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Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation HELLMAN FOUNDATION		A Employer identification number 61-1583546
Number and street (or P O box number if mail is not delivered to street address) ONE MARITIME PLAZA	Room/suite 2010	B Telephone number 415-391-7545
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94111		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) \$ 45,668,296.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	11,404,110.		N/A	
	2 Check <input type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,588.			STATEMENT 1
	b Gross sales price for all assets on line 6a	841,396.			
	7 Capital gain net income (from Part IV, line 2)		434,949.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11	11,413,698.	434,949.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	281,836.	0.		304,816.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	40,565.	0.		30,421.
	b Accounting fees STMT 3	92,558.	37,750.		54,809.
	c Other professional fees STMT 4	1,500.	0.		1,500.
	17 Interest				
	18 Taxes STMT 5	180.	0.		180.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	270.	0.		270.
	22 Printing and publications				
	23 Other expenses STMT 6	3,664.	0.		2,264.
	24 Total operating and administrative expenses. Add lines 13 through 23	420,573.	37,750.		394,260.
	25 Contributions, gifts, grants paid	7,992,327.			5,054,800.
26 Total expenses and disbursements. Add lines 24 and 25	8,412,900.	37,750.		5,449,060.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	3,000,798.				
b Net investment income (if negative, enter -0-)		397,199.			
c Adjusted net income (if negative, enter -0-)			N/A		

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	34,563,696.	39,895,243.	39,895,243.
	2 Savings and temporary cash investments		1,054,996.	1,054,996.
	3 Accounts receivable ▶ 54,809.		54,809.	54,809.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	0.	4,636,294.	4,636,294.
	b Investments - corporate stock STMT 8	0.	26,954.	26,954.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 9)		0.	0.	0.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		34,563,696.	45,668,296.	45,668,296.
17 Accounts payable and accrued expenses		69,585.	58,149.	
18 Grants payable		1,788,026.	9,903,264.	
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	1,857,611.	9,961,413.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	32,706,085.	35,706,883.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	32,706,085.	35,706,883.		
31 Total liabilities and net assets/fund balances	34,563,696.	45,668,296.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	32,706,085.
2 Enter amount from Part I, line 27a	2	3,000,798.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	35,706,883.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,706,883.

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 STATEMENT D-1		D	12/01/05	09/06/13
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 841,396.		406,447.	434,949.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			434,949.
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	434,949.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.				SEE STMT C
(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	7,881,177.	8,290,262.	.950655	
2011	0.	7,338,250.	.000000	
2010				
2009				
2008				

2 Total of line 1, column (d)	2	.950655
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	.475328
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	38,437,244.
5 Multiply line 4 by line 3	5	18,270,298.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,972.
7 Add lines 5 and 6	7	18,274,270.
8 Enter qualifying distributions from Part XII, line 4	8	5,449,060.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1 7,944.
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 0.
3 Add lines 1 and 2		3 7,944.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4 0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 7,944.
6 Credits/Payments:		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b Exempt foreign organizations - tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	5,000.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	179.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,123.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
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	SEE STMT C	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	X	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	STMT 10	X

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		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of LYRA MANAGEMENT LLC Telephone no. (415) 391-7545			
Located at ONE MARITIME PLAZA, SUITE 2010, SAN FRANCISCO, CA ZIP+4 94111				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TO 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? SEE STMT B	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here		
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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		
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		X

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

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

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		281,836.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 0.
b	Average of monthly cash balances	1b 39,022,583.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 39,022,583.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 39,022,583.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 585,339.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 38,437,244.
6	Minimum investment return. Enter 5% of line 5	6 1,921,862.

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 1,921,862.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 7,944.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 7,944.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 1,913,918.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 1,913,918.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 1,913,918.

Part XIII 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 5,449,060.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 5,449,060.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 5,449,060.

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				1,913,918.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012	7,454,600.			
f Total of lines 3a through e	7,454,600.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 5,449,060.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,913,918.
e Remaining amount distributed out of corpus	3,535,142.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	10,989,742.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	10,989,742.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	7,454,600.			
e Excess from 2013	3,535,142.			

SEE STMT. C

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

- 2 a** 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.

- 3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:
(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

- 1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
STATEMENT A				5,054,800.
Total			3a	5,054,800.
b Approved for future payment				
STATEMENT A				6,250,000.
Total			3b	6,250,000.

