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

2012

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

, and ending

Name of foundation

HELLMAN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

2010

City or town, state, and ZIP code

SAN FRANCISCO, CA 94111

G Check all that apply.

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year

J Accounting method: Cash Accrual

(from Part II, col. (c), line 16)

(Other (specify) _____)

► \$ 34,563,696. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c) and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	10,000,000.		N/A	
2	Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
8	Net short-term capital gain				
9	Income modifications				
	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total Add lines 1 through 11	10,000,000.	0.		114,562.
13	Compensation of officers, directors, trustees, etc	184,147.	0.		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 1 13,072.	0.		17,068.
b	Accounting fees	STMT 2 18,778.	5,127.		13,651.
c	Other professional fees				
17	Interest				
18	Taxes	STMT 3 235.	0.		235.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		345.	0.	345.
22	Printing and publications				
23	Other expenses	STMT 4 4,716.	0.		4,716.
24	Total operating and administrative expenses. Add lines 13 through 23		221,293.	5,127.	150,577.
25	Contributions, gifts, grants paid		9,518,626.		7,730,600.
26	Total expenses and disbursements. Add lines 24 and 25		9,739,919.	5,127.	7,881,177.
27	Subtract line 26 from line 12:		260,081.		
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		0.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	7,450,000.	34,563,696.	34,563,696.
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable	25,000,000.		
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ►			
		Less accumulated depreciation ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers)	32,450,000.	34,563,696.	34,563,696.
Liabilities	17	Accounts payable and accrued expenses	3,996.	69,585.	
	18	Grants payable		1,788,026.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	3,996.	1,857,611.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	32,446,004.	32,706,085.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances	32,446,004.	32,706,085.	
	31	Total liabilities and net assets/fund balances	32,450,000.	34,563,696.	

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	32,446,004.
2	Enter amount from Part I, line 27a	2	260,081.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	32,706,085.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	32,706,085.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a					
b	NONE				
c					
d					
e					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		
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). If (loss), enter -0- in Part I, line 8	{ }		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	0.	7,338,250.	.000000
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)

2 .000000

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 .000000

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 8,290,262.

5 Multiply line 4 by line 3

5 0.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 0.

7 Add lines 5 and 6

7 0.

8 Enter qualifying distributions from Part XII, line 4

8 7,881,177.

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 instructions)	
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	
1b	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
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:
6a	a 2012 estimated tax payments and 2011 overpayment credited to 2012
6b	b Exempt foreign organizations - tax withheld at source
6c	c Tax paid with application for extension of time to file (Form 8868)
6d	d Backup withholding erroneously withheld
7	Total credits and payments. Add lines 6a through 6d
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ► Refunded ► 11

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>	<input checked="" type="checkbox"/>
1c	Did the foundation file Form 1120-POL for this year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>	
2	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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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? <i>If "Yes," attach a conformed copy of the changes</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7	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>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>CA</u>	
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 <i>General Instruction G</i> ? If "No," attach explanation	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	STMT 5 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► LYRA MANAGEMENT LLC Telephone no. ► (415) 391-7545	
Located at ► ONE MARITIME PLAZA, SUITE 2010, SAN FRANCISCO, CA ZIP+4 ► 94111		
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	
16	15	N/A
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►		

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) 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		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	5b	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6a 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	6b	X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 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	N/A	7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		184,147.	0.	0.

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

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

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

► 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. 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 ► 0

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

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

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

Amount

1	N/A		0.
2			
3			
Total. Add lines 1 through 3		►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	8,416,510.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	8,416,510.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,416,510.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	126,248.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,290,262.
6	Minimum investment return Enter 5% of line 5	6	414,513.

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

1	Minimum investment return from Part X, line 6	1	414,513.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	414,513.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	414,513.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	414,513.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	7,881,177.
b	Program-related investments - total from Part IX-B	1b	0.
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	7,881,177.
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	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	7,881,177.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				414,513.
2 Undistributed income, if any, as of the end of 2012			12,064.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 7,881,177.			12,064.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2012 distributable amount				414,513.
e Remaining amount distributed out of corpus		7,454,600.		
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		7,454,600.		
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a		7,454,600.		
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012		7,454,600.		

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(e)(3) or 4942(e)(5)

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail 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)				
<i>a Paid during the year</i>				
STATEMENT A				7,730,600.
Total			► 3a	7,730,600.
<i>b Approved for future payment</i>				
STATEMENT A				1,788,026.
Total			► 3b	1,788,026.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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					
4 Dividends and interest from securities					
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					
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)	0.		0.		0.
13 Total. Add line 12, columns (b), (d), and (e)	13				0.
(See worksheet in line 13 instructions to verify calculations.)					

