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

2010

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 2010, or tax year beginning **, 2010, and ending , 20**

<input checked="" type="checkbox"/> Check all that apply	<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial Return of a former public charity	<input type="checkbox"/> Final return
	<input type="checkbox"/> Amended return	<input checked="" type="checkbox"/> Address change	<input type="checkbox"/> Name change

Name of foundation

RHE CHARITABLE FOUNDATION

A Employer identification number
26-2469224

Number and street (or P O box number if mail is not delivered to street address)	C/O HEYNEMAN 51 SUSSEX STREET	Room/suite
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City or town, state, and ZIP code	SAN FRANCISCO CA 94131-
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B Telephone number (see the instructions)
415-424-7882

<input checked="" type="checkbox"/> Check type of organization	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation

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 ►

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method	<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual
► \$ 4,165,339.		<input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis)

Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), & (d) may not necessarily equal the amounts in column (a) (see instr.))

(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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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 temp cash investments	61,895.	61,482.	
4 Dividends and interest from securities	101,572.	90,561.	
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 10	946,381.		
c Capital gain net income (from Part IV, line 2)			
7 Net short-term capital gain			
8 Net long-term capital gain			
9 Income modifications			
10a Gross sales less rts & allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)			
12 Total. Add lines 1 through 11	157,152.	152,043.	

13 Compensation of officers, directors, trustees, etc.	55,000.		55,000.
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)	8,261.		8,261.
b Accounting fees (attach schedule)	13,350.		13,350.
c Other professional fees (attach schedule)			
17 Interest			
18 Taxes (attach schedule) (see instructions)	6,383.	1,698.	4,685.
19 Depreciation (attach sch) and depletion	268.		
20 Occupancy			
21 Travel, conferences, and meetings	828.		828.
22 Printing and publications			
23 Other expenses (attach schedule)	5,602.	150.	3,102.
24 Total operating and administrative expenses Add lines 13 through 23	89,692.	1,848.	85,226.
25 Contributions, gifts, grants paid	55,325.		55,325.
26 Total exp & disbursements Add lines 24 and 25	145,017.	1,848.	140,551.
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements	12,135.		
b Net investment income (if neg, enter -0-)		150,195.	
c Adjusted net income (if neg, enter -0-)			

For Paperwork Reduction Act Notice, see the instructions.

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See inst.)	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	321,707.	248,635.	248,635.
3	Accounts receivable ►			
	Less allowance for doubtful accts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accts ►			
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 schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state govt obligations (attach schedule)	10,130.	5,005.	5,016.
b	Investments - corporate stock (attach schedule)	2,233,110.	2,114,799.	2,366,692.
c	Investments - corporate bonds (attach schedule)	1,225,496.	1,430,587.	1,528,129.
11	Investments - land, buildings, and equipment basis (attach schedule) ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ►	1,336.		
	Less accumulated depreciation (attach schedule) ►	398.		
15	Other assets (describe ►) ACCRUED INTEREST			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,791,649.	3,799,964.	4,165,339.
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)			
Net Assets or Fund Balances				
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
25	Unrestricted			
26	Temporarily restricted			
27	Permanently restricted			
28	Foundations that do not follow SFAS 117, ck. here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
29	Capital stock, trust principal, or current funds			
30	Paid-in or capital surplus, or land, bldg., and equipment fund			
31	Retained earnings, accumulated income, endowment, or other funds	3,791,649.	3,799,964.	
30	Total net assets or fund balances (see the instructions)	3,791,649.	3,799,964.	
31	Total liabilities and net assets/fund balances (see the instructions)	3,791,649.	3,799,964.	

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	3,791,649.
2	Enter amount from Part I, line 27a	2	12,135.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	3,803,784.
5	Decreases not included in line 2 (itemize) ► OTHER INCREASES	5	3,820.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,799,964.

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.)
1 a 5000 CALIFORNIA SACRAMENTO MUD		D	01/18/2008	02/01/2010
b 100 FLP GROUP INC		P	06/12/2009	02/08/2010
c 50 FLP GROUP INC		P	06/12/2009	02/08/2010
d 200 GENERAL MILLS		P	06/12/2009	02/08/2010
e SEE ATTACHED WORKSHEET		P	08/13/2009	02/08/2010
(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 5,000.		5,162.	(162.)	
b 4,674.		5,719.	(1,045.)	
c 2,337.		2,859.	(522.)	
d 37,391.		45,748.	(8,357.)	
e 896,982.		893,211.	3,771.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a			(162.)	
b			(1,045.)	
c			(522.)	
d			(8,357.)	
e			3,771.	
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	(6,315.)
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 the instructions) If (loss), enter -0- in Part I, line 8		3	(15,800.)

