.560	T ROWE PRICE GROWTH STOCK FD # 40	233,621.67	225,814.79	442,369.96	6.197	696.96	0.158	44.

STATEMENT OF INVESTMENTS

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ROBERT C HOFFMAN T/W CHARITABLE

PAR VALUE /SHARES	INVESTMENT DESCRIPTION	CARRYING VALUE	TAX COST	MARKET VALUE	% OF MARKET	ESTIMATED INCOME	YIELD AT MARKET	MARKET UNI PRICE
4,933.780	T ROWE PRICE MID CAP VALUE FD #115	110,620.96	110,500.78	141,747.50	1.986	1,578.81	1.114	28.
6,093.845	T ROWE PRICE REAL ESTATE FUND FD #122	100,000.00	100,000.00	135,709.93	1.901	2,864.11	2.110	22.
	TOTAL MUTUAL FUNDS - EQUITY	2,323,233.21	2,281,045.54	3,122,642.76	43.747	43,918.69	1.406	
	MUTUAL FUNDS - BALANCED							
13,513.515	DRIEHAUS ACTIVE INCOME FUND FUND # 640	150,000.00	150,000.00	145,270.29	2.035	2,459.46	1.693	10.
	TOTAL MUTUAL FUNDS - BALANCED	150,000.00	150,000.00	145,270.29	2.035	2,459.46	1.693	
	TOTAL INVESTMENTS	5,436,328.75	5,309,026.95	7,137,890.78	100.000	131,428.55	1.841	
	CASH	0.00	0.00	0.00				
	TOTAL ASSETS	5,436,328.75	5,309,026.95	7,137,890.78				
	INCOME CASH			0.00				

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TRSBOX 03/00

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 9
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

BARBARA B. ERNICO - CONSULTANT TO THE ADVISORY COMMITTEE
ROBERT C. HOFFMAN CHARITABLE ENDOWMENT TRUST - P.O. BOX 3547
GETTYSBURG, PA 17325

TELEPHONE NUMBER

(717) 338-0344

FORM AND CONTENT OF APPLICATIONS

IN WRITING - CONTACT THE ABOVE COMMITTEE FOR GUIDELINES, PROCESS AND GRANT APPLICATION SUMMARY

ANY SUBMISSION DEADLINES

SEE GUIDELINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE GUIDELINES

TAX CODE	OR-OFF	SERIAL	SEQ	LOT#	ACQUIRED	TRADE	UNITS	PROCEEDS	TAX COST	FEDERAL G/L	STATE G/L
ASSET G5785G107 MALLINCKRODT PLC SEDOL BBJTYC4 ISIN IE00BBGT3753											
833	000	42000-00001	00000		01/21/10	07/09/13	.250	10.85	9.38	1.47 L	1.47 L
TOTAL-LONG							.250	10.85	9.38	1.47	1.47
ASSET 19765H636 COLUMBIA MARSICO INTL OPP CLASS Z FUND #298											
831	000	41746-00002	00000		11/21/07	10/31/12	3,208.599	36,064.65	55,155.82	19,091.17-L	19,091.17-L
831	000	41746-00002	00000		10/06/09	10/31/12	6,981.132	78,467.93	74,000.00	4,467.93 L	4,467.93 L
TOTAL-LONG							10,189.731	114,532.58	129,155.82	14,623.24-	14,623.24-
ASSET 278058102 EATON CORP MERGED 11/30/12 SEE G29183103											
830	000	41778-00005	00000		12/31/10	12/03/12	400.000	20,662.00	20,384.00	278.00 L	278.00 L
830	000	41778-10005	00000		01/11/11	12/03/12	100.000	5,165.50	5,215.50	50.00-L	50.00-L
830	000	41778-10005	00000		06/13/11	12/03/12	10.000	516.55	462.30	54.25 L	54.25 L
TOTAL-LONG							510.000	26,344.05	26,061.80	282.25	282.25
ASSET 29476L107 EQUITY RESIDENTIAL SH BEN INT REIT											
830	000	41731-00002	00000		06/01/10	10/12/12	350.000	19,624.24	15,647.91	3,976.33 L	3,976.33 L
TOTAL-LONG							350.000	19,624.24	15,647.91	3,976.33	3,976.33
ASSET 50076Q106 KRAFT FOODS GROUP INC											
833	000	41739-00002	00000		09/06/11	10/25/12	.666	30.68	23.69	6.99 L	6.99 L
TOTAL-LONG							.666	30.68	23.69	6.99	6.99
ASSET 72201M842 PIMCO COMMODITY REALRETURN STRATEGY FUND CL P FUND #1921											
831	000	41752-00005	00000		10/01/10	11/06/12	18,382.352	125,551.46	150,000.00	24,448.54-L	24,448.54-L

TAX CODE	------ DATES ------ OR-OFF SERIAL SEQ LOT# ACQUIRED TRADE	UNITS	PROCEEDS	TAX COST	GAIN/LOSS INFORMATION FEDERAL G/L	STATE G/L
	ASSET 72201M842 (CONT'D)					
	TOTAL-LONG	18,382.352	125,551.46	150,000.00	24,448.54-	24,448.54-
	ASSET 816221204 SELECTED AMERICAN SHARES-D					
831	000 41845-00002 00000 03/02/10 02/01/13	6,006.407	268,786.71	225,000.00	43,786.71 L	43,786.71 L
	TOTAL-LONG	6,006.407	268,786.71	225,000.00	43,786.71	43,786.71
	ASSET 87612EAT3 TARGET CORP BNDS 05.125% DUE 01/15/2013					
829	000 41825-00002 00000 03/10/09 01/15/13	100,000.000	100,000.00	104,041.00	4,041.00-L	4,041.00-L
	TOTAL-LONG	100,000.000	100,000.00	104,041.00	4,041.00-	4,041.00-
	STATE LISTED SALES-TOTAL LONG	135,439.406	654,880.57	649,939.60	.00	4,940.97
	FEDERAL LISTED SALES-TOTAL LONG	135,439.406	654,880.57	649,939.60	4,940.97	.00
	CAPITAL GAIN DISTRIBUTIONS				36,018.08 L	.00 L
	GRAND TOTAL-LONG	135,439.406	654,880.57	649,939.60	40,959.05	4,940.97
	CARRYOVER(CURRENT)				.00 S	.00 S
					.00 M	.00 M
					.00 L	.00 L