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

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2012**Name of the organization**HELLMAN FOUNDATION**Employer identification number**61-1583546**Organization type (check one)****Filers of:****Section:**

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation**Check if your organization is covered by the General Rule or a Special Rule.****Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization

HELLMAN FOUNDATION

Employer identification number

61-1583546**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>PATRICIA C. HELLMAN</u> <u>ONE MARITIME PLAZA, SUITE 2010</u> <u>SAN FRANCISCO, CA 94111</u>	\$ <u>10,000,000.</u>	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>
		\$ _____	<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II if there is a noncash contribution)</small>

Name of organization

HELLMAN FOUNDATION

Employer identification number

61-1583546**Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

Name of organization

Employer identification number

HELLMAN FOUNDATION

61-1583546

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.* Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively religious, charitable, etc., contributions of \$1,000 or less* for the year. (Enter this information once) ► \$ _____

(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
				(e) Transfer of gift		
(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
				(e) Transfer of gift		
(a) No. from Part I				(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
				(e) Transfer of gift		
				Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

**Hellman Foundation
2012 Donations**

EIN: 61-1583546

Check	Date	Donee Name & Address	Balance		Foundation Status
			Grants Paid	Grants Accrued	
1	2005	3/22/2012 Dance - USA 1111 16th Street NW, Suite 300 Washington, DC 20036	20,000.00		Taskforce on Dancer Health Grants Paid 509a(1)
2	2006	2/22/2012 ODC 151 Shotwell Street San Francisco, CA 94110	75,000.00		General Operating Grants Paid 509a(1)
3	2007	3/22/2012 Tahoe Truckee Community Fdn PO Box 366 Truckee, CA 96160	10,000.00	20,000.00	Aim High - General Operating Tahoe Truckee Comm 509a(1)
4	2009	3/12/2012 San Francisco Parks Alliance 2024 5/9/2012 501 Stanyan Street 2083 6/5/2012 McLaren Lodge 2087 7/5/2012 San Francisco, CA 94117 2109 9/28/2012	35,000.00 37,100.00 1,084,590.00 1,928,160.00 915,150.00		Hardly Strictly Bluegrass 2012 General Operating Grants Paid Grants Paid Grants Paid Grants Paid Grants Paid 509a(1)
5	2012	3/21/2012 The Pardes Institute of Jewish Studies 5 West 37th Street, Suite 802 New York NY 10018	2,500.00		General Operating Grants Paid 509a(1)
6	2013	3/21/2012 Peer Health Exchange, Inc 70 Gold Street San Francisco, CA 94133	2,500.00		General Operating Grants Paid 509a(1)
7	2014	3/21/2012 PCF Israel Endowment Funds 2015 3/21/2012 317 Madison Avenue, Suite 607 2165 11/26/2012 New York NY 10017	5,000.00 10,000.00 4,200.00		General Operating - Haverut & KOLOT Grants Paid Grants Paid Grants Paid 509a(1)
8	2016	3/21/2012 San Francisco Community Clinic Consortium 1550 Bryant Street, Suite 450 San Francisco, CA 94103	2,500.00		General Operating Grants Paid 509a(1)
9	2017	3/21/2012 Shalom Hartman Institute North American One Pennsylvania Plaza, Suite 1606 New York, NY 10119	2,500.00		General Operating Grants Paid 509a(1)
10	2018	3/21/2012 Sugar Bowl Ski Team Foundation 2075 5/14/2012 PO Box 68 2133 10/2/2012 Norden, CA 95724 2176 11/26/2012	75,000.00 50,000.00 3,000.00 1,000.00		General Operating & Academy Grants Paid Grants Paid Grants Paid Grants Paid 509a(1)
11	2019	3/21/2012 Upstart Bay Area 332 Pine Street Suite 600 San Francisco, CA 94104	2,500.00		General Operating Grants Paid 509a(1)
12	2021	5/9/2012 Berklee College of Music 1140 Boylston Street Boston, MA 02215	5,000.00		General Operating Grants Paid 509a(1)
13	2022	5/9/2012 California College of Arts 1111 Eighth Street San Francisco, CA 94107	10,000.00		General Operating Grants Paid 509a(1)
14	2025	5/9/2012 Skidmore College 815 North Broadway Saratoga Springs NY 12866,	5,000.00		General Operating Grants Paid 509a(1)
15	2026	5/9/2012 Trinity University One Trinity Place #49 San Antonio, TX 78212-7200	5,000.00		General Operating Grants Paid 509a(1)
16	2028	5/14/2012 Alonzo King's LINES Ballet 26 7th St , 4th Floor San Francisco, CA 94103	5,000.00		General Operating Grants Paid 509a(1)
17	2029	5/14/2012 American Himalayan Foundation 909 Montgomery St , STE 400 San Francisco, CA 94133	10,000.00		General Operating Grants Paid 509a(1)