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 beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	111,213.	3,971,722.	0.0280
2008			
2007			
2006			
2005			

- 2 Total of line 1, column (d) 2 0.0280
- 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 0.0280
- 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 3,971,722.
- 5 Multiply line 4 by line 3 5 111,208.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,502.
- 7 Add lines 5 and 6 7 112,710.
- 8 Enter qualifying distributions from Part XII, line 4 8 140,551.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> & enter "N/A" on line 1.	
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)		1 1,502.
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	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	
6	Credits/Payments	
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a
b	Exempt foreign organizations - tax withheld at source	6b
c	Tax paid with application for extension of time to file (Form 8868)	6c 4,500.
d	Backup withholding erroneously withheld	6d
7	Total credits and payments Add lines 6a through 6d	7 4,500.
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8 41.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 2,957.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax	11 2,957. Refunded ►

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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		
1c	Did the foundation file Form 1120-POL for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
If "Yes," attach a detailed description of the activities		
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	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
If "Yes," attach the statement required by General Instruction T		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
● 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?		
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
8a	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	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV in instructions)? If "Yes," complete Part XIV	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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) 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 ► N/A	13	X
14	The books are in care of ► JENNIFER HEYNEMAN Located at ► 51 SUSSEX STREET CA SAN FRANCISCO	Telephone no ► 415-424-7882 ZIP+4 ► 94131-	
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 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes No X

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

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

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see the 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 ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2010 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 2010)	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 2010?	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 the 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)

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? 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

5b

6b

7b

X

X

X

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 the 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 comp	(e) Expense account, other allowances
JENNIFER HEYNEMAN 51 SUSSEX STREET, SAN FRANCISCO, CA	PRES/DIR 20	55,000.		
MICHAEL ARNOLD 51 SUSSEX STREET, SAN FRANCISCO, CA	TREAS/DIR 1	0		
PATRICIA HAMILTON 51 SUSSEX STREET, SAN FRANCISCO, CA	SEC/DIR 1	0		

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 RESEARCH PROSPECTIVE GRANT RECIPIENTS TO DEVELOP KNOWLEDGE BASE FOR INFORMED, IMPACTFUL GRANT-MAKING TO ORGANIZATIONS WHOSE WORK AND LEADERSHIP IS ADMIRE	
2 ATTENDED THEATRICAL READINGS AND PRODUCTIONS, EXHIBITIONS AND CHARITABLE FUND-RAISERS TO INFORM FUTURE GRANT MAKING IN THE ARTS	
3 MET WITH LEADERS OF LOCAL NATURE RESERVES, OBSERVATORIES, EDUCATIONAL FARMS AND CONSERVATION PROJECTS, VISITED AND VOLUNTEERED FOR AND INTERVIEWED POTENTIAL GRANT RECIPIENTS	
4 AWARDED THREE 3 YEAR FOUNDING MERIT GRANTS, ONE GRANTEE IN EACH AREA OF FOCUS - EDGY ARTS, CONSERVATION AND HUMAN RESILIENCY	

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

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

Amount

1	
2	
3	
Total Add lines 1 through 3	►

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see the 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 3,717,316.
b	Average of monthly cash balances	1b 314,889.
c	Fair market value of all other assets (see the instructions)	1c
d	Total (add lines 1a, b, and c)	1d 4,032,205.
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 4,032,205.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see the instructions)	4 60,483.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 3,971,722.
6	Minimum investment return. Enter 5% of line 5	6 198,586.

Part XI Distributable Amount (see the 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	1 198,586.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 1,502.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 1,502.
3	Distributable amount before adjustments Subtract line 2c from line 1	3 197,084.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 197,084.
6	Deduction from distributable amount (see the instructions)	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 197,084.

Part XII Qualifying Distributions (see the 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 140,551.
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	4 140,551.
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 the instructions)	5 1,502.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 139,049.

