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Form **990-PF**

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.

Department of the Treasury Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf. Internal Revenue Sen Coe For calendar year 2013 or tax year beginning DEC 1, 2013 , and ending NOV 30, 2014 Name of foundation A Employer identification number HFO FOUNDATION 23-6870251 Number and street (or P O, box number if mail is not delivered to street address) Room/suite B Telephone number C/O B ROSENFIELD 1600 MARKET STREET 3600 (215) 751-2080 City or town, state or province, country, and ZIP or foreign postal code C if exemption application is pending, check here PHILADELPHIA, PA 19103 G Check all that apply: Initial return Initial return of a former public charity D 1. Foreign organizations, check here Final return Amended return Foreign organizations meeting the 85% test, check here and attach computation Address change Name change Section 501(c)(3) exempt private foundation Check type of organization: E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust Uther taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J | Accounting method: X Cash Accrual If the foundation is in a 60-month termination Other (specify) (from Part II, col. (c), line 16) under section 507(b)(1)(B), check here 952, 414. (Part I, column (d) must be on cash basis.) ▶\$ Analysis of Revenue and Expenses Part I (b) Net investment (d) Disbursements (a) Revenue and (c) Adjusted net (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) for charitable purposes (cash basis only) expenses per books Income income 109,431 N/AContributions, gifts, grants, etc., received Check ▶ ☐ If the foundation is not required to attach Sch B Interest on savings and temporary cash investments 4. 9,248 9,248 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 100,299 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 453,422. 208,761 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications 10a Gross sales less returns and allowances b Less Cost of goods sold OGDEN. c Gross profit or (loss) 11 Other income 218,982 218.013 Total. Add lines 1 through 11 0. 13 Compensation of officers, directors, trustees, etc. 14 Other employee salaries and wages 15 Pension plans, employee benefits 2.715 9,050 6,335. 16a Legal fees **b** Accounting fees 604 604. 0. c Other professional fees 17 Interest Ō. 12,560 0 18 Taxes 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses 24 Total operating and administrative 3,319 expenses. Add lines 13 through 23 <u>22,214</u> <u>6,335</u>. 390,000 390,000 Contributions, gifts, grants paid 26 Total expenses and disbursements. 412,214 3.319 396,335. Add lines 24 and 25 27 Subtract line 26 from line 12: <193,232.b & Excess of revenue over expenses and disbursements 214,694 b Net investment income (if negative, enter -0-) N/A

c Adjusted net income (if negative, enter -0-)

Form 9	5870251 Page 2			
Par	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End of	
Fair	column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			-
2	Savings and temporary cash investments	14,597.	64,993.	64,993.
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 ▶			··
छ । ८	Inventories for sale or use			
Assets	Prepaid expenses and deferred charges			
10 🔻	a Investments - U.S. and state government obligations STMT 7	132,152.	0.	0.
	b Investments - corporate stock STMT 8	666,007.	554,467.	887,421.
	c Investments - corporate bonds			
11	Investments - land, buildings, and equipment, basis			
	Less accumulated depreciation			
12	Investments - mortgage loans			
13				
1 '	Land, buildings, and equipment: basis ▶			
' '	Less accumulated depreciation			
15	Other assets (describe ►			
- 1	Total assets (to be completed by all filers - see the			
'"	instructions. Also, see page 1, item 1)	812,756.	619,460.	952,414.
17	Accounts payable and accrued expenses	0007.00	V=0, =00 v	
18				
Liabilities 51				
g 21				
ور ا	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)	0.	0.1	
	Foundations that follow SFAS 117, check here			
	and complete lines 24 through 26 and lines 30 and 31.			
8 24	-			
<u>auc</u> 25	· · ·			
) Ra 26	_ `			
Fund Balances	Foundations that do not follow SFAS 117, check here			
필	and complete lines 27 through 31.			
ල් ₂₇	•	812,756.	619,460.	
Net Assets or 26 30 30 30		0.	0.	
ASS 29		0.	0.	
30 fet /		812,756.	619,460.	
2 00	Total fiet absolute of fully bullations	32277331	023/1001	
31	Total liabilities and net assets/fund balances	812,756.	619,460.	
	t III Analysis of Changes in Net Assets or Fund B			
			 	
	tal net assets or fund balances at beginning of year - Part II, column (a), line	30		010 756
•	ust agree with end-of-year figure reported on prior year's return)		1	812,756.
	ter amount from Part I, line 27a		2	<193,232.>
-	ner increases not included in line 2 (itemize)		3	610 524
	d lines 1, 2, and 3	may 000m	4	619,524.
	creases not included in line 2 (itemize) ADJUSTMENT TO		5	64.
6 To	tal net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	numn (b), line 30		619,460. Form 990-PF (2013)

