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Form **990-PF**

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

OMB No 1545-0052

**2012**

**Open to Public Inspection**

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 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012**

Name of foundation The HHD Foundation		<b>A Employer identification number</b> 13-4076952
Number and street (or P O box number if mail is not delivered to street address) Room/suite 201 East 28th Street		<b>B Telephone number (see instructions)</b> (212) 808-0070
City or town, state, and ZIP code New York, NY 10016		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 505,246	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch. B				
	<b>3</b> Interest on savings and temporary cash investments	1,027	1,027	1,027	
	<b>4</b> Dividends and interest from securities	6,497	6,497	6,497	
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	24,115			
	<b>b</b> Gross sales price for all assets on line 6a 491,922				
	<b>7</b> Capital gain net income (from Part IV, line 2)		24,115		
	<b>8</b> Net short-term capital gain			2,748	
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	31,639	31,639	10,272		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach schedule)	4,400			4,400
	<b>c</b> Other professional fees (attach schedule)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	262	162		100
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings				
	<b>22</b> Printing and publications				
	<b>23</b> Other expenses (attach schedule)	1,662	1,662		
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23	6,324	1,824		4,500
<b>25</b> Contributions, gifts, grants paid	22,450			22,450	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	28,774	1,824		26,950	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	2,865				
<b>b Net investment income</b> (if negative, enter -0-)		29,815			
<b>c Adjusted net income</b> (if negative, enter -0-)			10,272		

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .					
	<b>2</b>	Savings and temporary cash investments . . . . .	220,743	213,733	213,733		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ 8,950 Less allowance for doubtful accounts ▶ _____		8,950	8,950		
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)					
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	272,824	282,563	282,563		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .					
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .					
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)						
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	493,567	505,246	505,246			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>						
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>						
	<b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund						
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	493,567	505,246				
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	493,567	505,246				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	493,567	505,246				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	493,567
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	2,865
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	8,814
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	505,246
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	505,246

**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)
<b>1a</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col (i) over col (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b>	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 }	<b>2</b>	24,115
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		<b>3</b>	2,748
	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			

**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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	17,406	473,776	0.03674
2010	26,011	160,985	0.16157
2009	18,963	120,662	0.15716
2008	26,823	116,185	0.23087
2007	13,739	114,429	0.12007

<b>2</b>	Total of line 1, column (d).	<b>2</b>	0.70640
<b>3</b>	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	<b>3</b>	0.14128
<b>4</b>	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	<b>4</b>	495,699
<b>5</b>	Multiply line 4 by line 3.	<b>5</b>	70,032
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	298
<b>7</b>	Add lines 5 and 6.	<b>7</b>	70,330
<b>8</b>	Enter qualifying distributions from Part XII, line 4.	<b>8</b>	26,950

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 page 18 of the instructions)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	596
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	596
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	596
<b>6</b>	Credits/Payments		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	250
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	250
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	4
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	350
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <i>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.</i>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		No
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .		No
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____		
<b>b</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? <i>If "No," attach explanation .</i>	Yes	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

**Part VII-A Statements Regarding Activities (continued)**

<p><b>11</b> 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). . . . .</p>	<b>11</b>	<b>No</b>	
<p><b>12</b> Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .</p>	<b>12</b>	<b>No</b>	
<p><b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u></p>	<b>13</b>	<b>Yes</b>	
<p><b>14</b> The books are in care of ▶ _____ Telephone no ▶ _____ Located at ▶ _____ ZIP +4 ▶ _____</p>			
<p><b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b>—Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td style="width: 40px; text-align: center;"><b>15</b></td></tr></table></p>	<b>15</b>		
<b>15</b>			
<p><b>16</b> At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .</p>	<b>16</b>	<b>No</b>	

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ \_\_\_\_\_

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

		Yes	No
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>			
<p><b>1a</b> During the year did the foundation (either directly or indirectly)</p> <p><b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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</p> <p><b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> 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</p> <p><b>(6)</b> Agree to pay money or property to a government official? (<b>Exception.</b> 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</p>			
<p><b>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)? . . . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/></p>	<b>1b</b>		<b>No</b>
<p><b>c</b> Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? . . . . .</p>	<b>1c</b>		<b>No</b>
<p><b>2</b> 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))</p> <p><b>a</b> At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____</p> <p><b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .</p> <p><b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____</p>			
<p><b>3a</b> 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</p> <p><b>b</b> If "Yes," did it have excess business holdings in 2012 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>) . . . . .</p>	<b>3b</b>		<b>No</b>
<p><b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	<b>4a</b>		<b>No</b>
<p><b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?</p>	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                  Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                  If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                  If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>	<b>No</b>
<b>6b</b>	<b>6b</b>	<b>No</b>
<b>7b</b>	<b>7b</b>	<b>No</b>