**Hellman Foundation
2012 Donations**

EIN: 61-1583546

Check	Date	Donee Name & Address	Grants Paid	Balance Grants Accrued	Foundation Status
18	2030	5/14/2012 American Jewish World Service 45 West 36th Street, 11th Floor New York, NY 10018-7904	15,000.00	General Operating	Grants Paid 509a(1)
19	2031	5/14/2012 ASAP Mission High School Room 104 1750 18th Street San Francisco, CA 94114	20,000.00	ASAP Program	Grants Paid 509a(1)
20	2032	5/14/2012 Bay Area Discovery Museum Fort Baker 557 McReynolds Rd Sausalito, CA 94965	5,000.00	General Operating	Grants Paid 509a(1)
21	2033	5/14/2012 Blue Bear School of Music Fort Mason Center, Bldg D San Francisco, CA 94123	5,000.00	General Operating	Grants Paid 509a(1)
22	2035	5/14/2012 Boys & Girls Club of San Francisco Inc 55 Hawthorne Street, Suite 600 San Francisco, CA 94105	5,000.00	General Operating Support	Grants Paid 509a(1)
23	2036	5/14/2012 California Academy of Sciences 55 Music Concourse Drive Golden Gate Park San Francisco, CA 94118	25,000.00	General Operating	Grants Paid 509a(1)
24	2037	5/14/2012 College Track 117 Broadway Avenue Oakland, CA 94607	10,000.00	General Operating	Grants Paid 509a(1)
25	2038	5/14/2012 Contemporary Jewish Museum 736 Mission Street San Francisco, CA 94103	7,500.00	Raiser's Edge Software	Grants Paid 509a(1)
26	2039	5/14/2012 Crohns & Colitis Fdn of Amer Nor CA 2151 11/26/2012 5 Third Street, Suite 815 San Francisco, CA 94103	10,000.00 5,000.00	General Operating	Grants Paid Grants Paid 509a(1)
27	2040	5/14/2012 The Crucible 2152 11/26/2012 1727 Martin Luther King, Jr Way Suite 109 Oakland, CA 94612	25,000.00 600.00	General Operating	Grants Paid Grants Paid 509a(1)
28	2041	5/14/2012 Educational Results Partnership 11215 K Street, Suite 1570 Sacramento, CA 95814	20,000.00	Just for the Kids	Grants Paid 509a(1)
29	2042	5/14/2012 Exploratorium 2158 11/26/2012 3601 Lyon Street San Francisco, CA 94123	25,000.00 20,000.00	General Operating	Grants Paid Grants Paid 509a(1)
30	2043	5/14/2012 Freight & Salvage 2020 Addison Street Berkeley, CA 94704	5,000.00	General Operating	Grants Paid 509a(1)
31	2044	5/14/2012 Friends of the Magness at the Bancroft Library Art and Life University of California 2121 Allston Way Berkeley, CA 94720-6300	5,000.00	General Operating	Grants Paid 509a(1)
32	2045	5/14/2012 Golden Gate National Parks Conservancy Building 201, Fort Mason San Francisco, CA 94123	25,000.00	Golden Gate Bridge 75th - Joseph Strauss Legacy Circle Anniversary	Grants Paid 509a(1)
33	2046	5/14/2012 Jewish Community Relations Council 121 Steuart St , STE 301 San Francisco, CA 94105	5,000.00	General Operating	Grants Paid 509a(1)
34	2047	5/14/2012 The Jewish Home & Senior Living Fdn	10,000.00	General Operating	Grants Paid 509a(1)

