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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2009**Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 2009, and ending

G Check all that apply.

☐ Initial return☐ Initial Return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the
IRS label.
Otherwise,
print
or type.
See Specific
InstructionsClarence E Heller Charitable Fdn
44 Montgomery St #1970
San Francisco, CA 94104

A Employer identification number

94-2814266

B Telephone number (see the instructions)

415-989-9839

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 ☐

H Check type of organization.

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

▶ \$ 54,958,407.

J Accounting method. ☐ Cash ☐ Accrual☒ Other (specify) Modified Cash

(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 the 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 (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 15,374,156.

7 Capital gain net income (from Part IV, line 2)

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/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) See St 2

b Accounting fees (attach sch) See St 3

c Other prof fees (attach sch) See St 4

17 Interest

18 Taxes (attach schedule)(see instr) See Stm 5

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) See Statement 6

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid Part XV

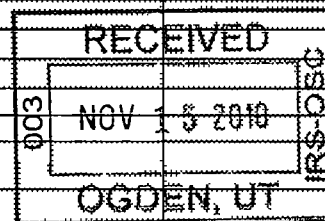
26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0)

c Adjusted net income (if negative, enter -0)



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ADMINISTRATIVE AND OPERATING EXPENSES

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	576,880.	320,044.	320,044.
	3	Accounts receivable ▶ 13,576.			
		Less: allowance for doubtful accounts ▶	47,107.	13,576.	13,576.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) Statement 7	14,530,593.	14,686,659.	14,676,659.
	c	Investments — corporate bonds (attach schedule) Statement 8	6,362,304.	4,207,675.	4,207,675.
	LIABILITIES	11	Investments — land, buildings, and equipment: basis ▶		
		Less: accumulated depreciation (attach schedule) ▶			
12		Investments — mortgage loans			
13		Investments — other (attach schedule) Statement 9	27,295,577.	30,011,984.	30,011,984.
14		Land, buildings, and equipment: basis ▶ 236,799.			
		Less: accumulated depreciation (attach schedule) See Stmt 10 ▶ 189,540.	56,328.	47,259.	47,259.
15		Other assets (describe ▶ See Statement 11)	23,634.	5,681,210.	5,681,210.
16		Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	48,892,423.	54,968,407.	54,958,407.
17		Accounts payable and accrued expenses			
18		Grants payable			
NET FUND ASSETS OR FUND BALANCES	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ See Statement 12)	16,800.	16,800.	
	23	Total liabilities (add lines 17 through 22)	16,800.	16,800.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24	Unrestricted	48,875,623.	54,951,607.	
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, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see the instructions)	48,875,623.	54,951,607.		
31	Total liabilities and net assets/fund balances (see the instructions)	48,892,423.	54,968,407.		

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	48,875,623.
2	Enter amount from Part I, line 27a	2	1,538,061.
3	Other increases not included in line 2 (itemize) ▶ See Statement 13	3	4,537,923.
4	Add lines 1, 2, and 3	4	54,951,607.
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	54,951,607.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a See Statement 14				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	1,547,142.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 </div>		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 (column (b) divided by column (c))
2008	2,445,944.	56,490,742.	0.043298
2007	2,335,160.	62,714,977.	0.037234
2006	1,934,709.	54,288,981.	0.035637
2005	2,042,824.	48,246,589.	0.042341
2004	2,157,841.	43,345,909.	0.049782

2 Total of line 1, column (d)	2	0.208292
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	0.041658
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	44,600,727.
5 Multiply line 4 by line 3	5	1,857,977.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	16,834.
7 Add lines 5 and 6	7	1,874,811.
8 Enter qualifying distributions from Part XII, line 4	8	2,079,826.

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

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

1 a 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	16,834.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	16,834.
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	16,834.
6 Credits/Payments.			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	115,554.	
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	115,554.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	98,720.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 98,720. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities.		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
4 a 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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.cehcf.org</u>	13	X	
14	The books are in care of <u>Alice Dai</u> Telephone no. <u>415-989-9839</u> Located at <u>44 Montgomery Street, Ste 1970 San Francisco</u> ZIP + 4 <u>94104</u>			
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	N/A		
		15		N/A

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1 a During the year did the foundation (either directly or indirectly).		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
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 2009?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .	<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 the instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
3 a 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 2009 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 2009.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4 b	X

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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)?

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).

N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob 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?