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

HELLMAN FOUNDATION

Employer identification number

61-1583546

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

HELLMAN FOUNDATION

61-1583546

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PATRICIA C. HELLMAN SURVIVORS TRUST ONE MARITIME PLAZA, SUITE 2010 SAN FRANCISCO, CA 94111	\$ 10,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	PATRICIA C. HELLMAN SURVIVORS TRUST ONE MARITIME PLAZA, SUITE 2010 SAN FRANCISCO, CA 94111	\$ 736,004.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
3	PATRICIA C. HELLMAN SURVIVORS TRUST ONE MARITIME PLAZA, SUITE 2010 SAN FRANCISCO, CA 94111	\$ 95,804.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

HELLMAN FOUNDATION

61-1583546

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	19,927 SHS LPL FINL HOLDINGS, INC.	\$ 736,004.	09/03/13
3	1,419 SHS YELP, INC.	\$ 95,804.	09/18/13
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

HELLMAN FOUNDATION

61-1583546

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

Use duplicate copies of Part III if additional space is needed.

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

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE STATEMENT D-1		12/01/05	09/06/13

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
841,396.	831,808.	0.	0.	9,588.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	9,588.

FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	40,565.	0.		30,421.
TO FM 990-PF, PG 1, LN 16A	40,565.	0.		30,421.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ALLISON MORRIS	2,168.	1,084.		1,084.
COMYNS, SMITH ET AL	17,059.	0.		17,059.
WTAS	13,650.	6,825.		6,825.
LYRA MGMT FEES	59,681.	29,841.		29,841.
TO FORM 990-PF, PG 1, LN 16B	92,558.	37,750.		54,809.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,500.	0.		1,500.
TO FORM 990-PF, PG 1, LN 16C	1,500.	0.		1,500.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	180.	0.		180.
TO FORM 990-PF, PG 1, LN 18	180.	0.		180.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	70.	0.		70.
MEALS AND ENTERTAINMENT	590.	0.		590.
MISC OTHER EXPENSES & MEMBERSHIPS	3,004.	0.		1,604.
TO FORM 990-PF, PG 1, LN 23	3,664.	0.		2,264.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. BONDS - SCHWAB	X		4,636,294.	4,636,294.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,636,294.	4,636,294.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,636,294.	4,636,294.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - CREDIT SUISSE	26,954.	26,954.
TOTAL TO FORM 990-PF, PART II, LINE 10B	26,954.	26,954.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
WEBSITE	0.	4,325.	4,325.
ACCUMULATED AMORTIZATION	0.	<4,325.>	<4,325.>
TO FORM 990-PF, PART II, LINE 15	0.	0.	0.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 10

NAME OF CONTRIBUTOR

ADDRESS

PATRICIA C. HELLMAN

ONE MARITIME PLAZA, SUITE 2010
SAN FRANCISCO, CA 94111

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS

TITLE AND
AVRG HRS/WKCOMPEN-
SATIONEMPLOYEE
BEN PLAN EXPENSE
CONTRIB ACCOUNTPATRICIA HELLMAN GIBBS
ONE MARITIME PLAZA NO. 2010
SAN FRANCISCO, CA 94111PRESIDENT/DIRECTOR
3.00

0. 0. 0.

JUDITH HELLMAN
ONE MARITIME PLAZA NO. 2010
SAN FRANCISCO, CA 94111VICE PRESIDENT/DIRECTOR
2.00

0. 0. 0.

JOANNE HAGOPIAN
ONE MARITIME PLAZA NO. 2010
SAN FRANCISCO, CA 94111CHIEF FINANCIAL OFFICER
3.00

0. 0. 0.

SUSAN HIRSCH
1714 STOCKTON STREET, SUITE 400
SAN FRANCISCO, CA 94133SECRETARY
8.00

281,836. * 0. 0.

MARCO W. HELLMAN
ONE MARITIME PLAZA NO. 2010
SAN FRANCISCO, CA 94111DIRECTOR
2.00

0. 0. 0.

FRANCES HELLMAN
ONE MARITIME PLAZA NO. 2010
SAN FRANCISCO, CA 94111DIRECTOR
2.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

281,836. 0. 0.