**Hellman Foundation
2012 Donations**

EIN: 61-1583546

Check	Date	Donee Name & Address	Grants Paid	Balance Grants Accrued	Foundation Status
		102 Silver Avenue San Francisco CA 94121			
35	2048	5/14/2012 Jewish Partisan Educational Fdn 2107 Van Ness, Suite 302 San Francisco, CA 94109	5,000.00	General Operating	Grants Paid 509a(1)
36	2049	5/14/2012 Jewish Vocational Services 225 Bush Street, Suite 400 San Francisco, CA 94104	75,000.00	General Operating	Grants Paid 509a(1)
37	2050	5/14/2012 KIPP Bay Area Schools 426 17th Street, Suite 200 Oakland, CA 94612	7,500.00	General Operating	Grants Paid 509a(1)
38	2051	5/14/2012 KQED, Inc 2162 11/26/2012 2601 Mariposa Street San Francisco, CA 94110-1426	30,000.00 7,000.00	General Operating	Grants Paid Grants Paid 509a(1)
39	2052	5/14/2012 Los Cenzontles Mexican Arts Center 13108 San Pablo Ave San Pablo, CA 94805	25,000.00	General Operating	Grants Paid 509a(1)
40	2053	5/14/2012 Lowell Alumni Association PO Box 320009 San Francisco, CA 94132-0009	25,000.00	General Operating	Grants Paid 509a(1)
41	2054	5/14/2012 Margaret Jenkins Dance Studio, Inc 507 Polk Street, Suite 320 San Francisco, CA 94102	10,000.00	General Operating	Grants Paid 509a(1)
42	2055	5/14/2012 Marin Dance Theatre One St. Vincent Dr San Rafael, CA 94901	5,000.00	General Operating	Grants Paid 509a(1)
43	2056	5/14/2012 Mills College 2190 12/4/2012 5000 MacArthur Blvd Oakland, CA 94613	50,000.00 20,000.00	Science Bridge Program Holmgren Presidential Fund	Grants Paid Grants Paid 509a(1)
44	2057	5/14/2012 Northern California Bluegrass Society PO Box 390846 Mountain View CA 94039-0846	5,000.00	2012 SF Bluegrass and Old-Time Festival	Grants Paid 509a(1)
45	2058	5/14/2012 SF Domestic Violence Consortium C/O Futures without Violence Presidio - Main Post 100 Montgomery Street San Francisco, CA 94129,	5,000.00	Partners Ending Domestic Violence	Grants Paid 509a(1)
46	2060	5/14/2012 Posse Foundation 14 Wall Street Suite 8 A-60 New York, NY 10005	50,000.00	General Operating	Grants Paid 509a(1)
47	2061	5/14/2012 PRBO Conservation Science 3820 Cypress Dr, #11 Petaluma, CA 94954	25,000.00	General Operating	Grants Paid 509a(1)
48	2062	5/14/2012 Saint Mary's College of California P O Box 3005 Moraga, CA 94575	10,000.00	Tuition Assistance for LEAP	Grants Paid 509a(1)
49	2063	5/14/2012 San Francisco Ballet Chris Hellman Center for Dance 455 Franklin Street San Francisco, CA 94102	325,000.00	Annual Fund	Grants Paid 509a(1)
50	2064	5/14/2012 SF Child Abuse Prevention Center 1757 Waller St San Francisco, CA 94117	5,000.00	General Operating	Grants Paid 509a(1)
51	2065	5/14/2012 SF Chronicle Seasons of Sharing	20,000.00	General Operating	Grants Paid 509a(1)

**Hellman Foundation
2012 Donations**

EIN: 61-1583546

Check	Date	Donee Name & Address	Grants Paid	Balance Grants Accrued	Foundation Status
		P O Box 44740 San Francisco CA 94114			
52	2066	5/14/2012 San Francisco Education Fund 727 Golden Gate Ave, 2nd Floor San Francisco, CA 94102	70,000.00	General Operating	Grants Paid 509a(1)
53	2067	5/14/2012 San Francisco Free Folk Music Club 2556 Telegraph Ave #17 Berkeley, CA 94704	3,000.00	2012 Festival	Grants Paid 509a(1)
54	2068	5/14/2012 San Francisco School Alliance 114 Sansome Street Suite 800 San Francisco, CA 94104	150,000.00	General Operating	Grants Paid 509a(1)
55	2069	5/14/2012 San Francisco Zoological Society 1 Zoo Road San Francisco, CA 94132-1098	10,000.00	General Operating	Grants Paid 509a(1)
56	2070	5/14/2012 Seeds of Peace 370 Lexington Ave STE 2103 New York, NY 10017	5,000.00	General Operating	Grants Paid 509a(1)
57	2071	5/14/2012 San Francisco Bicycle Education Fund 995 Market St STE 1550 San Francisco CA 94103	5,000.00	Golden Wheel Event - No Attend	Grants Paid 509a(1)
58	2072	5/14/2012 Sierra State Parks Foundation PO Box 28 Tahoe City, CA 96145	25,000.00	Sugar Pine Point State Park	Grants Paid 509a(1)
59	2073	5/14/2012 St Anthony Foundation 150 Golden Gate Avenue San Francisco, CA 94102	10,000.00	General Operating	Grants Paid 509a(1)
60	2074	5/14/2012 Stratton Mountain School World Cup Circle Stratton Mountain, VT 05155	10,000.00	General Operating	Grants Paid 509a(1)
61	2076	5/14/2012 Tenderloin Neighborhood Development Corp 201 Eddy Street San Francisco, CA 94102	10,000.00	General Operating	Grants Paid 509a(1)
62	2080	5/14/2012 The Blum Ctr Developing Econ UC Berkeley 909 Montgomery St STE 400 San Francisco, CA 94133	25,000.00	Capital Campaign	Grants Paid 509a(1)
63	2085	6/14/2012 Jewish Community Federation 121 Steuart St San Francisco, CA 94105	500,000.00	Annual Campaign	Grants Paid 509a(1)
64	2088	7/5/2012 Center for Investigative Reporting 2130 Center Street, #103 Berkeley, CA 94704	666,667.00	1,333,333.00 Multi-Years - General Operating	Center for Investigati 509a(1)
65	2091	7/18/2012 Endowment Fund of Phi Kappa Psi Fraternity 5395 Emerson Way Indianapolis, IN 46226	20,000.00	Cal Gamma Capital Campaign	Grants Paid 509a(1)
66	2096	8/29/2012 Holy Family Day Home 299 Dolores Street San Francisco, CA 94103	1,000.00	General Operating	Grants Paid 509a(1)
67	2097	8/29/2012 Northern California Cycling Foundation 700 Emerson Street Palo Alto CA 94301	15,000.00	General Operating	Grants Paid 509a(1)
68	2098	8/29/2012 Rocket Dog Rescue PO Box 460826 San Francisco, CA 94146	1,500.00	General Operating	Grants Paid 509a(1)

