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Form **990-PF**

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

OMB No 1545-0052

2012Department 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 **11/01/12**, and ending **10/31/13**

Name of foundation Robert & Esther Grove Family Foundation		A Employer identification number 25-1743674
Number and street (or P O box number if mail is not delivered to street address) C/o Tim Grove, 1587 S. Main Street	Room/suite	B Telephone number (see instructions) 717-328-2423
City or town, state, and ZIP code Chambersburg PA 17201		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,163,119	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Schedule B				
	3 Interest on savings and temporary cash investments	2	2		
	4 Dividends and interest from securities	31,371	31,371		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	13,310			
	b Gross sales price for all assets on line 6a 430,328				
	7 Capital gain net income (from Part IV, line 2)		13,310		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	44,683	44,683	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) Stmt 1	2,800	2,800		2,800
	c Other professional fees (attach schedule) Stmt 2	8,195	8,195		8,195
	17 Interest MAY 2013				
	18 Taxes (attach schedule) (see instructions) Stmt 3	1,104	1,018		1,104
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att. sch) Stmt 4	1,542	14		1,542
	24 Total operating and administrative expenses. Add lines 13 through 23	13,641	12,027	0	13,641
	25 Contributions, gifts, grants paid	21,000			21,000
26 Total expenses and disbursements. Add lines 24 and 25	34,641	12,027	0	34,641	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	10,042				
b Net investment income (if negative, enter -0-)		32,656			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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SCANNED MAY 30 2014

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash – non-interest-bearing					
	2	Savings and temporary cash investments			63,247	93,584	93,584
	3	Accounts receivable ▶					
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7	Other notes and loans receivable (att schedule) ▶					
		Less allowance for doubtful accounts ▶	0				
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments – U S and state government obligations (attach schedule) Stmt 5			144,573		
	b	Investments – corporate stock (attach schedule) See Stmt 6			612,659	643,857	806,568
	c	Investments – corporate bonds (attach schedule) See Stmt 7			108,901	201,981	203,280
	Liabilities	11	Investments – land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶					
12		Investments – mortgage loans					
13		Investments – other (attach schedule)					
14		Land, buildings, and equipment basis ▶	59,687				
		Less accumulated depreciation (attach sch) ▶ Stmt 8			59,687	59,687	59,687
15		Other assets (describe ▶)					
16		Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)			989,067	999,109	1,163,119
17		Accounts payable and accrued expenses					
18		Grants payable					
Net Assets or Fund Balances	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 ▶)					
	23	Total liabilities (add lines 17 through 22)			0	0	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>					
	24	Unrestricted			989,067	999,109	
	25	Temporarily restricted					
	26	Permanently restricted					
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>					
27	Capital stock, trust principal, or current funds						
28	Paid-in or capital surplus, or land, bldg , and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see instructions)			989,067	999,109		
31	Total liabilities and net assets/fund balances (see instructions)			989,067	999,109		

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	989,067
2	Enter amount from Part I, line 27a	2	10,042
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	999,109
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	999,109

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Schedule		P	Various	Various
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 430,328		417,018	13,310
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			13,310
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	13,310
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	13,310

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	31,811	1,055,154	0.030148
2010	37,333	1,050,090	0.035552
2009	41,000	1,153,139	0.035555
2008	37,772	1,071,647	0.035247
2007	45,713	1,053,953	0.043373

2 Total of line 1, column (d)	2	0.179875
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	0.035975
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,106,681
5 Multiply line 4 by line 3	5	39,813
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	327
7 Add lines 5 and 6	7	40,140
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	34,641

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	653
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	653
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	653
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	500
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	500
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	5
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	158
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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) <input type="checkbox"/> None		
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	N/A
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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► Timothy Grove 1587 S. Main St Located at ► Chambersburg	Telephone no ► 717-372-5064 PA ZIP+4 ► 17201		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A	1c	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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)? (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)? **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** ☒