**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
Betsy Rothstein 201 East 28th Street Apt 14C New York, NY 10016	Trustee 0 00	0		

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

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

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

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

**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
<b>1</b> _____	
<b>2</b> _____	
<b>3</b> All other program-related investments. See page 24 of the instructions _____	

**Total.** Add lines 1 through 3. . . . . ▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	302,825
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	200,423
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	503,248
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	503,248
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	7,549
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	495,699
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	24,785

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	24,785
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	596
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	596
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	24,189
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	24,189
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	24,189

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	26,950
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	26,950
<b>5</b>	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). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	26,950

**Note:** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				24,189
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .				
<b>b</b> Total for prior years 20__ , 20__ , 20__				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .				8,201
<b>b</b> From 2008. . . . .				21,198
<b>c</b> From 2009. . . . .				12,954
<b>d</b> From 2010. . . . .				17,974
<b>e</b> From 2011. . . . .				
<b>f Total</b> of lines 3a through e. . . . .	60,327			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>26,950</u>				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2012 distributable amount. . . . .				24,189
<b>e</b> Remaining amount distributed out of corpus	2,761			
<b>5</b> Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	63,088			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . . .	8,201			
<b>9 Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .	54,887			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .				21,198
<b>b</b> Excess from 2009. . . . .				12,954
<b>c</b> Excess from 2010. . . . .				17,974
<b>d</b> Excess from 2011. . . . .				
<b>e</b> Excess from 2012. . . . .				2,761

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

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

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), 3 (Alternative tests: Assets, Endowment, Support).

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) )
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

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
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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>3a</b> 22,450
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>



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... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities...

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [ ] Yes [x] No

Table with 3 columns: (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. Signature of officer or trustee: \*\*\*\*\* Date: 2013-07-14 Title: \*\*\*\*\*

May the IRS discuss this return with the preparer shown below (see instr.)? [x] Yes [ ] No

Paid Preparer Use Only Print/Type preparer's name: Vincent C Pangia CPA, Preparer's Signature: Vincent C Pangia CPA, Date: 2013-07-14, Check if self-employed: [x], PTIN: P01209031, Firm's name: Pangia & Company CPAs LLC, Firm's address: 2 Jefferson Plaza Suite 101, Poughkeepsie, NY 12601, Firm's EIN, Phone no: (845) 454-4610

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
Community Development Training 1111 20th Street NW Washington DC,DC 20526	NONE	n/a	CHARITABLE	500
Council of Advocate Camp 1640 Rhode Island Avenue NW Washington DC,DC 20036	NONE	n/a	CHARITABLE	200
Smile Train 41 Madison Avenue 28th Floor New York, NY 10010	NONE	n/a	CHARITABLE	1,750
Robin Hood Relief Fund 826 Broadway 9th Floor New York, NY 10003	NONE	n/a	CHARITABLE	5,000
Doctors without Borders 333 7th Avenue 2nd Floor New York, NY 10001	NONE	n/a	CHARITABLE	1,500
Southern Poverty Law Center 400 Washington Avenue Montgomery, AL 36104	NONE	n/a	CHARITABLE	1,000
RTA Prison Communities Int'l 12 Huntville Road Katonah, NY 10536	NONE	n/a	CHARITABLE	1,500
Heifer International 1 World Avenue Little Rock, AR 72207	NONE	n/a	CHARITABLE	1,000
Butternut MtgSoc of friends P O Box 89 Fly Creek, NY 13337	NONE	n/a	CHARITABLE	4,000
Bread for the Journey 267 Miller Avenue Mill Valley, CA 94941	NONE	n/a	CHARITABLE	6,000
<b>Total . . . . .</b>				<b>22,450</b>