**Hellman Foundation
2012 Donations**

EIN 61-1583546

Check	Date	Donee Name & Address	Grants Paid	Balance Grants Accrued	Foundation Status	
69	2099	8/29/2012 Trust for Public Land 2178 11/26/2012 101 Montgomery Street, Suite 1100 2179 11/26/2012 San Francisco, CA 94104	1,000.00 950.00 125,000.00	125,000.00 General Operating General Operating Multi-Years Royal Gorge	Grants Paid Grants Paid Trust for Public Land/GP	509a(1)
70	2100	8/29/2012 Velo Development Foundation 683 Hawthorne Drive Tiburon, CA 94920	2,500.00	Whole Athlete Cycling Team	Grants Paid	509a(1)
71	2105	9/28/2012 Alameda County Community Food Bank PO Box 2599 Oakland, CA 94614	25,000.00	General Operating	Grants Paid	509a(1)
72	2106	9/28/2012 Humane Society of San Antonio 4804 Fredricksburg Road San Antonio TX 78229	2,200.00	General Operating	Grants Paid	509a(1)
73	2107	9/28/2012 Mvositis Association 1717 King Street Suite 600 Alexandria VA 22314	4,000.00	General Operating	Grants Paid	509a(1)
74	2108	9/28/2012 Planned Parenthood of Central Texas 1121 Ross Avenue, Suite A PO Box 1459 Waco TX 76706	1,000.00	General Operating	Grants Paid	509a(1)
75	2110	9/28/2012 United Way - San Antonio & Bexar County The Briscoe Center 700 South Alamo San Antonio, TX 78205	2,200.00	General Operating	Grants Paid	509a(1)
76	2112	10/2/2012 MSPCA - Angell 350 South Huntington Avenue Boston, MA 02130	3,000.00	General Operating	Grants Paid	509a(1)
77	2113	10/2/2012 Boston Ballet Office of Institutional Advancement 19 Clarendon Street Boston, MA 02116	5,000.00	General Operating	Grants Paid	509a(1)
78	2114	10/2/2012 Cambridge-Ellis School 80 Trowbridge Street Cambridge, MA 02138	1,000.00	General Operating	Grants Paid	509a(1)
79	2115	10/2/2012 The Chapin School 100 E End Avenue New York NY 10028	1,000.00	General Operating	Grants Paid	509a(1)
80	2116	10/2/2012 Columbia University MC 4524 622 W 113th Street New York, NY 10025	7,500.00	College of Physicians & Surgeons	Grants Paid	509a(1)
81	2117	10/2/2012 La Casa de las Madres 1663 Mission Street, Suite 225 San Francisco, CA 94103	5,000.00	General Operating	Grants Paid	509a(1)
82	2118	10/2/2012 Meals on Wheels of SF 1375 Fairfax Avenue San Francisco, CA 94124	5,000.00	General Operating	Grants Paid	509a(1)
83	2119	10/2/2012 Muttville PO Box 410207 San Francisco CA 94141	5,000.00	General Operating	Grants Paid	509a(1)
84	2120	10/2/2012 National University 9191 Towne Centre Drive Suite L101 San Diego CA 92122	10,000.00	50% Sally Ride, 50% Science Camps	Grants Paid	509a(1)
85	2121	10/2/2012 New Israel Fund 703 Market Street, Suite 1503	10,000.00	General Operating	Grants Paid	509a(1)