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 the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				197,084.
2 Undistributed income, if any, as of the end of 2010			55,727.	
a Enter amount for 2009 only				
b Total for prior yrs 20____, 20____, 20____				
3 Excess distribs carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 140,551.			55,727.	
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see the instr.)				
c Treated as distributions out of corpus (Election required - see the instructions)				
d Applied to 2010 distributable amount				84,824.
e Remaining amt distributed out of corpus				
5 Excess distribs carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in col (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, & 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see the instructions				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see the instructions				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				112,260.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see the instructions)				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

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

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

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)				
a Paid during the year SEE ATTACHED				55,325.
Total				► 3a 55,325.
b Approved for future payment				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513 or 514		(e) Related or exempt function income (See the instructions)
	(a) Business code	(b) Amount	(c) Excl code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	61,895.	
4 Dividends and interest from securities			14	101,572.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	(6,315.)	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				157,152.	
13 Total Add line 12, columns (b), (d), and (e)					157,152.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See the instructions)
1	RHE CHARITABLE FOUNDATION WAS FOUNDED TO EXTEND THE LEGACY OF
2	GENEROSITY AND COMPASSION CREATED BY ITS FOUNDER RICHARD HENRY
3	EPSTEIN RHE FOUNDATION IS A CHARITABLE FOUNDATION PROVIDING
4	GRANTS TO NOT-FOR-PROFIT ORGANIZATIONS WHOSE WORK WE ADMIRE
5	RHE FOUNDATION IS PARTICULARLY INTERESTED IN THREE FOCUS AREAS
6	1 - PROTECTION OF WATERS AND LANDS THAT SERVE TO ENRICH THE
7	LIVES OF ALL CREATURES INCLUDING US
8	2 - CULTIVATION OF EDGY ARTS
9	3 - RESTORATION OF HUMAN RESILIENCY

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. Shape of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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?

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign
Here

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

11/15/11

PRESIDENT

Paid Preparer Use Only	Print/Type preparer's name P LEA GRADY	Preparer's signature <i>P Lea Grady</i>	Date 11/7/11	Check <input checked="" type="checkbox"/> if self-employed	PTIN P0033743
	Firm's name ► P LEA GRADY	Firm's EIN ►			
	Firm's address ► 83 MOSEMAN AVENUE	Phone no 914-962-3662			

The RHE Charitable Foundation

2010 Donations		Name	Total	Address	Purpose of Gift	Date	EIN	Check No	501c(3) Y/N
Ari Seed	200.00	PO Box 29277, SF, Ca , 94129			Scholarship Drive	04/19/10	52-2368513	#132	Y
San Francisco Womens Rehabilitation Foundation Inc	1 200.00	Stepping Stone, 255- 10th Ave, SF, 94118			GOS	04/22/10	94-1552000	#133	Y
Aurora Theatre Company	1 000.00	2081 Addison St, Berkeley, Ca 94704			Sets for "Metamorphosis"	11/24/10	94-3168663	#152	Y
Friends of The Eel River	2 500.00	PO Box 2039, Sausalito, CA 94966			Dance Camp, Tribe children	07/27/10	68-0423026	#139	Y
Friends of The Eel River	15 000.00	PO Box 2039, Sausalito, CA 94966			GOS Merit Grant	12/13/10	68-0423026	#158	Y
National Wildlife Federation	1,000.00	11100 Wildlife center Dr, Reston, VA 20190			Environmental protection	11/05/11	53-0204616	#150	Y
National Women's History Museum	1 000.00	205 S Whiting St, ste 254, Alexandria, VA 22304			New Women's Museum	11/02/10	54-1801426	#151	Y
Playwrights Foundation	170.00	1616 - 16th St, ste 350, SF, Ca 94103			Play readings support	07/24/10	94-2565759	#140	Y
Playwrights Foundation	500.00	1616 - 16th St, ste 350, SF, Ca 94103			Matching for fund raiser	07/25/10	94-2565759	#141	Y
Playwrights Foundation	550.00	1616 - 16th St, ste 350, SF, Ca 94103			GOS matching gift	08/06/10	94-2565759	#143	Y
Playwrights Foundation	1 100.00	1616 - 16th St, ste 350, SF, Ca 94103			Benefit Donation	05/02/10	94-2565759	#135	Y
Richmond Dist Community Center	320.00	741 - 30th Ave, SF, Ca 94121			Matching gift at fundraiser	09/29/10	94-2684271	#148	
Richmond Dist Neighborhood Center	284.00				GOS Donation	11/09/10	Visa		
Swords To Plowshares	500.00	1060 Howard St, SF, Ca 94103			GOS donation	10/25/10	94-2260626	#149	Y
The Playwrights Foundation	15 000.00	1616 - 16th St, ste 350, SF, Ca 94103			GOS Merit Grant	12/13/10	94-2565759	#157	Y
San Francisco Womens Rehabilitation Foundation Inc	15 000.00	Stepping Stone, 255- 10th Ave, SF, 94118			GOS Merit Grant	12/14/10	94-1552000	#156	Y
Total Donations 2010					\$5325				