•												
		FOU	NDATION						2	3-687	0251	Page 3
Œ	Part IV Capital Gains	and Lo	osses for Tax on li	nvestmen	t Income							
			ind(s) of property sold (e.g			(b)	How ac	quired (c) Date	acquired	(d) Dat	
_	2-story brick wa	rehouse;	or common stock, 200 sh	s. MLC Co.)		D	- Dona	ition	(1110., 0	lay, yr.)	(mo., d	ay, yr.)
<u>1</u> 2						<u> </u>						
_t	. "	STA	TEMENT	 		ļ						
_						-						
_						-				-		
_5		/4\	Degraciation allowed	(a) Co.	et or other basis				(b) G	ain or (loce)	<u></u>	
	(e) Gross sales price	(1)	Depreciation allowed (or allowable)		st or other basis expense of sale					aın or (loss) s (f) mınus (
_				F				–	(-/			
						_						
_	; :											
_				 								
	450 400				244,66	1.					208	,761.
_	Complete only for assets showing	ıg gain in	column (h) and owned by	the foundation				(D)	Gains (C	Col. (h) gain		7.020
(i) Adjusted basis (k) Excess of col (i)				còl. (k), but ı	not less thar	n -0-) or					
	(i) F.M.V. as of 12/31/69		as of 12/31/69	`over	col. (j), if any				Losses	(from col. (n))	
	1											
_		•			•						_	
				<u> </u>								
_(1											
_6				<u> </u>							208	<u>,761.</u>
2	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							208	,761.			
3	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		Santing 4040(a) 4a	Dadusas	Tay on Nat		3			N/A		
_			Section 4940(e) fo					ient inco	me			
(F	or optional use by domestic private	toundat	ons subject to the section	4940(a) tax on	i net investment in	come	e.)					
lf :	section 4940(d)(2) applies, leave ti	nis part b	lank.									
14/	as the foundation liable for the age	unn 40.40	tov on the distributable on	nount of any w	ar in the base per	nod0						X No
	as the foundation liable for the sec "Yes," the foundation does not qual				•	lour						INO
<u>"</u>						ntries	 S.					
÷						(c)					(d) ution ratio	
	Base period years Calendar year (or tax year beginni	na in)	Adjusted qualifying dis	stributions	Net value of no	ncha	rıtable-	use assets		(col. (b) div	ution ratio ided by col.	(c))
_	2012		35	7,849.		1	,20	3,764.				97275
	2011			6,888.		1		2,470.				10237
_	2010		40	0,919.		1		1,367.			. 3	30964
_	2009			6,423.		1		4,970.				<u>54299</u>
_	2008		31	<u>.7,970.</u>		1	<u>,13</u>	<u>8,187.</u>		,	. 2	<u> 79365</u>
2	2 Total of line 1, column (d)					2_		1.5	<u>72140</u>			
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		. 3	<u>14428</u>					
											0.50	000
4	Enter the net value of noncharitat	ile-use as	sets for 2013 from Part X,	line 5					4		959	<u>,939.</u>
_	Marken by Joseph A. Inc. 15 20								_		201	022
5	Multiply line 4 by line 3								5		301	<u>,832.</u>
c	Enter 1% of net investment incon	na / 10/- n	f Dart I ling 27h\						6		າ	,147.
O	THE 130 OF HEL HIVESTHEIR HICON	16 (170 0	1 1 att 1, 11110 2/0)						-	<u> </u>	4	, + = / •

Form **990-PF** (2013)

7 Add lines 5 and 6

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.

8 Enter qualifying distributions from Part XII, line 4

303,979.