**Hellman Foundation
2012 Donations**

EIN: 61-1583546

Check	Date	Donee Name & Address	Grants Paid	Balance Grants Accrued	Foundation Status		
San Francisco, CA 94103							
86	2122	10/2/2012 Operation Rainbow 4200 Park Blvd PMB 157 Oakland, CA 94602	25,000.00	General Operating	Grants Paid	509a(1)	
87	2123	10/2/2012 Partners in Health PO Box 845578 Boston, MA 02284-5578	15,000.00	General Operating	Grants Paid	509a(1)	
88	2124	10/2/2012 People Making a Difference PO Box 120189 Boston, MA 02122-0189	8,000.00	General Operating	Grants Paid	509a(1)	
89	2125	10/2/2012 The Second Opinion 1200 Gough St., Suite 500 San Francisco, CA 94109	2,500.00	General Operating	Grants Paid	509a(1)	
90	2126	10/2/2012 Rosie's Place 889 Harrison Avenue Boston, MA 02118	5,000.00	General Operating	Grants Paid	509a(1)	
91	2127	10/2/2012 San Francisco Food Bank 2169 11/26/2012 900 Pennsylvania Avenue 2191 12/4/2012 San Francisco, CA 94107	6,000.00 4,400.00 2,000.00	General Operating - SF & Marin	Grants Paid Grants Paid Grants Paid	509a(1)	
92	2128	10/2/2012 San Francisco Free Clinic 2170 11/26/2012 4900 California Street 2171 11/26/2012 San Francisco CA 94118	10,000.00 5,000.00 1,800.00	General Operating	Grants Paid Grants Paid Grants Paid	509a(1)	
93	2129	10/2/2012 San Francisco SPCA 201 Alabama Street San Francisco, CA 94103	4,000.00	General Operating	Grants Paid	509a(1)	
94	2130	10/2/2012 Shady Hill School 178 Coolidge Hill Cambridge MA 02138	1,000.00	General Operating	Grants Paid	509a(1)	
95	2131	10/2/2012 Society of Critical Care Medicine 500 Midway Drive Mount Prospect IL 60056	3,000.00	Research Programs	Grants Paid	509a(1)	
96	2132	10/2/2012 St. Francis House PO Box 120499 Boston, MA 02112-0499	5,000.00	General Operating	Grants Paid	509a(1)	
97	2134	10/2/2012 Tides Center-Homeless Youth Alliance PO Box 170427 San Francisco, CA 94117	5,000.00	General Operating	Grants Paid	509a(1)	
98	2135	10/2/2012 UC Berkeley Foundation Addison Street #4200	2080	10,000.00	Letters & Sciences, Ldrshp FN 720000	Grants Paid	509a(1)
2136	10/2/2012 Berkeley, CA 94720-4200 2180 11/26/2012			7,500.00 250.00	Class of 1984 Scholarship Dept Scandinavian/Celtic Study	Grants Paid Grants Paid	
2193	12/4/2012		250,000.00	250,000.00	Multi-Years Friends of Warren Hellman Fund	UC Berkeley/GP	
2196	12/14/2012		83,333.00	166,667.00	Multi-Years Save Cal Baseball	UC Berkeley - Cal Baseball/GP	
99	2137	10/2/2012 UC Regents UC Berkeley 2080 Addison Street #4200 Berkeley CA 94720-4200	10,000.00	Undergrad Research Program R41429	Grants Paid	509a(1)	
100	2139	10/18/2012 Parents for Public Schools 3543 18th Street San Francisco, CA 94110	25,000.00	General Operating	Grants Paid	509a(1)	
101	2145	11/26/2012 350 org 155 Water St 6 FL	1,000.00	General Operating	Grants Paid	509a(1)	