## TY 2012 Accounting Fees Schedule

**Name:** The HHD Foundation

**EIN:** 13-4076952

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	4,400	0	0	4,400

## TY 2012 Other Expenses Schedule

**Name:** The HHD Foundation

**EIN:** 13-4076952

**Software ID:** 12000229

**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
investment management fees	1,646	1,646		
BANK CHARGES	16	16		

# TY 2012 Taxes Schedule

**Name:** The HHD Foundation

**EIN:** 13-4076952

**Software ID:** 12000229

**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
nys department of law	100			100
federal excise tax	162	162		

**TY 2012 IRS Payment****Name:** The HHD Foundation**EIN:** 13-4076952**Software ID:** 12000229**Software Version:** 2012v2.0**Routing Transit Number:** 102307164**Bank Account Number:** 9089649050**Type of Account:** Checking**Payment Amount in Dollars and** 350**Cents:****Requested Payment Date:** 2013-08-05**Taxpayer's Daytime Phone** (212) 808-0070**Number:**

## HHD FOUNDATION

## Stocks, options &amp; ETFs

## Stocks and ETFs

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE ORIG PRICE	ADJ COST ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
GUGGENHEIM S&P 500 ET PURE GROWTH RPG									
Acquired 04/27/12 S		195	49.40	9,633.00		9,609.60	-23.40		
Acquired 05/03/12 S		123	48.92	6,017.28		6,061.44	44.16		
<b>Total</b>	<b>5.00</b>	<b>318</b>		<b>\$15,650.28</b>	<b>49.2800</b>	<b>\$15,671.04</b>	<b>\$20.76</b>	<b>\$124.33</b>	<b>0.79</b>
ISHARES BARCLAYS TIPSET BOND FUND TIP									
Acquired 04/27/12 S		81	119.49	9,679.10		9,834.21	155.11		
Acquired 05/03/12 S		49	119.11	5,836.39		5,949.09	112.70		
<b>Total</b>	<b>5.04</b>	<b>130</b>		<b>\$15,515.49</b>	<b>121.4100</b>	<b>\$15,783.30</b>	<b>\$267.81</b>	<b>\$350.09</b>	<b>2.22</b>

PIM

001 PWPB PWEQ



HHD FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012  
ACCOUNT NUMBER: 3897-7470

**Stocks, options & ETFs**

**Stocks and ETFs continued**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
<b>ISHARES GOLD TRUST</b>									
IAU									
Acquired 04/27/12 S nc		297	16.20	4,813.09		4,834.92	21.83		
Acquired 05/03/12 S nc		192	15.95	3,063.40		3,125.60	62.20		
Acquired 10/01/12 S nc		425	17.36	7,378.00		6,918.66	-459.34		
<b>Total</b>	<b>4.75</b>	<b>914</b>		<b>\$15,254.49</b>	<b>16,279.2</b>	<b>\$14,879.18</b>	<b>-\$375.31</b>	<b>N/A</b>	<b>N/A</b>
<b>ISHARES MSCI SWITZERLAND INDEX FD</b>									
EWL									
Acquired 10/02/12 S	2.63	307	25.14	7,720.99	26,800.00	8,227.60	506.61	194.33	2.36
<b>ISHARES MSCI HONG KONG INDEX FD</b>									
EWK									
Acquired 10/01/12 S	2.61	422	18.38	7,760.45	19,420.00	8,195.24	434.79	211.84	2.58
<b>ISHARES MSCI ET THAILAND INDEX FUND</b>									
THD									
Acquired 07/06/12 S		45	68.50	3,082.77		3,712.05	629.28		
Acquired 09/04/12 S		45	71.17	3,203.06		3,712.05	508.99		
<b>Total</b>	<b>2.37</b>	<b>90</b>		<b>\$6,285.83</b>	<b>82,490.00</b>	<b>\$7,424.10</b>	<b>\$1,138.27</b>	<b>\$135.09</b>	<b>1.82</b>
<b>ISHARES MSCI BELGIUM CAPPED INVESTABLE MARKET INDEX FUND</b>									
EWK									
Acquired 11/06/12 S	2.78	629	12.63	7,950.43	13,850.00	8,711.65	761.22	235.87	2.70
<b>ISHARES MSCI GERMANY INDEX FUND</b>									
EWG									
Acquired 10/01/12 S	2.73	347	22.82	7,920.83	24,700.00	8,570.90	650.07	201.60	2.35
<b>ISHARES MSCI MEXICO INVESTABLE MARKET INDEX FUND</b>									
EWV									
Acquired 07/02/12 S	2.72	121	61.42	7,432.86	70,530.00	8,534.13	1,101.27	90.02	1.05

