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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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OMB No 1545-0052

**2013**

**Open to Public Inspection**

**For calendar year 2013, or tax year beginning 07-01-2013 , and ending 06-30-2014**

Name of foundation BUD AND BARBARA HELLMAN FOUNDATION		<b>A Employer identification number</b> 95-4079313
Number and street (or P O box number if mail is not delivered to street address) 10490 WILSHIRE BLVD NO 2704	Room/suite	<b>B Telephone number (see instructions)</b> (310) 234-1981
City or town, state or province, country, and ZIP or foreign postal code LOS ANGELES, CA 900244621		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,034,923	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	13,348	13,348		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	13,030			
	<b>b</b> Gross sales price for all assets on line 6a 17,100				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . . .		13,030		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold . . . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .					
<b>11</b> Other income (attach schedule) . . . . .	11	11			
<b>12 Total.</b> Add lines 1 through 11 . . . . .	26,389	26,389			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	3,000	0		0
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	6,095	60		0
	<b>19</b> Depreciation (attach schedule) and depletion . . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	9,082	8,882		0
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	18,177	8,942		0
	<b>25</b> Contributions, gifts, grants paid . . . . .	171,562			171,562
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	189,739	8,942		171,562	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-163,350				
<b>b Net investment income</b> (if negative, enter -0-)		17,447			
<b>c Adjusted net income</b> (if negative, enter -0-)					

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

<b>Part II Balance Sheets</b>		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	76,497	23,004	23,004	
	<b>2</b> Savings and temporary cash investments . . . . .				
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . .				
	<b>10a</b> Investments—U S and state government obligations (attach schedule)				
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	578,678 <input checked="" type="checkbox"/>	511,919	511,919	
	<b>c</b> Investments—corporate bonds (attach schedule). . . . .	500,000 <input checked="" type="checkbox"/>	500,000	500,000	
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	<b>12</b> Investments—mortgage loans . . . . .				
	<b>13</b> Investments—other (attach schedule) . . . . .				
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
<b>15</b> Other assets (describe ▶ _____)					
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,155,175	1,034,923	1,034,923		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .				
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons	862	981		
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b> Other liabilities (describe ▶ _____)	<input checked="" type="checkbox"/> 125 <input checked="" type="checkbox"/>	0		
<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	987	981			
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .				
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	0	0		
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund	0	0		
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	1,154,188	1,033,942		
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,154,188	1,033,942			
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,155,175	1,034,923			

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	1,154,188
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-163,350
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	<b>3</b>	43,104
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,033,942
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,033,942

**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)
<b>1 a</b>	K-1 FIRST WESTERN INVESTMENT MGMT HIGH INCOME LP	P		
<b>b</b>	K-1 FIRST WESTERN INVESTMENT MGMT HIGH INCOME LP	P		
<b>c</b>	K-1 FIRST WESTERN INVESTMENT MGMT EQUITY GROWTH LP	P		
<b>d</b>	K-1 FIRST WESTERN INVESTMENT MGMT EQUITY GROWTH LP	P		
<b>e</b>				

	(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)
<b>a</b>	1,445			1,445
<b>b</b>	1,259			1,259
<b>c</b>			4,070	-4,070
<b>d</b>	14,396			14,396
<b>e</b>				

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	
<b>a</b>			1,445
<b>b</b>			1,259
<b>c</b>			-4,070
<b>d</b>			14,396
<b>e</b>			

<b>2</b>	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 }	<b>2</b>	13,030
<b>3</b>	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 }	<b>3</b>	

**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	185,985	1,258,636	0.147767
2011	200,180	1,249,495	0.160209
2010	79,706	570,778	0.139644
2009	62,164	517,398	0.120147
2008	81,025	914,829	0.088568

<b>2</b>	<b>Total</b> of line 1, column (d).	<b>2</b>	0.656335
<b>3</b>	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	<b>3</b>	0.131267
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b>	1,077,544
<b>5</b>	Multiply line 4 by line 3.	<b>5</b>	141,446
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	174
<b>7</b>	Add lines 5 and 6.	<b>7</b>	141,620
<b>8</b>	Enter qualifying distributions from Part XII, line 4.	<b>8</b>	171,562

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

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

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts for tax due, overpayment, and refunded amounts.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) regarding foundation activities, including political campaigns, expenditures, and state reporting. Includes Yes/No columns.

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>BARBARA HELLMAN</b> Telephone no <b>(310) 234-1981</b> Located at <b>10490 WILSHIRE BLVD SUITE 2704 LOS ANGELES CA</b> ZIP +4 <b>900244621</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	<b>15</b>		
<b>16</b>	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input checked="" type="checkbox"/> Yes <input 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? ( <b>Exception.</b> 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>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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?	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	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? If "Yes," list the years <b>20__</b> , <b>20__</b> , <b>20__</b> , <b>20__</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20__</b> , <b>20__</b> , <b>20__</b> , <b>20__</b>			
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> )	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>



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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
<b>Total</b> 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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . .	▶

0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	570,764
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	46,239
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	476,950
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	1,093,953
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	1,093,953
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	16,409
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,077,544
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	53,877

