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Form 990-PF

Return of Private Foundation

2013

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Open to Public Inspection

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

Name of foundation ROBERT AND RUTH HALPERIN FOUNDATION		A Employer identification number 94-3334424
Number and street (or P O box number if mail is not delivered to street address) ONE LOMBARD STREET SUITE 305		B Telephone number (see instructions) (415) 834-9934
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) ► \$ 103,649,644		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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	337,950			
	2 Check ► if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	103	103		
	4 Dividends and interest from securities.	1,258,202	1,258,202		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	12,667,227			
	b Gross sales price for all assets on line 6a 31,667,350				
	7 Capital gain net income (from Part IV, line 2) . . .		12,667,227		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,906,083	1,906,083		
	12 Total. Add lines 1 through 11	16,169,565	15,831,615		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	7,822	2,347		5,475
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	82,034	82,034		
	c Other professional fees (attach schedule)	246,544	246,544		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	493,544	493,544		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	487,001	449,900		37,101
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	1,316,945	1,274,369		42,576
	25 Contributions, gifts, grants paid	4,625,000			4,625,000
	26 Total expenses and disbursements. Add lines 24 and 25	5,941,945	1,274,369		4,667,576
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	10,227,620			
	b Net investment income (if negative, enter -0-) . . .		14,557,246		
	c Adjusted net income (if negative, enter -0-) . . .				

Part III Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	116,007	47,391	47,391
2	Savings and temporary cash investments			
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	71,774,335	84,533,499	76,714,586
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	23,989,334	21,385,755	26,887,667
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)	1		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	95,879,677	105,966,645	103,649,644
Liabilities				
17	Accounts payable and accrued expenses		7,668	
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)		7,668	
Net Assets or Fund Balances				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
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	95,879,677	105,958,977	
30	Total net assets or fund balances (see page 17 of the instructions)	95,879,677	105,958,977	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	95,879,677	105,966,645	

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	95,879,677
2	Enter amount from Part I, line 27a	2	10,227,620
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	106,107,297
5	Decreases not included in line 2 (itemize) ►	5	148,320
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	105,958,977

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.)
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1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	12,667,227
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	3,960,000	96,924,872	0 04086
2011	3,587,846	80,815,760	0 04440
2010	3,268,273	75,709,168	0 04317
2009	2,736,014	67,873,530	0 04031
2008	3,217,884	81,588,769	0 03944
2 Total of line 1, column (d).			2 0 20817
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 04163
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			4 97,951,363
5 Multiply line 4 by line 3.			5 4,078,107
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 145,572
7 Add lines 5 and 6.			7 4,223,679
8 Enter qualifying distributions from Part XII, line 4.			8 4,667,576

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	145,572
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	145,572
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	145,572
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	430,060
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	430,060
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	284,488
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 284,488 Refunded <input checked="" 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?	1a	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	No
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
c	Did the foundation file Form 1120-POL for this year?	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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? <i>If "No," attach explanation.</i>	8b	Yes
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

Website address ► N/A

14	The books are in care of ► JEAN WALLACE Located at ► 811 BLUEGRASS DRIVE PETALUMA CA	Telephone no ► (707) 769-1769 ZIP +4 ► 94954
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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 checked="" type="checkbox"/> 15
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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?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

5a	During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<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)? (see instructions).		<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)?		5b	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	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.				
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		7b	No
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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT HALPERIN ONE LOMBARD STREET SUITE 305 SAN FRANCISCO, CA 94111	President 1 00	0		
PHILIP W HALPERIN ONE LOMBARD STREET SUITE 305 SAN FRANCISCO, CA 94111	VP/TREASURER 7 00	7,822		
PEGGY DOW ONE LOMBARD STREET SUITE 305 SAN FRANCISCO, CA 94111	Director 1 00	0		
MARK HALPERIN ONE LOMBARD STREET SUITE 305 SAN FRANCISCO, CA 94111	Director 1 00	0		

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GOLDSTEIN MUNGER & ASSOCIATES	INVEST ADVISORY SERV	246,54
18 CROW CANYON COURT 250		
SAN RAMON, CA 94583		

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

3

3

4

Part IX-B Summary of Program-Related Investments (see instructions)

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

Amount

1

1

1

2

All other program-related investments See page 24 of the instructions

3

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	69,961,262
b	Average of monthly cash balances.	1b	377,342
c	Fair market value of all other assets (see instructions).	1c	29,104,404
d	Total (add lines 1a, b, and c).	1d	99,443,008
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	99,443,008
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,491,645
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	97,951,363
6	Minimum investment return. Enter 5% of line 5.	6	4,897,568