396,335.

	n 990-PF (2013) HFO FOUNDATION		<u>68702</u>			Page 4
	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or	1948 -	see in	stru	ctio	ns)
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%	1			<u>2,1</u>	<u>47.</u>
	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).					_
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2				<u>0.</u>
	Add lines 1 and 2	3			<u>2,1</u>	<u>47.</u>
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4				0.
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5			2, 1	47.
	Credits/Payments:					
	2013 estimated tax payments and 2012 overpayment credited to 2013 6a 7,920	4 1				
	Exempt foreign organizations - tax withheld at source	-				
	Tax paid with application for extension of time to file (Form 8868)	4				
	Backup withholding erroneously withheld 6d 6	┥ _ │			- ^	0.0
	Total credits and payments. Add lines 6a through 6d	7			7,9	<u> 20.</u>
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	8	-			
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9			F 17	
		10				$\frac{73.}{13.}$
	Enter the amount of line 10 to be: Credited to 2014 estimated tax ▶ 2,160. Refunded ▶ art VII-A Statements Regarding Activities	11			3,0	<u> 13.</u>
_					Ves	No
18	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interven	3 111	<u> </u>	$\overline{}$	100	
	any political campaign? Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definitio	112	F-	1a 1b		X
u	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publish		<u> </u> -	10		
	distributed by the foundation in connection with the activities.	eu oi				
^	E Did the foundation file Form 1120-POL for this year?			1c		х
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		-		-	
ч	(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.		1			
	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation	_				
•	managers. > \$0.		Į			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?			2		X
	If "Yes," attach a detailed description of the activities					
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			3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?			4a		X
b	o If "Yes," has it filed a tax return on Form 990-T for this year?	N	/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		_	5		<u>X</u>
	If "Yes," attach the statement required by General Instruction T.					
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		ľ	ľ		
	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.	e law		Ì		
	remain in the governing instrument?		_	6	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 X	/	<u> </u>	7	<u> </u>	
						1
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)					
	PA					
b	of the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)			_	٠.	
_	of each state as required by General Instruction G? If "No," attach explanation	1	-	8b	<u>X</u> _	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for ca	endar				77
40	year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	men	9	9	~	<u>X</u>
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	TMT		10 [aan	X DF	(2013)
			runn	JJU	-rr((2013)

	O-PF (2013) HFO FOUNDATION	23-6870	<u> 251</u>		Page 5
	VII-A Statements Regarding Activities (continued)				
	any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of				
	tion 512(b)(13)? If "Yes," attach schedule (see instructions)		11		<u>X</u>
12 Did	the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory	privileges?			
	Yes," attach statement (see instructions)		12		<u>X</u>
	the foundation comply with the public inspection requirements for its annual returns and exemption application?	l	13	X	
	bsite address > N/A	· (04.5)			
	books are in care of BRUCE A. ROSENFIELD, ESQUIRE Telephone no.		751	-20	80_
	cated at ► 1600 MARKET STREET, SUITE 3600, PHILADELPHIA, PA	ZIP+4 ▶ 19	T U 3		
	ction 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	1 45 1	3.7	/ ≥	
	• • •	15	N	/A Yes	No
	any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank,	1	4.0	162	
	curities, or other financial account in a foreign country?		16		_X_
	e the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign				
Part V	untry ► VII-B Statements Regarding Activities for Which Form 4720 May Be Required	!			
	e Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
	ring the year did the foundation (either directly or indirectly):				
		'es X No			1
٠.	Borrow money from, lend money to, or otherwise extend credit to (or accept it from)				
\-/		res X No			
(3)		es X No			
		es X No		i	
	Transfer any income or assets to a disqualified person (or make any of either available				
1-7	for the benefit or use of a disqualified person)?	es X 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.)	es X No			
b If a	iny answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations				
sec	ction 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	_1b_		
	ganizations relying on a current notice regarding disaster assistance check here				
c Did	the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected				
	fore the first day of the tax year beginning in 2013?	İ	1c		X
2 Tax	xes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation				
	fined in section 4942(j)(3) or 4942(j)(5)):				
	the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning				
		res X No			
lf "	Yes, list the years , , , , , , , , , , , , , , , , , , ,				
	e there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorre				
	luation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attac	N/A	2b		
	tement - see instructions.)	N/A	20		
CIII	the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.				
3a Du	d the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time				
		res X No			İ
	Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons a				
	ay 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to				
	holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule				
	orm 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	3b		
	d the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	•	4a		X
	d the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpo	se that			
	d not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b	<u> </u>	<u> </u>
		For	m 99 0)-PF	(2013)

