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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation HRH FOUNDATION		A Employer identification number 94-3381908
Number and street (or P O box number if mail is not delivered to street address) 196 ALBION AVENUE	Room/suite	B Telephone number (650) 851-0966
City or town, state or province, country, and ZIP or foreign postal code WOODSIDE, CA 94062-3657		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 36,046,592.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		12.	12.		STATEMENT 1
4 Dividends and interest from securities		616,773.	616,773.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		319,828.			
b Gross sales price for all assets on line 6a		1,584,032.			
7 Capital gain net income (from Part IV, line 2)			319,828.		
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		936,613.	936,613.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		8,775.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		14,085.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		22,860.	0.		0.
25 Contributions, gifts, grants paid		1,472,000.			1,472,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,494,860.	0.		1,472,000.
27 Subtract line 26 from line 12		-558,247.			
a Excess of revenue over expenses and disbursements			936,613.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

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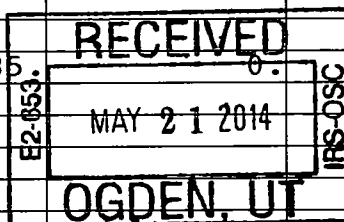
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SCANNED MAY 29 2014



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
				(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing					
	2	Savings and temporary cash investments		15,244.	80,396.	80,396.	
	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					
	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					
	b	Investments - corporate stock	STMT 5	28,844,152.	28,220,753.	35,966,196.	
	c	Investments - corporate bonds					
	Liabilities	11	Investments - land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶					
12		Investments - mortgage loans					
13		Investments - other					
14		Land, buildings, and equipment: basis ▶					
		Less: accumulated depreciation ▶					
15		Other assets (describe ▶)					
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		28,859,396.	28,301,149.	36,046,592.	
17		Accounts payable and accrued expenses					
18		Grants payable					
Net Assets or Fund Balances	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)		0.	0.			
Foundations that follow SFAS 117, check here ▶ ☐	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒	27	Capital stock, trust principal, or current funds		0.	0.	
		28	Paid-in or capital surplus, or land, bldg, and equipment fund		28,434,558.	27,876,311.	
		29	Retained earnings, accumulated income, endowment, or other funds		424,838.	424,838.	
		30	Total net assets or fund balances		28,859,396.	28,301,149.	
	31	Total liabilities and net assets/fund balances		28,859,396.	28,301,149.		

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	28,859,396.
2	Enter amount from Part I, line 27a	2	-558,247.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	28,301,149.
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	28,301,149.

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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 113 SHS DODGE & COX BALANCED FUND	P	VARIOUS	06/19/13
b 16,315 SHS DODGE & COX BALANCED FUND	P	VARIOUS	11/12/13
c CAPITAL GAINS DIVIDENDS			
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 10,000.		8,723.	1,277.
b 1,550,000.		1,255,481.	294,519.
c 24,032.			24,032.
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. (i) over col. (j), if any	
a			1,277.
b			294,519.
c			24,032.
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	319,828.
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

(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	1,380,643.	28,181,935.	.048990
2011	1,295,614.	27,806,567.	.046594
2010	1,252,842.	26,120,292.	.047964
2009	1,435,709.	22,744,768.	.063123
2008	1,402,623.	29,056,590.	.048272

2 Total of line 1, column (d)	2	.254943
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	.050989
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	32,825,164.
5 Multiply line 4 by line 3	5	1,673,722.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,366.
7 Add lines 5 and 6	7	1,683,088.
8 Enter qualifying distributions from Part XII, line 4	8	1,472,000.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	18,732.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	18,732.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	18,732.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,929.	
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	12,929.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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	5,803.	
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

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► NANCY L. MORIARTY, CPA Telephone no ► (650) 845-8100 Located at ► C/O FR&CO, 1801 PAGE MILL ROAD, PALO ALTO, CA ZIP+4 ► 94304			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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 ► N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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 6		0.	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 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	33,183,207.
b	Average of monthly cash balances	1b	141,833.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	33,325,040.
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	33,325,040.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	499,876.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	32,825,164.
6	Minimum investment return. Enter 5% of line 5	6	1,641,258.

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	1,641,258.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	18,732.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,732.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,622,526.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,622,526.
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	1,622,526.

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	1,472,000.
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	1,472,000.
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	1,472,000.

