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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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▶ **Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation The RHE Charitable Foundation		A Employer identification number 26-2469224
Number and street (or P O box number if mail is not delivered to street address) Room/suite 51 Sussex Street		B Telephone number (see instructions)
City or town, state or province, country, and ZIP or foreign postal code San Francisco, CA 94131		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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) ▶ \$ 4,310,575	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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	72,474	72,474		
	4 Dividends and interest from securities	78,269	78,269		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	242,659			
	b Gross sales price for all assets on line 6a 1,433,428				
	7 Capital gain net income (from Part IV, line 2)		242,659		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	393,402	393,402			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	120,417			120,417
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	5,147			5,147
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	8,536			8,536
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	18,729	857		17,872
	19 Depreciation (attach schedule) and depletion	466			
	20 Occupancy				
	21 Travel, conferences, and meetings	3,000			3,000
	22 Printing and publications				
	23 Other expenses (attach schedule)	54,928	42,313		12,615
	24 Total operating and administrative expenses. Add lines 13 through 23	211,223	43,170		167,587
	25 Contributions, gifts, grants paid	226,297			226,297
26 Total expenses and disbursements. Add lines 24 and 25	437,520	43,170		393,884	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-44,118				
b Net investment income (if negative, enter -0-)		350,232			
c Adjusted net income (if negative, enter -0-)			0		

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	248,469	213,205	213,205		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	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 instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	1,946,473	2,047,122	2,514,149		
	c	Investments—corporate bonds (attach schedule)	1,606,178	1,466,002	1,534,115		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ _____ 3,317 Less accumulated depreciation (attach schedule) ▶ 1,400	402	1,917	1,917		
15	Other assets (describe ▶ _____)	5,242	30,242	47,189			
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,806,764	3,758,488	4,310,575			
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22)	0	0				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" 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	3,806,764	3,758,488				
30	Total net assets or fund balances (see page 17 of the instructions)	3,806,764	3,758,488				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,806,764	3,758,488				

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,806,764
2	Enter amount from Part I, line 27a	2	-44,118
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,168
4	Add lines 1, 2, and 3	4	3,763,814
5	Decreases not included in line 2 (itemize) ▶ _____	5	5,326
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,758,488

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	See Additional Data Table			
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	See Additional Data Table			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
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	242,659
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

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))
2012	334,620	4,320,221	0.077454
2011	230,387	4,199,675	0.054858
2010	139,049	3,971,722	0.03501
2009	111,213	3,395,592	0.032752
2008			
2	Total of line 1, column (d).		2 0.200075
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 0.040015
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 4,263,822
5	Multiply line 4 by line 3.		5 170,617
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 3,502
7	Add lines 5 and 6.		7 174,119
8	Enter qualifying distributions from Part XII, line 4.		8 393,884

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, Credits/Payments, and Tax due. Total amount overpaid is 5,498.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Questions include: Did the foundation attempt to influence legislation? Did it spend more than \$100 for political purposes? Did it file Form 1120-POL? Total of 10 questions with Yes/No columns.

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 None	13	Yes	
14	The books are in care of Jennifer Heyneman Sousae Telephone no (415) 424-7882 Located at 51 Sussex Street San Francisco CA ZIP +4 94131			
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 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country None	16	Yes	No

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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	
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 2013 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 2013.</i>)	3b	
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 2013?	4b	No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	5b		
	6b		No
	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 (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
Jennifer Heyneman Sousae 51 Sussex Street San Francisco, CA 94131	President Exec Director 32 00	120,417	5,147	0
Michael Arnold 51 Sussex Street San Francisco, CA 94131	Treasurer 1 00	0	0	0
Patricia Hamilton 51 Sussex Street San Francisco, CA 94131	Secretary 1 00	0	0	0
William Sousae 51 Sussex Street San Francisco, CA 94131	Vice President 15 00	0	0	0

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

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

Total number of other employees paid over \$50,000. 0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 Researched prospective grant recipient organizations in order to develop a knowledge base for selection of organizations with superb leadership and effectiveness	0
2 Awarded grants to vetted recipient organizations that advance edgy arts enhance human resilience civic engagement environmental conservation and education	0
3 Continued collaborative grant-making	0
4 Participated in outreach visits and benefit events in order to offer support and to review the work of past present and prospective grant awardees	0

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	4,048,778
b	Average of monthly cash balances.	1b	263,725
c	Fair market value of all other assets (see instructions).	1c	16,250
d	Total (add lines 1a, b, and c).	1d	4,328,753
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	4,328,753
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	64,931
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,263,822
6	Minimum investment return. Enter 5% of line 5.	6	213,191

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	213,191
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	3,502
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	3,502
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	209,689
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	209,689
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	209,689

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	393,884
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	393,884
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	3,502
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	390,382

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				209,689
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				23,867
e From 2012.				97,332
f Total of lines 3a through e.	121,199			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>393,884</u>				
a Applied to 2012, 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).				
d Applied to 2013 distributable amount.				209,689
e Remaining amount distributed out of corpus	184,195			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	305,394			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
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 2008 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	305,394			
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				23,867
d Excess from 2012.				97,332
e Excess from 2013.				184,195