4					
Part VII-B Statements Regarding Activities for Which F	orm 4720 May Be F	Required (control	<u>23-68702</u>	<u> 251</u>	Page 6
	Offit 4/20 Way be r	nequii eu (contin	uea)	—т	
5a During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section	4045(4)\2	□ v.	s X No	İ	
(2) Influence the outcome of any specific public election (see section 4955); or			18 LAL 180		
any voter registration drive?	i to carry on, unectry or main		s X No		
)		s X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an executation other than a charitable, etc., organization			:5 LAL 140		
(4) Provide a grant to an organization other than a charitable, etc., organization	ו מפטנווטפט ווו טפנווטוו		s X No		
509(a)(1), (2), or (3), or section 4940(d)(2)? (5) Provide for any purpose other than religious, charitable, scientific, literary,	or aducational nurnaces, or f		ו שו בבו פי		
• • • • • • • • • • • • • • • • • • • •	or educational purposes, or i		s X No		
the prevention of cruelty to children or animals?	or the expentione decembed i		NO LALI 8:		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und		in negulations	NT / N	5b	·
section 53.4945 or in a current notice regarding disaster assistance (see instru	•		N/A	- Ju	
Organizations relying on a current notice regarding disaster assistance check he		inad		ļ	
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr		I/AYe			
expenditure responsibility for the grant?		I/A1	s LI No		
If "Yes," attach the statement required by Regulations section 53.4945					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	ay premiums on		s X No	İ	ľ
a personal benefit contract?		Y€	S LALINO	6	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a pr	ersonal benefit contract?		-	6b	<u> </u>
If "Yes" to 6b, file Form 8870.	h - lt t t 0		. 📆		
7a At any time during the tax year, was the foundation a party to a prohibited tax sl		Y6	s X No	_ +	
b If "Yes," did the foundation receive any proceeds or have any net income attributed Part VIII Information About Officers, Directors, Truste		nagara Highly	N/A	7b	
Part VIII Information About Officers, Directors, Truster Paid Employees, and Contractors	es, roungation ivia	inagers, nignij	,		
1 List all officers, directors, trustees, foundation managers and their	compensation.				
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(4	e) Expense
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deferred compensation	acc	count, other allowances
ELAINE HARMON	TRUSTEE	cines o j	compensation	 	iii o ii a ii o o o
C/O BRUCE ROSENFIELD ESQ, 1600 MARKET	11100122				
PHILADELPHIA, PA 19103	2.00	0.	0 .		0.
	TRUSTEE			<u>'</u>	
C/O BRUCE ROSENFIELD ESQ, 1600 MARKET	111001111			}	
PHILADELPHIA, PA 19103	2.00	0.	0.	_[0.
	TRUSTEE			+	
C/O BRUCE ROSENFIELD ESQ, 1600 MARKET	11100122				
PHILADELPHIA, PA 19103	1.00	0.	0		0.
	TRUSTEE			'	
C/O BRUCE ROSENFIELD ESQ, 1600 MARKET	11100122				
PHILADELPHIA, PA 19103	1.00	0.	0.		0.
2 Compensation of five highest-paid employees (other than those inc			<u> </u>	<u>'</u>	
	(b) Title, and average		(d) Contributions to employee benefit plans and deferred	(4	e) Expense
(a) Name and address of each employee paid more than \$50,000	` 'hour's per week devoted to position	(c) Compensation	and deferred compensation	ace	count, other allowances
NONE					
Total number of other employees paid over \$50,000			•		0
· · · · · · · · · · · · · · · · · · ·			Forn	n 990	- PF (2013)

Form 990-PF (2013) HFO FOUNDATION	23-6	870251 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Paid Employees, and Contractors (continued)	Managers, Highly	
3 'Five highest-paid independent contractors for professional services. If none, enter "NO	NE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		
		
	· · · · · · · · · · · · · · · · · · ·	
Total number of others receiving over \$50,000 for professional services		▶ 0
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical in number of organizations and other beneficiaries served, conferences convened, research papers produced,	formation such as the etc.	Expenses
1 N/A		
2		
3		
4		
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year on lines	I and 2.	Amount
1 N/A		
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		0.
		Form 990-PF (2013)

