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Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

07/01, 2013, and ending

06/30, 2014

Name of foundation **THE MARION & MAXIMILIAN HOFFMAN FOUNDATION, INC.**

Number and street (or P O box number if mail is not delivered to street address) **P.O. BOX 130 6000 NORTHERN BLVD.**

Room/suite

City or town, state or province, country, and ZIP or foreign postal code **EAST NORWICH, NY 11732**

A Employer identification number
11-2697957

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

C If exemption application is pending, check here

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

E If private foundation status was terminated under section 507(b)(1)(A), check here

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 26,455,654.**

J Accounting method: Cash Accrual Other (specify) _____ (Part I, column (d) must be on cash basis.)

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 Sch B				
	3 Interest on savings and temporary cash investments	1,066.	1,066.		ATCH 1
	4 Dividends and interest from securities	529,716.	448,967.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	472,297.			
	b Gross sales price for all assets on line 6a	3,319,499.			
	7 Capital gain net income (from Part IV, line 2)		472,297.		
	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) (attach schedule)					
11 Other income (attach schedule) ATCH 3	116,756.	128,454.			
12 Total. Add lines 1 through 11	1,119,835.	1,050,784.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	144,231.	72,116.		72,115.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	30,000.	15,000.		15,000.
	16a Legal fees (attach schedule) ATCH 4	298.	298.		
	b Accounting fees (attach schedule) ATCH 5	40,216.	20,108.		20,108.
	c Other professional fees (attach schedule) *	150,594.	150,594.		
	17 Interest				
	18 Taxes (attach schedule) ATCH 7	75,731.	4,668.		4,669.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	20,897.	9,239.		9,615.
	24 Total operating and administrative expenses. Add lines 13 through 23	461,967.	272,023.		121,507.
	25 Contributions, gifts, grants paid	1,121,907.			1,121,907.
26 Total expenses and disbursements. Add lines 24 and 25	1,583,874.	272,023.		1,243,414.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-464,039.				
b Net investment income (if negative, enter -0-)		778,761.			
c Adjusted net income (if negative, enter -0-)					

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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	4,697,543.	5,579,740.	5,579,740.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 9	18,167,287.	16,704,251.	20,710,435.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe ATCH 10)	48,676.	165,476.	165,479.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	22,913,506.	22,449,467.	26,455,654.	
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 (attach schedule)			
	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 and complete lines 27 through 31. X			
	27 Capital stock, trust principal, or current funds	22,411,602.	22,411,602.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	501,904.	37,865.		
30 Total net assets or fund balances (see instructions)	22,913,506.	22,449,467.		
31 Total liabilities and net assets/fund balances (see instructions)	22,913,506.	22,449,467.		

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	22,913,506.
2	Enter amount from Part I, line 27a	2	-464,039.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	22,449,467.
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	22,449,467.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)

			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } 			2	472,297.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	1,181,217.	24,341,430.	0.048527
2011	1,435,839.	24,763,778.	0.057981
2010	1,357,287.	25,488,816.	0.053250
2009	1,532,303.	25,539,552.	0.059997
2008	1,635,889.	28,171,308.	0.058069
2 Total of line 1, column (d)			2 0.277824
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 0.055565
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 25,341,649.
5 Multiply line 4 by line 3			5 1,408,109.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,788.
7 Add lines 5 and 6			7 1,415,897.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,243,414.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, credits/payments, and total tax due. Values include 15,575, 12,000, 45, and 3,620.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political activities, unrelated business income, and substantial contributors. Includes 'NY,' as an answer for line 8a.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). ATCH 11
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of URSULA NIARAKIS Telephone no. 516-624-4955
Located at 6000 NORTHERN BLVD. MUTTONTOWN, NY ZIP+4 11732
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? Yes No X
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.

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) Yes X No
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)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2013 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 2013) 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 2013? 4b X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

If "Yes" to 6b, file Form 8870.

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		144,231.	30,000.	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 13		190,810.