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	4,897,568
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	145,572
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	145,572
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	4,751,996
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	4,751,996
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	4,751,996

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	4,667,576
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	4,667,576
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	145,572
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	6	4,522,004
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		

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				4,751,996
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			4,467,293	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 4,667,576				
a Applied to 2012, but not more than line 2a			4,467,293	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				200,283
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				4,551,713
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009.				
b Excess from 2010.				
c Excess from 2011.				
d Excess from 2012.				
e Excess from 2013.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

a The name, address, and telephone number 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 See Additional Data Table				
Total			► 3a	4,625,000
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities.				14	103	
5 Net rental income or (loss) from real estate				14	1,258,202	
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				18	12,667,227	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory.						
11 Other revenue a See Additional Data Table						
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e).					15,831,615	
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)				13		15,831,615

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

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

a Transfers from the reporting foundation to a noncharitable exempt organization

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

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

* * * * *

2014-11-05

* * * * *

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

Signature of officer or trustee

Date

Title

Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN
 P0037744

JASMINE C CLARIDAD		employed	F00377442
Firm's name	Claridad & Crowe CPAs	Firm's EIN	
Firm's address	PO Box 907 Mill Valley, CA 94942	Phone no	(415) 888-3645

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
CHARLES SCHWAB - SEE STATEMENT ATTACHED	P	2013-12-31	2013-12-31
WORKDAY, INC	P	2013-12-31	2013-05-30
PALO ALTO NETWORKS	P	2013-12-31	2013-07-09
WORKDAY, INC	P	2013-12-31	2013-09-04
PALO ALTO NETWORKS	P	2013-12-31	2013-09-18
WORKDAY, INC	P	2013-12-31	2013-09-26
PALO ALTO NETWORKS	P	2013-12-31	2013-09-24
BOINGO WIRELESS	P	2013-12-31	2013-12-17

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
23,689,662		18,747,248	4,942,414
1,749,590		47,253	1,702,337
1,019,279		36,874	982,405
1,953,743		52,663	1,901,080
399,977		14,310	385,667
2,184,376		59,717	2,124,659
397,042		16,666	380,376
56,094		25,392	30,702

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

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 (i) over col (j), if any	
			4,942,414
			1,702,337
			982,405
			1,901,080
			385,667
			2,124,659
			380,376
			30,702

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MAKING WAVES 200 - 24TH STREET RICHMOND, CA 94804		501c3	EDUCATION PROGRAM	50,000
JUMPSTART FOR YOUNG CHILDREN 65 BATTERY STREET 2ND FLOOR SAN FRANCISCO, CA 94111		501(C)3	FUND GENERAL OPERATING	50,000
SAN FRANCISCO CHILD ABUSE PREV CENT 1757 WALLER STREET SAN FRANCISCO, CA 94117		501(C)3	FUND GENERAL OPERATING	25,000
SAN FRANCISCO CASA 100 BUSH STREET SUITE 650 SAN FRANCISCO, CA 94104		501(C)3	FUND GENERAL OPERATING	25,000
FAMILY CONNECTIONS 2565 SAN BRUNO AVENUE SAN FRANCISCO, CA 94134		501(C)3	FUND GENERAL OPERATING	25,000
COMPASS FAMILY SERVICES 49 POWELL STREET 3RD FLOOR SAN FRANCISCO, CA 94102		501(C)3	FUND GENERAL OPERATING	50,000
PARTNERS IN SCHOOL INNOVATION 1060 TENNESSEE STREET SAN FRANCISCO, CA 94107		501(C)3	FURTHER CHARITABLE PURPOSE	50,000
NEW TEACHER CENTER 725 FRONT STREET STE 400 SANTA CRUZ, CA 95060		501(C)3	PRE-K COLLECTIVE IMPACT PROGRAM	75,000
EASTSIDE COLLEGE PREPARATORY 1041 MYRTLE STREET EAST PALO ALTO, CA 94303		501(C)3	FUND GENERAL OPERATING	50,000
TEACH FOR AMERICA 22 FOURTH STREET 7TH FLOOR SAN FRANCISCO, CA 94103		501(C)3	FUND GENERAL OPERATING	25,000
PARENTS FOR PUBLIC SCHOOLS 3543 - 18TH STREET SAN FRANCISCO, CA 94110		501(C)3	FUND GENERAL OPERATING	25,000
STANFORD UNIVERSITY 326 GALVEZ WAY STANFORD, CA 94305		501(C)3	FURTHER CHARITABLE PURPOSE	1,825,000
HARVARD BUSINESS SCHOOL SOLDIERS FIELD RD TEELE 415 BOSTON, MA 02163		501(C)3	HBS FELLOWSHIP PROGRAM	20,000
THE CALIFORNIA EDUCATION PARTNERS ONE LOMBARD ST 305 SAN FRANCISCO, CA 94111		501(C)3	FUND GENERAL OPERATING	2,045,000
AMERICAN INSTITUTE FOR RESEARCH 2800 CAMPUS DRIVE SUITE 20 SAN MATEO, CA 94403		501(C)3	FURTHER CHARITABLE PURPOSE	150,000
Total			► 3a	4,625,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CORNELL UNIVERSITY PO BOX 535267 PITTSBURGH, PA 15253		501(C)3	FURTHER CHARITABLE PURPOSE	20,000
SAN FRANCISCO SCHOOL ALLIANCE 114 SAN SOME ST 800 SAN FRANCISCO, CA 94104		501(C)3	FURTHER CHARITABLE PURPOSE	100,000
ACKNOWLEDGE ALLIANCE 2483 OLD MIDDLEFIELD WAY 208 MOUNTAIN VIEW, CA 94043		501(C)3	FURTHER CHARITABLE PURPOSE	15,000
Total			► 3a	4,625,000