## HHD FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012  
ACCOUNT NUMBER 3897-7470

## Stocks, options &amp; ETFs

## Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
ISHARES MSCI SINGAPORE INDEX FUND EWS Acquired 07/02/12 S	2.64	605	12.37	7,489.30	13.6900	8,282.45	793.15	327.91	3.95
ISHARES MSCI TURKEY ET INDEX FUND TUR Acquired 07/02/12 S	3.05	143	52.14	7,457.41	66.7800	9,549.54	2,092.13	144.85	1.51
ISHARES MSCI USA ESG SELECT SOCIAL INDEX KLD Acquired 09/17/12 S	9.47	500	61.01	30,506.80	59.3300	29,665.00	-841.80	524.00	1.76
ISHARES RUSSELL MIDCAP VALUE IWS Acquired 03/01/12 S	2.05	128	46.53	5,956.89	50.2400	6,430.72	473.83	134.52	2.09
ISHARES S&P SMALLCAP 600 GROWTH INDEX FUND LIT Acquired 04/27/12 S		47	82.78	3,891.13		3,949.88	58.75		
Acquired 05/03/12 S		29	81.59	2,366.11		2,437.16	71.05		
<b>Total</b>	<b>2.04</b>	<b>76</b>		<b>\$6,257.24</b>	<b>84.0400</b>	<b>\$6,387.04</b>	<b>\$129.80</b>	<b>\$89.75</b>	<b>1.41</b>
ISHARES S&P SMALLCAP 600 VALUE INDEX FUND IJS Acquired 09/04/12 S	1.03	40	77.32	3,093.15	80.9100	3,236.40	143.25	60.36	1.86
ISHARES TR RUSSELL 1000 GROWTH INDEX FD IWF Acquired 04/27/12 S		261	66.39	17,329.36		17,092.89	-236.47		
Acquired 05/03/12 S		167	65.64	10,962.88		10,936.83	-26.05		
<b>Total</b>	<b>8.94</b>	<b>428</b>		<b>\$28,292.24</b>	<b>65.4900</b>	<b>\$28,029.72</b>	<b>-\$262.52</b>	<b>\$463.95</b>	<b>1.66</b>



HHD FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012  
ACCOUNT NUMBER 3897-7470

**Stocks, options & ETFs**

**Stocks and ETFs continued**

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ OPIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
POWERSHARES DYNAMIC LARGE CAP VALUE PORTFOLIO PWV									
Acquired 04/27/12 S		325	20.75	6,744.24		7,101.25	357.01		
Acquired 05/03/12 S		205	20.60	4,224.23		4,479.25	255.02		
<b>Total</b>	<b>3.69</b>	<b>530</b>		<b>\$10,968.47</b>	<b>21.8500</b>	<b>\$11,580.50</b>	<b>\$612.03</b>	<b>\$278.25</b>	<b>2.40</b>
POWERSHARES EM MAR ET SOV DE P F PCY									
Acquired 04/27/12 S		68	28.39	1,930.93		2,138.32	207.39		
Acquired 05/03/12 S		40	28.69	1,147.60		1,257.84	110.24		
<b>Total</b>	<b>1.08</b>	<b>108</b>		<b>\$3,078.53</b>	<b>31.4460</b>	<b>\$3,396.16</b>	<b>\$317.63</b>	<b>\$156.70</b>	<b>4.61</b>
SPDR BARCLAYS ET INTERNATIONAL TREASURY BOND BWX									
Acquired 04/27/12 S		64	60.30	3,859.33		3,904.64	45.31		
Acquired 05/03/12 S		39	60.19	2,347.41		2,379.39	31.98		
<b>Total</b>	<b>2.01</b>	<b>103</b>		<b>\$6,206.74</b>	<b>61.0100</b>	<b>\$6,284.03</b>	<b>\$77.29</b>	<b>\$127.30</b>	<b>2.03</b>
VANGUARD INTL EQUITY ET INDEX FDS-FTSE ALL WORLD EX USA SMALL CAP INDEX VSS									
Acquired 04/27/12 S		22	88.22	1,940.84		1,999.58	58.74		
Acquired 05/01/12 S		13	87.38	1,136.07		1,161.57	45.50		
<b>Total</b>	<b>1.01</b>	<b>35</b>		<b>\$3,076.91</b>	<b>90.8900</b>	<b>\$3,161.15</b>	<b>\$104.24</b>	<b>\$94.67</b>	<b>2.98</b>
VANGUARD MID-CAP ET GROWTH FUND VOT									
Acquired 09/04/12 S	1.03	47	66.29	3,115.93	68.5800	3,223.26	107.33	21.85	0.67
VANGUARD REIT ET VNQ									
Acquired 07/02/12 S	2.83	135	65.59	8,854.65	65.8000	8,883.00	28.35	316.30	3.56