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	16,586,991.
b	Average of monthly cash balances	1b	5,138,642.
c	Fair market value of all other assets (see instructions)	1c	4,001,929.
d	Total (add lines 1a, b, and c)	1d	25,727,562.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	25,727,562.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	385,913.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,341,649.
6	Minimum investment return. Enter 5% of line 5	6	1,267,082.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,267,082.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	15,575.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	15,575.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,251,507.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,251,507.
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	1,251,507.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,243,414.
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	1,243,414.
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	1,243,414.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,251,507.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008	246,148.			
b From 2009	255,325.			
c From 2010	85,542.			
d From 2011	215,578.			
e From 2012	27,500.			
f Total of lines 3a through e	830,093.			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ \$ <u>1,243,414.</u>				
a Applied to 2012, 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 2013 distributable amount				1,243,414.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	8,093.			8,093.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	822,000.			
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 2012 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)	238,055.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	583,945.			
10 Analysis of line 9:				
a Excess from 2009	255,325.			
b Excess from 2010	85,542.			
c Excess from 2011	215,578.			
d Excess from 2012	27,500.			
e Excess from 2013				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

Table with 5 main columns: (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include: 2a Adjusted net income, 2b 85% of line 2a, 2c Qualifying distributions, 2d Exempt activities, 2e Support for active conduct, 3 Alternative tests (Assets, Endowment, Support).

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)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a Paid during the year</p> <p>ATCH 14</p>				
Total				1,121,907.
b Approved for future payment				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, etc.

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: 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.

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

Table with 2 columns: Yes, No. Rows 1a(1) through 1c.

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

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

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

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

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					10,997.	
37,737.		400 SHS APPLE INC 21,996.				08/04/2011	06/13/2014 15,741.	
67,750.		1,000 SHS CHICAGO BRIDGE & IRON 56,977.				03/13/2013	06/18/2014 10,773.	
67,377.		1,000 SHS CHICAGO BRIDGE & IRON 56,977.				03/13/2013	06/24/2014 10,400.	
68,472.		2,000 SHS GOLAR LNG LTD 81,123.				01/31/2013	12/18/2013 -12,651.	
124,443.		150 SHS GOOGLE INC CLASS A 124,443.				03/13/2013	04/03/2014	
44,725.		500 SHS LAB CP OF AMER HLDG NEW 45,162.				01/31/2013	12/11/2013 -437.	
49,381.		500 SHS LYONDELLBASELL INDUSTRIES NV CL 36,427.				10/03/2013	06/12/2014 12,954.	
7,404.		75 SHS LYONDELLBASELL INDUSTRIES NV CL 5,464.				10/03/2013	06/25/2014 1,940.	
119,862.		2,000 SHS QUALCOMM INC 72,718.				06/25/2010	07/08/2013 47,144.	
29,966.		500 SHS QUALCOMM INC 26,110.				08/04/2011	07/08/2013 3,856.	
213,564.		200,000 SHS CROWN CASTLE 7.125% 19 220,010.				03/19/2012	05/02/2014 -6,446.	
10,000.		10,000 SHS FLORIDA HSG FIN 4.95% 10,689.				02/06/2012	07/01/2013 -689.	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10,000.		10,000 SHS FLORIDA HSG FIN 4.95% 10,689.					02/06/2012 -689.	01/01/2014
10,000.		10,000 SHS LOUISIANA HSG FIN% 10,331.					10/17/2013 -331.	12/01/2013
5,000.		5,000 SHS LOUISIANA HSG FIN% 5,165.					10/17/2013 -165.	06/01/2014
10,000.		10,000 SHS OHIO HSG FIN 5.47% 09/01/25 10,312.					10/11/2011 -312.	09/01/2013
15,000.		15,000 SHS OHIO HSG FIN 5.47% 09/01/25 15,468.					10/11/2011 -468.	03/01/2014
125,000.		125,000 VIRGINIA ST HSG 4.43% DUE 04/20/ 125,008.					03/30/2009 -8.	11/01/2013
35,408.		1,000 SHS WILLIAMS COMPANIES INC 32,782.					05/16/2012 2,626.	08/13/2013
113,688.		5,000 SHS INTEL CORP 126,423.					06/07/2013 -12,735.	10/07/2013
71,925.		2,050 SHS KINDER MORGAN INC. 66,584.					03/06/2012 5,341.	11/08/2013
71,818.		2,050 SHS KINDER MORGAN INC, 66,584.					03/06/2012 5,234.	11/12/2013
156,818.		1,750 SHS LABORATORY CORP AMER HLDGS COM 66,540.					01/12/2004 90,278.	12/16/2013
60,570.		3,000 SHS CISCO SYSTEMS INC. 72,745.					06/06/2013 -12,175.	12/18/2013