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 (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
Esther Grove 149 Bayberry Dr Chambersburg PA 17236	Director 1.00	0	0	0
Timothy Grove 1587 S. Main St Chambersburg PA 17201	Director 5.00	0	0	0

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

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

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

☒ 0

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(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 Charitable Giving	
2 Maintenance of City Park	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	

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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	985,425
b	Average of monthly cash balances	1b	78,422
c	Fair market value of all other assets (see instructions)	1c	59,687
d	Total (add lines 1a, b, and c)	1d	1,123,534
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	1,123,534
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	16,853
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,106,681
6	Minimum investment return. Enter 5% of line 5	6	55,334

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	55,334
2a	Tax on investment income for 2012 from Part VI, line 5	2a	653
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	653
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	54,681
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	54,681
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	54,681

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	34,641
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	34,641
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	34,641

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				54,681
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 34,641				
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				34,641
e Remaining amount distributed out of corpus				
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				
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				20,040
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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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)

- 1a** 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
N/A
- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
N/A
- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.
- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed
N/A
- b** The form in which applications should be submitted and information and materials they should include
N/A
- c** Any submission deadlines
N/A
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
N/A

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				
Bethel AME	none	501 (C) (3)	Unrestricted	2,500
Cumberland Valley	None	501 (C) (3)	Unrestricted	5,000
Salvation Army	none	501 (C) (3)	Unrestricted	2,500
Hagerstown Rescue Mission	none	501 (C) (3)	Unrestricted	2,500
UMC Kitchen Committee	none	501 (C) (3)	Unrestricted	1,000
UMC Women	none	501 (C) (3)	Unrestricted	1,000
Chambersburg Hospital	none	501 (C) (3)	Unrestricted	1,000
Fix JB Spouts	none	501 (C) (3)	Unrestricted	5,000
Boys & Girls Clubs of Chambersburg	none	501 (C) (3)	Unrestricted	500
Total			▶ 3a	21,000
b Approved for future payment				
N/A				
Total			▶ 3b	

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Yes	No
-----	----

a Transfers from the reporting foundation to a noncharitable exempt organization of

1a(1)	X
-------	---

(1) Cash

1a(2)		X
-------	--	----------

(2) Other assets

b Other transactions

1b(1)	X
-------	---

(1) Sales of assets to a noncharitable exempt organization

1b(2)		X
-------	--	----------

(2) Purchases of assets from a noncharitable exempt organization

1b(3)		X
-------	--	----------

(3) Rental of facilities, equipment, or other assets

1b(4)		X
-------	--	----------

(4) Reimbursement arrangements

1b(5)		X
-------	--	---

(5) Loans or loan guarantees

1b(6)		X
-------	--	----------

(6) Performance of services or membership or fundraising solicitations

1c		X
----	--	---

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. 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.

[illegible]

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		

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**

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

Signature of ~~Officer~~ or trustee

Date _____

Trustee
Title

Print type preparer's name

Preparer's signature

Date _____

Check ☒ if self-employed

05/08/14

Paid
Preparer
Use Only

Firm's name ▶ **Richard M. Hoffman, CPA, LLC**
Firm's address ▶ **901 Dulaney Valley Rd Ste 610
Towson, MD 21204-2685**

PTIN

Firm's EIN ▶ **52-2317286**

Phone no **410-344-7110**

Form **990-PF** (2012)

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Handwerger Cartegna Funkhouser	\$ 2,800	\$ 2,800	\$	\$ 2,800
Total	\$ 2,800	\$ 2,800	\$ 0	\$ 2,800

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Fiduciary Fees	\$ 5,295	\$ 5,295	\$	\$ 5,295
Legal Fees	2,900	2,900		2,900
Total	\$ 8,195	\$ 8,195	\$ 0	\$ 8,195

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Federal Excise Tax	\$ 620	\$ 620	\$	\$ 620
Foreign Tax	398	398		398
Real Estate Taxes	86			86
Total	\$ 1,104	\$ 1,018	\$ 0	\$ 1,104