P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign four	idations,	see instructions)
1:	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	T	
	Average monthly fair market value of securities	1a	933,679.
b	Average of monthly cash balances	1b	933,679. 40,878.
C	Fair market value of all other assets	1c	
	Total (add lines 1a, b, and c)	1d	974,557.
е	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	974,557.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,618.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	959,939.
6	Minimum investment return. Enter 5% of line 5	6	47,997.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.)	d certain	
1	Minimum investment return from Part X, line 6	1	47,997.
2a	Tax on investment income for 2013 from Part VI, line 5		
b	Income tax for 2013. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	2,147.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	45,850.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	45,850.
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	45,850.
P	art 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	396,335.
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:		
а	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	396,335.
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	2,147.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	394,188.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of 4940(e) reduction of tax in those years.	jualifies for	the section

Form **990-PF** (2013)

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				45,850.
2 Undistributed income, if any, as of the end of 2013			•	
a Enter amount for 2012 only			0.	
b Total for prior years:		0		
		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 263,356.				
b From 2009 256,886. c From 2010 344,088.				
d From 2011 425, 312.				
e From 2012 305,575.				
f Total of lines 3a through e	1,595,217.			
4 Qualifying distributions for 2013 from				· · ·
Part XII, line 4: ►\$ 396, 335.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior				
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus				
(Election required - see instructions)	0.			
d Applied to 2013 distributable amount				45,850.
e Remaining amount distributed out of corpus	350,485.			
5 Excess distributions carryover applied to 2013	0.			0.
(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:				
2 Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,945,702.			
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		0.		
amount - see instructions	-	U •		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract			•	
lines 4d and 5 from line 1. This amount must				
be distributed in 2014				0.
7 Amounts treated as distributions out of		- 1		
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	<u>263,356.</u>			
9 Excess distributions carryover to 2014.				
Subtract lines 7 and 8 from line 6a	1,682,346.			
10 Analysis of line 9:				
a Excess from 2009 256,886.				
b Excess from 2010 c Excess from 2011 344,088.				
c Excess from 2011 425, 312. d Excess from 2012 305, 575.				
e Excess from 2013 350, 485.				
			<u> </u>	Form 990-PF (2013)

Part XIV Private Operating Foundations (see enstructions and Part VIIA, question 9) N/A		INDATION	etrictions and Dort V	II A guestion (I)	23-68	70251 Page 10
• Tourdation, and the ruling is effective for 2013, arise the date of the ruling • Check box to indicate whether the foundation is a private operating foundation described in section 2 a first fit the isseer of the adjusted and income from Part I or the minimum myestiment return from Part X for each year listed • SSN of time 2a • Qualifying distributions from Part XII, line 6 for each year listed • Amounts included in line 2c not used directly for active conduct of exempt activities • Qualifying distributions made directly for active conduct of exempt activities • Qualifying distributions made directly for active conduct of exempt activities. • Subtract time 2d from time 2c • Compiler 3b, to or for the alleriance test is relied upon: • Asserts affairance test - enter: (1) Value of all assets qualifying under section 4942(1)(3)(8)(1) • Endowment afternative test - enter: 2/2 of minimum investment return shown in Part X, line 6 for each year sisted • Support alternative test - enter: 2/3 of minimum investment return shown in Part X, line 6 for each year sisted • Support alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities to many generations as provided in section 4942(1)(3)(8)(1) • Support alternative test - enter: (2) Support from general public organizations as provided in section 4942(1)(3)(8)(1) • Total support other than gross investment income (interest, dividends, rents, payments on securities toma general public organizations as provided in section 4942(1)(3)(8)(1) • Largest amount of support from an exempt organizations as provided in section 4942(1)(3)(8)(1) • Largest amount of support from an exempt organization as a contractive test - enter contractive test - enter contractive test - enter contractive test - enter contractive test - enter contractive test - enter contractive test - enter contractive test - enter contractive test - enter contractive test - enter contractive test - enter contractive tes				II-A, question 9)	N/A	
b Check box to indicate whether the foundation is a private operating foundation described in section 2 a Enter the lesser of the adjusted interest income from Part I or the minimum investment return from Part X for each year listed 3 b 55% of line 2a 6 Qualifying distributions from Part XII, line 4 for each year listed 4 Amounts included in line 2c nor used distributions from Part XII, line 4 for each year listed 6 Qualifying distributions made directly for active conduct of exempt activities 6 Qualifying distributions made directly for active conduct of exempt activities 6 Qualifying distributions made directly for active conduct of exempt activities 8 Qualifying distributions made directly for active conduct of exempt activities 9 Qualifying distributions made directly for active conduct of exempt activities 9 Qualifying distributions made directly for active conduct of exempt activities 10 Yaliue of all assets 11 Yaliue of all assets 12 Yaliue of assets qualifying under section 492(I)(5)(8)(1) 13 Todownerf alternative test - enter 3 to minimum in a fair. X, line for each year listed of the properties of the pr	-					
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Check here 🕨 🗓 if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If		ion Grant Gift Loan	Scholarship etc. P	rograms.		***
			-	-	s not accept unsolicited requi	ests for funds. If
the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.						
a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:	a The name, address, and telephone num	ber or e-mail address of t	he person to whom app	lications should be addi	ressed:	· · · · · · · · · · · · · · · · · · ·
						