5b N/A

6b X

7b N/A

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
See Statement 15				
		179,000.	49,570.	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
Stan Hutton 44 Montgomery Street, Ste 1970 San Francisco, CA 94104	Prgm Officer 38	103,000.	33,803.	0.
Lourdes Mauricio 44 Montgomery Street, Ste 1970 San Francisco, CA 94104	Office Mgr 38	66,836.	17,541.	0.
Alice Dai 44 Montgomery Street, Ste 1970 San Francisco, CA 94104	Accountant 15	60,800.		0.

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services — (see instructions). If none, enter 'NONE'.

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Cambridge Associates, LLC 2730 Sand Hill Road, Suite 200 Menlo Park, CA 94025	Investment Svcs	150,000.
SPO Partners II, LP 5591 Redwood Highway, Ste 3215 Mill Valley, CA 94941	Management Fees	50,339.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (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	0.

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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	20,757,765.
b Average of monthly cash balances	1b	3,135,603.
c Fair market value of all other assets (see instructions)	1c	21,386,558.
d Total (add lines 1a, b, and c)	1d	45,279,926.
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	45,279,926.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	679,199.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,600,727.
6 Minimum investment return. Enter 5% of line 5	6	2,230,036.

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	2,230,036.
2a Tax on investment income for 2009 from Part VI, line 5	2a	16,834.	
b Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	16,834.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	2,213,202.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	2,213,202.
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	2,213,202.

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	2,075,055.
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	4,771.
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	2,079,826.
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	16,834.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,062,992.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,213,202.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only		See Stmt 19	1,926,724.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 2,079,826.				
a Applied to 2008, but not more than line 2a			1,926,724.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				153,102.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				2,060,100.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 organization had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

None

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

None

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

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

- a** The name, address, and telephone number of the person to whom applications should be addressed.

See Statement 16

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

See Statement for Line 2a

- c** Any submission deadlines:

See Statement for Line 2a

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

See Statement for Line 2a

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 See Statement 18 for Details	N/A	Stmt 18	Various	1,497,975.
Total				3a 1,497,975.
b Approved for future payment See Statement 17				
Total				3b 540,000.

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545 0172

2009Attachment
Sequence No **67**

Name(s) shown on return

Clarence E Heller Charitable Fdn

Identifying number

94-2814266

Business or activity to which this form relates

Form 990/990-PF

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	\$250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$800,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	15,205.

Part III MACRS Depreciation (Do not include listed property.) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B — Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C — Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions.	22	15,205.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

BAA For Paperwork Reduction Act Notice, see separate instructions.

FDIZ0812L 07/07/09

Form 4562 (2009)

Clarence E Heller Charitable Fdn

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Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Investment Inc frm Psps	\$ 1,925,170.	\$ 323,976.	
Oil & Gas Inc	33,489.	33,489.	
Other Investment Income	671.	671.	
Tax Refund	5,159.		
Total	\$ 1,964,489.	\$ 358,136.	0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Coblentz, Patch, Duffy, Et Al	\$ 4,319.			\$ 4,319.
Total	\$ 4,319.	\$ 0.		\$ 4,319.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Audit Fees	\$ 3,250.			\$ 3,250.
Partnership Accounting Fees	2,538.			2,538.
Tax Preparation	11,165.	\$ 8,862.		2,303.
Total	\$ 16,953.	\$ 8,862.		\$ 8,091.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consulting Services	\$ 7,022.			\$ 7,022.
Investment Fees	150,000.	\$ 150,000.		
Partnership Investment Fees	54,495.	54,495.		
Total	\$ 211,517.	\$ 204,495.		\$ 7,022.

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Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Excise Tax	\$ 10,000.			
Filing Fees	105.			\$ 105.
Foreign W/H Paid by Psp		\$ 2,103.		
Foreign Withholding Dividends	2,848.	2,848.		
Oil & Gas Tax & Production Tax	2,413.	2,413.		
State UBI Tax	290.			
Total	<u>\$ 15,656.</u>	<u>\$ 7,364.</u>		<u>\$ 105.</u>