## HHD FOUNDATION

DECEMBER 1 - DECEMBER 31, 2012  
ACCOUNT NUMBER 3897-7470

## Stocks, options &amp; ETFs

## Stocks and ETFs continued

DESCRIPTION	% OF ACCOUNT	QUANTITY	ADJ PR CE/ ORIG PR CE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
								ANNUAL INCOME	ANNUAL YIELD (%)
VANGUARD TOTAL BOND ET									
MARKET									
BND									
Acquired 04/27/12 S		212	83.83	17,773.02		17,814.36	41.34		
Acquired 05/03/12 S		142	83.81	11,901.89		11,932.26	30.37		
<b>Total</b>	<b>9.49</b>	<b>354</b>		<b>\$29,674.91</b>	<b>84.0300</b>	<b>\$29,746.62</b>	<b>\$71.71</b>	<b>\$793.31</b>	<b>2.67</b>
VANGUARD WHITEHALL FDS									
HIGH DIVIDEND YIELD									
ETF									
VYM									
Acquired 04/27/12 S		366	48.57	17,293.06		17,579.28	286.22		
Acquired 05/03/12 S		225	48.29	10,867.00		11,110.50	243.50		
<b>Total</b>	<b>9.15</b>	<b>591</b>		<b>\$28,160.06</b>	<b>49.3800</b>	<b>\$28,689.78</b>	<b>\$529.72</b>	<b>\$925.53</b>	<b>3.23</b>
<b>Total Stocks and ETFs</b>	<b>90.16</b>			<b>\$273,680.88</b>		<b>\$282,562.51</b>	<b>\$8,881.63</b>	<b>\$6,002.42</b>	<b>2.12</b>
<b>Total Stocks, options &amp; ETFs</b>	<b>90.16</b>			<b>\$273,680.88</b>		<b>\$282,562.51</b>	<b>\$8,881.63</b>	<b>\$6,002.42</b>	<b>2.12</b>

no Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.



**2012 SUMMARY AMENDMENT**

Account Number: 3897-7470  
 Command Account Number: 9089649050  
 HHD FOUNDATION

**Realized Gain/Loss**

**This information is provided for courtesy purposes only. Each individual taxpayer should consult with a Tax Advisor as to any additional reporting requirements or adjustments. THIS INFORMATION IS NOT VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.**

**Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:**

- \* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
- \* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
- \* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
- \* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

<b>REALIZED GAIN/LOSS SUMMARY</b>	<b>COVERED SECURITIES</b>	<b>NONCOVERED SECURITIES</b>	<b>TOTAL</b>
Short term	\$3,632.36	-\$884.63	\$2,747.73
Long term	\$0.00	\$0.00	\$0.00
Unknown term	Not applicable	\$21,366.86	\$21,366.86
Index options	Not applicable	\$0.00	\$0.00
<b>Total - Realized Gain/Loss</b>	<b>\$3,632.36</b>	<b>\$20,482.23</b>	<b>\$24,114.59</b>

**Realized Gain/Loss Detail**

**SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES**

Description	Share Quantity	Adjusted Price/Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/Original Cost	Gain or Loss Amount
GENERAL ELECTRIC COMPANY CUSIP 369604103	3,000.00000	15.8000	09/07/11	04/27/12	59,383.67	47,400.00	11,983.67
GLOBAL S FTSE ETF COLOMBIA 20 CUSIP 37950E200	215.00000 126.00000	22.3715 22.8920	04/27/12 05/03/12	07/02/12 07/02/12	4,302.37 2,521.40	4,809.87 2,884.39	-507.50 -362.99