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
102,454.		3,000 SHS AMERICAN AIRLINES GROUP INC 78,328.				12/18/2013 24,126.	02/19/2014	
62,776.		1,500 SHS WILLIAMS COMPANIES INC. 49,173.				05/16/2012 13,603.	02/26/2014	
41,850.		1,000 SHS WILLIAMS COMPANIES INC. 29,677.				06/18/2012 12,173.	02/26/2014	
150,691.		2,000 SHS DOVER CORP 150,691.				05/20/2013	03/05/2014	
63,499.		1,000 SHS BED BATH & BEYOND 58,630.				01/31/2013 4,869.	04/15/2014	
30,873.		1,000 SHS KNOWLES CORP 25,422.				03/05/2014 5,451.	04/30/2014	
148,628.		1,500 SHS LYONDELLBASELL INDUSTRIES NV C 60,880.				05/16/2012 87,748.	06/12/2014	
47,446.		500 SHS APPLE INC 24,904.				04/05/2011 22,542.	06/13/2014	
134,480.		2,000 SHS CHICAGO BRIDGE & IRON 113,273.				03/13/2013 21,207.	06/23/2014	
132,770.		2,000 SHS CHICAGO BRIDGE & IRON 113,273.				03/13/2013 19,497.	06/27/2014	
71,319.		1,500 SHS LINEAR TECHNOLOGY CORP 67,431.				05/19/2014 3,888.	06/27/2014	
149,736.		3,000 SHS NUCOR CORP 142,497.				03/13/2013 7,239.	06/27/2014	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
29,640.		300 SHS LYONDELLBASELL INDUSTRIES NV CL 12,176.				05/16/2012 17,464.	05/16/2012	
19,468.		200 SHS LYONDELLBASELL INDUSTRIES NV CL 8,117.				05/16/2012 11,351.	06/30/2014	
146,008.		1,500 SHS LYONDELLBASELL INDUSTRIES NV C 92,010.				01/31/2013 53,998.	06/30/2014	
130,156.		125,000 SHS BELO A H CORP DEB CALL DTD 6 138,125.				09/19/2003 -7,969.	08/28/2013	
95,000.		95,000 SHS ERIE CNTY PA TAXBLE SER-C MBI 96,192.				06/13/2006 -1,192.	09/02/2013	
5,000.		5,000 SHS MISSOURI ST HSG COMMON CALL 9/ 5,125.				05/05/2010 -125.	09/04/2013	
10,000.		10,000 SHS MISSOURI THD 4/27/04 5.15% 9/ 10,430.				11/23/2011 -430.	09/04/2013	
25,000.		25,000 SHS NY NEW YORK HSG DEV CORP MFHR 25,000.				07/20/2010	11/07/2013	
15,000.		15,000 SHS MISSOURI STHDG 4/27/04 5.15% 15,645.				11/23/2011 -645.	03/04/2014	
10,000.		10,000 SHS NY NEW YORK CITY HSG DEV CORP 10,000.				07/20/2010	05/01/2014	
40,800.		40,000 SHS MISSOURI STHDG 4/27/04 5.15% 41,720.				11/23/2011 -920.	05/07/2014	
100,000.		8,176.62 SHS PIMCO INCOME FUND 92,886.				06/15/2012 7,114.	08/05/2013	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
20,000.		1,661.13	SHS PIMCO INCOME FUND			06/15/2012	08/23/2013	
		18,870.				1,130.		
TOTAL GAIN(LOSS)							<u>472,297.</u>	

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CHASE - MM	49.	49.
FIDUCIARY MM	20.	20.
FLUSHING BANK - CD	971.	971.
SCHWAB - MONEY MARKET	26.	26.
TOTAL	<u>1,066.</u>	<u>1,066.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ACCRUED INTEREST PAID	-2,499.	-2,499.
CHARLES SCHWAB - COMMON STOCKS	114,268.	114,268.
CHARLES SCHWAB - CORPORATE BONDS	32,040.	32,040.
CHARLES SCHWAB - GNMA/FNMA	3,576.	3,576.
FIDUCIARY - COMMON STOCK	82,993.	82,993.
FIDUCIARY - CORP. BONDS	2,341.	2,341.
FIDUCIARY - GNMA/FNMA	13,641.	13,641.
FIDUCIARY - MUTUAL FUNDS	75,273.	75,273.
SCHWAB - MUTUAL FUNDS	122,718.	122,718.
CHASE- MONTVALE FUNDS	4,616.	4,616.
CHARLES SCHWAB - MUNI INT	44,756.	
FIDUCIARY - MUNI	35,993.	
TOTAL	<u>529,716.</u>	<u>448,967.</u>