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

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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				1,622,526.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,269,446.	
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				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,472,000.				
a Applied to 2012, but not more than line 2a			1,269,446.	
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				202,554.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				1,419,972.
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	0.			
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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	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
a Paid during the year				
MISCELLANEOUS ORGANIZED CHARITIES - SEE ATTACHED	N/A	SEE STMT ATTACHED	SEE STMT ATTACHED	1,472,000.
Total			3a	1,472,000.
b Approved for future payment				
NONE				
Total			3b	0.

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

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

[illegible]

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

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN	
------	--

Nancy Moriarty

Nancy M. McIntyre

5/12/14

P00077306

Firm's name ▶ FRANK, RIMERMAN & CO. LLP

Firm's EIN ► 94-1341042

Firm's address ► 1801 PAGE MILL ROAD
PALO ALTO, CA 94304

Phone no (650) 845-8100

HRH FOUNDATION (EIN: 94-3361908)
 CHARITABLE DISTRIBUTION DETAIL
 FOR THE YEAR ENDED DECEMBER 31, 2013

Recipient Address	Name and Address	Relationship to Foundation	Foundation Status of Recipient	Purpose of grant/contribution	Amount
The Advocates PO Box 3216 Hailey, ID 83333		N/A	Public Chanty	General Operating Purposes	\$ 10,000
Boys & Girls Club of Lower Merrimack Valley PO Box 5906 Salisbury, MA 01952		N/A	Public Chanty	General Operating Purposes	\$ 5,000
Algalita Marne Research Institute 148 N. Marne Drive Long Beach, CA 90803		N/A	Public Chanty	General Operating Purposes	\$ 5,000
California Academy of Science 55 Music Concourse Road San Francisco, CA 94103		N/A	Public Chanty	General Operating Purposes	\$ 100,000
Coalition to Abolish Slavery & Trafficking 5042 Wilshire Blvd #586 Los Angeles, CA 90036		N/A	Public Chanty	General Operating Purposes	\$ 10,000
Child & Family Institute 330 Ravenswood Avenue Menlo Park, CA 94025-3420		N/A	Public Chanty	General Operating Purposes	\$ 25,000
Chronicle Season of Sharing Fund PO Box 44740 San Francisco, CA 94144		N/A	Public Chanty	General Operating Purposes	\$ 10,000
Coastal Trails Coalition PO Box 1016 Newburyport, MA 01950		N/A	Public Chanty	General Operating Purposes	\$ 5,000
Eastside College Preparatory School 1041 Myrtle Street East Palo Alto, CA 94303		N/A	Public Chanty	General Operating Purposes	\$ 34,000
Ecumenical Hunger Program 2411 Pulgas Avenue East Palo Alto, CA 94303		N/A	Public Chanty	General Operating Purposes	\$ 15,000
Every Child Counts/P E R C 19300 Story Road Rocky River, OH 44116		N/A	Public Chanty	General Operating Purposes	\$ 20,000
Five Valleys Land Trust PO Box 8953 Missoula, MT 59807		N/A	Public Chanty	General Operating Purposes	\$ 25,000
Global AIDS Interfaith Alliance PO Box 29110 San Francisco, CA 94129		N/A	Public Chanty	General Operating Purposes	\$ 100,000
Global Fund for Women 222 Sutter Street, Suite 500 San Francisco, CA 94108		N/A	Public Chanty	General Operating Purposes	\$ 100,000
GRCGLA Rescue 9253 Bonavista Lane Whittier, CA 90603		N/A	Public Chanty	General Operating Purposes	\$ 8,000
Habitat for Humanity Greater San Francisco 645 Hamson Street Suite 201 San Francisco, CA 94107		N/A	Public Chanty	General Operating Purposes	\$ 30,000
St. Leo Church 701 S. 13th Tacoma, WA 98405		N/A	Public Chanty	General Operating Purposes	\$ 15,000
Hunger Coalition 121 Honeysuckle Street Bellevue, ID 83313		N/A	Public Chanty	General Operating Purposes	\$ 10,000
InnVision PO Box 702 Palo Alto, CA 94302		N/A	Public Chanty	General Operating Purposes	\$ 50,000

