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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation Clarence E Heller Charitable Fdn		A Employer identification number 94-2814266	
Number and street (or P O box number if mail is not delivered to street address) 44 Montgomery St		B Telephone number (see instructions) (415) 989-9839	
City or town, state, and ZIP code San Francisco, CA 94104		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H 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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 63,818,931		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Other (specify) Modified Cash (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	365	365		
	4 Dividends and interest from securities.	318,895	318,895		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	999,678			
	b Gross sales price for all assets on line 6a _____ 5,949,888				
	7 Capital gain net income (from Part IV, line 2)		3,969,664		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	328,291	22,869		
	12 Total. Add lines 1 through 11	1,647,229	4,311,793		
	13 Compensation of officers, directors, trustees, etc	277,713	55,367		217,702
	14 Other employee salaries and wages	208,807	41,630		167,177
	15 Pension plans, employee benefits	76,116	15,175		58,627
	16a Legal fees (attach schedule)	12,844	10,318		2,526
	b Accounting fees (attach schedule)	59,824	29,202		20,022
	c Other professional fees (attach schedule)	233,079	210,595		22,484
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	-46,881			
	19 Depreciation (attach schedule) and depletion . . .	12,470			
	20 Occupancy	80,898	16,128		64,770
	21 Travel, conferences, and meetings	6,391			6,349
	22 Printing and publications				
	23 Other expenses (attach schedule)	51,494	14,707		35,104
	24 Total operating and administrative expenses. Add lines 13 through 23	972,755	393,122		594,761
	25 Contributions, gifts, grants paid	2,102,550			2,102,550
	26 Total expenses and disbursements. Add lines 24 and 25	3,075,305	393,122		2,697,311
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,428,076			
	b Net investment income (if negative, enter -0-)		3,918,671		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,223,461	1,884,023	1,884,023
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	28,264		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	194,512	318,576	318,576
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	15,233,251	14,947,690	14,947,690
	c	Investments—corporate bonds (attach schedule).	4,755,622	4,944,116	4,944,116
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	37,817,165	39,570,917	39,570,917
	14	Land, buildings, and equipment basis ▶ _____ 236,799 Less accumulated depreciation (attach schedule) ▶ _____ 230,069	19,200	6,730	6,730
15	Other assets (describe ▶ _____)	6,834	2,146,879	2,146,879	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	60,278,309	63,818,931	63,818,931	
Liabilities	17	Accounts payable and accrued expenses	21,130	36,716	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	38,600	40,000	
	23	Total liabilities (add lines 17 through 22)	59,730	76,716	
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	60,218,579	63,742,215	
	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 (see page 17 of the instructions)	60,218,579	63,742,215	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	60,278,309	63,818,931	

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 60,218,579
2	Enter amount from Part I, line 27a	2 -1,428,076
3	Other increases not included in line 2 (itemize) ▶ _____	3 5,121,605
4	Add lines 1, 2, and 3	4 63,912,108
5	Decreases not included in line 2 (itemize) ▶ _____	5 169,893
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 63,742,215

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	Sales of Publicly Traded Securities	P	2000-01-01	2012-12-31
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,980,242		1,722,301	257,941
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			257,941
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	3,969,664
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	2,984

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	2,413,587	54,577,563	0 04422
2010	2,119,345	50,853,531	0 04168
2009	2,186,070	46,527,219	0 04699
2008	2,445,944	56,490,742	0 04330
2007	2,335,160	62,714,977	0 03723

2 Total of line 1, column (d).	2	0 21342
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 04268
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	53,896,154
5 Multiply line 4 by line 3.	5	2,300,450
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	39,187
7 Add lines 5 and 6.	7	2,339,637
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	2,697,311

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	39,187	
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-)		2		
3		Add lines 1 and 2.		3	39,187	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4		
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	39,187	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	111,169		
b		Exempt foreign organizations—tax withheld at source	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c			
d		Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	111,169	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8		
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	71,982	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	71,982	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
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)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) CA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No		
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>www.cehcf.org</u>	13	Yes			
14	The books are in care of ▶ <u>Hydeh Ghaffari</u> Telephone no ▶ <u>(415) 989-9839</u> Located at ▶ <u>44 Montgomery Street Ste 1970 San Francisco CA</u> ZIP +4 ▶ <u>94104</u>					
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <table><tr><td>15</td><td></td></tr></table>	15				
15						
16	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?	16		No		
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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		No
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 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____			
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		No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