**Hellman Foundation
2012 Donations**

EIN: 61-1583546

Check	Date	Donee Name & Address	Grants Paid	Balance Grants Accrued	Foundation Status
		Brooklyn, NY 11201			
102	2146	11/26/2012 American Red Cross - Nat'l Headquarters 2025 E Street, NW Washington, DC 20006	300 00	Disaster Relief - Hurricane Sandy	Grants Paid 509a(1)
103	2147	11/26/2012 California Shakespeare Theater 701 Heinz Ave Berkeley, CA 94710	500 00	General Operating	Grants Paid 509a(1)
104	2148	11/26/2012 City Slicker Farms 1625 16th Street Oakland, CA 94607	950 00	General Operating	Grants Paid 509a(1)
105	2149	11/26/2012 Conservacion Patagonica Building 1062, Fort Cronkhite Sausalito, CA 94965	950 00	General Operating	Grants Paid 509a(1)
106	2150	11/26/2012 Corporation of the Fine Arts Museums 50 Hagiwara Tea Garden Drive San Francisco, CA 94118	10,000 00	General Operating - De Young Museum	Grants Paid 509a(1)
107	2151	11/26/2012 Dartmouth College - WISP 6066 Development Office Hanover, NH 03755-3555	15 000 00	Annual Fund	Grants Paid 509a(1)
108	2154	11/26/2012 Earth Island Institute 2150 Allston Way, Suite 460 Berkeley, CA 94704-1375	2,100 00	General Operating	Grants Paid 509a(1)
109	2155	11/26/2012 Earth Policy Institute 1350 Connecticut Ave , NW, Suite 403 Washington, DC 20036	800 00	General Operating	Grants Paid 509a(1)
110	2156	11/26/2012 Electronic Frontier Foundation 454 Shotwell Street San Francisco, CA 94110	500 00	General Operating	Grants Paid 509a(1)
111	2157	11/26/2012 Elementary Institute of Science 608 51st Street San Diego, CA 92114	25,000 00	General Operating	Grants Paid 509a(1)
112	2159	11/26/2012 GirlVentures The Women's Building 3543 18th Street #18 San Francisco, CA 94110	6 000 00	General Operating	Grants Paid 509a(1)
113	2160	11/26/2012 Greenaction 703 Market Street, Suite 501 San Francisco, CA 94103	1,400 00	General Operating	Grants Paid 509a(1)
114	2161	11/26/2012 Hooves & Paws Animal Rescue PO Box 1469 Littlerock, CA 93543	4,000 00	General Operating Support	Grants Paid 509a(1)
115	2163	11/26/2012 Mama's Kitchen 3960 Home Avenue San Diego, CA 92105	2,000 00	General Operating	Grants Paid 509a(1)
116	2164	11/26/2012 Museum of Jurassic Technology 9341 Venice Boulevard Culver City, CA 90232	500 00	General Operating	Grants Paid 509a(1)
117	2166	11/26/2012 Planned Parenthood Federation of America 434 W 33rd St New York NY 10001	5,200 00	General Operating	Grants Paid 509a(1)
118	2167	11/26/2012 Planned Parenthood Mar Monte 1691 The Alameda San Jose, CA 95126	5,000 00	New Oakland Clinic	Grants Paid 509a(1)
119	2168	11/26/2012 Planned Parenthood Shasta Pacific	5,000 00	General Operating - El Cerrito	Grants Paid 509a(1)

**Hellman Foundation
2012 Donations**

EIN: 61-1583546

Check	Date	Donee Name & Address	Grants Paid	Balance Grants Accrued	Foundation Status
		El Cerrito Health Center 320 El Cerrito Plaza El Cerrito, CA 94530		Health Center	
120	2172 11/26/2012	SFSU University Corporation Office of the Dean College of Ethnic Studies 1600 Holloway Avenue San Francisco, CA 94132	2,100.00	Clinica Martin Baro	Grants Paid
121	2173 11/26/2012	Shelters of Saratoga P O Box 3089 Saratoga Springs, NY 12866	2,000.00	General Operating	Grants Paid
122	2174 11/26/2012	Sierra Club Foundation 85 Second Street, Suite 750 San Francisco, CA 94105	500.00	General Operating	Grants Paid
123	2175 11/26/2012	Slide Ranch 2025 Shoreline Highway Muir Beach CA 94965	950.00	General Operating	Grants Paid
124	2177 11/26/2012	Terra Foundation/OSE 217 Westmont Drive San Luis Obispo, CA 93405	1,500.00	Open Source Ecology	Grants Paid
125	2181 11/26/2012	Wikimedia Foundation P O Box 78150 San Francisco, CA 94107-8150	250.00	General Operating	Grants Paid
126	2182 11/26/2012	Wildlife Conservation Society 2300 Southern Boulevard Bronx NY 10460	500.00	General Operating	Grants Paid
127	2183 11/26/2012	World Wildlife Fund 1250 Twenty-Fourth Street, N W P O Box 97180 Washington, DC 20090-7180	500.00	General Operating	Grants Paid
128	2184 11/26/2012	That Man May See 10 Koret Way Box 0352 San Francisco, CA 94143	25,000.00	General Operating	Grants Paid
129	2185 11/26/2012	UCSF Fdn - Cancer Research Institute 513 Parnassus Ave San Francisco, CA 94143-1270	30,000.00	HIV/AIDS Research	Grants Paid
130	2189 12/4/2012	Foxcroft School PO Box 5555 Middleburg, VA 20118	15,000.00	Annual Fund	Grants Paid
131	2192 12/4/2012	Thacher School 5025 Thacher Road Ojai CA 93023	75,500.00	Casa Dormitory	Grants Paid
		Total	<u>\$ 7,730,600.00</u>	1,895,000.00 (106,974.00)	
		Net Grants Accrued		<u>\$ 1,788,026.00</u>	