ATTACHMENT 3

FORM 990PE, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ENERGY TRANSFER PARTNERS	3,176.	3,176.
ENERGY TRANSFER PTRS - NONDEDUCTABLE EXP	-14.	
ENERGY TRANSFER PARTNERS - UBTI	-1,862.	
ENTERPRISE PRODUCTS PARTNERS LP	74.	74.
ENTERPRISE PRODUCTS PARTNERS LP- NONDED.	-6.	
ENTERPRISE PRODUCTS PARTNERS LP- UBTI	-1,958.	
THE BLACKSTONE GROUP- UBTI	415.	
THE BLACKSTONE GROUP	3,507.	3,507.
THE BLACKSTONE GROUP- UBTI	1,349.	
THE BLACKSTONE GROUP	11,393.	11,393.
WJA I-7 (CHARLES SCHWAB)	14,484.	14,484.
WJA I-7 (CHARLES SCHWAB) TAX EXEMPT INT.	83.	
WJA I-7 (CHARLES SCHWAB)- UBTI	106.	
WJA I-14 (CHARLES SCHWAB)	35,296.	35,296.
WJA I-14 (CHARLES SCHWAB)- UBTI	723.	
WJA I-14 (CHARLES SCHWAB) TAX EXEMPT INC	74.	
WJA I-14 (CHARLES SCHWAB) NONDEDUCT. EXP	-4.	
KINDER MORGAN ENERGY PARTNERS	-142.	-142.
KINDER MORGAN ENERGY PARTNERS- NONDED.	-19.	
KINDER MORGAN ENERGY PARTNERS- UBTI	-14,219.	
PLAINS ALL AMERICAN PIPELINE	-651.	-651.
PLAINS ALL AMERICAN PIPELINE- NONDED.	-23.	
PLAINS ALL AMERICAN PIPELINE- UBTI	6,755.	
WJA I-10 (FIDUCIARY)	21,343.	21,343.
WJA I-10 (FIDUCIARY)- NON DEDUCTIBLE EXP	-1.	
WJA I-10 (FIDUCIARY)- UBTI	101.	
WJA I-2 (CHARLES SCHWAB)	39,920.	39,920.
WJA I-2 (CHARLES SCHWAB)- TAX EXEMPT INT.	75.	
MARKWEST ENERGY PARTNERS LP	54.	54.
MARKWEST ENERGY PARTNERS LP- UBTI	-3,273.	
TOTALS	<u>116,756.</u>	<u>128,454.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL	298.	298.		
TOTALS	<u>298.</u>	<u>298.</u>		

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
WITHUMSMITH+BROWN, PC	40,216.	20,108.		20,108.
TOTALS	<u>40,216.</u>	<u>20,108.</u>		<u>20,108.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INV. ADV. FEES- CHARLES SCHWAB	88,996.	88,996.
INV. ADVISORY FEES - FIDUCIARY	61,598.	61,598.
TOTALS	<u>150,594.</u>	<u>150,594.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	9,337.	4,668.	4,669.
TAXES- 990 PF	66,394.		
TOTALS	<u>75,731.</u>	<u>4,668.</u>	<u>4,669.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
POSTAGE	278.	139.	139.
OFFICE EXPENSE	2,393.	1,196.	1,197.
NEW YORK FILING FEE	750.		750.
MEETINGS	14,910.	7,455.	7,455.
FOREIGN TAXES	376.	376.	
PARKING	147.	73.	74.
NON DEDUCTIBLE EXPENSES	2,043.		
TOTALS	<u>20,897.</u>	<u>9,239.</u>	<u>9,615.</u>

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVESTMENT IN HOFLAND CORP. STATEMENT ATTACHED	3,760,277. 12,943,974.	2,619,880. 18,090,555.
TOTALS	<u>16,704,251.</u>	<u>20,710,435.</u>