✓

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

✓

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

✓

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

✓

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

✓

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

Yes

No

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

✓

No

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

6a

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

Yes

✓

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

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

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

✓

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

No

Part VIII

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

1

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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
Lourdes Mauricio	Office Mgr	65,883	17,976	
44 Montogemery Street Ste 1970 San Francisco, CA 94104	37 50			
Stan Hutton	Prgm Officer	115,324	28,970	
44 Montgomery Street Ste 1970 San Francisco, CA 94104	37 50			

Total

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

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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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Cambridge Associates LLC	Investment Svcs	200,000
2730 Sand Hill Road Suite 200 Menlo Park,CA 94025		
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	30,007,694
b	Average of monthly cash balances.	1b	2,864,003
c	Fair market value of all other assets (see instructions).	1c	21,845,211
d	Total (add lines 1a, b, and c).	1d	54,716,908
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	
3	Subtract line 2 from line 1d.	3	54,716,908
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	820,754
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	53,896,154
6	Minimum investment return. Enter 5% of line 5.	6	2,694,808

Part XI

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

1	Minimum investment return from Part X, line 6.	1	2,694,808
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	39,187
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	39,187
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,655,621
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,655,621
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,655,621

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	2,697,311
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,697,311
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	39,187
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,658,124
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				2,655,621
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			2,661,547	
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,697,311				
a Applied to 2011, but not more than line 2a			2,661,547	
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.				35,764
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				2,619,857
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.				
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. . . .				

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary 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 or e-mail of the person to whom applications should be addressed

Clarence E Heller Charitable Founda
44 Montgomery Street Ste 1970
San Francisco, CA 94104
(415) 989-9839

b

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

Submit in letter form with complete project description and both project and annual budget. Also, submit history of organization, other sources of support, prior years financial statements, list of directors, IRS tax exemption letter.

c

Any submission deadlines

None

d

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

The Foundation gives priority to proposals from California organizations.

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	365	
4	Dividends and interest from securities.			14	318,895	
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	721110	257,923	18	741,755	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a Other Investment Income			18	426	
b	Oil & Gas Inc			15	22,443	
c	Misc Revenue					65
d	Investment Inc frm Psps	721110	442,211	14	-136,854	
e	_____					
12	Subtotal Add columns (b), (d), and (e).		700,134		947,030	65
13	Total. Add line 12, columns (b), (d), and (e).			13		1,647,229

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

**Sign
Here**

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

* * * * *

2013-11-14

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☐ Yes ☒ No

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P01257136
	Carol Duffield	Carol Duffield			
	Firm's name <input type="checkbox"/>	Fontanello Duffield & Otake LLP			Firm's EIN <input type="checkbox"/>
		44 Montgomery Street Suite 2019			
	Firm's address <input type="checkbox"/>	San Francisco, CA 94104			Phone no (415) 983-0200

Form 990PF Part VIII Line 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
Ruth Heller	Trustee 0 25 44 Montgomery St Ste 1970 San Francisco, CA 94104	0		
44 Montgomery St Ste 1970 San Francisco, CA 94104				
Janet H Harkham	Trustee 0 25 44 Montgomery St Ste 1970 San Francisco, CA 94104	0		
44 Montgomery St Ste 1970 San Francisco, CA 94104				
Rolf Lygren	Vice President 0 25 44 Montgomery St Ste 1970 San Francisco, CA 94104	0		
44 Montgomery St Ste 1970 San Francisco, CA 94104				
Sarah Coade Mandell	Secretary-Treas 0 25 44 Montgomery St Ste 1970 San Francisco, CA 94104	0		
44 Montgomery St Ste 1970 San Francisco, CA 94104				
Alfred Heller	Trustee 0 25 44 Montgomery St Ste 1970 San Francisco, CA 94104	0		
44 Montgomery St Ste 1970 San Francisco, CA 94104				
Katherine Heller	Trustee 0 50 44 Montgomery St Ste 1970 San Francisco, CA 94104	0		
44 Montgomery St Ste 1970 San Francisco, CA 94104				
Bruce A Hirsch	Exec Director 38 00 44 Montgomery Street Ste 1970 San Francisco, CA 94104	223,978	53,735	
44 Montgomery Street Ste 1970 San Francisco, CA 94104				
Anne Heller Anderson	President 1 00 44 Montgomery St Ste 1970 San Francisco, CA 94104	0		
44 Montgomery St Ste 1970 San Francisco, CA 94104				