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a BAIN CAPITAL AIV(LOWES)			14	-20	
b BAIN CAPITAL FUND VII LP			14	512,979	
c BAIN CAPITAL FUND VIII LP			14	850,631	
d CCG INVESTMENT BVI LP			14	30	
e CCG INVESTMENT FUND LP			14	73	
f CHENGWEI VENTURES FD I			14	-38,955	
g FLAG VENTURES PTR IV LP			14	93,017	
h GOLDEN GATE CAP INV FD II			14	166,225	
i GOLDEN GATE CAP INV FDIIA			14	18	
j GOLDEN GATE CAP INV II-BV			14	-50,240	
k GOLDEN GATE INV II-A ADJ			14	2	
l GOLDEN GATE OPPORTUNITY			14	690,198	
m GOLDMAN SACHS-ORD INCOME			14	143	
n GREYLOCK XI LP			14	-83,345	
o GS MEZZANINE LLP			14	-129,739	
p NEWENTERPRISE FUND II			14	-381,896	
q NORTHGATE PRIVATE EQUITY			14	63,119	
r NORTHGATE VENTURE PTR II			14	96,144	
s UNIVERSITY TECH VENTURES			14	115,169	
t WPC ENTERPRENEUR FUND II			14	2,530	

2013

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

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

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at
www.irs.gov/form990.**Name of the organization**

ROBERT AND RUTH HALPERIN FOUNDATION

Employer identification number

94-3334424

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 for 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 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

ROBERT AND RUTH HALPERIN FOUNDATION

Employer identification number

94-3334424

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	ROBERT M HALPERIN 80 RESERVOIR RD ATHERTON, CA 94027	\$ 337,950	Person <input checked="" 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)
		\$ _____	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)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization ROBERT AND RUTH HALPERIN FOUNDATION			Employer identification number 94-3334424
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 <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions) ► \$ 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	
—	—	—	—
(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	
—	—	—	—
(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	
—	—	—	—
(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	
—	—	—	—

TY 2013 Accounting Fees Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION

EIN: 94-3334424

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION & ADVISORY	82,034	82,034	0	0

TY 2013 Contractor Compensation Explanation

Name: ROBERT AND RUTH HALPERIN FOUNDATION

EIN: 94-3334424

Software ID: 13000170

Software Version: 2013v3.1

Contractor	Explanation
GOLDSTEIN MUNGER & ASSOCIATES	INVESTMENT MANAGEMENT AND ADVISORY FEES

TY 2013 Investments Corporate Stock Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION

EIN: 94-3334424

Software ID: 13000170

Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEGWAY INC 54,474 PREFERRED SHARES	794,411	54,474
GOLDMAN SACHS - MONEY MARKET FUND	123,866	123,866
GOLDMAN SACHS - SECURITIES	283,386	263,724
PICARRO 6,282,601 SHARES	16,071,228	4,106,655
CHARLES SCHWAB - SECURITIES	62,580,375	66,419,808
CHARLES SCHWAB - MONEY MARKET FUND	4,625,854	4,625,854
CHARLES SCHWAB-DIVIDEND REC	12,613	12,613
BROKERAGES - OTHER	41,766	1,107,592

TY 2013 Investments - Other Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION**EIN:** 94-3334424**Software ID:** 13000170**Software Version:** 2013v3.1