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Capital Gains and Losses for Tax on Investment Income

2010

Name: RHE CHARITABLE FOUNDATION

ID number: 26-2469224

Ref	(a) List and describe the kind(s) of property sold	(b) How acquired purchase donation	(c) Date acquired	(d) Date sold
	2000 CARDINAL HEALTH INC OHIO	P	02/08/2010	04/09/2010
	2199 VERIZON COMMUNICATIONS COM	D	01/18/2008	04/09/2010
	900 CONAGRA FOODS INC	P	09/17/2009	05/11/2010
	1000 CONAGRA FOOD INC	P	09/17/2009	05/11/2010
	600 CONAGRA FOODS INC	P	09/17/2009	05/11/2010
	1600 EATON VANCE RISK MANAGED	P	04/16/2009	09/15/2010
	600 EATON VANCE RISK MANAGED	P	04/16/2009	09/15/2010
	653 EATON VANCE RISK MANAGED	P	04/16/2009	09/15/2010
	447 EATON VANCE RISK MANAGED	P	04/16/2009	09/15/2010
	400 EATON VANCE RISK MANAGED	P	04/16/2009	09/15/2010

Ref	(e) Gross sales price	(f) Depreciation allowed or (allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss)
	71,379.		65,508.	5,871.
	65,551.		87,168.	(21,617.)
	21,825.		20,069.	1,756.
	24,251.		22,299.	1,952.
	14,556.		13,380.	1,176.
	21,648.		27,655.	(6,007.)
	8,118.		10,377.	(2,259.)
	8,835.		11,313.	(2,478.)
	6,052.		7,744.	(1,692.)
	5,416.		6,870.	(1,454.)
Total	..			(24,752.)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/1969

Ref	(i) F M V as of 12/31/1969	(j) Adjusted basis as of 12/31/1969	(k) Excess of col (i) over col (j), if any	(l) Gains or losses
				5,871.
				(21,617.)
				1,756.
				1,952.
				1,176.
				(6,007.)
				(2,259.)
				(2,478.)
				(1,692.)
				(1,454.)
Total	..			(24,752.)
Total short term capital gains or (losses)	..			10,755.

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Capital Gains and Losses for Tax on Investment Income

2010

Name: RHE CHARITABLE FOUNDATION

ID number: 26-2469224

Ref	(a) List and describe the kind(s) of property sold	(b) How acquired purchase donation	(c) Date acquired	(d) Date sold
200	EATON VANCE RISK MANAGED	P	04/16/2009	09/15/2010
700	EATON VANCE RISK MANAGED	P	04/16/2009	09/15/2010
900	EATON VANCE RISK MANAGED	P	04/16/2009	09/15/2010
200	EATON VANCE RISK MANAGED	P	04/16/2009	09/15/2010
600	EATON VANCE RISK MANAGED	P	04/16/2009	09/15/2010
800	EATON VANCE RISK MANAGED	P	04/16/2009	09/15/2010
600	EATON VANCE RISK MANAGED	P	04/16/2009	09/15/2010
500	EATON VANCE RISK MANAGED	P	04/16/2009	09/15/2010
200	EATON VANCE RISK MANAGED	P	04/16/2009	09/15/2010
300	EATON VANCE RISK MANAGED	P	04/16/2009	09/15/2010
Ref	(e) Gross sales price	(f) Depreciation allowed or (allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss)
	2,708.		3,437.	(729.)
	9,478.		12,036.	(2,558.)
	12,186.		15,484.	(3,298.)
	2,708.		3,443.	(735.)
	8,124.		10,347.	(2,223.)
	10,832.		13,804.	(2,972.)
	8,130.		10,353.	(2,223.)
	6,775.		8,632.	(1,857.)
	2,712.		3,453.	(741.)
	4,068.		5,182.	(1,114.)
Total				(18,450.)
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/1969				
Ref	(i) F M V as of 12/31/1969	(j) Adjusted basis as of 12/31/1969	(k) Excess of col (i) over col (j), if any	(l) Gains or losses
				(729.)
				(2,558.)
				(3,298.)
				(735.)
				(2,223.)
				(2,972.)
				(2,223.)
				(1,857.)
				(741.)
				(1,114.)
Total				(18,450.)
Total short term capital gains or (losses)				