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Bank, Custody & Service Fees	\$ 9,573.	\$ 9,573.		
Bookkeeping Fees	1,416.	293.		\$ 1,123.
Computer Expenses	175.			175.
Dues & Membership Fees	2,900.			2,900.
Expenses fm Investment Psp		346,782.		
Insurance	7,205.	1,493.		5,712.
Other Office Expenses	3,409.	707.		2,702.
Postage & Shipping	3,588.	1,216.		2,372.
Service Contracts	8,994.	204.		8,790.
Staff Expenses	2,371.			2,371.
Stationary & Supplies	2,723.	471.		2,252.
Subscriptions	1,627.			1,627.
Telephone	5,224.	1,083.		4,141.
Trustee Expenses	9,333.			9,333.
Total	<u>\$ 58,538.</u>	<u>\$ 361,822.</u>		<u>\$ 43,498.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
Nortel Networks Corp New, 2 Shs	Mkt Val	\$ 1.	\$ 1.
HBR FD Intl Fd, 10,863.31 Shs	Mkt Val	596,070.	596,070.
Oakmark Intl Sml Cap, 96545.03 Shs	Mkt Val	1,147,920.	1,147,920.
Rowe T Price Intl Dscvry, 170.50 Shs	Mkt Val	6,300.	6,300.
Ishares Inc MSCI Japan, 77,500 Shs	Mkt Val	754,850.	754,850.
Ishares TR Russel Grwth, 42,040 Shs	Mkt Val	2,095,694.	2,095,694.
Dodge & Cox Stock, 14,321.04 Shs	Mkt Val	1,376,824.	1,376,824.
Kalmar Pooled Invt, 16,270.27 Shs	Mkt Val	198,334.	198,334.
Longleaf Partners Fds, 5,245.16 Shs	Mkt Val	114,187.	114,187.
Berkshire Hathaway Inc CL, 30 Shs	Mkt Val	98,580.	98,580.

Clarence E Heller Charitable Fdn

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Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Berkshire Hathaway Inc Del, 6 Shs	Mkt Val	\$ 595,200.	\$ 595,200.
Cisco Systems Inc, 12,100 Shs	Mkt Val	289,674.	289,674.
Johnson & Johnson Com, 4,200 Shs	Mkt Val	270,522.	270,522.
Linear Tech Corp Del, 9,500 Shs	Mkt Val	290,130.	290,130.
Microsoft Com, 9,500 Shs	Mkt Val	289,655.	289,655.
Moodys Corp Com, 7,000 Shs	Mkt Val	187,600.	187,600.
Walgreen Co Com, 8,000 Shs	Mkt Val	293,760.	283,760.
Western Union Co, 4,000 Shs	Mkt Val	75,400.	75,400.
MFS Instl Intl Equity, 132,573.75 Shs	Mkt Val	2,172,884.	2,172,884.
Van Eck Fds Global, 92,163.35 Shs	Mkt Val	3,833,074.	3,833,074.
	Total	<u>\$ 14,686,659.</u>	<u>\$ 14,676,659.</u>

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Vanguard Inter Term Trea, 173,393.24 Shs	Mkt Val	\$ 1,922,931.	\$ 1,922,931.
Pimco FDS PAC Invt, 211,550.37 Shs	Mkt Val	2,284,744.	2,284,744.
	Total	<u>\$ 4,207,675.</u>	<u>\$ 4,207,675.</u>

Statement 9
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Investments</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Brandywine Global Bonds	Mkt Val	\$ 2,307,325.	\$ 2,307,325.
Silchester	Mkt Val	2,790,785.	2,790,785.
SPO II	Mkt Val	5,983,559.	5,983,559.
Alamitos Ridge, LLC	Mkt Val	0.	0.
Luckey Ranch, LLC	Mkt Val	30,769.	30,769.
Glynn Ventures IV	Mkt Val	104,120.	104,120.
Glynn Ventures V	Mkt Val	153,373.	153,373.
Arch Ventures IV	Mkt Val	74,327.	74,327.
Dover Street IV	Mkt Val	186,550.	186,550.
Common Fund - EVP V	Mkt Val	924,797.	924,797.
Common Fund - IPEP III	Mkt Val	533,933.	533,933.
5AM Ventures	Mkt Val	472,292.	472,292.
DAG Ventures	Mkt Val	126,835.	126,835.
QRFS Coinvest	Mkt Val	126,159.	126,159.
Catamount II	Mkt Val	173,974.	173,974.
JMI Equity V	Mkt Val	225,769.	225,769.
Common Fund - PEP VI	Mkt Val	241,299.	241,299.
DAG Ventures II	Mkt Val	348,699.	348,699.
5AM Ventures II	Mkt Val	208,252.	208,252.