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BAIN CAPITAL (SQ) VIII LP	AT COST	14,952	32,741
BAIN CAPITAL (TRU) VIII LP	AT COST	367,813	183,922
BAIN CAPITAL AIV (LOWES) II LP	AT COST		
BAIN CAPITAL FUND VII LP	AT COST	470,625	1,384,380
BAIN CAPITAL FUND VIII LP	AT COST	1,770,463	2,376,210
CCG INVESTMENTS BVI LP	AT COST	546,893	1,738,161
CCG INVESTMENTS FUND LP	AT COST	1,125,150	751,402
CCG INVESTMENTS LLC	AT COST	7,361	196,296
CHENGWEI VENTURES FUND I LP	AT COST	326,869	604,027
FLAG VENTURE PARTNERS IV LP	AT COST	726,789	877,023
GOLDEN GATE CAPITAL INV FD II LP	AT COST	831,752	1,662,056
GOLDEN GATE CAPITAL INV FD II-A LP	AT COST	686,922	284,789
GOLDEN GATE CAPITAL INVS II LLC	AT COST	73,221	89,639
GOLDEN GATE CAPITAL INVS II-A ADJ (BVI)	AT COST	846,029	704,828
GOLDEN GATE CAPITAL INV II (BVI) LP	AT COST	1,608,643	1,236,132
GOLDEN GATE OPPORTUNITY FD LP	AT COST	5,149,792	6,840,582
GREYLOCK XI LP	AT COST	1,762,848	3,234,967
NEW ENTERPRISE ASSOC 10 LP	AT COST	4,066,149	3,207,509
NORTHGATE PRIV EQUITY PTRS LP	AT COST	122,694	216,398
NORTHGATE VENTURE PARTNERS II LP	AT COST	612,334	844,125
UNIVERSITY TECHNOLOGY VENTURES	AT COST	254,855	414,385
WPC ENTREPRENEUR FUND II LP	AT COST	13,601	8,095

TY 2013 Other Decreases Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION**EIN:** 94-3334424**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Amount
ADJUSTMENT TO BOOK BASIS	270
CONTRIBUTION BOOK TO TAX ADJ	148,050

TY 2013 Other Expenses Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION

EIN: 94-3334424

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES & CHARGES	317	317		
GRANT ADMINISTRATION	23,209	23,209		
GS MEZZANINE PARTNERSHIP EXP	4,521	4,521		
PARTNERSHIP CHARITABLE CONTRIBUTIONS	2	2		
PARTNERSHIP INTEREST EXPENSES	418	418		
PARTNERSHIP INVESTMENT EXPENSES	419,965	419,965		
PARTNERSHIP OTHER EXPENSES	1,388	1,388		
PROGRAM EXPENSES	37,101			37,101
SUPPLIES	80	80		

TY 2013 Other Income Schedule**Name:** ROBERT AND RUTH HALPERIN FOUNDATION**EIN:** 94-3334424**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
BAIN CAPITAL AIV(LOWES)	-20	-20	
BAIN CAPITAL FUND VII LP	512,979	512,979	
BAIN CAPITAL FUND VIII LP	850,631	850,631	
CCG INVESTMENT BVI LP	30	30	
CCG INVESTMENT FUND LP	73	73	
CHENGWEI VENTURES FD I	-38,955	-38,955	
FLAG VENTURES PTR IV LP	93,017	93,017	
GOLDEN GATE CAP INV FD II	166,225	166,225	
GOLDEN GATE CAP INV FDIIA	18	18	
GOLDEN GATE CAP INV II-BV	-50,240	-50,240	
GOLDEN GATE INV II-A ADJ	2	2	
GOLDEN GATE OPPORTUNITY	690,198	690,198	
GOLDMAN SACHS-ORD INCOME	143	143	
GREYLOCK XI LP	-83,345	-83,345	
GS MEZZANINE LLP	-129,739	-129,739	
NEW ENTERPRISE FUND II	-381,896	-381,896	
NORTHGATE PRIVATE EQUITY	63,119	63,119	
NORTHGATE VENTURE PTR II	96,144	96,144	
UNIVERSITY TECH VENTURES	115,169	115,169	
WPC ENTERPRENEUR FUND II	2,530	2,530	

TY 2013 Other Professional Fees Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION**EIN:** 94-3334424**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES-CS	246,544	246,544	0	0

TY 2013 Taxes Schedule

Name: ROBERT AND RUTH HALPERIN FOUNDATION**EIN:** 94-3334424**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES PAID	450,399	450,399		
FOREIGN TAXES PAID	42,940	42,940		
LICENSES & OTHER FEES	205	205		