HOFFMAN FOUNDATION
 INVESTMENT IN SECURITIES AND PARTNERSHIPS
 6/30/2014

	COST			COST			COST			FMV		
	FIDUCIARY	SCHWAB	CHASE	TOTAL	FIDUCIARY	SCHWAB	CHASE	TOTAL	FIDUCIARY	CHASE	SCHWAB	TOTAL
US GOVERNMENT AGENCY OBLIGATIONS	219,903	52,796	-	272,700	245,103	-	-	245,103	59,158	-	-	304,261
CORPORATE STOCKS	1,860,361	2,959,479	-	4,819,841	2,841,143	-	-	2,841,143	5,445,203	-	-	8,286,345
PREFERRED STOCKS	-	-	-	-	-	-	-	-	-	-	-	-
MUTUAL FUNDS	1,709,701	3,177,695	-	4,887,396	1,780,023	-	-	1,780,023	3,451,508	-	-	5,231,531
CORPORATE BONDS	-	210,931	-	210,931	-	-	-	-	211,750	-	-	211,750
MUNICIPAL OBLIGATIONS	451,863	702,024	-	1,153,887	466,492	-	-	466,492	716,296	-	-	1,182,788
PUBLICLY TRADED PARTNERSHIPS	216,094	214,817	-	430,911	851,107	-	-	851,107	497,760	-	-	1,348,867
INVESTMENT PARTNERSHIPS	150,573	1,017,735	-	1,168,308	249,591	-	-	249,591	1,275,422	-	-	1,525,013
TOTAL	4,608,496	8,335,478	-	12,943,974	6,433,459	-	-	6,433,459	11,657,097	-	-	18,090,555

Hoffman Foundation
Investment in Charles Schwab
As of 6/30/2014

<u>Name</u>	<u>Shares</u>	<u>Market Value</u>	<u>Cost Basis</u>
<u>Common Stock</u>			
AMERICAN INTL GROUP INC	3,000	163,740.00	131,896.30
APPLE INC	300,800	92,930.00	54,990.71
AUTOMATIC DATA PROCESSING INC	2,000	158,560.00	68,865.21
BAXTER INTERNATIONAL INC	4,000	289,200.00	100,400.00
Canadian Pac Railway	1,000	181,140.00	68,226.00
Chubb Corporation	1,000	92,170.00	53,328.00
COCA COLA CO	4,000	169,440.00	50,965.00
COMCAST CORP CL A	2,000	107,360.00	44,356.20
Conocophillips (Schwab)	1,000	85,730.00	56,819.42
CROWN CASTLE INT'L CORP	1,000	74,260.00	76,798.10
ECOLAB INC	4,000	445,360.00	63,708.41
EXXON MOBIL CORP	1,000	100,680.00	8,537.87
GENERAL ELECTRIC CO	6,000	157,680.00	118,967.50
Goldman Sachs Group Inc.	600	100,464.00	80,368.60
Google Inc Class A	150	86,292.00	62,321.20
Google Inc Class C	150	87,700.50	62,122.10
INTERNATIONAL BUSINESS MACHINES	1,500	271,905.00	173,566.75
International Paper Co	2,000	100,940.00	87,596.00
JOHNSON & JOHNSON	5,000	523,100.00	151,164.20
JP MORGAN CHASE & CO	3,000	172,860.00	125,298.10
KINDER MORGAN INC.	2,000	72,520.00	66,905.20
LIBERTY GLOBAL INC - SER C	2,000	88,440.00	90,113.80
Lyondellbasell Industries NV Cl	425	41,501.25	30,962.61
Nucor Corp	3,000	147,750.00	143,292.00
Occidental Pete Coep OXY	1,000	102,630.00	94,679.20
PROCTER & GAMBLE CO	3,000	235,770.00	146,444.17
Royal Dutch Shell plc ADR Cl B	2,000	174,020.00	31,779.32
SCHLUMBERGER LTD	2,000	235,900.00	155,853.90
TECO ENERGY INC.	5,000	92,400.00	82,099.95
U S Bancorp Del New	4,000	173,280.00	136,938.40
UNITED TECHNOLOGIES CORP	4,000	461,800.00	249,638.00
WELLS FARGO & CO NEW	3,000	157,680.00	90,477.00
		<u>5,445,202.75</u>	<u>2,959,479.22</u>
<u>Corp Bond</u>			
STAR GAS PARTN8 875% NOTES	200,000	211,750.00	210,930.97
		<u>211,750.00</u>	<u>210,930.97</u>
<u>Muni Bond</u>			
Flonda HSG Fin 4.95%	105,000	102,304.00	112,236.55
Flonda HSG Fin 4.95%xxx	5,000	5,000.00	-
Indiana Bd Bk Re Rev Utx 5 87% Due 07/15/17	215,000	215,503.10	211,585.90
Louisiana HSG FIN% (was 5 8%)	95,000	98,523.55	98,143.64
OHIO HSG FIN 5 47%, 09/01/25	25,000	25,895.00	25,780.68
VIRGINIA ST HSG 4 375% 7/01/20	100,000	102,444.00	106,118.00
VIRGINIA ST HSG D 7 0% Due 03/01/39	150,000	166,626.00	148,159.50
		<u>716,295.65</u>	<u>702,024.27</u>
<u>Limited Ptrsp</u>			
Plains All Amerca		180,150.00	13,710.00
Blackstone Group		200,640.00	95,448.00
AmenGas Partners		45,390.00	40,902.00
Markwest Energy		71,580.00	64,757.00