Federal Statements

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Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses				
Repairs & Maintenance	1,350			1,350
Utilities	178			178
Bank Charges	14	14		14
Total	<u>1,542</u>	<u>14</u>	<u>0</u>	<u>1,542</u>
	\$	\$	\$	\$

Federal Statements

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Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$ 144,573	\$		\$
Total	\$ 144,573	\$ 0		\$ 0

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$ 612,659	\$ 643,857	Cost	\$ 806,568
Total	\$ 612,659	\$ 643,857		\$ 806,568

Statement 7 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
	\$ 108,901	\$ 201,981	Cost	\$ 203,280
Total	\$ 108,901	\$ 201,981		\$ 203,280

Statement 8 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
Improvements	\$ 32,270	\$ 32,270	\$	\$ 32,270
Land	27,417	27,417		27,417
Total	\$ 59,687	\$ 59,687	\$ 0	\$ 59,687

Schedule of Gains and Losses
October 31, 2013

Description	Number of Shares	Purchase Date	Sale Date	Proceeds	Cost Basis	Gain (Loss)
Dupont	100.00	08/10/12	11/26/12	4,316	5096	(780)
JP Morgan Chase	100 00	05/18/12	11/19/12	4,039	3647	392
Johnson & Johnson	75 00	07/21/08	11/05/12	5,289	4844	445
Merck	75 00	08/06/08	11/07/12	3,364	2502	862
3M Company	25 00	12/09/11	11/15/12	2,185	2043	142
3M Company	25.00	09/07/10	11/15/12	2,185	2036	149
Walmart	50 00	02/19/09	11/15/12	3,410	2510	900
Abbott Labs	75 00	08/19/09	12/26/12	4,877	3526	1,351
Archer Daniels	275.00	02/19/09	12/14/12	7,459	7496	(37)
Abbvie	75.00	08/19/09	01/08/13	2,522	1762	760
Clorox	50.00	10/04/12	01/02/13	3,682	3672	10
Disney Walt	150.00	09/19/11	01/18/13	7,786	4854	2,932
EMC Corp	400 00	05/24/12	01/10/13	9,477	10186	(709)
Ishares FTSE China 25	125.00	11/02/12	01/09/13	5,137	4719	418
Devon Energy	200.00	01/11/13	02/13/13	12,106	10798	1,308
Dupont	50 00	07/16/12	02/01/13	2,395	2385	10
Ishares FTSE China 25	200.00	11/02/12	02/08/13	7,956	7549	407
TransCanada	50.00	12/21/10	02/22/13	2,326	1875	451
Chevron	25 00	11/15/12	03/01/13	2,921	2529	392
Chevron	25 00	05/30/12	03/01/13	2,921	2488	433
Clorox	25.00	10/04/12	03/14/13	2,100	1836	264
Clorox	25 00	12/19/11	03/14/13	2,100	1626	474
JP Morgan Chase	100.00	05/18/12	03/15/13	4,934	3647	1,287
Kimberly Clark	25 00	03/19/10	03/11/13	2,355	1511	844
Apache	150 00	03/11/13	04/16/13	10,730	11314	(584)
Apache	25 00	04/08/13	04/16/13	1,788	1856	(68)
Barrick Gold	375.00	01/12/10	04/18/13	6,695	16388	(9,693)
Bristol Myers	225.00	11/20/08	04/18/13	9,108	5141	3,967
Chevron	75.00	05/30/12	04/18/13	8,782	7464	1,318
Colgate Palmolive	25 00	06/01/10	04/13/13	2,932	1961	971
Deere	125 00	12/26/12	04/17/13	10,298	10858	(560)
Emerson Electric	75 00	10/05/12	03/26/13	4,143	3710	433
Ishares MSCI Brazil	200.00	01/30/13	01/30/13	10,684	11332	(648)
Merck	50.00	12/11/12	04/25/13	2,367	2241	126
Merck	25 00	03/28/13	04/25/13	1,183	1102	81
Pepsico	50.00	12/14/09	04/18/13	4,110	3061	1,049
Pfizer	50 00	01/18/08	04/24/13	1,498	1000	498
Apple	15 00	01/16/13	05/07/13	6,839	7604	(765)
Automatic Data Processing	50.00	02/07/11	05/22/13	3,545	2473	1,072
BP PLC	150 00	02/12/13	05/14/13	6,458	6477	(19)
Bristol Myers	75 00	11/20/08	05/03/13	3,009	1714	1,295
Emerson Electric	25.00	10/05/12	05/21/13	1,471	1237	234
Emerson Electric	50.00	01/19/12	05/21/13	2,942	2443	499
FHLMC 4 25%	35,000.00	08/07/08	05/22/13	35,000	35042	(42)
JP Morgan Chase	100.00	05/18/12	05/02/13	4,769	3647	1,122
Procter & Gamble	50 00	06/26/12	05/24/13	4,101	2974	1,127
Schlumberger	150 00	05/06/13	05/23/13	11,169	11435	(266)
Verizon Comm	50 00	08/28/12	05/01/13	2,631	2139	492
Walgreen	75.00	08/28/12	07/17/12	3,692	2310	1,382
AT&T	125 00	12/30/99	06/03/13	4,357	5055	(698)
Bank of America	875 00	05/07/13	05/29/13	11,782	11466	316
Bristol Myers	50.00	11/20/08	06/20/13	2,242	1143	1,099
Clorox	25 00	12/19/11	06/20/13	2,031	1626	405
Coca Cola	125.00	10/09/12	06/21/13	4,982	4834	148
Exxonmobile	25 00	04/24/13	04/24/13	2,280	2243	37