FORM 990-PF

LEGAL FEES

STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	13,072.	0.		17,068.
TO FM 990-PF, PG 1, LN 16A	13,072.	0.		17,068.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ALLISON MORRIS	5,503.	2,752.		2,751.
COMYNS, SMITH ET AL	8,525.	0.		8,525.
WTAS	4,750.	2,375.		2,375.
TO FORM 990-PF, PG 1, LN 16B	18,778.	5,127.		13,651.

FORM 990-PF

TAXES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FTB	10.	0.		10.
ATTORNEY GENERAL	225.	0.		225.
TO FORM 990-PF, PG 1, LN 18	235.	0.		235.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	3,171.	0.		3,171.
MEALS AND ENTERTAINMENT	670.	0.		670.
FILING FEES	875.	0.		875.
TO FORM 990-PF, PG 1, LN 23	4,716.	0.		4,716.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	5
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NAME OF CONTRIBUTOR	ADDRESS
PATRICIA C. HELLMAN	ONE MARITIME PLAZA, SUITE 2010 SAN FRANCISCO, CA 94111

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 6

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
PATRICIA HELLMAN GIBBS ONE MARITIME PLAZA NO. 2010 SAN FRANCISCO, CA 94111	PRESIDENT/DIRECTOR 0.25	0.	0.	0.
JUDITH HELLMAN ONE MARITIME PLAZA NO. 2010 SAN FRANCISCO, CA 94111	VICE PRESIDENT/DIRECTOR 0.25	0.	0.	0.
JOANNE HAGOPIAN ONE MARITIME PLAZA NO. 2010 SAN FRANCISCO, CA 94111	CHIEF FINANCIAL OFFICER 0.25	0.	0.	0.
SUSAN HIRSCH 1714 STOCKTON STREET, SUITE 400 SAN FRANCISCO, CA 94133	SECRETARY 0.25	184,147.	0.	0.
MARCO W. HELLMAN ONE MARITIME PLAZA NO. 2010 SAN FRANCISCO, CA 94111	DIRECTOR 0.25	0.	0.	0.
FRANCES HELLMAN ONE MARITIME PLAZA NO. 2010 SAN FRANCISCO, CA 94111	DIRECTOR 0.25	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		184,147.	0.	0.

SEE STATEMENT B

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► 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	Name of exempt organization or other filer, see instructions. HELLMAN FOUNDATION	Employer identification number (EIN) or 61-1583546
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. ONE MARITIME PLAZA, NO. 2010	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SAN FRANCISCO, CA 94111	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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

LYRA MANAGEMENT LLC

- The books are in the care of ► **ONE MARITIME PLAZA, SUITE 2010 - SAN FRANCISCO, CA 94111**
Telephone No. ► **(415) 391-7545** 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 **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

► calendar year **2012** or

► tax year beginning _____, and ending _____.

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	\$	0.
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.	3b	\$	0.
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	\$	0.

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

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

Form 8868 (Rev. 1-2013)

- 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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions HELLMAN FOUNDATION	Employer identification number (EIN) or 61-1583546
	Number, street, and room or suite no. If a P O box, see instructions ONE MARITIME PLAZA, NO. 2010	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SAN FRANCISCO, CA 94111	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	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.

LYRA MANAGEMENT LLC

- The books are in the care of ► **ONE MARITIME PLAZA, SUITE 2010 - SAN FRANCISCO, CA 94111**
Telephone No ► **(415) 391-7545** 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 **NOVEMBER 15, 2013**

5 For calendar year **2012**, or other tax year beginning , and ending

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
ADDITIONAL TIME IS REQUIRED TO OBTAIN THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX 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	\$	0.
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	\$	0.
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	\$	0.

Signature and Verification must be completed for Part II only.

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 ► **CALIFORNIA CPA**

Date ►

Form 8868 (Rev. 1-2013)