* SEE STATEMENT B

Hellman Foundation
2013 Donations

EIN: 61-1583546

Check	Date	Donee Name & Address	Grants Paid	Grants Accrued	Purpose	Foundation Status
1	2205	3/15/2013 Tahoe Truckee Community Foundation PO Box 366 Truckee, CA 96160	10,000 00		Aim High Program - Multi-year 2 of 3	Tahoe Truckee Comnty Fdn/GP 509a(1)
2	2206	4/11/2013 Berklee College of Music 1140 Boylston Street Boston, MA 02215	5,000 00		General Operating Support	Grants Paid 509a(1)
3	2207	4/11/2013 Bolinas Community Land Trust	10,000 00		General Operating Support	Grants Paid 509a(1)
	2292	11/6/2013 PO Box 805 Bolinas, CA 94924	10,000 00		General Operating Support	Grants Paid
4	2208	4/11/2013 California College of the Arts 1111 Eighth Street San Francisco, CA 94107	5,000 00		General Operating Support	Grants Paid 509a(1)
5	2209	4/11/2013 Crohns & Colitis Foundation of America Nor CA 5 Third Street, Suite 815 San Francisco, CA 94103	10,000 00		General Operating Support	Grants Paid 509a(1)
6	2210	4/11/2013 Dance - USA 1111 16th Street NW, Suite 300 Washington, DC 20036	20,000 00		General Operating Support	Grants Paid 509a(1)
7	2211	4/11/2013 Golden Gate National Parks Conservancy Building 201, Fort Mason San Francisco, CA 94123	20,000 00		General Operating Support	Grants Paid 509a(1)
8	2212	4/11/2013 Horse Plus Humane Society P O Box 6108 Orville, CA 95966	1,000 00		General Operating Support	Grants Paid 509a(1)
9	2213	4/11/2013 Jewish Community Federation	200,000 00		General Operating Support	Grants Paid 509a(1)
	2214	4/11/2013 121 Steuart St San Francisco, CA 94105	10,000 00		I-SAEF	Grants Paid
10	2215	4/11/2013 KQED, Inc	20,000 00		General Operating Support	Grants Paid 509a(1)
	2300	11/6/2013 2601 Mariposa Street San Francisco, CA 94110-1426	30,000 00		General Operating Support	Grants Paid
11	2216	4/11/2013 Mills College	25,000 00		General Operating Support	Grants Paid 509a(1)
	2240	6/4/2013 5000 MacArthur Blvd Oakland, CA 94613	50,000 00		Summer Bridge program	Grants Paid
12	2217	4/11/2013 New Israel Fund 703 Market Street, Suite 1503 San Francisco, CA 94103	50,000 00		General Operating Support	Grants Paid 509a(1)
13	2218	4/11/2013 PEF Israel Endowment Funds 317 Madison Avenue, Suite 607 New York, NY 10017	15,000 00		KOLOT General Operating	Grants Paid 509a(1)
14	2219	4/11/2013 Shalom Hartman Institute North American One Pennsylvania Plaza, Suite 1606 New York, NY 10119	10,000 00		General Operating Support	Grants Paid 509a(1)
15	2220	4/11/2013 Sierra State Parks Foundation PO Box 28 Tahoe City, CA 96145	20,000 00		Sugar Pine Point State Park	Grants Paid 509a(1)
16	2221	4/11/2013 Skidmore College	10,000 00		General Operating Support	Grants Paid 509a(1)
	2222	4/11/2013 815 North Broadway Saratoga Springs, NY 12866,	15,000 00		General Operating Support	Grants Paid
17	2223	4/11/2013 Steadman Philippon Research Inst 181 W Meadow Dr, Suite 1000 Vail, CO 81657	10,000 00		General Operating Support	Grants Paid 509a(1)
18	2224	4/11/2013 Stratton Mountain School World Cup Circle Stratton Mountain, VT 05155	10,000 00		General Operating Support	Grants Paid 509a(1)
19	2225	4/11/2013 Sugar Bowl Ski Team Foundation	100,000 00		General Operating Support	Grants Paid 509a(1)
	2226	4/11/2013 PO Box 68 Norden, CA 95724	50,000 00		General Operating Support	Grants Paid