Hoffman Foundation
Investment in Charles Schwab
As of 6/30/2014

<u>Name</u>	<u>Shares</u>	<u>Market Value</u>	<u>Cost Basis</u>
<u>Gov't Bond</u>			
GNMA PL 612374 6% Due 11/15/33	500,000	48,758 25	43,135 00
GNMA PL 697654 6% Due 10/15/38	577,343	10,400 01	9,661 19
		<u>59,158 26</u>	<u>52,796 19</u>
<u>Mutual Fund</u>			
Doubleline Total Return Bd Fd CI I	33,118	363,962 93	350,050.00
Fidelity Adv Floating FFRIX	20,426	203,856 03	200,000.00
ISHARES MSCI BRAZIL INDX	2,675	127,811 50	118,583 82
Ishares TR Barclays TIPS Bond Fund	3,000	346,080 00	317,097 00
PIMCO Income Fund	50,201	638,052 21	500,025 00
PIMCO Mortgage Oppty FD	22,584	251,355 01	250,025.00
VANGUARD GNMA FUND ADMIRAL VFIJX	68,680	737,622 20	735,050 00
VANGUARD INTERM TERM INV GRADE ADMIRAL VFIDX	68,319	679,088 20	600,050 00
WisdomTree Emerging Mkts Equity Income Fund	2,000	103,680 00	106,814 30
		<u>3,451,508 08</u>	<u>3,177,695 12</u>
<u>Hedge Fund- INVESTMENT PARTNERSHIP</u>			
DAVISON KEMPNER WJA ALT INV SER I-7		383,445 00	318,198 00
BODLEIAN PARTNERS B WJA ALT INV SER I-14		441,126 00	375,284 00
AURELIUS WJA ALT INV SER I-2		450,851 00	324,253.00
		<u>1,275,422 00</u>	<u>1,017,735 00</u>
Totals:		<u>11,657,096 74</u>	<u>8,335,477 77</u>

Hoffman Foundation
Investment in Fiduciary Trust
As of 6/30/2014

<u>Name</u>	<u>Shares</u>	<u>Market Value</u>	<u>Cost Basis</u>
<u>Mutual Fund</u>			
Doubleline Total Return Bd Fd Cl I	64,978	714,107 84	729,200 00
PIMCO Income Fund	8,651	109,960 53	98,281 01
PIMCO Mortgage Oppty FD	52,584	585,255 01	550,000 00
VANGUARD Dividend Apprec Index Fund	2,000	155,900 00	129,820 00
VANGUARD GNMA FUND \$0 535	20,000	214,800 00	202,400 00
		<hr/>	<hr/>
		1,780,023 38	1,709,701 01
<u>Preferred Stock</u>			
		<hr/>	<hr/>
		-	-
		<hr/>	<hr/>
		-	-
		<hr/>	<hr/>
Totals:		6,433,458 71	4,608,495 80

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUE FROM BROKER	165,476.	165,479.
TOTALS	<u>165,476.</u>	<u>165,479.</u>

ATTACHMENT 11FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT

98,443.

CONTROLLED ENTITY'S NAME: HOFLAND CORPORATION
CONTROLLED ENTITY'S ADDRESS: 6000 NORTHERN BLVD.
CITY, STATE & ZIP: EAST NORWICH, NY 11732
EIN: 22-2106349
TRANSFER AMOUNT: 98,443.
EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:

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

ATTACHMENT 12

CONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANS

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

COMPENSATION

NAME AND ADDRESS

144,231.

144,231.