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Statement 9 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Investments</u>			
QR Coinvest	Mkt Val	\$ 245,988.	\$ 245,988.
Catamount III	Mkt Val	184,534.	184,534.
DAG-Peak Broadcasting	Mkt Val	739.	739.
DAG Ventures III	Mkt Val	290,685.	290,685.
QR DAG III Coinvest	Mkt Val	160,002.	160,002.
JMI Equity VI	Mkt Val	178,741.	178,741.
Common Fund-CVP VIII	Mkt Val	113,384.	113,384.
DAG Ventures IV	Mkt Val	69,113.	69,113.
Apax Europe VI	Mkt Val	722,416.	722,416.
TIFF-PEP	Mkt Val	343,170.	343,170.
SPO Hotel VI	Mkt Val	340,704.	340,704.
SPO Hotel VII	Mkt Val	205,112.	205,112.
Davidson Kempner	Mkt Val	1,582,361.	1,582,361.
Maverick	Mkt Val	492,454.	492,454.
Havens Partners	Mkt Val	981,058.	981,058.
Shumway	Mkt Val	756,684.	756,684.
Hellman Properties	Mkt Val	1,047,951.	1,047,951.
Embaradero Capital	Mkt Val	21,367.	21,367.
Embarcadero Capital II	Mkt Val	169,360.	169,360.
Embaradero Capital III	Mkt Val	93,424.	93,424.
Common Fund-NRP VII	Mkt Val	384,477.	384,477.
Loomis Sayles High Income Fund	Mkt Val	449,839.	449,839.
Capital International	Mkt Val	1,841,997.	1,841,997.
City of London Emerging Market	Mkt Val	1,752,717.	1,752,717.
5AM Ventures III	Mkt Val	4,940.	4,940.
Forester Offshore	Mkt Val	2,565,950.	2,565,950.
Total		<u>\$ 30,011,984.</u>	<u>\$ 30,011,984.</u>

Statement 10
Form 990-PF, Part II, Line 14
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Furniture and Fixtures	\$ 152,176.	\$ 124,975.	\$ 27,201.	\$ 27,201.
Machinery and Equipment	84,623.	64,565.	20,058.	20,058.
Total	<u>\$ 236,799.</u>	<u>\$ 189,540.</u>	<u>\$ 47,259.</u>	<u>\$ 47,259.</u>

Statement 11
Form 990-PF, Part II, Line 15
Other Assets

	Book Value	Fair Market Value
Deferred Compensation	\$ 16,800.	\$ 16,800.
Lease Deposit	6,834.	6,834.

Clarence E Heller Charitable Fdn

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Statement 11 (continued)
Form 990-PF, Part II, Line 15
Other Assets

	<u>Book Value</u>	<u>Fair Market Value</u>
Transactions Pending Settlement	\$ 5,657,576.	\$ 5,657,576.
Total	<u>\$ 5,681,210.</u>	<u>\$ 5,681,210.</u>

Statement 12
Form 990-PF, Part II, Line 22
Other Liabilities

Deferred Compensation Plan	\$ 16,800.
Total	<u>\$ 16,800.</u>

Statement 13
Form 990-PF, Part III, Line 3
Other Increases

FMV Adjustment Investments	\$ 4,421,794.
FMV Adjustment Partnerships	116,129.
Total	<u>\$ 4,537,923.</u>

Statement 14
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	Sales of Publicly Traded Securities	Purchased	Various	Various
2	Capital Gains Thru Partnerships	Purchased	Various	Various
3	1231 Loss Thru Partnerships	Purchased	Various	Various
4	Redemption Shumway	Purchased	Various	Various
5	Redemption Chilton Intern'l Ltd Class A	Purchased	Various	Various
6	Redemption Archipelago	Purchased	Various	Various
7	Capital Gains Distributions	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	11535877.		10475419.	1060458.				\$ 1060458.
2	289,788.		0.	289,788.				289,788.
3	0.		5,790.	-5,790.				-5,790.
4	716,820.		700,000.	16,820.				16,820.
5	821,531.		855,805.	-34,274.				-34,274.
6	1957371.		1790000.	167,371.				167,371.
7	52,769.		0.	52,769.				52,769.
							Total	<u>\$ 1547142.</u>

Clarence E Heller Charitable Fdn

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Statement 15
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account/ Other
Anne Heller Anderson 44 Montgomery St, Ste 1970 San Francisco, CA 94104	President 1.00	\$ 0.	\$ 0.	\$ 0.
Bruce A. Hirsch 44 Montgomery Street, Ste 1970 San Francisco, CA 94104	Exec Director 38.00	* 179,000.	49,570.	0.
Katherine Heller 44 Montgomery St, Ste 1970 San Francisco, CA 94104	Trustee 0.50	0.	0.	0.
Alfred E. Heller 44 Montgomery St, Ste 1970 San Francisco, CA 94104	Vice President 0.25	0.	0.	0.
Sarah Coade Mandell 44 Montgomery St, Ste 1970 San Francisco, CA 94104	Secretary-Treas 0.25	0.	0.	0.
Rolf Lygren 44 Montgomery St, Ste 1970 San Francisco, CA 94104	Trustee 0.25	0.	0.	0.
Janet Harckham 44 Montgomery St, Ste 1970 San Francisco, CA 94104	Trustee 0.25	0.	0.	0.
Ruth Heller 44 Montgomery St, Ste 1970 San Francisco, CA 94104	Trustee 0.25	0.	0.	0.
* Compensation as key employee not as Board Member		Total \$ 179,000.	\$ 49,570.	\$ 0.