Hellman Foundation
2013 Donations

EIN: 61-1583546

Check	Date	Donee Name & Address	Grants Paid	Grants Accrued	Purpose	Foundation Status
20	2227	4/11/2013 Tenderloin Neighborhood Dev Corp 201 Eddy Street San Francisco, CA 94102	10,000 00		General Operating Support	Grants Paid 509a(1)
21	2228	4/11/2013 Trinity University	5,000 00		General Operating Support	Grants Paid 509a(1)
	2274	8/20/2013 One Trinity Place #49 San Antonio, TX 78212-7200,	20,000 00		Center for the Sciences and Innovation Campaign	Grants Paid
22	2229	4/11/2013 UC Berkeley Foundation	5,000 00		General Operating Support	Grants Paid 509a(1)
	2324	12/9/2013 2080 Addison Street, #4200	83,333 00		Save Cal Baseball, 2 of 3	UC Berkeley - Cal Baseball/GP
	2323	12/9/2013 Berkeley, CA 94720-4200	250,000 00		Friends Warren Hellman Fund, 2 of 2	UC Berkeley/GP
23	2230	4/11/2013 UCSF Foundation Division of Hematology/Oncology 1600 Divisadero Street Room B714, Box 1770 San Francisco, CA 94143-1770	50,000 00		Levy Infectious Disease & Cancer Fund	Grants Paid 509a(1)
24	2232	5/1/2013 Center for Investigative Reporting 2130 Center Street, #103 Berkeley, CA 94704	666,667 00		General Operating, Multi-Year 2 of 3	Center for Investigative Reporting/GP 509a(1)
25	2233	5/1/2013 Community Initiatives 354 Pine Street, Suite 700 San Francisco, CA 94104	25,000 00		Our City, Our Children	Grants Paid 509a(1)
26	2241	6/4/2013 San Francisco Ballet Chris Hellman Center for Dance 455 Franklin Street San Francisco, CA 94102	325,000 00		General Operating Support	Grants Paid 509a(1)
27	2257	8/20/2013 Bay Area Discovery Museum Fort Baker 557 McReynolds Rd. Sausalito, CA 94965	50,000 00		Center for Children's Creativity	Grants Paid 509a(1)
28	2258	8/20/2013 Bread and Roses 233 Tanalpas Drive, Suite 100 Corte Madera, CA 94925	10,000 00		General Operating Support	Grants Paid 509a(1)
29	2259	8/20/2013 Educational Results Partnership 2300 N Street, Suite 3 Sacramento, CA 95816	10,000 00		General Operating Support	Grants Paid 509a(1)
30	2260	8/20/2013 La Casa de las Madres 1663 Mission Street, Suite 225 San Francisco, CA 94103	10,000 00		General Operating Support	Grants Paid 509a(1)
31	2261	8/20/2013 Meals on Wheels of SF 1375 Fairfax Avenue San Francisco, CA 94124	10,000 00		General Operating Support	Grants Paid 509a(1)
32	2263	8/20/2013 Parents for Public Schools 3543 18th Street #1 San Francisco, CA 94110	10,000 00		General Operating Support	Grants Paid 509a(1)
33	2264	8/20/2013 San Francisco Education Fund 2730 Bryant Street, Second Floor San Francisco, CA 94110	25,000 00		General Operating Support	Grants Paid 509a(1)
34	2265	8/20/2013 San Francisco Food Bank 900 Pennsylvania Avenue San Francisco, CA 94107	10,000 00		General Operating Support	Grants Paid 509a(1)
35	2266	8/20/2013 San Francisco Film Society 39 Mesa Street, Suite 110 San Francisco, CA 94129-1025	10,000 00		"Running for Jim (FSP 1326)" film project support	Grants Paid 509a(1)
36	2267	8/20/2013 San Francisco Free Clinic 4900 California Street San Francisco, CA 94118	10,000 00		General Operating Support	Grants Paid 509a(1)
37	2268	8/20/2013 SF Bicycle Coalition Education Fund	25,000 00		SF Waterfront Bikeway	Grants Paid 509a(1)