HRH FOUNDATION (EIN 94-3381908)
 CHARITABLE DISTRIBUTION DETAIL
 FOR THE YEAR ENDED DECEMBER 31, 2013

Recipient Name and Address	Relationship to Foundation	Foundation Status of Recipient	Purpose of Grant/Contribution	Amount
Jeanne Geiger Women's Crisis Center 2 Hams Street Newburyport, MA 01950	N/A	Public Charity	General Operating Purposes	\$ 35,000
Lucile Packard Foundation 400 Hamilton Avenue Suite 340 Palo Alto, CA 94301	Harry Hagey Trustee of Hospital Board	Public Charity	General Operating Purposes	\$ 100,000
MedShare International 3240 Clifton Springs Road Decatur, GA 30034	N/A	Public Charity	General Operating Purposes	\$ 15,000
NOLS Fund 284 Lincoln Street Lander, WY 82520	N/A	Public Charity	General Operating Purposes	\$ 25,000
Ocean Conservancy 1300 19th Street NW 8th Floor Washington D C 20036	N/A	Public Charity	General Operating Purposes	\$ 45,000
Person to Person 1864 Post Road Darien, CT 06820	N/A	Public Charity	General Operating Purposes	\$ 20,000
Planned Parenthood Mar Monte 1605 The Alameda San Jose, CA 95126-2202	N/A	Public Charity	General Operating Purposes	\$ 10,000
Project Open Hand PO Box 642910 San Francisco, CA 94164-2910	N/A	Public Charity	General Operating Purposes	\$ 10,000
Rails to Trails Conservancy 2121 Ward Court NW, 5th Floor Washington D C 20037	N/A	Public Charity	General Operating Purposes	\$ 5,000
Teach for America 22 Fourth Street 7th Floor San Francisco, CA 94103	N/A	Public Charity	General Operating Purposes	\$ 30,000
The Nature Conservancy 116 1st Avenue N Hailey, ID 83333	Shirley Hagey Trustee	Public Charity	General Operating Purposes	\$ 545,000
Trout Unlimited 1300 N 17th Street, Suite 500 Arlington, VA 22209-2404	N/A	Public Charity	General Operating Purposes	\$ 25,000
Wood River Land Trust 119 E Bullion Street Hailey, ID 83333	N/A	Public Charity	General Operating Purposes	\$ 20,000
YMCA of Greater Newburyport 13 Market Street Newburyport, MA 01950	N/A	Public Charity	General Operating Purposes	\$ 10,000
TOTAL				\$ 1,472,000

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

<u>SOURCE</u>	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO BANK	12.	12.	
TOTAL TO PART I, LINE 3	12.	12.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

<u>SOURCE</u>	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DODGE & COX BALANCED FUND	640,805.	24,032.	616,773.	616,773.	
TO PART I, LINE 4	640,805.	24,032.	616,773.	616,773.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

<u>DESCRIPTION</u>	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,775.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	8,775.	0.		0.

FORM 990-PF TAXES STATEMENT 4

<u>DESCRIPTION</u>	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2013 FEDERAL ESTIMATE PAYMENTS	14,000.	0.		0.
GOVERNMENT FEES	85.	0.		0.
TO FORM 990-PF, PG 1, LN 18	14,085.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
DODGE & COX BALANCED FUND	28,220,753.	35,966,196.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	28,220,753.	35,966,196.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HARRY R. HAGEY 196 ALBION AVENUE WOODSIDE, CA 94062	PRESIDENT AND 0.00	DIRECTOR 0.	0.	0.
SHIRLEY HAGEY 196 ALBION AVENUE WOODSIDE, CA 94062	SECRETARY, CFO & 0.00	DIRECTOR 0.	0.	0.
HANK HAGEY 7 TOKENEKE TRAIL DARIEN, CT 06820	DIRECTOR 0.00	0.	0.	0.
SUSANNAH JOHNSON 701 SAINT JAMES ROAD NEWPORT BEACH, CA 92663	DIRECTOR 0.00	0.	0.	0.
CASEY CRITTENDEN 14 PATRICIA LANE MILL VALLEY, CA 94941	DIRECTOR 0.00	0.	0.	0.
SANDY MANLEY 13 CAMPBELL MENLO PARK, CA 94025	DIRECTOR 0.00	0.	0.	0.
PAUL CRITTENDEN 6390 BOONE DRIVE CASTRO VALLEY, CA 94552	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 7

NAME OF MANAGER

HARRY R. HAGEY
SHIRLEY HAGEY