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EXTENSION GRANTED TO 11/17/14
Return of Private Foundation

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

HELLMAN FOUNDATION

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

ONE MARITIME PLAZA

Room/suite

2010

City or town, state or province, country, and ZIP or foreign postal code

SAN FRANCISCO, CA 94111

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 |

H Check type of organization: Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, col (c), line 16)

J Accounting method: Cash Accrual
 Other (specify) _____

► \$ **45,668,296.** (Part I, column (d) must be on cash basis)

Part II 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. | | | |
| | b Gross sales price for all assets on line 6a | 841,396. | | | STATEMENT 1 |
| | 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. | | 304,816. |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 281,836. | 0. | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees | 40,565. | 0. | | 30,421. |
| | b Accounting fees | 92,558. | 37,750. | | 54,809. |
| | c Other professional fees | 1,500. | 0. | | 1,500. |
| | 17 Interest | | | | |
| | 18 Taxes | 180. | 0. | | 180. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | 270. | 0. | | 270. |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses | 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 | |

6/8 12

| 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 |
| 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. | | | |
| | Less: allowance for doubtful accounts ► | | | 54,809. | 54,809. |
| 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 | | | | |
| 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 | | | (l) 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. (l) 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 ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

1 7,944.

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

2 0.

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

3 7,944.

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 0.

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a

6b

6c 5,000.

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 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 ► Refunded

11

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a 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.

1b X

c Did the foundation file Form 1120-POL for this year?

1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 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

2 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?

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.

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

CA

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

8b 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

9 X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

STMT 10

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Part VII-A Statements Regarding Activities (continued)

| | | |
|--|--|-----|
| 11 | <input type="checkbox"/> | X |
| 12 | <input type="checkbox"/> | X |
| 13 | <input type="checkbox"/> | 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 ► <input type="checkbox"/> | |
| 16 | <input type="checkbox"/> | 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► <input type="checkbox"/> | | |

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

| | Yes | No |
|---|---|----|
| 1a During the year did the foundation (either directly or indirectly): | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> | 1b <input type="checkbox"/> X | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | 1c <input type="checkbox"/> 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)): | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 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 ► _____, _____, _____, _____ | 2b N/A | |
| 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.) | 3b <input type="checkbox"/> | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____ | 4b <input type="checkbox"/> X | |
| 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.) | 3b N/A | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a <input type="checkbox"/> 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? | 4b <input type="checkbox"/> X | |

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

| | | | | |
|---|---|--|--------------------------|----|
| 5a During the year did the foundation pay or incur any amount to: | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | | | N/A | 5b |
| Organizations relying on a current notice regarding disaster assistance check here | | | <input type="checkbox"/> | |
| 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 type="checkbox"/> No | | N/A | |
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| 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 | | | 6b |
| If "Yes" to 6b, file Form 8870. | | | | X |
| 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 | | | |
| b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | N/A | 7b |

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

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

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

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

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

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

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



0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

| | | |
|---|-----|--|
| 1 | N/A | |
| | | |
| 2 | | |
| | | |
| 3 | | |
| | | |
| 4 | | |
| | | |

Part IX-B Summary of Program-Related Investments

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

Amount

| | | |
|---|-----|----|
| 1 | N/A | |
| | | |
| 2 | | 0. |
| | | |

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 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 | 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 | | | 0. | |
| a Enter amount for 2012 only | | | | |
| 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. | 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. | | | 0. | |
| a Applied to 2012, but not more than line 2a | | | | |
| 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: | 10,989,742. | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | | | |
| 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. | SEE STMT C | | |
| e Excess from 2013 | 3,535,142. | | | |

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. |
| | | | | |
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| | | | | |
| Total | | | ► 3a | 5,054,800. |
| b Approved for future payment | | | | |
| STATEMENT A | | | | 6,250,000. |
| | | | | |
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| Total | | | ► 3b | 6,250,000. |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---|---------------------------|---------------|--------------------------------------|---------------|---|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | | | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 9,588. | 0. |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 9,588. |
| (See worksheet in line 13 instructions to verify calculations.) | | | | | |

(See worksheet in line 13 instructions to verify calculations.)

Relationship of Activities to the Accomplishment of Exempt Purposes

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). |
|---------------|---|
| N/A | |
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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 foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it *must* answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on 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) |
| | | \$ _____ | 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 |
| | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |

Name of organization

Employer identification number

HELLMAN FOUNDATION

61-1583546

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

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

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD | | |
|---------------------------------------|--------------------|------------------|--------------|-----------------------------|---------------------------------|
| | | | | (B) GROSS SALES PRICE | (C) VALUE AT TIME OF ACQ. |
| SEE STATEMENT D-1 | | 12/01/05 | 09/06/13 | | |
| | | | | (D) EXPENSE OF SALE | (E) DEPREC. |
| | | | | 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

| 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

| 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

| 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

| 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

| 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 |
|-------------|--|-----------|---|

| 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 |
|-------------|-----------------|-----------|---|

| 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 |
|-------------|--------------|-----------|---|