Hellman Foundation
2013 Donations

EIN: 61-1583546

Check	Date	Donee Name & Address	Grants Paid	Grants Accrued	Purpose	Foundation Status
2321	12/9/2013	833 Market Street, 10th Floor San Francisco, CA 94103-1830	25,000 00		General Operating Support	
38	2269	8/20/2013 Special Olympics 1133 19th Street N W Washington, DC 20036	10,000 00		General Operating Support	Grants Paid 509a(1)
39	2270	8/20/2013 St. Anthony Foundation	10,000 00		General Operating Support	Grants Paid 509a(1)
	2308	11/6/2013 150 Golden Gate Avenue San Francisco, CA 94102	10,000 00		General Operating Support	
40	2272	8/20/2013 The Crucible 1260 7th Street Oakland, CA 94607	25,000 00		General Operating Support	Grants Paid 509a(1)
41	2273	8/20/2013 The Jewish Home & Senior Living Fdn 302 Silver Avenue San Francisco, CA 94112	10,000 00		General Operating Support	Grants Paid 509a(1)
42	2275	8/20/2013 UCSF Foundation - Palliative Care Program 2200 Monterey Street, 5th Floor San Francisco, CA 94104	200,000 00	1,000,000 00	UCSF Palliative Care Program - Multi-year 1 of 5	UCSF Fdn - Palliative Care/GP 509a(1)
43	2277	8/20/2013 Sugar Bowl Academy PO Box 68 Norden, CA 95724	10,000 00		General Operating - Academy	Grants Paid 509a(1)
44	2279	9/3/2013 Partners in Health PO Box 845578 Boston, MA 02284-5578	25,000 00		General Operating Support	Grants Paid 509a(1)
45	2280	9/3/2013 Operation Rainbow 4200 Park Blvd PMB 157 Oakland, CA 94602	25,000 00		General Operating Support	Grants Paid 509a(1)
46	2281	9/3/2013 Peer Health Exchange, Inc 70 Gold Street San Francisco, CA 94133	25,000 00		General Operating Support - SF Bay Area	Grants Paid 509a(1)
47	2282	9/17/2013 Medical Missions for Children, Inc 10-G Roessler Rd, Ste 500 Woburn, MA 01801	25,000 00		General Operating Support - Rwanda mission	Grants Paid 509a(1)
48	2291	11/6/2013 Alameda County Community Food Bank PO Box 2599 Oakland, CA 94614	25,000 00		General Operating Support	Grants Paid 509a(1)
49	2293	11/6/2013 California Academy of Sciences 55 Music Concourse Drive Golden Gate Park San Francisco, CA 94118	25,000 00		General Operating Support	Grants Paid 509a(1)
50	2294	11/6/2013 Council on Foreign Relations 58 East 68th St New York, NY 10065	10,000 00		General Operating Support	Grants Paid 509a(1)
51	2295	11/6/2013 Dartmouth College 6066 Development Office Hanover, NH 03755-3555	15,000 00		Women in Science Program	Grants Paid 509a(1)
52	2296	11/6/2013 Elementary Institute of Science 608 51st Street San Diego, CA 92114	30,000 00		General Operating Support	Grants Paid 509a(1)
53	2297	11/6/2013 Exploratorium Piers 15/17 San Francisco, CA 94111-1456	25,000 00		General Operating Support	Grants Paid 509a(1)
54	2298	11/6/2013 Fine Arts Museums of San Francisco 50 Hagiwara Tea Garden Drive San Francisco, CA 94118	25,000 00		General operating - de Young Museum	Grants Paid 509a(1)
55	2299	11/6/2013 GirlVentures The Women's Building 3543 18th Street #18 San Francisco, CA 94110	10,000 00		General Operating Support	Grants Paid 509a(1)

**Hellman Foundation
2013 Donations**

EIN: 61-1583546

Check	Date	Donee Name & Address	Grants Paid	Grants Accrued	Purpose	Grants Paid	Foundation Status
56	2301 11/6/2013	Los Cenzoniles Mexican Arts Center 13108 San Pablo Ave San Pablo, CA 94805	15,000 00		General Operating Support	Grants Paid	509a(1)
57	2302 11/6/2013	Lowell Alumni Association PO Box 320009 San Francisco, CA 94132-0009	10,000 00		General Operating Support	Grants Paid	509a(1)
58	2303 11/6/2013	Mama's Kitchen 3960 Home Avenue San Diego, CA 92105	10,000 00		General Operating Support	Grants Paid	509a(1)
59	2304 11/6/2013	Planned Parenthood Mar Monte 1691 The Alameda San Jose, CA 95126	10,000 00		Oakland clinic support	Grants Paid	509a(1)
60	2305 11/6/2013	Planned Parenthood Shasta Pacific 2185 Pacheco Street Concord, CA 94520	10,000 00		El Cerrito clinic support	Grants Paid	509a(1)
61	2306 11/6/2013	San Francisco Museum of Modern Art 151 Third Street San Francisco, CA 94103	125,000 00		Transform SF MOMA & General Operating support	Grants Paid	509a(1)
62	2307 11/6/2013	Seacology 1623 Solano Avenue Berkeley, CA 94707	25,000 00		General Operating Support	Grants Paid	509a(1)
63	2313 12/9/2013	Foxcroft School 22407 Foxhound Lane PO Box 5555 Middleburg, VA 20118	20,000 00		Dormitory project	Grants Paid	509a(1)
64	2314 12/9/2013	KIPP Bay Area Schools 1404 Franklin Street, #500 Oakland, CA 94612	13,800 00		General Operating Support	Grants Paid	509a(1)
65	2315 12/9/2013	Mills College	20,000 00		Holmgren Presidential Fund	Grants Paid	509a(1)
	2317 12/9/2013	5000 MacArthur Blvd Oakland, CA 94613	50,000 00	250,000 00	Math & Science Summer Program, 1 of 5	Mills College/GP	
66	2318 12/9/2013	Northern California Cycling Foundation 700 Emerson Street Palo Alto, CA 94301	25,000 00		General Operating Support	Grants Paid	509a(1)
67	2319 12/9/2013	San Francisco General Hospital Fdn 2789 25th St., STE 2028 San Francisco, CA 94110	1,570,000 00	5,000,000 00	Heart of Our City Campaign, 1 of 5	SF General Hospital Fdn/GP	509a(1)
68	2320 12/9/2013	San Francisco Parks Alliance P O Box 170160 San Francisco, CA 94117-0160	25,000 00		SF Urban Riders - McLaren Bike Park	Grants Paid	509a(1)
69	2322 12/9/2013	Trust for Public Land 101 Montgomery Street, Suite 900 San Francisco, CA 94104	125,000 00		Royal Gorge support, 2 of 2	Trust for Public Land/GP	509a(1)
70	2326 12/9/2013	UC Regents UC Davis One Shields Ave Davis, CA 95616,	50,000 00		UC Davis School of Veterinary Medicine, Equine Health	Grants Paid	509a(1)
71	2325 12/9/2013	USA Cycling Development Fdn 210 USA Cycling Point, Suite 100 Colorado Springs, CO 80919	50,000 00		General \$25k, Women's Dev \$25k	Grants Paid	509a(1)
Total			<u>\$ 5,054,800 00</u>	<u>\$ 6,250,000 00</u>			