## 2012 SUMMARY AMENDMENT

Account Number 3897-7470  
 Command Account Number 9089649050  
 HHD FOUNDATION

### Realized Gain/Loss

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	<i>Continued</i> Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
<b>Subtotal</b>	<b>341.00000</b>				<b>6,823.77</b>	<b>7,694.26</b>	<b>-870.49</b>
HEWLETT-PACKARD COMPANY CUSIP 428236103	1,475.00000	24.1400	09/07/11	04/27/12	36,467.08	35,606.50	860.58
ISHARES MSCI MALAYSIA INDEX FD WEBS INDEX FD INC CUSIP 464286830	332.00000	14.5160	04/27/12	06/01/12	4,538.34	4,819.31	-280.97
	204.00000	14.5152	05/03/12	06/01/12	2,788.62	2,961.10	-172.48
<b>Subtotal</b>	<b>536.00000</b>				<b>7,326.96</b>	<b>7,780.41</b>	<b>-453.45</b>
ISHARES MSCI SWITZERLAND INDEX FD CUSIP 464286749	97.00000	24.8640	04/27/12	05/31/12	2,148.50	2,411.81	-263.31
	61.00000	24.5700	05/03/12	05/31/12	1,351.12	1,498.77	-147.65
<b>Subtotal</b>	<b>158.00000</b>				<b>3,499.62</b>	<b>3,910.58</b>	<b>-410.96</b>
ISHARES MSCI HONG KONG INDEX FD CUSIP 464286871	275.00000	17.5260	04/27/12	05/31/12	4,350.73	4,819.65	-468.92
	164.00000	17.7555	05/03/12	05/31/12	2,594.62	2,911.90	-317.28
<b>Subtotal</b>	<b>439.00000</b>				<b>6,945.35</b>	<b>7,731.55</b>	<b>-786.20</b>
ISHARES MSCI ETF AUSTRALIA INDEX CUSIP 464286103	322.00000	23.2389	08/01/12	10/02/12	7,709.41	7,482.93	226.48
ISHARES MSCI ETF THAILAND INDEX FUND CUSIP 464286624	65.00000	74.3180	04/27/12	06/01/12	4,195.65	4,830.67	-635.02
	38.00000	75.5100	05/03/12	06/01/12	2,452.85	2,869.38	-416.53
<b>Subtotal</b>	<b>103.00000</b>				<b>6,648.50</b>	<b>7,700.05</b>	<b>-1,051.55</b>



## 2012 SUMMARY AMENDMENT

Account Number 3897-7470  
 Command Account Number: 9089649050  
 HHD FOUNDATION

### Realized Gain/Loss

<b>SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES</b>							
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	<i>Continued</i> Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
ISHARES MSCI MEXICO INVESTABLE MARKET INDEX FUND CUSIP 464286822	78.00000	61.9960	04/27/12	05/31/12	4,273.52	4,835.69	-562.17
	47.00000	62.0200	05/03/12	05/31/12	2,575.08	2,914.94	-339.86
<b>Subtotal</b>	<b>125.00000</b>				<b>6,848.60</b>	<b>7,750.63</b>	<b>-902.03</b>
ISHARES MSCI SINGAPORE INDEX FUND CUSIP 464286673	367.00000	13.1100	04/27/12	05/31/12	4,257.94	4,811.37	-553.43
	232.00000	12.9860	05/03/12	05/31/12	2,691.68	3,012.75	-321.07
<b>Subtotal</b>	<b>599.00000</b>				<b>6,949.62</b>	<b>7,824.12</b>	<b>-874.50</b>
ISHARES MSCI UNITED KINGDOM INDEX FUND CUSIP 464286699	272.00000	17.6550	04/27/12	05/31/12	4,197.95	4,802.16	-604.21
	174.00000	17.4700	05/03/12	05/31/12	2,685.46	3,039.78	-354.32
	453.00000	16.5090	07/02/12	11/06/12	7,954.64	7,478.58	476.06
<b>Subtotal</b>	<b>899.00000</b>				<b>14,838.05</b>	<b>15,320.52</b>	<b>-482.47</b>
ISHARES S&P SMALLCAP 600 VALUE INDEX FUND CUSIP 464287879	74.00000	78.1000	04/27/12	06/01/12	5,134.00	5,779.40	-645.40
	49.00000	76.2100	05/03/12	06/01/12	3,399.55	3,734.29	-334.74
<b>Subtotal</b>	<b>123.00000</b>				<b>8,533.55</b>	<b>9,513.69</b>	<b>-980.14</b>
ISHARES TR RUSSEL MIDCAP GRTH INDX FD CUSIP 464287481	91.00000	63.2750	04/27/12	06/01/12	5,152.30	5,758.03	-605.73
	59.00000	62.4200	05/03/12	06/01/12	3,340.51	3,682.78	-342.27
<b>Subtotal</b>	<b>150.00000</b>				<b>8,492.81</b>	<b>9,440.81</b>	<b>-948.00</b>