Statement 16
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:
Name: Bruce A. Hirsch, Exec Dir
Care Of:
Street Address: 44 Montgomery Street, Ste 1970
City, State, Zip Code: San Francisco, CA 94104
Telephone:
Form and Content: Submit in letter form with complete project description and both project and annual budget. Also, submit history of organization, other sources of support, prior years financial statements, list of directors, IRS tax exemption letter.
Submission Deadlines: None

Statement 16 (continued)
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Restrictions on Awards: The Foundation gives priority to proposals from California organizations.

Statement 17
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Trust for Conservation 423 Washington St, 5th Fl San Francisco, CA 94111	N/A	509(a) (1)	Roots of Change	\$ 400,000.
Rose Foundation 6008 College Ave, Ste 10 Oakland, Ca 94618	N/A	509(a) (1)	General Support	15,000.
Marin Ballet 100 Elm Street San Rafael, CA 94901	N/A	509(a) (1)	General Support	100,000.
Univ California, Davis One Shields Ave Davis, CA 95616	N/A	509(a) (1)	General Support	25,000.
Total				\$ <u>540,000.</u>

All grantees are 501(c)(3) organizations and they are not related to our Foundation.

Ck Date	Recipient Name & Address	Purpose	Amount
02/25/2009	Grantmakers for Education 720 SW Washington St, Sute 605 Portland, OR 97205	Dues in excess of \$500 may be recorded as grant rather than admin expense	250.00
03/05/2009	Council on Foundations 1828 L. Street, NW. Suite 300 Washington, DC 20036	Dues in excess of \$500 may be recorded as grant rather than admin expense	5,010.00
03/05/2009	Northern California Grantmakers 625 Market Street, 15th floor San Francisco, CA 94105	Dues in excess of \$500 may be recorded as grant rather than admin expense	2,596.66
03/05/2009	Environmental Grantmakers Assc. 437 Madison Avenue, 37th Floor New York, NY 10022-7001	Dues in excess of \$500 may be recorded as grant rather than admin expense	520.00
04/20/2009	University of California Berkeley 1501 Tolman Hall Berkeley, CA 94720	Return of grant	-77.37
05/07/2009	Stanford University 300 Pasteur Drive, Rm M211, MC518 Stanford, CA 94305	For research in liver disease	15,000.00
06/25/2009	Education Through Music - Los Angeles 2501 W. Burbank Blvd., #305 Burbank, CA 91505	To support music instruction in schools	25,000.00
06/25/2009	Los Angeles Philharmonic Association 151 S. Grand Ave. Los Angeles, CA 90012	To support the Partners in Schools program	25,000.00
06/25/2009	San Francisco School Alliance Foundation 114 Sansome Street, #800 San Francisco, CA 94104	For San Francisco Green Schoolyard Alliance	15,000.00
06/25/2009	Los Angeles Chamber Orchestra 355 S. Grand Ave., #1630 Los Angeles, CA 90071	To support a concert featuring the work of Chris Thile	20,000.00
06/25/2009	Dramatic Results 3308-10 Lime Ave. Signal Hill, CA 90755	To support integrated arts instructions	20,000.00
06/25/2009	City Slicker Farms 1724 Mandela Pkway, #5 Oakland, CA 94607	For general support	20,000.00
06/25/2009	Oakland East Bay Symphony	To upgrade information	25,000.00

Grants - Year 2009

All grantees are 501(c)(3) organizations and they are not related to our Foundation.