Hellman Foundation
EIN: 61-1583546
2013

Item 1:

In 2013, the Hellman Foundation accrued fees of \$281,836 to Hirsch & Associates, LLC. The fees are related to the philanthropic management of the Hellman Foundation, including identifying philanthropic programs and implementing plans to meet the specific goals of the Foundation. Susan Hirsch, founder of Hirsch & Associates, also serves as Secretary on the board of the Hellman Foundation.

Item 2:

In 2013, the Hellman Foundation accrued fees of \$59,681 to Lyra Management LLC ("Lyra"). The fees are related to accounting services for the Hellman Foundation. Joanne Hagopian, Managing Director of Lyra, also serves as Chief Financial Officer on the board of the Hellman Foundation.

Lyra is owned by the following officers and directors:

<u>Name</u>	<u>Title</u>	<u>Officers & Directors Ownership</u>
Patricia Gibbs	President & Director	25%
Frances Hellman	Director	25%
Marco Hellman	Director	25%
Judith Hellman	Vice-President & Director	25%
		<hr/> 100%

Hellman Foundation
EIN: 61-1583546
2013

In October 2013, the Foundation and a related entity, the Hellman Family Foundation (EIN: 94-2880118), agreed to the terms of a merger (the "Merger"), whereby the Hellman Family Foundation would transfer all assets and liabilities to the Hellman Foundation and the Hellman Family Foundation would cease to exist. The Merger was effective on December 31, 2013 and consisted of the following:

Cash acquired	1,086,766
Investments acquired	4,663,248
Grants payable assumed	(5,177,711)
Net Contribution	<u>572,303</u>

As a result of the Merger the tax attributes of the Hellman Family Foundation will become tax attributes of the Hellman Foundation.

FORM 990- PF Part V

<u>Adjusted qualifying distributions</u>	2009	2010	2011	2012	2013
Pre-Merger Hellman Family Foundation	5,201,387	8,007,724	3,951,511	6,796,731	3,224,071
Pre-Merger Hellman Foundation			-	7,881,177	5,449,060
Post Merger 12/31/13	<u>5,201,387</u>	<u>8,007,724</u>	<u>3,951,511</u>	<u>14,677,908</u>	<u>8,673,131</u>
<u>Net value of noncharitable-use assets</u>					
Pre-Merger Hellman Family Foundation	14,703,638	9,314,502	14,625,188	11,701,641	7,603,670
Pre-Merger Hellman Foundation			7,338,250	8,290,262	38,437,244
Post Merger 12/31/13	<u>14,703,638</u>	<u>9,314,502</u>	<u>21,963,438</u>	<u>19,991,903</u>	<u>46,040,914</u>
Distribution Ratio	<u>0.353748</u>	<u>0.859705</u>	<u>0.179913</u>	<u>0.734193</u>	<u>0.188379</u>

FORM 990- PF Part XIII

<u>Excess distributions carryover to 2013</u>					
Pre-Merger Hellman Family Foundation	4,506,041	7,627,183	3,227,636	6,211,649	3,224,071
Pre-Merger Hellman Foundation				7,454,600	3,527,198
Post Merger 12/31/13	<u>4,506,041</u>	<u>7,627,183</u>	<u>3,227,636</u>	<u>13,666,249</u>	<u>6,751,269</u>

A copy of the merger agreement is attached as Statement C-1 of this return.