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Capital Gains and Losses for Tax on Investment Income

2010

Name: RHE CHARITABLE FOUNDATION

ID number: 26-2469224

Ref	(a) List and describe the kind(s) of property sold	(b) How acquired purchase donation	(c) Date acquired	(d) Date sold
	200 GENUINE PARTS CO	P	08/13/2009	09/01/2010
	100 GENUINE PARTS CO	P	08/13/2009	09/01/2010
	300 GENUINE PARTS CO	P	08/13/2009	09/01/2010
	400 GENUINE PARTS CO	P	08/13/2009	09/01/2010
	200 MCDONALDS CORP COM	P	04/16/2009	09/01/2010
	100 MCDONALDS CORP COM	P	04/16/2009	09/01/2010
	200 MCDONALDS CORP COM	P	04/16/2009	09/01/2010
	1000 PRUDENTIAL FINANCIAL INC	P	04/09/2010	09/01/2010
	1250 GENUINE PARTS CO	P	08/13/2009	10/19/2010
	500 AUTOMATIC DATA PROCESSING	P	04/16/2009	11/30/2010

Ref	(e) Gross sales price	(f) Depreciation allowed or (allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss)
	8,521.		7,552.	969.
	4,261.		3,776.	485.
	12,783.		11,328.	1,455.
	17,044.		15,103.	1,941.
	14,702.		10,994.	3,708.
	7,351.		5,497.	1,854.
	14,702.		10,994.	3,708.
	51,840.		64,423.	(12,583.)
	58,524.		47,198.	11,326.
	22,176.		18,296.	3,880.
Total				16,743.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/1969

Ref	(i) F M V as of 12/31/1969	(j) Adjusted basis as of 12/31/1969	(k) Excess of col (i) over col (j), if any	(l) Gains or losses
				969.
				485.
				1,455.
				1,941.
				3,708.
				1,854.
				3,708.
				(12,583.)
				11,326.
				3,880.
Total				16,743.
Total short term capital gains or (losses)				(12,583.)

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Capital Gains and Losses for Tax on Investment Income

2010

Name: RHE CHARITABLE FOUNDATION

ID number: 26-2469224

Ref	(a) List and describe the kind(s) of property sold	(b) How acquired purchase donation	(c) Date acquired	(d) Date sold
	325 AUTOMATIC DATA PROCESSING	P	04/16/2009	11/30/2010
	2 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
	100 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
	100 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
	94 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
	2 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
	100 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
	100 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
	2 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
	75 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
Ref	(e) Gross sales price	(f) Depreciation allowed or (allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss)
	14,414.		11,892.	2,522.
	89.		75.	14.
	4,435.		3,738.	697.
	4,435.		3,738.	697.
	4,169.		3,514.	655.
	89.		75.	14.
	4,435.		3,737.	698.
	4,435.		3,737.	698.
	89.		75.	14.
	3,326.		2,803.	523.
Total				6,532.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/1969				
Ref	(i) F M V as of 12/31/1969	(j) Adjusted basis as of 12/31/1969	(k) Excess of col (i) over col (j), if any	(l) Gains or losses
				2,522.
				14.
				697.
				697.
				655.
				14.
				698.
				698.
				14.
Total				523.
Total short term capital gains or (losses)				
				6,532.

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Capital Gains and Losses for Tax on Investment Income

2010

Name: RHE CHARITABLE FOUNDATION

ID number: 26-2469224

Ref	(a) List and describe the kind(s) of property sold	(b) How acquired purchase donation	(c) Date acquired	(d) Date sold
	25 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
	100 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
	100 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
	75 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
	25 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
	175 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
	100 AUTOMATIC DATA PROCESSING	P	06/12/2009	11/30/2010
	925 EMERSON ELEC CO	P	04/16/2009	11/30/2010
	1025 EMERSON ELEC CO	P	06/12/2009	11/30/2010
	2000 GENERAL ELECTRIC	D	01/18/2008	11/30/2010
Ref	(e) Gross sales price	(f) Depreciation allowed or (allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss)
	1,109.		934.	175.
	4,435.		3,737.	698.
	4,435.		3,737.	698.
	3,326.		2,803.	523.
	1,109.		934.	175.
	7,762.		6,541.	1,221.
	4,435.		3,738.	697.
	50,563.		30,486.	20,077.
	56,029.		35,787.	20,242.
	31,340.		68,780.	(37,440.)
Total				7,066.
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/1969				
Ref	(i) F M V as of 12/31/1969	(j) Adjusted basis as of 12/31/1969	(k) Excess of col (i) over col (j), if any	(l) Gains or losses
				175.
				698.
				698.
				523.
				175.
				1,221.
				697.
				20,077.
				20,242.
				(37,440.)
Total				7,066.
Total short term capital gains or (losses)				