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

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

OMB No 1545-0172

2012

Attachment
Sequence No **179**

Name(s) shown on return
Clarence E Heller Charitable Fdn

Business or activity to which this form relates
Form 990/990-PF

Identifying number

94-2814266

Part I Election To Expense Certain Property Under Section 179

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

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$ 2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
6				
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	13		

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

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	12,470

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

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

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

Part IV Summary (see instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	12,470
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	

TY 2012 Accounting Fees Schedule**Name:** Clarence E Heller Charitable Fdn**EIN:** 94-2814266**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax Preparation	12,795	2,559	0	10,236
Bookkeeping Fees	28,729	22,983	0	3,946
Audit Fees	18,300	3,660	0	5,840

TY 2012 Contractor Compensation Explanation

Name: Clarence E Heller Charitable Fdn

EIN: 94-2814266

Software ID: 12000229

Software Version: 2012v2.0

Contractor	Explanation
Cambridge Associates LLC	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: Clarence E Heller Charitable Fdn

EIN: 94-2814266

Software ID: 12000229

Software Version: 2012v2.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Server	2009-03-30	6,136	3,375	91	5 0000	1,227			
Hot Water Htr/Kitchen App	2006-03-30	14,357	11,281	91	7 0000	2,051			
Furniture	2006-10-01	23,526	17,645	91	7 0000	3,361			
Glass Door & Installation	2006-06-19	6,499	5,143	91	7 0000	928			
Furniture & Installation	2006-03-31	24,526	20,148	91	7 0000	3,504			
Telephone System-Inst	2006-03-31	9,794	8,044	91	7 0000	1,399			

**TY 2012 Investments Corporate
Bonds Schedule****Name:** Clarence E Heller Charitable Fdn**EIN:** 94-2814266**Software ID:** 12000229**Software Version:** 2012v2.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Pimco FDS PAC Invt 255,729.98 Sh	2,942,342	2,942,342
Vanguard Inter Term Trea 168,874.95 Sh	2,001,774	2,001,774

**TY 2012 Investments Corporate
Stock Schedule****Name:** Clarence E Heller Charitable Fdn**EIN:** 94-2814266**Software ID:** 12000229**Software Version:** 2012v2.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MFS Instl Intl Equity US 242,370.28 Sh	2,353,415	2,353,415
Aston Fds Future Issues 83,882.38 Sh	2,008,982	2,008,982
Nortel Networks Corp 2 Sh	1	1
IVA Int'l FD 102,357.72 Sh	1,594,733	1,594,733
Prudential Jennison Nat 106,205.05 Sh	4,788,786	4,788,786
MFS Instl Intl Equity 138,831.88 Sh	2,672,514	2,672,514
Longleaf Partners Fds 6,053.28 Sh	174,819	174,819
Kalmar Pooled Invt 12,511.68 Sh	202,689	202,689
Oakmark Intl Sml Cap 82,385.60 Sh	1,151,751	1,151,751