Exxonmobile	25 00	05/10/10	06/03/13	2,280	1804	476
Newmont Mining	200 00	02/19/09	06/20/13	5,889	8360	(2,471)
Peoples United Financial	350 00	03/30/12	06/21/13	5,068	4680	388
Walmart	50.00	01/28/13	06/04/13	3,789	3468	321
Waste MGT	75.00	10/25/11	06/03/13	3,122	2592	530
Microsoft	75.00	01/23/13	07/12/13	2,649	2062	587
Microsoft	50 00	04/29/13	07/12/13	1,766	1613	153
CA Inc	175.00	11/09/12	08/21/13	5,241	3897	1,344
Cisco	75 00	04/29/13	08/14/13	1,962	1570	392
Goldcorp	200 00	01/07/08	08/20/13	6,310	7406	(1,096)
Kinder Morgan	50.00	06/04/12	08/06/13	1,890	1647	243
Newmont Mining	75 00	02/19/09	08/20/13	2,466	3135	(669)
Procter & Gamble	25.00	06/26/12	08/19/13	1,991	1487	504
Procter & Gamble	25.00	06/24/09	08/19/13	1,992	1300	692
Walgreen	25.00	03/15/12	08/27/13	1,184	843	341
Kinder Morgan	50 00	06/04/12	09/10/13	1,771	1647	124
Newmont Mining	200.00	02/19/09	09/13/13	5,792	8359	(2,567)
Peoples United Financial	200 00	03/30/12	09/19/13	2,862	2672	190
Verizon Comm	50 00	08/28/12	09/12/13	2,336	2139	197
Verizon Comm	25.00	02/19/09	09/12/13	1,168	710	458
FHLB 3 625%	50,000.00	08/06/09	10/18/13	50,000	51838	(1,838)
Sysco	100.00	12/06/12	10/01/13	3,179	3181	(2)
Sysco	25.00	12/01/11	10/01/13	795	700	95
United Technologies	100.00	09/04/13	10/23/13	10,610	10331	279
Yamana Gold	375 00	04/18/13	10/02/13	3,863	4335	(472)
Yamana Gold	475 00	10/21/11	10/02/13	4,893	6815	(1,922)
TOTALS				430,328	417,018	13,310