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	53,877
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	174
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	174
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	53,703
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	53,703
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	53,703

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	171,562
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	171,562
<b>5</b>	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). . . . .	<b>5</b>	174
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	171,388

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				53,703
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			0	
<b>b</b> Total for prior years 20__ , 20__ , 20__		0		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .	36,560			
<b>b</b> From 2009. . . . .	38,152			
<b>c</b> From 2010. . . . .	56,027			
<b>d</b> From 2011. . . . .	143,621			
<b>e</b> From 2012. . . . .	123,880			
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	398,240			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>171,562</u>				
<b>a</b> Applied to 2012, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
<b>d</b> Applied to 2013 distributable amount. . . . .				53,703
<b>e</b> Remaining amount distributed out of corpus	117,859			
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	516,099			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .	36,560			
<b>9 Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a . . . . .	479,539			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .	38,152			
<b>b</b> Excess from 2010. . . . .	56,027			
<b>c</b> Excess from 2011. . . . .	143,621			
<b>d</b> Excess from 2012. . . . .	123,880			
<b>e</b> Excess from 2013. . . . .	117,859			

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

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

**b** Check box to indicate whether the organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

See Additional Data Table

**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

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**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

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**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 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
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>▶ 3a</b> 171,562
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b> 0



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?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
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.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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 [x] No

b If "Yes," complete the following schedule
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.

Signature of officer or trustee: \*\*\*\*\* Date: 2015-05-12 Title: \*\*\*\*\*

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

Paid Preparer Use Only
Table with 5 columns: Print/Type preparer's name (STEPHEN M DAY), Preparer's Signature, Date, Check if self-employed [x], PTIN (P00227737), Firm's name (COHNREZNICK LLP), Firm's EIN (22-1478099), Firm's address (1900 AVE OF THE STARS FL 28 LOS ANGELES, CA 90067), Phone no (310) 843-9700.

**Form 990PF Part XV Line 1a - 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).**

BUD HELLMAN
BARBARA HELLMAN

**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)				
<b>a</b> <i>Paid during the year</i>				
AIDS PROJECT LOS ANGELES 1313 NORTH VINE STREET LOS ANGELES, CA 90028	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
ALZHEIMERS FOUNDATION 11620 WILSHIRE BLVD SUITE 270 LOS ANGELES, CA 90025	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
AMERICAN BREAST CANCER 1220 EAST JOPPA RD SUITE 332 BALTIMORE, MD 21286	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
AMERICAN CANCER SOCIETY PO BOX 79099 LOS ANGELES, CA 90079	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
AMERICAN DIABETES ASSOCIATION PO BOX 1834 MERRIFIELD, VA 221168034	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
AMERICAN HEART ASSOCIATION 1055 WILSHIRE BLVD SUITE 900 LOS ANGELES, CA 90017	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
AMERICAN LUNG ASSOCIATION 61 BROADWAY 6TH FLOOR NEW YORK, NY 10006	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
AMERICAN RED CROSS 11355 OHIO AVENUE LOS ANGELES, CA 90025	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
ANTI DEFAMATION LEAGUE 823 UNITED NATIONS PLAZA NEW YORK, NY 10017	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
ARTHRITIS RESEARCH INSTITUTE OF AMERICA 300 SOUTH DUNCAN AVENUE SUITE 240 CLEARWATER, FL 34615	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
CEDARS SINAI MEDICAL CENTER 8700 BEVERLY BLVD LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	15,000
CITY OF HOPE 1500 EAST DUARTE ROAD DUARTE, CA 91010	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	1,500
CTG CENTER THEATRE 601 WEST TEMPLE STREET LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	3,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE 2ND FLOOR NEW YORK, NY 100015004	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	250
FAMILY CARE FOUNDATION 1373 MARRON VALLEY ROAD DULZURA, CA 91917	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	17
<b>Total . . . . .</b>				171,562

**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)				
<b>a</b> <i>Paid during the year</i>				
GEFFEN PLAYHOUSE 10886 LE CONTE AVENUE LOS ANGELES, CA 90024	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	500
GOODWILL INDUSTRIES OF CALIFORNIA 342 SAN FERNANDO DRIVE LOS ANGELES, CA 90099	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
HELPING HAND OF LOS ANGELES PO BOX 48750 LOS ANGELES, CA 90048	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	1,000
JEWISH COMMUNITY LIBRARY 5700 WILSHIRE BLVD SUITE 2710 LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
JEWISH HOME FOR THE AGING 7150 TAMPA AVENUE RESEDA, CA 91335	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	1,000
JEWISH NATIONAL FUND 78 RANDALL AVENUE ROCKVILLE CENTRE, NY 11570	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	2,500
JEWISH VOCATIONAL SERVICES 1260 SHADOW HILL WAY BEVERLY HILLS, CA 90210	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	250
JUNIOR BLIND OF AMERICA 5300 ANGELES VISTA BLVD LOS ANGELES, CA 90043	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	175
KCET 4401 SUNSET BLVD LOS ANGELES, CA 90027	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	225
KOCEPBS PO BOX 25112 SANTA ANA, CA 927995112	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	100
KUSC P O BOX 60638 LOS ANGELES, CA 90060	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
LOS ANGELES PHILHARMONIC 151 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	10,000
LOS ANGELES TRADE-TECHNICAL COLLEGE FOUNDATION 400 WEST WASHINGTON BLVD LOS ANGELES, CA 90015	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	25,000
MEALS ON WHEELS P O BOX 7001 SANTA MONICA, CA 904067001	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
MUSIC CENTER 135 NORTH GRAND AVE LOS ANGELES, CA 90012	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	800
<b>Total . . . . .</b>				171,562