TY 2012 Investments - Other Schedule

Name: Clarence E Heller Charitable Fdn

EIN: 94-2814266

Software ID: 12000229

Software Version: 2012v2.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Madrona Fund V	FMV	23,467	23,467
Dover Street VIII	FMV	46,807	46,807
RSP Minerals	FMV	15,035	15,035
Permit Capital Mortgage	FMV	547,286	547,286
Lone Juniper	FMV	1,603,367	1,603,367
SPO Hotel III	FMV	89,000	89,000
SPO Hotel I	FMV	227,000	227,000
JMI Equity VII	FMV	95,603	95,603
DAG Ventures V	FMV	97,899	97,899
SPO II - Private	FMV	182,769	182,769
Common Fund CVP IX	FMV	78,307	78,307
Mason Capital	FMV	1,309,178	1,309,178
Knighthead Offshore	FMV	1,187,093	1,187,093
Gruss Global Investors	FMV	1,078,464	1,078,464
Tregaron Opportunity I	FMV	69,630	69,630
Forester Offshore	FMV	5,000,804	5,000,804
5AM Ventures III	FMV	95,097	95,097
City of London Emerging Market	FMV	2,480,131	2,480,131
Capital International	FMV	1,927,322	1,927,322
Common Fund-NRP VII	FMV	894,804	894,804
Embarcadero Capital III	FMV	486,303	486,303
Embarcadero Capital II	FMV	216,463	216,463
Embarcadero Capital	FMV	25,367	25,367
Hellman Properties	FMV	115,417	115,417
Maverick	FMV	218,555	218,555
Davidson Kempner	FMV	1,581,839	1,581,839
SPO Hotel VII	FMV	93,000	93,000
SPO Hotel VI	FMV	67,000	67,000
TIFF-PEP	FMV	488,701	488,701
Apax Europe VI	FMV	689,372	689,372

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
DAG Ventures IV	FMV	194,212	194,212
Common Fund-CVP VIII	FMV	437,957	437,957
JMI Equity VI	FMV	376,571	376,571
QR DAG III Coinvest	FMV	117,328	117,328
DAG Ventures III	FMV	353,012	353,012
Catamount III	FMV	174,367	174,367
QR DAG II Coinvest	FMV	195,489	195,489
5AM Ventures II	FMV	323,611	323,611
DAG Ventures II	FMV	299,314	299,314
Common Fund - CEP VI	FMV	419,564	419,564
JMI Equity V	FMV	590,602	590,602
Catamount II	FMV	112,705	112,705
QR DAG Coinvest	FMV	162,041	162,041
DAG Ventures QP	FMV	149,543	149,543
5AM Ventures	FMV	343,833	343,833
Common Fund - IPEP III	FMV	224,159	224,159
Common Fund - EVP V	FMV	581,269	581,269
Dover Street IV	FMV	55,627	55,627
Arch Ventures IV	FMV	16,902	16,902
Glynn Ventures V	FMV	46,461	46,461
SPO II	FMV	6,948,123	6,948,123
Silchester	FMV	3,526,376	3,526,376
Brandywine Global Bonds	FMV	2,890,771	2,890,771

TY 2012 Land, Etc. Schedule

Name: Clarence E Heller Charitable Fdn

EIN: 94-2814266

Software ID: 12000229

Software Version: 2012v2.0

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Machinery and Equipment	84,623	81,715	2,908	2,908
Furniture and Fixtures	152,176	148,354	3,822	3,822

TY 2012 Legal Fees Schedule

Name: Clarence E Heller Charitable Fdn

EIN: 94-2814266

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Expenses	12,844	10,318	0	2,526

TY 2012 Other Assets Schedule**Name:** Clarence E Heller Charitable Fdn**EIN:** 94-2814266**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Lease Deposit	6,834	6,834	6,834
Investment Distribution Receivable		2,140,045	2,140,045

TY 2012 Other Decreases Schedule

Name: Clarence E Heller Charitable Fdn

EIN: 94-2814266

Software ID: 12000229

Software Version: 2012v2.0

Description	Amount
Prior Year Audit Adjustment	169,893

TY 2012 Other Expenses Schedule**Name:** Clarence E Heller Charitable Fdn**EIN:** 94-2814266**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Trustee Expenses	4,404			4,404
Subscriptions	4,270			4,270
Staff Expenses	1,726			1,726
Office Expenses	25,225	5,183		18,360
Insurance	6,382	1,272		5,110
Equipment Expense	1,542	307		1,234
Bank, Custody & Service Fees	7,945	7,945		

TY 2012 Other Income Schedule**Name:** Clarence E Heller Charitable Fdn**EIN:** 94-2814266**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	426	426	
Oil & Gas Inc	22,443	22,443	
Misc Revenue	65		
Investment Inc frm Psp	305,357		