PRESIDENT
40.00

URSULA NIARAKIS
55 PIPING ROCK ROAD
UPPER BROOKVILLE, NY 11545

VICE PRESIDENT
10.00

WILLIAM NIARAKIS
55 PIPING ROCK ROAD
UPPER BROOKVILLE, NY 11545

DIRECTOR
10.00

MARGARETA JACKEL
C/O URSULA NIARAKIS;55 PIPING ROCK
UPPER BROOKVILLE, NY 11545

GRAND TOTALS

144,231.

30,000.

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
WILLIAMS, JONES & ASSOCIATES, INC 717 5TH AVENUE NEW YORK, NY 10022	INVESTMENT ADV. FEE	150,594.
WITHUMSMITH+BROWN, PC 1411 BROADWAY, 9TH FLOOR NEW YORK, NY 10018	ACCOUNTING FEE	40,216.
	TOTAL COMPENSATION	<u>190,810.</u>

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

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOFFMAN CENTER 6000 NORTHERN BOULEVARD EAST NORWICH, NY 11732	N/A EOF	UNRESTRICTED	1,000,000.
FRIENDS OF HEMPSTEAD PLAINS NASSAU COMMUNITY COLLEGE DPT OF BIOLOGY GARDEN CITY, NY 11530	N/A PC	UNRESTRICTED	2,500.
PLANTING FIELDS FDN 1395 PLANTING FIELDS RD OYSTER BAY, NY 11771	N/A PC	UNRESTRICTED	26,857.
CITY MEALS ON WHEELS 355 LEXINGTON AVENUE #3 NEW YORK, NY 10017	N/A PC	UNRESTRICTED	24,300.
NATURAL RESOURCES DEFENCE COUNCIL 40 W 20TH STREET NEW YORK, NY 10011	N/A PC	UNRESTRICTED	1,000.
LONG ISLAND CAT KITTEN SOLUTION INC 64 PARMA RD ISLAND PARK, NY 11558	N/A PC	UNRESTRICTED	3,000.

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

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE INTERFAITH NUTRITION NETWORK 211 FULTON AVENUE HEMPSTEAD, NY 11550	N/A PC	UNRESTRICTED	200.
FRIENDS OF ROCKEFELLER STATE PARK PRES. P.O BOX 8444 SLEEPY HOLLOW, NY 10591	N/A PC	UNRESTRICTED	3,200.
THE FOUNDATION OF LONG ISLAND STATE PARKS P.O BOX 247 BABYLON, NY 11702	N/A EOF	UNRESTRICTED	60,000.
CORNELL COOPERATIVE EXT. OF NASSAU COUNTY 832 MERRICK AVENUE EAST MEADOW NY, NY 11554	N/A PC	UNRESTRICTED	850.
TOTAL CONTRIBUTIONS PAID			<u>1,121,907.</u>

Sales and Other Dispositions of Capital Assets

Department of the Treasury
Internal Revenue Service

Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

2013

File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Attachment
Sequence No **12A**

Name(s) shown on return

THE MARION & MAXIMILIAN HOFFMAN

Social security number or taxpayer identification number

11-2697957

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	2,000 SHS GOLAR LNG L	01/31/2013	12/18/2013	68,472.	81,123.			-12,651.
	500 SHS LAB CP OF AME HLDG NEW	01/31/2013	12/11/2013	44,725.	45,162.			-437.
	500 SHS LYONDELLBASEL INDUSTRIES NV CL	10/03/2013	06/12/2014	49,381.	36,427.			12,954.
	75 SHS LYONDELLBASEL INDUSTRIES NV CL	10/03/2013	06/25/2014	7,404.	5,464.			1,940.
	10,000 SHS LOUISIANA HSG FIN%	10/17/2013	12/01/2013	10,000.	10,331.			-331.
	5,000 SHS LOUISIANA H FIN%	10/17/2013	06/01/2014	5,000.	5,165.			-165.
	5,000 SHS INTEL CORP	06/07/2013	10/07/2013	113,688.	126,423.			-12,735.
	3,000 SHS CISCO SYSTE INC.	06/06/2013	12/18/2013	60,570.	72,745.			-12,175.
	3,000 SHS AMERICAN AIRLINES GROUP INC	12/18/2013	02/19/2014	102,454.	78,328.			24,126.
	2,000 SHS DOVER CORP	05/20/2013	03/05/2014	150,691.	150,691.			
	1,000 SHS KNOWLES COR	03/05/2014	04/30/2014	30,873.	25,422.			5,451.
	1,500 SHS LINEAR TECHNOLOGY CORP	05/19/2014	06/27/2014	71,319.	67,431.			3,888.
	300 SHS LYONDELLBASEL INDUSTRIES NV CL	05/16/2012	05/16/2012	29,640.	12,176.			17,464.
	2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked).			744,217.	716,888.			27,329.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)
THE MARION & MAXIMILIAN HOFFMAN