b The form in which applications should be submitted and information and materials they should include:	b The form in which applications should	be submitted and informat	tion and materials they s	should include:		
c Any submission deadlines;	c Any sudmission deadlines;					
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:	d Any restrictions or limitations on award	is, such as by geographica	al areas, charitable fields	s, kınds of institutions, o	r other factors:	·
	·	· ·	-	ŕ		
						5 000 DE (0040)

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	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	Contribution	
a Paid during the year				
SEE ATTACHED STATEMENT				
				390,000
	-			
		 		
			1	
Total			▶ 3a	390,000
b Approved for future payment				
NONE				
NONE				
Total		<u> </u>	▶ 3b	0
				·

Part XVI-A Analysis of Income-Producing Activities

	Unrelated	business income	Evaludad	by section 512, 513, or 514	
Enter gross amounts unless otherwise indicated.	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	(e) Related or exempt function income
1 Program service revenue:	code	741100111	code	, anount	- Idiloton moonic
a	-	· · · · · · · · · · · · · · · · · · ·	+		
b	-				
·	-				
d	-	· · · · · · · · · · · · · · · · · · ·			
e	-				
	-				
g Fees and contracts from government agencies					
2 Membership dues and assessments			- 		
3 Interest on savings and temporary cash			1.4	4	
investments		-·	14	9,248.	
4 Dividends and interest from securities			14	9,248.	
5 Net rental income or (loss) from real estate:			_		····
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property					
7 Other investment income					
8 Gain or (loss) from sales of assets other					
than inventory			18	100,299.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory		- -			
11 Other revenue:					
a					
b	_				
C			\perp		
d	_				
e	_		\perp		
12 Subtotal. Add columns (b), (d), and (e)	<u> </u>).	109,551.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	109,551.
(See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities	to the Accor	mplishment of	Exempt P	urposes	
Line No. Explain below how each activity for which in					olishment of
▼ the foundation's exempt purposes (other than the foundation) and the foundation of the foundatio	in by providing fund	ds for such purposes).			
				-	
	-				
					-
					-
	<u> </u>				

323621 10-10-13

		Exempt Organ	izations							
1	Did the or	ganızatıon directly or ındiı	rectly engage in any	of the followin	g with any other organization	on described in secti	on 501(c) of		Yes	No
	the Code (other than section 501(c))(3) organizations) o	r in section 52	7, relating to political organ	nizations?		1		
a	Transfers	from the reporting found	ation to a noncharita	ble exempt or	ganization of:			ļ		
	(1) Cash							1a(1)		X
	(2) Other	assets						1a(2)		<u> </u>
b	Other tran	sactions:						_	ļ	
		of assets to a noncharital						1b(1)		<u> </u>
	(2) Purch	nases of assets from a no	ncharitable exempt c	organization	•	•		1b(2)	L	<u> </u>
	(3) Renta	I of facilities, equipment,	or other assets					1b(3)		<u> </u>
	(4) Reimi	bursement arrangements						1b(4)		X
	(5) Loans	s or loan guarantees						1b(5)		<u> </u>
	(6) Perfo	rmance of services or me	mbership or fundrais	sıng solıcitatio	ins			1b(6)		<u> </u>
	_	f facilities, equipment, ma	_					1c		X
d		-		_	dule. Column (b) should alv				ets,	
		s given by the reporting fo) the value of the goods,			ed less than fair market valu	ue in any transaction	or sharing arrangement, s	how in		
a)L	ine no	(b) Amount involved	(c) Name of	f noncharitable	e exempt organization	(d) Description	of transfers, transactions, and	sharing ar	rangeme	nts
				N/A	,			-	·	
							• •			
										