TY 2012 Other Liabilities Schedule**Name:** Clarence E Heller Charitable Fdn**EIN:** 94-2814266**Software ID:** 12000229**Software Version:** 2012v2.0

Description	Beginning of Year - Book Value	End of Year - Book Value
Deferred Compensation Plan	38,600	40,000

TY 2012 Other Professional Fees Schedule**Name:** Clarence E Heller Charitable Fdn**EIN:** 94-2814266**Software ID:** 12000229**Software Version:** 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Other Investment Mgmt Fees	4,993	4,993	0	0
Investment Advisory Fees	200,000	200,000	0	0
Consulting Fees	28,086	5,602	0	22,484

TY 2012 Taxes Schedule

Name: Clarence E Heller Charitable Fdn

EIN: 94-2814266

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax Refunds	46,881			

Grants Awarded and Paid In 2012

Environment and Health	Amount Awarded 2012	Amount Paid 2012
Organization		
As You Sow Oakland, California <i>For the Environmental Health Program</i>	\$50,000	\$50,000
Bay Area Environmental Health Collaborative (Rose Foundation) Oakland, California <i>To develop policies to protect public health from cumulative effects of air pollution</i>	\$50,000	\$50,000
California Pacific Medical Center Research Institute San Francisco, California <i>For research on the relationships between commonly used chemicals and breast cancer</i>	\$135,000	\$135,000
Center on Race, Poverty and the Environment San Francisco, California <i>For the San Joaquin Valley Air Quality Project</i>	\$50,000	\$50,000
City Slicker Farms Oakland, California <i>For general support</i>	\$25,000	\$25,000
Community Alliance with Family Farmers Davis, California <i>For the Buy Fresh, Buy Local campaign in Santa Clara County</i>	\$30,200	\$30,200
Food and Environment Reporting Network New York, New York <i>For general support</i>	\$40,000	\$40,000
Global Community Monitor El Cerrito, California <i>For the California Healthy Communities Program</i>	\$50,000	\$50,000

Greenbelt Alliance San Francisco, California <i>For general support</i>	\$50,000	\$50,000
Institute for Agriculture and Trade Policy Minneapolis, Minnesota <i>To support activities of the Food and Environment Working Group of the American Public Health Association</i>	\$5,000	\$5,000
Institute for Food and Development Policy Oakland, California <i>For the Oakland Food Policy Council</i>	\$25,000	\$25,000
People's Grocery Oakland, California <i>For general support</i>	\$50,000	\$50,000
Pesticide Action Network San Francisco, California <i>For a project to develop sustainable agriculture production standards that protect the health and safety of farmworkers</i>	\$40,000	\$40,000
Resource Renewal Institute Mill Valley, California <i>For Forces of Nature: Environmental Elders Speak</i>	\$50,000	\$50,000
Roots of Change (Trust for Conservation Innovation) San Francisco, California <i>To establish the California Food Policy Council</i>	\$150,000	\$150,000
Sustainable Agriculture and Food Systems Funders (New Ventures Fund) Santa Barbara, California <i>For programs to educate foundations about sustainable agriculture and food systems issues</i>	\$35,000	\$35,000
Transform Oakland, California <i>For the Fighting Climate Change program</i>	\$60,000	\$60,000

University of California, San Francisco San Francisco, California <i>For a project to develop guidelines that help physicians consider environmental health hazards in patient evaluations</i>	\$60,000	\$60,000
Urban Habitat Oakland, California <i>For general support</i>	\$75,000	\$75,000
Environment and Health Subtotal	\$1,030,200	\$1,030,200