Social security number or taxpayer identification number
11-2697957

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E)** Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	400 SHS APPLE INC	08/04/2011	06/13/2014	37,737.	21,996.			15,741.
	1,000 SHS CHICAGO BRIDGE & IRON	03/13/2013	06/18/2014	67,750.	56,977.			10,773.
	1,000 SHS CHICAGO BRIDGE & IRON	03/13/2013	06/24/2014	67,377.	56,977.			10,400.
	150 SHS GOOGLE INC CLASS A	03/13/2013	04/03/2014	124,443.	124,443.			
	2,000 SHS QUALCOMM INC	06/25/2010	07/08/2013	119,862.	72,718.			47,144.
	500 SHS QUALCOMM INC	08/04/2011	07/08/2013	29,966.	26,110.			3,856.
	200,000 SHS CROWN CASTLE 7.125% 19	03/19/2012	05/02/2014	213,564.	220,010.			-6,446.
	10,000 SHS FLORIDA HSG FIN 4.95%	02/06/2012	07/01/2013	10,000.	10,689.			-689.
	10,000 SHS FLORIDA HSG FIN 4.95%	02/06/2012	01/01/2014	10,000.	10,689.			-689.
	10,000 SHS OHIO HSG FI 5.47% 09/01/25	10/11/2011	09/01/2013	10,000.	10,312.			-312.
	15,000 SHS OHIO HSG FI 5.47% 09/01/25	10/11/2011	03/01/2014	15,000.	15,468.			-468.
	125,000 VIRGINIA ST HS 4.43% DUE 04/20/22	03/30/2009	11/01/2013	125,000.	125,008.			-8.
	1,000 SHS WILLIAMS COMPANIES INC	05/16/2012	08/13/2013	35,408.	32,782.			2,626.
	2,050 SHS KINDER MORGAN INC.	03/06/2012	11/08/2013	71,925.	66,584.			5,341.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				2,564,285.	2130314.			433,971.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE MARION & MAXIMILIAN HOFFMAN

11-2697957

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Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a, you are not required to report these transactions on Form 8949 (see instructions).

You **must** check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

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- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	2,050 SHS KINDER MORGAN INC,	03/06/2012	11/12/2013	71,818.	66,584.			5,234.
	1,750 SHS LABORATORY CORP AMER HLDGS COM	01/12/2004	12/16/2013	156,818.	66,540.			90,278.
	1,500 SHS WILLIAMS COMPANIES INC.	05/16/2012	02/26/2014	62,776.	49,173.			13,603.
	1,000 SHS WILLIAMS COMPANIES INC.	06/18/2012	02/26/2014	41,850.	29,677.			12,173.
	1,000 SHS BED BATH & BEYOND	01/31/2013	04/15/2014	63,499.	58,630.			4,869.
	1,500 SHS LYONDELLBASELL INDUSTRIES NV CL	05/16/2012	06/12/2014	148,628.	60,880.			87,748.
	500 SHS APPLE INC	04/05/2011	06/13/2014	47,446.	24,904.			22,542.
	2,000 SHS CHICAGO BRIDGE & IRON	03/13/2013	06/23/2014	134,480.	113,273.			21,207.
	2,000 SHS CHICAGO BRIDGE & IRON	03/13/2013	06/27/2014	132,770.	113,273.			19,497.
	3,000 SHS NUCOR CORP	03/13/2013	06/27/2014	149,736.	142,497.			7,239.
	200 SHS LYONDELLBASELL INDUSTRIES NV CL	05/16/2012	06/30/2014	19,468.	8,117.			11,351.
	1,500 SHS LYONDELLBASELL INDUSTRIES NV CL	01/31/2013	06/30/2014	146,008.	92,010.			53,998.
	125,000 SHS BELO A H CORP DEB CALL DTD 6	09/19/2003	08/28/2013	130,156.	138,125.			-7,969.
	95,000 SHS ERIE CNTY P TAXBLE SER-C MBIA C	06/13/2006	09/02/2013	95,000.	96,192.			-1,192.
<p>2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶</p>								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