<u>Ck Date</u>	<u>Recipient Name & Address</u>	<u>Purpose</u>	<u>Amount</u>
	400 - 29th St., #501 Oakland, CA 94609	technology system	
06/25/2009	Performing Arts Workshop 1661 Tennessee St., Suite 3-0 San Francisco, CA 94107	To support Teacher Coaching Project	25,000.00
06/25/2009	Cool the Earth P.O. Box 694 Kentfield, CA 94914	To support school-based educational program	25,290.00
06/25/2009	As You Sow 311 California St., #510 San Francisco, CA 94104	To support Environmental Health program	35,000.00
06/25/2009	California Product Stewardship Council P.O. Box 216381 Sacramento, CA 95821	For general support	25,000.00
06/25/2009	Tides Center P.O Box 29907 San Francisco, CA 94129	For Global Community Monitor's Bay Area Healthy Communities Pgm	30,000.00
06/25/2009	Strategic Energy Innovations 185 N. Redwood Dr., #188 San Rafael, CA 94903	To conduct a climate planning process with cities	25,000.00
06/25/2009	Animal People P.O Box 960 Clinton, WA 98236	For general support	5,000.00
06/25/2009	Catching the Dream 8200 Mountain Rd., NE, #203 Albuquerque, NM 87110	To support scholarship	5,000.00
06/25/2009	Mercy Corps P.O Box 2668, Dept W Portland, OR 97208	For general support	5,000.00
06/25/2009	StandWithUs P.O Box 341069 Los Angeles, CA 90034	For general support	5,000.00
06/25/2009	UCLA School of the Arts and Architecture Box 9551427, Rm. 8260 Los Angeles, CA 90095	For the E.H. Mandell Memorial Scholarship Fund	5,000.00
06/25/2009	Santa Rosa Symphony 50 Santa Rosa Ave., #410 Santa Rosa, CA 95404	To support Music at the Edge of Life concert	7,500.00

Grants - Year 2009

All grantees are 501(c)(3) organizations and they are not related to our Foundation.

Ck Date	Recipient Name & Address	Purpose	Amount
06/25/2009	Mid-Peninsula High School 1340 Willow Rd Menlo Park, CA 94025	For general support	10,000.00
06/25/2009	Rose Foundation for Comm & Envirn. 6008 College Ave., #10 Oakland, CA 94618	For North California Environment Grassroots Fund	15,000.00
06/25/2009	Trust for Conservation Innovation 423 Washington St., 4th floor San Francisco, CA 94111	For Roots of Change Fund	200,000.00
07/20/2009	Marin Ballet 100 Elm Street San Rafael, CA 94901	To support the 45th Anniversary Campaign	50,000.00
08/18/2009	Brentwood Agricultural Land Trust 1120 - 2nd St., #108 Brentwood, CA 94556	For general support	25,000.00
09/23/2009	Chamber Music Palisades 15949 Miami Way Pacific Palisades, CA 92072	To support the concert featuring suSoldat	2,500.00
10/14/2009	Grantmakers for Effective Organizations 1725 DeSales St., NW, Suite 404 Washington, DC 20036	Dues in excess of \$500 may be recorded as grant rather than admin expense	500.00
12/15/2009	S F. Friends of Chamber Orchestra 3701 Sacramento Street, PMB 357 San Francisco, CA 94118-1705	To support the Small Ensemble Re-granting Program	25,000.00
12/15/2009	University of California 19 morrison Hall, #1304 Berkeley, CA 94730	General support for Young Musicians Program	20,000.00
12/15/2009	LEAP...Imagination In Learning 221 Main Street, Suite 525 San Francisco, CA 94105	To support professional development workshops	20,000.00
12/15/2009	American Youth Symphony 2365 Westwood Blvd., Suite 23 Los Angeles, CA 90064	To support a concert featuring the work of Jerry Goldsmith	20,000.00
12/15/2009	Marin Symphony 4340 Redwood Highway, Suite 409c San Rafael, CA 94903-2104	To support a concert featuring the work of David Carlson	20,000.00

• Grants - Year 2009

All grantees are 501(c)(3) organizations and they are not related to our Foundation.

<u>Ck Date</u>	<u>Recipient Name & Address</u>	<u>Purpose</u>	<u>Amount</u>
12/15/2009	Alameda County Office of Education 313 W. Winton Ave. Hayward, CA 94544-1136	To support the Arts Integration Specialist Program	20,000.00
12/15/2009	San Francisco Symphony Davies Symphony Hall San Francisco, CA 94102	To support the instrument training programs	35,000.00
12/15/2009	Creative Change Education Solutions 229 Miles Street Ypsilanti, MI 48198	To support programs in collaboration with Children's Envir. Literacy Fdn	25,000.00
12/15/2009	Strategic Energy Innovations 185 N. Redwood Dr., Suite 188 San Rafael, CA 94903	To establish an energy sustainability curriculum	43,200.00
12/15/2009	Planning & Conservation League Foundation 1107 Ninth Street, Suite 360 Sacramento, CA 95814	To support the California Climate Outreach Campaign	40,000.00
12/15/2009	Urban Habitat 436 - 14th Street, Suite 1305 Oakland, CA 94612	To support the Climate Justice Program	50,000.00
12/15/2009	Rose Foundation for Comm & Environment 6008 College Ave., Suite 10 Oakland, CA 94618	To support Bay Area Envir. Health Collaborative	50,000.00
12/15/2009	Public Health Institute 555 - 12th Street Oakland, CA 94607	To carry out Public Health Law & Policy Project	35,686.00
12/15/2009	The Regents of the Univ. of California 3333 California Street, Suite 315 San Francisco, CA 94119	To support the program on reproductive health & environment	30,000.00
12/15/2009	Physicians for Social Responsibility 617 S. Olive Street, Suite 810 Los Angeles, CA 90014	To support Green Jobs & Public Health Project	50,000.00
12/15/2009	Apropos-Housing Opportunities & Mgmt 185 Kisco Avenue, Suite 4 Mount Kisco, NY 10549-1410	To support A-Home for the Energy Audit Project	10,000.00
12/15/2009	Abingdon Theatre Company 312 W. 36th St., 6th floor New York, NY 10018	For general support .	1,500.00