Music

Organization

American Bach Soloists San Francisco, California <i>To support the North American premiere of Von Biber's Missa Salisburgensis</i>	\$20,000	\$20,000
Cazadero Performing Arts Camp Berkeley and Cazadero, California <i>To support music instruction at a summer music camp</i>	\$15,000	\$15,000
Community Music Center San Francisco, California <i>To support an upgrade to the music school's donor and registration databases in order to improve fund-raising capacity</i>	\$35,000	\$35,000
Del Sol Quartet (Del Sol Performing Arts Organization) San Francisco, California <i>For a series of concerts celebrating the quartet's 20th anniversary</i>	\$15,000	\$15,000
Education Through Music – Los Angeles Los Angeles, California <i>To support in-school music instruction</i>	\$25,000	\$25,000
Heart of Los Angeles Los Angeles, California <i>To support the Youth Orchestra Los Angeles (YOLA) program</i>	\$20,000	\$20,000
Left Coast Chamber Ensemble (Chamber Music Partnership) San Francisco, California <i>To support the premiere of a new work by Kurt Rohde</i>	\$8,800	\$8,800
Los Angeles Philharmonic Los Angeles, California <i>To support the youth orchestra mentorship program</i>	\$25,000	\$25,000

National String Project Consortium San Rafael, California <i>To support the stringed instrument instructional program at the University of the Redlands</i>	\$16,900	\$16,900
New Century Chamber Orchestra San Francisco, California <i>To support the premiere of a new work by Lera Auerbach</i>	\$25,000	\$25,000
Philharmonia Baroque San Francisco, California <i>For performances of Beethoven's Fourth Piano Concerto on the fortepiano</i>	\$25,000	\$25,000
Quinteto Latino (San Francisco Friends of Chamber Music) San Francisco, California <i>For the premiere of a new work by Gabriela Lena Frank</i>	\$7,500	\$7,500
San Diego Youth Symphony and Conservatory San Diego, California <i>To support the conservatory's youth orchestra program for low-income children</i>	\$35,000	\$35,000
San Francisco Chamber Orchestra San Francisco, California <i>To continue support for building an effective organizational infrastructure to improve fund-raising capacity</i>	\$25,000	\$25,000
San Francisco Contemporary Music Players San Francisco, California <i>For a series of performances honoring the centenary of the birth of John Cage</i>	\$25,000	\$25,000
San Francisco Friends of Chamber Music San Francisco, California <i>For a re-granting program to support emerging small chamber ensembles</i>	\$25,000	\$25,000
San Francisco Symphony San Francisco, California <i>To support the Instrument Training and Support Program</i>	\$50,000	\$50,000

Southwest Chamber Music Pasadena, California <i>To support the premiere of a new composition by Roger Reynolds</i>	\$20,000	\$20,000
Young Musicians Foundation Beverly Hills, California <i>For a chamber music mentoring program</i>	\$15,000	\$15,000
Young Musicians Program Berkeley, California <i>To support music instruction for low-income youth</i>	\$25,000	\$25,000
Music Subtotal	\$458,200	\$458,200

Education

Organization

Aim High San Francisco, California <i>To support training costs for Aim High's environmental education component</i>	\$20,000	\$20,000
Armory Center for the Arts Pasadena, California <i>To provide professional development for teaching artists in a new visual arts science integrated curriculum</i>	\$35,000	\$35,000
Alliance for Arts Learning Leadership (Alameda County Office of Education) Hayward, California <i>To support a program that prepares teachers to provide effective arts-integrated instruction</i>	\$30,000	\$30,000
California Institute of Biodiversity Moraga, California <i>To revise an environmental education professional development curriculum and provide six workshops for middle and high school science teachers</i>	\$60,000	\$60,000
Exploratorium San Francisco, California <i>For teacher workshops that focus on exploring the impact of humans on the natural environment</i>	\$45,000	\$45,000
LEAP San Francisco, California <i>To support professional development activities for teaching artists</i>	\$30,000	\$30,000
Out of Site Youth Arts Center (Tides Center) San Francisco, California <i>To support a professional development and mentoring project for teaching artists</i>	\$25,000	\$25,000