| 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/WK | COMPEN- SATION | EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT | | |
|--|---------------------------------|-------------------|---|----|----|
| | | | | | |
| PATRICIA HELLMAN GIBBS ONE MARITIME PLAZA NO. 2010 SAN FRANCISCO, CA 94111 | PRESIDENT/DIRECTOR 3.00 | 0. | 0. | 0. | 0. |
| JUDITH HELLMAN ONE MARITIME PLAZA NO. 2010 SAN FRANCISCO, CA 94111 | VICE PRESIDENT/DIRECTOR 2.00 | 0. | 0. | 0. | 0. |
| JOANNE HAGOPIAN ONE MARITIME PLAZA NO. 2010 SAN FRANCISCO, CA 94111 | CHIEF FINANCIAL OFFICER 3.00 | 0. | 0. | 0. | 0. |
| SUSAN HIRSCH 1714 STOCKTON STREET, SUITE 400 SAN FRANCISCO, CA 94133 | SECRETARY 8.00 | 281,836. | * | 0. | 0. |
| MARCO W. HELLMAN ONE MARITIME PLAZA NO. 2010 SAN FRANCISCO, CA 94111 | DIRECTOR 2.00 | 0. | 0. | 0. | 0. |
| FRANCES HELLMAN ONE MARITIME PLAZA NO. 2010 SAN FRANCISCO, CA 94111 | DIRECTOR 2.00 | 0. | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 281,836. | 0. | 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 County 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 2292 11/6/2013 PO Box 805 Bolinas, CA 94924 | 10,000.00 10,000.00 | | General Operating Support General Operating Support | Grants Paid Grants Paid 509a(1) |
| 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 Oroville, CA 95966 | 1,000.00 | | General Operating Support | Grants Paid 509a(1) |
| 9 | 2213 4/11/2013 | Jewish Community Federation 2214 4/11/2013 121 Steuart St San Francisco, CA 94105 | 200,000.00 10,000.00 | | General Operating Support I-SAEF | Grants Paid Grants Paid 509a(1) |
| 10 | 2215 4/11/2013 | KQED, Inc 2300 11/6/2013 2601 Mariposa Street San Francisco, CA 94110-1426 | 20,000.00 30,000.00 | | General Operating Support General Operating Support | Grants Paid Grants Paid 509a(1) |
| 11 | 2216 4/11/2013 | Mills College 2240 6/4/2013 5000 MacArthur Blvd Oakland, CA 94613 | 25,000.00 50,000.00 | | General Operating Support Summer Bridge program | Grants Paid Grants Paid 509a(1) |
| 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 2222 4/11/2013 815 North Broadway Saratoga Springs, NY 12866, | 10,000.00 15,000.00 | | General Operating Support General Operating Support | Grants Paid Grants Paid 509a(1) |
| 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 2226 4/11/2013 PO Box 68 Norden, CA 95724 | 100,000.00 50,000.00 | | General Operating Support General Operating Support | Grants Paid Grants Paid 509a(1) |

| Check | Date | Donee Name & Address | Grants Paid | Grants Accrued | Purpose | Grants Paid | Foundation Status |
|-------|---|---|-------------------------------------|----------------|---|--|-------------------|
| 20 | 2227 4/1/2013 | Tenderloin Neighborhood Dev Corp 201 Eddy Street San Francisco, CA 94102 | 10,000.00 | | General Operating Support | Grants Paid | 509a(1) |
| 21 | 2228 4/1/2013 2274 8/20/2013 | Trinity University One Trinity Place #49 San Antonio, TX 78212-7200 | 5,000.00 20,000.00 | | General Operating Support Center for the Sciences and Innovation Campaign | Grants Paid Grants Paid | 509a(1) |
| 22 | 2229 4/1/2013 2324 12/9/2013 2323 12/9/2013 | UC Berkeley Foundation 2080 Addison Street, #4200 Berkeley, CA 94720-4200 | 5,000.00 83,333.00 250,000.00 | | General Operating Support Save Cal Baseball, 2 of 3 Friends Warren Hellman Fund, 2 of 2 | Grants Paid UC Berkeley - Cal Baseball/GP UC Berkeley/GP | 509a(1) |
| 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 Tamalpais 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) |

| 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 2308 11/6/2013 150 Golden Gate Avenue San Francisco, CA 94102 | 10,000.00 10,000.00 | | General Operating Support General Operating Support | Grants Paid 509a(1) |
| 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 Cenzontles 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 Thurd 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 2317 12/9/2013 5000 MacArthur Blvd Oakland, CA 94613 | 20,000.00 50,000.00 | 250,000.00 | Holmgren Presidential Fund Math & Science Summer Program, 1 of 5 | Grants Paid Mills College/GP | 509a(1) |
| 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 | | | \$ 5,054,800.00 | \$ 6,250,000.00 | | | |

**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</u> | <u>Ownership</u> |
|-----------------|---------------------------|---------------------------------|------------------|
| Patricia Gibbs | President & Director | | 25% |
| Frances Hellman | Director | | 25% |
| Marco Hellman | Director | | 25% |
| Judith Hellman | Vice-President & Director | | 25% |
| | | | 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><u>572,303</u></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> |
| <u>Distribution Ratio</u> | <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> | 2009 | 2010 | 2011 | 2012 | 2013 |
|---|------------------|------------------|------------------|-------------------|------------------|
| 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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fbd
FILED
Secretary of State
State of CaliforniaDEC 31 2013
1cc

AGREEMENT OF MERGER

BETWEEN

THE HELLMAN FAMILY FOUNDATION,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

AND

HELMAN 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 Hellman 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 | | | | | | | | | |
| 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

► 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 II **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. Enter filer's identification number

Enter filer's identifying number

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

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

0 4

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | Form 990-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

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

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

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

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

Enter filer's identifying number, see instructions

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

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

0 4

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|-----------------------------------|-------------|
| Form 990 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (Individual) | 03 | Form 4720 (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 Kenmode*

Title ► CALIFORNIA CPA

Date ► **8-12-14**

Form 8868 (Rev. 1-2014)