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FILED
Secretary of State
State of California

DEC 31 2013

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AGREEMENT OF MERGER

BETWEEN

THE HELLMAN FAMILY FOUNDATION,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

AND

(HELLMAN FOUNDATION)
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

This AGREEMENT OF MERGER (this "Agreement") is made as of October 30, 2013, between THE HELLMAN FAMILY FOUNDATION, a California nonprofit public benefit corporation (the "Disappearing Corporation"), and HELLMAN FOUNDATION, a California nonprofit public benefit corporation (the "Surviving Corporation"). (These entities together are sometimes referred to below as the "Constituent Entities.") The Constituent Parties intend by this Agreement to set forth the terms and conditions of a merger, subject to approvals as required by law and the Articles and Bylaws of the Constituent Entities.

The Constituent Entities agree as follows:

1. SURVIVING CORPORATION. Surviving Corporation is a California nonprofit public benefit corporation exempt from United States federal income taxes under Section 501(c)(3) of the Internal Revenue Code and exempt from California state income taxes under Section 23701d of the California Revenue and Taxation Code. The Surviving Corporation is duly organized, existing and in good standing under the laws of the State of California. The Surviving Corporation has no members.

2. DISAPPEARING CORPORATION. Disappearing Corporation is a nonprofit public benefit corporation exempt from United States federal income taxes under Section 501(c)(3) of the Internal Revenue Code and exempt from California state income taxes under Section 23701d of the California Revenue and Taxation Code. Disappearing Corporation is duly organized, existing and in good standing under the laws of the State of California. The Disappearing Corporation has no members.

3. EFFECTIVE DATE. When all applicable laws have been complied with and all necessary authorizations, approvals, or consents have been received, a copy of this Agreement, together with an officer's certificate of each constituent corporation, shall be submitted by Surviving Corporation to the California Secretary of State for filing. This merger shall become effective on the date of filing. The date on which the merger becomes effective is referred to in this Agreement as the "Effective Date."

4. APPROVAL. This merger is subject to receipt of the approval of any person or persons required by law or by the Articles of Surviving Corporation or of Disappearing Corporation or needed to gain or maintain Surviving Corporation's tax-exempt status. If such approval or approvals are not obtained, this Agreement is to be terminated, as provided herein.

5. MERGER AND DISSOLUTION. It is agreed by the parties that on the Effective Date of this Agreement, as determined under Section 3. above, Disappearing Corporation shall be merged into Surviving Corporation, the corporate existence of Surviving Corporation shall continue, and the separate corporate existence of Disappearing Corporation shall cease. The corporate identity, existence, purposes, powers, rights, and immunities of Disappearing Corporation shall be merged into and vested in Surviving Corporation and the corporate identity, existence, name, purposes, powers, rights, and immunities of Surviving Corporation shall continue unaffected and unimpaired by the merger.

6. DEBTS AND LIABILITIES. Without any other transfer or documentation, on the Effective Date, Surviving Corporation shall be subject to all of Disappearing Corporation's debts, liabilities and trust obligations in the same manner as if Surviving Corporation had itself incurred them, and all rights of creditors and all liens and trust obligations on or arising from the property of each of the Constituent Entities shall be preserved unimpaired, as long as such liens and trust obligations on the property of Disappearing Corporation, if any, shall be limited to the property affected by such liens and obligations immediately before the Effective Date.

7. NO CHANGES IN ARTICLES OF INCORPORATION OR BYLAWS OF SURVIVING CORPORATION. Surviving Corporation's Articles of Incorporation and Bylaws in effect immediately preceding the Effective Date shall be and remain its Articles of Incorporation and Bylaws until amended or repealed as provided by law.

8. DIRECTORS AND OFFICERS OF SURVIVING CORPORATION. Surviving Corporation's directors and officers shall continue and remain as such after the Effective Date for the full unexpired terms of their respective offices, or until their successors have been duly elected or appointed and qualified.

9. COUNTERPARTS. This Agreement of Merger may be executed in any number of counterparts, each of which shall constitute an original instrument, but all of them together shall constitute only one Agreement.

10. AMENDMENT. This Agreement may be amended by the boards of directors of the Constituent Entities.

11. GOVERNING LAW. This Agreement, and any dispute arising from the relationship between the parties to this Agreement, shall be governed by California law.

12. ENTIRE AGREEMENT. This Agreement constitutes the entire agreement of the parties, superseding any prior written or oral agreements between them on the same subject.