**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)				
<b>a</b> <i>Paid during the year</i>				
NARCOTIC EDUCATIONAL FDTN OF AMERICA 10844 N 23RD AVENUE PHOENIX,AZ 85029	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	35
NATIONAL ASSOCIATION OF CHIEFS OF POLICE P O BOX 82188 PHOENIX,AZ 85071	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	35
NATIONAL MULTIPLE SCLEROSIS SOCIETY 2440 SOUTH SEPULVEDA BLVD SUITE 115 LOS ANGELES,CA 900649778	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
NEW WEST SYMPHONY 2100 THOUSAND OAKS BLVD SUITE D THOUSAND OAKS,CA 91362	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	1,000
PLANNED PARENTHOOD 1920 MARENGO AVENUE LOS ANGELES,CA 90033	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
SALVATION ARMY 900 WEST 9TH STREET LOS ANGELES,CA 90034	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
STOP CANCER 2566 OVERLAND AVE SUITE 790 LOS ANGELES,CA 900649778	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	450
THE METROPOLITAN OPERA GUILD 70 LINCOLN CENTER PLAZA 6TH FLOOR NEW YORK,NY 10023	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	350
UCLA HEALTH SYSTEM AUXILLARY 10833 LE CONTE AVENUE LOS ANGELES,CA 90095	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	500
UNICEF-US COMMITTEE 125 MAIDEN LANE NEW YORK,NY 10038	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
UNITED JEWISH FUND 6505 WILSHIRE BLVD SUITE 500 LOS ANGELES,CA 90048	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	105,000
UNITED STATES HOLOCAUST MUSEUM 100 RAOUL WALLENBERG PALCE SW WASHINGTON,DC 200242126	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	250
UNITED WAY P O BOX 76833 LOS ANGELES,CA 90076	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
VISTA DEL MAR CHILD AND FAMILY SERVICES 3200 MOTOR AVENUE LOS ANGELES,CA 90034	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
WELLNESS COMMUNITY 2716 OCEAN PARK BLVD SUITE 1040 SANTA MONICA,CA 904055211	NONE	PUBLIC CHARITY	CHARITABLE OR RESEARCH	125
<b>Total . . . . .</b>				<b>171,562</b>

## TY 2013 Accounting Fees Schedule

**Name:** BUD AND BARBARA HELLMAN FOUNDATION

**EIN:** 95-4079313

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	3,000	0		0

**TY 2013 Investments Corporate  
Bonds Schedule**

**Name:** BUD AND BARBARA HELLMAN FOUNDATION

**EIN:** 95-4079313

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
BOND NOTES - 8% FOR 5 YEARS	500,000	500,000

**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** BUD AND BARBARA HELLMAN FOUNDATION

**EIN:** 95-4079313

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIRST WESTERN MGMT HIGH INCOME LP	136,726	136,726
FIRST WESTERN MGMT EQUITY GROWTH LP	303,128	303,128
175 SH INTUITIVE SURGICAL NEW (SCHWAB)	72,065	72,065

## TY 2013 Other Expenses Schedule

**Name:** BUD AND BARBARA HELLMAN FOUNDATION

**EIN:** 95-4079313

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
K-1 OTHER DEDUCTIONS/EXPENSES	7,390	7,390		0
K-1 INTEREST EXPENSE	1,441	1,441		0
K-1 PORTFOLIO DEDUCTIONS/EXPENSE	51	51		0
DUES AND SUBSCRIPTIONS	200	0		0

## TY 2013 Other Income Schedule

**Name:** BUD AND BARBARA HELLMAN FOUNDATION

**EIN:** 95-4079313

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 FIRST WESTERN INVEST MGMT EQUITY GROWTH LP	11	11	11

**TY 2013 Other Increases Schedule**

**Name:** BUD AND BARBARA HELLMAN FOUNDATION

**EIN:** 95-4079313

Description	Amount
CUMULATIVE UNREALIZED GAINS	43,104

## TY 2013 Other Liabilities Schedule

**Name:** BUD AND BARBARA HELLMAN FOUNDATION

**EIN:** 95-4079313

Description	Beginning of Year - Book Value	End of Year - Book Value
CREDITCARD PAYABLE	125	0

**TY 2013 Taxes Schedule****Name:** BUD AND BARBARA HELLMAN FOUNDATION**EIN:** 95-4079313

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FOREIGN TAXES (PER K-1)	60	60		0
EXCISE TAX	6,000	0		0
FTB FILING FEE	10	0		0
ATTY GENERAL FILING FEES	25	0		0