• Grants - Year 2009

All grantees are 501(c)(3) organizations and they are not related to our Foundation.

Ck Date	Recipient Name & Address	Purpose	Amount
12/15/2009	Aim High 2030 Harrison Street, 3rd Floor San Francisco, CA 94110	For general support	5,000.00
12/15/2009	Big Sur Land Trust 126 Clock Tower Place, #101 Carmel, CA 93922	To support Carmel River Parkway Project	2,500.00
12/15/2009	Caringbridge 1715 Yankee Doodle Rd., Suite 301 Eagan, MN 55121-1697	For general support	1,000.00
12/15/2009	Community Agroecology Network P.O. Box 7653 Santa Cruz, CA 95061	To support student participation in agroecology projects	15,000.00
12/15/2009	Craft and Folk Art Museum 5814 Wilshire Boulevard Los Angeles, CA 90036	For general support	2,500.00
12/15/2009	University of California Berkeley 1501 Tolman Hall Berkeley, CA 94720	General support for Graduate School of Education	15,000.00
12/15/2009	Las Lomita Educational Foundation P. O. Box 7282 Menlo Park, CA 94025	For general support	5,000.00
12/15/2009	Los Angeles County Museum of Art 5905 Wilshire Boulevard Los Angeles, CA 90036	For support of Sundays Live	5,000.00
12/15/2009	Marin Ballet 100 Elm Street San Rafael, CA 94901	For annual production of the Nutcracker	5,000.00
12/15/2009	Mid-Peninsula High School 1340 Willow Road Menlo Park, CA 94025	For general support	20,000.00
12/15/2009	Monterey Jazz Festival P.O. Box Jazz Monterey, CA 93942	To support jazz education	2,500.00
12/15/2009	San Francisco Classical Voice 36 Gloria Drive San Rafael, CA 94901	For general support	10,000.00
12/15/2009	Zionist Organization of America	For general support	5,000.00

• Grants - Year 2009

All grantees are 501(c)(3) organizations and they are not related to our Foundation.

<u>Ck Date</u>	<u>Recipient Name & Address</u>	<u>Purpose</u>	<u>Amount</u>
	4 East 34th Street New York, NY 10016		
12/15/2009	League to Save Lake Tahoe 955 Emerald Bay Rd South Lake Tahoe, CA 96150	For the Clarence Heller Memorial Endowmnet Fund	5,000.00
12/15/2009	Intersection for the Arts 446 Valencia Street San Francisco, CA 94103	To support professional development activities	10,000.00
12/15/2009	Hidden Villa 26870 Moody Road Los Altos, CA 94022	To support the resident intern program	10,000.00
12/15/2009	SOL-LA Music Academy 1812 Stanford Street Santa Monica, CA 90404	For general support	10,000.00
12/15/2009	S.F. Planning & Urban Research 654 Mission St. San Francisco, CA 94105	To support regional planning	50,000.00
12/15/2009	The Regents of the Univ. of California 1850 Research Park Drive University of California, Davis Davis, CA 95618	For the development of an interdisciplinary sustainable agriculture major in the College of Agriculture and Environmental Sciences	25,000.00
12/15/2009	Hilton Bialek Biological Sci. Habitat P.O. Box 222740 Carmel, CA 93922	For Ecoliteracy Curriculum Project	35,000.00
12/15/2009	Crossroads School 1714 - 21st St. Santa Monica, CA 90404	For Elizabeth Mandell Music Institute	50,000.00
12/15/2009	Community Music Center 544 Capp Street San Francisco, CA 94110	For music instruction for inner-city youth	25,000.00
12/15/2009	Community Partners 1000 N. Alameda St., #240 Los Angeles, CA 90012	For Sustainable Agric. & Food Systems Funders (SAFSF)	15,000 00
			<u>1,497,975.29</u>

Statement 19

On April 30, 2010, the Heller Charitable & Educational Fund ("HCE") and the Clarence E. Heller Charitable Foundation ("CEH") with CEH as the surviving foundation. As a result, CEH inherited the tax attributes of HCE which included \$61,568 in undistributed income. CEH has included this inherited amount in its amount which must be distributed by December 31, 2010.