13. FURTHER ASSURANCES. On request by Surviving Corporation, Disappearing Corporation shall from time to time execute and deliver any documents and instruments and take

any actions desirable or necessary to vest in Surviving Corporation the title to and possession of all rights, properties, assets, trusts, and business of Disappearing Corporation or otherwise to carry out the full intent and purpose of this Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement by their respective duly authorized officers, as of the date first written above

SURVIVING CORPORATION:

HELLMAN FOUNDATION, a California
nonprofit public benefit corporation

Patricia H. Gibbs
By: Patricia Hellman Gibbs
Its: President

DISAPPEARING CORPORATION:

THE HELLMAN FAMILY FOUNDATION, a
California nonprofit public benefit corporation

Patricia H. Gibbs
By: Patricia Hellman Gibbs
Its: President

Susan Hirsch
By: Susan Hirsch
Its: Secretary

Susan Hirsch
By: Susan Hirsch
Its: Secretary

CERTIFICATE OF APPROVAL
OF AGREEMENT OF MERGER OF
HELLMAN FOUNDATION

Patricia Hellman Gibbs and Susan Hirsch certify that:

1. They are the President and the Secretary, respectively, of Hellman Foundation, a California nonprofit public benefit corporation.
2. The Agreement of Merger in the form attached has been approved by the board of directors of this corporation
3. The corporation has no members.
4. No additional approval of the Agreement of Merger is required.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 11/4/2013

By: Patricia H. Gibbs

Name: Patricia Hellman Gibbs
Hellman Foundation, a California nonprofit
corporation
Its: President

Date: 11/4/2013

By: Susan Hirsch

Name: Susan Hirsch
Hellman Foundation, a California nonprofit
corporation
Its: Secretary

CERTIFICATE OF APPROVAL
OF AGREEMENT OF MERGER OF
THE HELLMAN FAMILY FOUNDATION

Patricia Hellman Gibbs and Susan Hirsch certify that:

1. They are the President and the Secretary, respectively, of The Hellman Family Foundation, a California nonprofit public benefit corporation.
2. The Agreement of Merger in the form attached has been approved by the board of directors of this corporation.
3. The corporation has no members.
4. No additional approval of the Agreement of Merger is required.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated as of November 4, 2013

By. Patricia H. Gibbs

Name: Patricia Hellman Gibbs
The Hellman Family Foundation, a California
nonprofit corporation
Its: President

By. Susan Hirsch

Name: Susan Hirsch
The Hellman Family Foundation, a California
nonprofit corporation
Its: Secretary

EIN: 61-1583546



I hereby certify that the foregoing
transcript of 5 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

JAN 09 2014

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

STATEMENT C-1

Hellman Foundation
 EIN: 61-1583546
 Capital Gains & Losses
 2013

Quantity	Asset	Date Acquired	Date Sold	Proceeds	Book Basis	Book Gain/Loss	Tax Basis	Tax Gain/Loss	Book/Tax Difference
<u>Short-Term Capital Gains and Losses</u>									
						-		-	-
						-		-	-
						-		-	-
Total Short-term				-	-	-	-	-	-
<u>Long-Term Capital Gains and Losses</u>									
19,927	LPL Finl Hldgs Inc/CS	12/10/04	09/06/13	747,868.17	736,003.75	11,864.43	394,260.00	353,608.17	341,743.75
1,419	Yelp Inc/CS	11/10/05	09/18/13	93,527.58	95,803.79	(2,276.21)	12,187.00	81,340.58	83,616.79
						-		-	-
						-		-	-
Total Long-term				841,395.75	831,807.53	9,588.22	406,447.00	434,948.75	425,360.53
Total Capital Gains				841,395.75	831,807.53	9,588.22	406,447.00	434,948.75	425,360.53

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

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

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

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

LYRA MANAGEMENT LLC

- The books are in the care of ► **ONE MARITIME PLAZA, SUITE 2010 - SAN FRANCISCO, CA 94111**
Telephone No. ► **(415) 391-7545** Fax No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 5,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 5,000.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

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

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

04

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

LYRA MANAGEMENT LLC

- The books are in the care of **ONE MARITIME PLAZA, SUITE 2010 - SAN FRANCISCO, CA 94111**
Telephone No. **(415) 391-7545** Fax No. _____

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014.**

5 For calendar year **2013**, or other tax year beginning _____, and ending _____.

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

7 State in detail why you need the extension

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

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	5,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	5,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **M. Kermode** Title **CALIFORNIA CPA**

Date **8-12-14**

Form 8868 (Rev. 1-2014)