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Capital Gains and Losses for Tax on Investment Income

2010

Name: RHE CHARITABLE FOUNDATION

ID number: 26-2469224

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/1969

Depreciation and Amortization
(Including Information on Listed Property)

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

2010

Name(s) shown on return
RHE CHARITABLE FOUNDATIONBusiness or activity to which this form relates
CHARITABLE FOUNDATIONIdentifying number
26-2469224

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 instructions)	1	500,000.
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	2,000,000.
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 2009 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	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 2011 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	

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 2010	17	268.
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		

Section B-Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depr (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		
		27 5 yrs	MM	S/L		
i Nonresidential real property		39 yrs	MM	S/L		
			MM	S/L		

Section C-Assets Placed in Service During 2010 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	268.
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	

For Paperwork Reduction Act Notice, see separate instructions.

Detail Sheet

2010

Name: RHE CHARITABLE FOUNDATION

ID: 26-2469224

Description: FORM 990-PF, PAGE 1, TAXES

Detail Sheet

2010

Name: RHE CHARITABLE FOUNDATION

ID: 26-2469224

Description: FORM 990-PF, PAGE 1, OTHER EXPENSES

Type	Amount
INVESTMENT EXPENSE	150.
MEMBERSHIPS	295.
REGISTRATION FEES	505.
BUSINESS LICENSE	10.
PROFESSIONAL DEVELOPMENT	587.
COMPUTER EXPENSE	27.
REFERENCE MATERIALS	93.
POSTAGE AND SHIPPING	181.
PRINTING AND COPYING	67.
SUPPLIES	662.
PAYROLL PROCESSING	525.
NONDEDUCTIBLE PROGRAM SUPPORT	2,500.

Detail Sheet

2010

Name: RHE CHARITABLE FOUNDATION

ID: 26-2469224

Description: FORM 990-PF, PAGE 1, ACCOUNTING FEES

Detail Sheet

2010

Name: RHE CHARITABLE FOUNDATION

ID: 26-2469224

Description: FORM 990-PF, PAGE 1, LEGAL FEES

US 990**Other Decreases****2010**

Description	Amount
ACCRUED INTEREST PAID - NOT DEDUCTIBLE IN 2010	1,050.
BOOK/TAX DIFFERENCE - TIMING	2,770.
	3,820.

Application for Extension of Time To File an
Exempt Organization Return

► 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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

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

Type or print <small>File by the due date for filing your return. See instructions</small>	Name of exempt organization RHE CHARITABLE FOUNDATION	Employer identification number 26-2469224
	Number, street, and room or suite no. If a P O box, see instructions C/O HEYNEMAN 51 SUSSEX STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SAN FRANCISCO CA 94131-	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **JENNIFER HEYNEMAN**
Telephone No ► **415-424-7882** 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUG 15**, 20 **11**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► calendar year **2010** or
► tax year beginning _____, 20 _____, and ending _____, 20 _____

2 If the tax year entered in line 1 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	\$	4,500.
b If this application is for Form 990-PF or 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	4,500.

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

- 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 RHE CHARITABLE FOUNDATION	Employer identification number 26-2469224
File by the extended due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions C/O HEYNEMAN 51 SUSSEX STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SAN FRANCISCO CA 94131-	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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 the care of ► JENNIFER HEYNEMAN

Telephone No ► 415-424-7882 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 NOV 15, 20 11

5 For calendar year 2010, or other tax year beginning _____, 20 _____, and ending _____, 20 _____

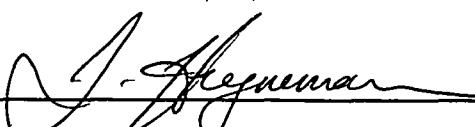
6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

7 State in detail why you need the extension **NECESSARY FINANCIAL INFORMATION**
WAS NOT RECEIVED IN TIME 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 \$ 1,502.
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 \$ 4,500.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$

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 ► PRESIDENT Date ► 08/14/2011
 Form 8868 (Rev. 1-2011)