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 226,297
b <i>Approved for future payment</i>				
Total				▶ 3b 0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
ML Capital Gain Distributions	P		
BAXTER INTERNATNL INC	P	2013-01-11	2013-09-09
CH ROBINSON WORLDWIDE INC NEW	P	2012-09-25	2013-01-11
EATON CORP PLC	P	2012-12-04	2013-04-30
HONEYWELL INTL INC DEL	P	2013-02-05	2013-09-09
CENTURYLINK INC	P	2012-01-06	2013-04-30
JPMORGAN CHASE	P	2011-10-10	2013-02-05
DOMINION RESOURCES INC SER D	P	2009-04-16	2013-03-15
TARGET	P	2009-03-20	2013-06-17
WELLS FARGO COMPANY	P	2009-03-20	2013-01-31
ABBOTT LABS	P	2010-10-19	2013-04-30
ABBVIE INC SHS	P	2010-10-19	2013-04-30
CHEVRON CORP	P	2008-01-18	2013-09-09
COCAMCOLA COM	P	2009-06-12	2013-09-09
ISHARES BARCLAYS TIPS	P	2009-04-16	2013-02-05
GENERAL ELECTRIC CAP PUBLIC	P	2009-04-16	2013-01-18
GENL DYNAMICS CORP	P	2009-06-12	2013-04-30
INTL BUSINESS MACHINES CORP	P	2009-04-09	2013-04-30
SCHLUMBERGER LTD	P	2010-04-10	2013-04-30
UNITED TECHS CORP	P	2009-06-12	2013-01-11
CATERPILLAR FIN SERV	P	2009-03-20	2013-02-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,989			2,989
77,321		76,478	843
89,351		85,064	4,287
104,131		88,084	16,047
72,032		61,654	10,378
75,144		75,100	44
38,467		25,867	12,600
75,000		75,000	
75,000		75,000	
75,000		71,654	3,346
40,615		28,158	12,457
50,449		30,535	19,914
85,466		58,051	27,415
92,259		57,834	34,425
53,839		45,936	7,903
62,500		52,806	9,694
66,503		46,365	20,138
80,448		51,428	29,020
74,372		67,806	6,566
67,542		44,491	23,051
75,000		73,458	1,542

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Marin Audubon Society PO Bx 599 Mill Valley, CA 949420599		PC	Environment Marshland purch and restoration	7,000
Friends of the Eel River PO Box 4945 Arcata, CA 95518		PC	Genl operating grant with added legal support	35,000
Point Blue 3820 Cypress Drive Petaluma, CA 94954		PC	Environment Faralon Isl field research	12,000
Bay Area Wilderness Training EII 1050 E 8th St Oakland, CA 94612		PC	Operating Grant	7,000
Adopt a Family of Marin 496 B St San Rafael, CA 94901		PC	Human Resilience Operating Grant	20,000
Stepping Stone Rehab for Women 255 Tenth Ave San Francisco, CA 94118		PC	Human Resilience General Operating Grant	20,000
Swords to Plowshares 1060 Howard St San Francisco, CA 94103		PC	Human Resilience General Operating Grant	20,000
Theater Bay Area 1119 Market St 2nd Fl San Francisco, CA 94103		PC	Edgy Arts Artist Fellowship	2,000
Central Works 2315 Durant Ave Berkeley, CA 94704		PC	Edgy Arts General Operating Grant	15,000
Playwrights Foundation 1616 16th St San Francisco, CA 94103		PC	Edgy Arts General Operating Grant	20,000
Cutting Ball Theater 141 Taylor Street San Francisco, CA 94102		PC	Edgy Arts General Operating Grant	10,000
Marin Baroque 1330 Lincoln Ave Ste 103 San Rafael, CA 94901		PC	Edgy Arts General Operating Grant	5,000
Calif Academy of Sciences 55 Music Concourse Dr San Francisco, CA 94118		PC	Environment	330
Adopt a Family of Marin 496 B St San Rafael, CA 94901		PC	Human Resilience Benefit Luncheon	500
Shadowlight Productions 22 Chattanooga St San Francisco, CA 94114		PC	Edgy Arts Produce Play	5,000
Total				226,297