Performing Arts Workshop San Francisco, California <i>For a program that builds the capacity for collaboration between classroom teachers and teaching artists</i>	\$25,000	\$25,000
San Francisco Green Schoolyard Alliance (San Francisco School Alliance) San Francisco, California <i>To provide training in the use of school gardens to classroom teachers and Education Outside Corps members</i>	\$35,000	\$35,000
Slide Ranch Muir Beach, California <i>To support the teacher-in-residence training program</i>	\$30,000	\$30,000
StageWrite (Intersection for the Arts) San Francisco, California <i>To support professional development for teaching artists in the theater arts and literacy</i>	\$15,000	\$15,000
University of California, Berkeley, Graduate School of Education Berkeley, California <i>To support a program that provides practicum experience in using integrated arts instruction to enhance language development for K-5 urban students</i>	\$35,471	\$35,471
Young Audiences of Northern California San Francisco, California <i>To provide a professional development program to teaching artists</i>	\$20,000	\$20,000
Education Subtotal	\$405,471	\$405,471

Special Projects

Organization

Abingdon Theatre Company New York, New York <i>For general support</i>	\$1,500	\$1,500
Aim High San Francisco, California <i>For general support</i>	\$10,000	\$10,000
Animal People Clinton, Washington <i>For general support</i>	\$4,000	\$4,000
Antaeus Company North Hollywood, California <i>For general support</i>	\$1,500	\$1,500
Canal Child Care Center San Rafael, California <i>To support the Garden Program</i>	\$2,500	\$2,500
Castilleja School Palo Alto, California <i>For the Innovation Investment Fund</i>	\$9,000	\$9,000
Castilleja School Palo Alto, California For View 360	\$6,000	\$6,000
Catching the Dream Albuquerque, New Mexico <i>For scholarship support</i>	\$2,500	\$2,500
CDC Foundation Atlanta, Georgia <i>For the Bed Nets for Children Campaign</i>	\$10,000	\$10,000
Celebration Theatre Burbank, California <i>For general support</i>	\$1,000	\$1,000

Children's Environmental Literacy Foundation Chappaqua, New York <i>For general support</i>	\$15,000	\$15,000
Colony Theatre Burbank, California <i>For general support</i>	\$1,000	\$1,000
Colorado College Colorado Springs, Colorado <i>For the Walton Family Foundation match</i>	\$10,000	\$10,000
Environmental Action of West Marin Point Reyes, California <i>For the Save Drake's Estero Wilderness Campaign</i>	\$15,000	\$15,000
Families for Effective Autism Treatment Las Vegas, Nevada <i>For general support</i>	\$20,000	\$20,000
Gardiner Museum Toronto, Ontario <i>For general support</i>	\$5,000	\$5,000
Marin Ballet San Rafael, California <i>For the 45th Anniversary Campaign</i>	\$15,000	\$15,000
Mercy Corps Portland, Oregon <i>For general support</i>	\$4,000	\$4,000
Mills College Oakland, California <i>To support undergraduate student scholarships</i>	\$10,000	\$10,000
New Century Chamber Orchestra San Francisco, California For general support	\$5,000	\$5,000
Partners in Health Boston, Massachusetts <i>For general support</i>	\$2,000	\$2,000

Sol-La Music Academy Santa Monica, California <i>For general support</i>	\$25,000	\$25,000
Trust for Public Land Cleveland, Ohio <i>For the Tow Path Project</i>	\$10,000	\$10,000
Urban School San Francisco, California <i>For the Mark Salkind Fund</i>	\$5,000	\$5,000
UC Santa Cruz Arts (UC Santa Cruz Foundation) Santa Cruz, California <i>For the Hardy Hanson Memorial Fund</i>	\$7,500	\$7,500
Special Projects Subtotal	\$197,500	\$197,500
Total Grants	\$2,091,371	\$2,091,371

General Support for Philanthropic Organizations	Amount Awarded 2012	Amount Paid 2012
Council on Foundations Washington, D C <i>For 2012 membership</i>	\$5,710	\$5,710
Environmental Grantmakers Association New York, New York <i>For 2012 membership</i>	\$797	\$797
Grantmakers for Education Portland, Oregon <i>For 2012 membership</i>	\$500	\$500
Grantmakers for Effective Organizations Washington, D C <i>For 2012 membership</i>	\$1,225	\$1,225

Northern California Grantmakers San Francisco, California <i>For 2012 membership</i>	\$2,947	\$2,947
Philanthropic Organizations Subtotal	\$11,179	\$11,179
Grand Total	\$2,102,550	\$2,102,550