12/31/09

2009 Federal Book Summary Depreciation Schedule

Page 1

Clarence E Heller Charitable Fdn

94-2814266

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct.	Cur 179/ SDA	Prior 179/ SDA/ Depr.	Method	Life	Current Depr.
Form 199										
Furniture and Fixtures										
9	Office Furniture	10/01/01		97,044			97,044	S/L	7	0
11	Office Furniture	1/01/02		581			581	S/L	7	0
21	Furniture & Installation	3/31/06		24,526			9,636	S/L	7	3,504
22	Glass Door & Installation	6/19/06		6,499			2,359	S/L	7	928
23	Furniture	10/01/06		23,526			7,562	S/L	7	3,361
Total Furniture and Fixtures				152,176		0	117,182			7,793
Machinery and Equipment										
1	Typewriter	12/27/90		477			477	S/L	7	0
2	HP Laserjet 4050N Printer	6/09/00		1,731			1,733	S/L	5	0
3	Grant Management Software	7/12/00		8,840			8,839	S/L	5	0
4	17" Dell Dimension Monito	9/20/00		2,023			2,024	S/L	5	0
5	HP Laserjet 2100SE Printe	10/19/00		759			759	S/L	5	0
6	Sys Upgrade/Sftwre Inst	10/19/00		840			840	S/L	5	0
7	Computer Equip-Laptop	6/05/01		3,251			3,251	S/L	5	0
8	Computer Equipment	10/18/01		1,677			1,677	S/L	5	0
10	Dell 4100/Laser Jet 2200	7/03/01		3,795			3,795	S/L	5	0
12	Telephone System	10/01/02		3,438			3,069	S/L	7	369
13	Comp Equip & NT Wiring	4/01/02		12,531			12,531	S/L	5	0
14	Computer Equipment	5/01/03		1,465			1,465	S/L	5	0
15	Computer Equipment	12/01/04		1,730			1,413	S/L	5	317
16	Computer Equipment	7/01/05		779			546	S/L	5	156
17	Computer Equipment	12/01/05		3,829			2,362	S/L	5	766
18	Computer Equipment	4/06/06		2,923			1,608	S/L	5	585
19	Data Protection System	6/29/06		2,141			1,070	S/L	5	428
20	Telephone System-Inst	3/31/06		9,794			3,847	S/L	7	1,399
24	Hot Water Htr/Kitchen App	3/30/06		14,357			5,128	S/L	7	2,051
25	Thinkpad T60 T2400	4/18/07		2,107			719	S/L	5	421
26	Server	3/30/09		6,136				S/L	5	920
Total Machinery and Equipment				84,623		0	57,153			7,412
Total Depreciation				236,799		0	174,335			15,205

12/31/09

2009 Federal Book Summary Depreciation Schedule

Page 2

Clarence E Heller Charitable Fdn

94-2814266

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct.	Cur 179/ SDA	Prior 179/ SDA/ Depr.	Method	Life	Current Depr.
	Grand Total Depreciation			<u>236,799</u>		<u>0</u>	<u>174,335</u>			<u>15,205</u>

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	Clarence E Heller Charitable Fdn	94-2814266
	Number, street, and room or suite number. If a P.O. box, see instructions.	
	44 Montgomery St #1970	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	San Francisco, CA 94104	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► Alice Dai

Telephone No ► 415-989-9839 FAX No ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 10, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ☒ calendar year 20 09 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 105,554.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 105,554.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev 4-2009)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of Exempt Organization	Employer identification number
	Clarence E Heller Charitable Fdn	94-2814266
	Number, street, and room or suite number. If a P.O. box, see instructions	For IRS use only
	Fontanello, Duffield & Otake, LLP 44 Montgomery Street, Suite 2019	
File by the extended due date for filing the return. See instructions	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	San Francisco, CA 94104	

Check type of return to be filed (File a separate application for each return)

- | | | | |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in care of Alice Dai
Telephone No 415-989-9839 FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15, 20 10.
- 5 For calendar year 2009, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension The Organization requires additional time to gather the information necessary to file a complete and accurate return.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	40,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	105,554.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instrs.	8c \$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title

Date