## 2012 SUMMARY AMENDMENT

Account Number: 3897-7470  
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 HHD FOUNDATION

### Realized Gain/Loss

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	<i>Continued</i> Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
<b>SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES</b>							
ISHARES TRUST ETF MSCI ALL PERU CAPPED INDEX FUND CUSIP 464289842	104.00000	46 4679	04/27/12	06/01/12	4,334 63	4,832.66	-498 03
	70.00000	44 9000	05/03/12	06/01/12	2,917 55	3,143.00	-225.45
<b>Subtotal</b>	<b>174.00000</b>				<b>7,252.18</b>	<b>7,975.66</b>	<b>-723.48</b>
JOHNSON & JOHNSON CUSIP 478160104	1,412.00000	65.4300	09/07/11	04/27/12	91,722 88	92,387 16	-664.28
POWERSHARES S&P 500 ETF LOW VOLATILITY PORTFOLIO CUSIP 73937B779	676 00000	27.0460	04/27/12	09/17/12	18,923.72	18,283.10	640.62
	424 00000	26.9260	05/03/12	09/17/12	11,869.32	11,416 62	452.70
<b>Subtotal</b>	<b>1,100.00000</b>				<b>30,793.04</b>	<b>29,699.72</b>	<b>1,093.32</b>
VANGUARD MID-CAP VALUE INDEX FUND CUSIP 922908512	168.00000	57 3900	04/27/12	06/01/12	8,699.16	9,641.52	-942.36
	107.00000	56 7060	05/03/12	06/01/12	5,540.54	6,067 54	-527 00
<b>Subtotal</b>	<b>275.00000</b>				<b>14,239.70</b>	<b>15,709.06</b>	<b>-1,469.36</b>
VANGUARD SHORT TERM BOND ETF CUSIP 921937827	214.00000	81 1882	05/31/12	10/01/12	17,408 55	17,374.27	34.28
	186.00000	81 1300	06/01/12	10/01/12	15,130 80	15,090.18	40 62
<b>Subtotal</b>	<b>400.00000</b>				<b>32,539 35</b>	<b>32,464.45</b>	<b>74.90</b>
VANGUARD TOTAL BOND ETF MARKET CUSIP 921937835	18.00000	83 8350	04/27/12	07/02/12	1,519.35	1,509.03	10.32
<b>TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES</b>					<b>\$358,533.49</b>	<b>\$354,901.13</b>	<b>\$3,632.36</b>



**2012 SUMMARY AMENDMENT**

Account Number: 3897-7470  
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 HHD FOUNDATION

**Realized Gain/Loss**

**SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES**

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
CALVERT SOCIAL INVT FD EQUITY PORTFOLIO FD A CUSIP 131618308	149.61400	0.0000	12/07/11	05/03/12	5,659.90	5,098.84	561.06
POWERSHARES DB ETF AGRICULTURE FUND CUSIP 73936B408	254.00000	30.1389	08/01/12	10/01/12	7,488.51	7,655.28 <sub>p</sub>	-166.77
POWERSHARES DB ENRGY ETF FUND CUSIP 73936B101	161.00000	29.8080	04/27/12	06/01/12	3,986.48	4,799.09 <sub>p</sub>	-812.61
	106.00000	29.1599	05/03/12	06/01/12	2,624.64	3,090.95 <sub>p</sub>	-466.31
<b>Subtotal</b>	<b>267.00000</b>				<b>6,611.12</b>	<b>7,890.04</b>	<b>-1,278.92</b>
<b>TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES</b>					<b>\$19,759.53</b>	<b>\$20,644.16</b>	<b>-\$884.63</b>

**UNKNOWN TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES**

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
CALVERT SOCIAL INVT FD EQUITY PORTFOLIO FD A CUSIP 131618308	3,003.67900	0.0000	UNKNOWN	05/03/12	113,629.17	92,262.31	21,366.86
<b>TOTAL UNKNOWN TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES</b>					<b>\$113,629.17</b>	<b>\$92,262.31</b>	<b>\$21,366.86</b>

<sub>p</sub> Cost may be inaccurate due to adjustments reported by the partnerships to you on schedule K-1