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Opera Noir PO Box 1933 Orinda, CA 94563		PC	Edgy Arts Fund Raiser	2,500
Playwrights Foundation 1616 16th St San Francisco, CA 94103		PC	Edgy Arts Produce Festival 2013	5,000
Bouquets to Art - Fine Arts Museum 50 Hagiwara Tea Garden Dr San Francisco, CA 94118		PC	Arts Museum Donation	750
Sierra Club 85 2nd St San Francisco, CA 94105		PC	Arts Donation	1,250
Cal Shakes Theatre 701 Heinz Ave Berkeley, CA 94710		PC	Arts Benefit	5,800
Exploratorium Piers 1517 San Francisco, CA 94111		PC	Founding Gift for New Location	1,000
SF Mime Troupe 855 Treat Avenue San Francisco, CA 94110		PC	Edgy Arts Benefit	1,000
Beginnings Inc PO Box 1090 Redway, CA 95560		PC	Human Resilience Found New Summer Camp	5,000
Theatre Bay Area 1663 Mission St Ste 525 San Francisco, CA 94103		PC	Edgy Arts Benefit	1,500
Dry Dock 2118 Greenwich Street San Francisco, CA 94123		PC	Human Resilience AA Meeting Center	1,785
Stepping Stone 255 Tenth Avenue San Francisco, CA 94118		PC	Human Resilience Benefit Luncheon	1,525
Sempervirens Fund 419 South San Antonio Rd Los Altos, CA 94022		PC	Environment Donation	50
AIM Institute 1905 Harvey St Omaha, NE 68102		PC	Edgy Arts Produce Play	5,407
Silicpn Valley Social V PO Box 1792 Los Altos, CA 94023		PC	SV2 Giving Collaborative	5,000
Womens Earth Alliance 2150 Allston Way Berkeley, CA 94704		PC	Womans Global Alliance Benefit	2,500

Total **3a** 226,297

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
National Wildlife Fed 11100 Wildlife Center Dr Reston, VA 20190				
	PC	Environment		100
Planned Parenthood 2185 Pacheco St Concord, CA 94520				
	PC	Human Resilience Donation		1,000
SF Film Society 39 Mesa St ste 110 San Francisco, CA 94129				
	PC	Edgy Arts Sound Editing		5,500
Swords to Plowshares 1060 Howard St San Francisco, CA 94103				
	PC	Fund a Need Campaign		700
FAMSA 50 Hagiwara Tea Garden Dr San Francisco, CA 94118				
	PC	Arts Donation		100
Total	3a			226,297

Form **4562**
 Department of the Treasury
 Internal Revenue Service (99)

Depreciation and Amortization
 (Including Information on Listed Property)

OMB No 1545-0172
2013
 Attachment
 Sequence No **179**

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

Name(s) shown on return The RHE Charitable Foundation	Business or activity to which this form relates FORM 990PF - 1	Identifying number 26-2469224
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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	\$ 2,600,000
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 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 2014 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	268

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 2013	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

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

Section C—Assets Placed in Service During 2013 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	198
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	466
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? 24b If "Yes," is the evidence written? 25 Special 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) 26 Property used more than 50% in a qualified business use 27 Property used 50% or less in a qualified business use 28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 29 Add amounts in column (i), line 26 Enter here and on line 7, page 1

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) 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? 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? 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 2013 tax year (see instructions) 43 Amortization of costs that began before your 2013 tax year 44 Total. Add amounts in column (f) See the instructions for where to report

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

TY 2013 Depreciation Schedule

Name: The RHE Charitable Foundation

EIN: 26-2469224

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
Projector	2009-06-19	658	461	SL	5	132	0	0	
Copier	2009-11-20	678	473	SL	5	136	0	0	
Computer	2013-01-08	1,981	0	SL	5	198	0	0	

**TY 2013 Investments Corporate
Bonds Schedule**

Name: The RHE Charitable Foundation

EIN: 26-2469224

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Bonds held at Merrill Lynch	1,466,002	1,534,115

**TY 2013 Investments Corporate
Stock Schedule**

Name: The RHE Charitable Foundation

EIN: 26-2469224

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Equities held at Merrill Lynch	1,171,513	1,491,095
Mutual and closed end funds	875,609	1,023,054

TY 2013 Other Assets Schedule

Name: The RHE Charitable Foundation

EIN: 26-2469224

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Accrued Interest	0	0	16,947
Other receivables	5,242	5,242	5,242
Other Receivable	0	25,000	25,000

TY 2013 Other Decreases Schedule

Name: The RHE Charitable Foundation

EIN: 26-2469224

Description	Amount
Dividend payment - timing diff	710
Check not cleared	1,108
Accrued Interest - net	2,455
Nontaxable Return of Capital	1,053

TY 2013 Other Expenses Schedule

Name: The RHE Charitable Foundation

EIN: 26-2469224

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Business registration fees	180	0	0	180
Auto expense	300	0	0	300
Grant Preparation Research	5,961	0	0	5,961
Meetings site visits meals	1,824	0	0	1,824
Memberships registrations	868	0	0	868
Office expense	1,890	0	0	1,890
Supplies	43	0	0	43
Postage and mailings	223	0	0	223
Books and subscriptions	246	0	0	246
Parking	331	0	0	331
Payroll processing fees	749	0	0	749
Investment management fees	42,313	42,313	0	0

TY 2013 Other Increases Schedule

Name: The RHE Charitable Foundation

EIN: 26-2469224

Description	Amount
Dividends declared	625
Accrued Interest paid not deducted	543

TY 2013 Other Professional Fees Schedule**Name:** The RHE Charitable Foundation**EIN:** 26-2469224

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Tax Preparation and Accounting	4,225	0	0	4,225
Outside Contract Services	4,311	0	0	4,311

TY 2013 Taxes Schedule

Name: The RHE Charitable Foundation

EIN: 26-2469224

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Tax Paid	857	857	0	0
Tax Payments	8,551	0	0	8,551
Payroll Taxes	9,321	0	0	9,321