										
		.								
							·			
			<u></u>			<u> </u>				
28		•	=		or more tax-exempt organi	zations described	r	_		,
		501(c) of the Code (other)(3)) or in sect	tion 527?		L	Yes	LX] No
<u>b</u>	If "Yes," co	omplete the following sch			T # 1 * * * * * * * * * * * * * * * * * *	Ţ	10 11 (11)			
		(a) Name of org	janization		(b) Type of organization		c) Description of relations	nip		
		N/A								
						ļ		-		•
	11-2	penalties of parking I declare	that I have everyned the	o return include	accompanying schedules and	l etatemente, and to the	neet of my knowledge		-	
Sig	and b				n taxpayer) is based on all inform		Ma	y the IRS im with th	discuss e prepar	this er
He		XDIII	Los		14/5/.	TO.	sho	wn below	(see ins	박)?
	 _ _	nature of officer or trustee	100-5			Title		X Yes		J No !
	Jugi	Print/Type preparer's na		Preparer's s	Date ignature	Date	Check If PTIN		-	
		Trumprype brehater 2 mg	ATTO	r tepater 5 5	Milatore	L'are	self- employed			
Pa	id	MHOMY C B	DIITVOVT	17		3/31/15		1335	102	
	eparer	THOMAS R. Firm's name ► SCH		DTCOM	SEGAL LEWI		Firm's EIN ► 23-1			
	e Only	Filli Shame - SCD	MUTER DAY	TYTOON	SEGUTION TEMT	.о, шығ				
	y	Firm's address ► 1 €	UU MYDREU	ם בו פווים	T, SUITE 360	10	·		_	
					19103-7286		Phone no. (215)	751	-20	85
		I FR	<u>.THUNGHEUT</u>	A, FA	****** 1400			~~ 99		

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service **Schedule of Contributors**

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

OMB No 1545-0047

Name of the organization

Employer identification number

<u></u>	HFO FOUNDATION	23-6870251
Organization type (check	cone):	
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	X 501(c)(3) exempt private foundation	
	4947(a)(1) nonexempt charitable trust treated as a private foundation	
	501(c)(3) taxable private foundation	
	n is covered by the General Rule or a Special Rule. (c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special I	Rule. See instructions
	tion filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in nplete Parts I and II	money or property) from any one
Special Rules		
509(a)(1) and 17	01(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the r (0(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of th in (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.	
total contributio	01(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one conins of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or early to children or animals. Complete Parts I, II, and III	
contributions fo If this box is che purpose Do not	01(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contrusively for religious, charitable, etc., purposes, but these contributions did not ecked, enter here the total contributions that were received during the year for an exclusive technique and of the parts unless the General Rule applies to this organization because able, etc., contributions of \$5,000 or more during the year	total to more than \$1,000. <i>Ively</i> religious, charitable, etc.,
but it must answer "No"	n that is not covered by the General Rule and/or the Special Rules does not file Schedul on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its eet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)	•

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

Name of organization

Employer identification number

HFO FOUNDATION

23-6870251

(a) No	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DEBRA ABDO C/O BRUCE ROSENFIELD, 1600 MARKET ST, STE 3600 PHILADELPHIA, PA 19103	\$\$ <u>49,697.</u>	Person Payroll Noncash X (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	WENDY GIRONDA C/O BRUCE ROSENFIELD, 1600 MARKET ST, STE 3600 PHILADELPHIA, PA 19103	\$ <u>49,697.</u>	Person
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	DEBRA ABDO C/O BRUCE ROSENFIELD, 1600 MARKET ST, STE 3600 PHILADELPHIA, PA 19103	\$ 10,037.	Person Payroll Noncash X (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Oncash Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
203452 10.0		\$	Person Payroll Noncash (Complete Part II for noncash contributions)

Name of organization

Employer identification number

23-6870251

•	OUNDATION		23-6870251
art II	Noncash Property (see instructions). Use duplicate copies of Part II if a	dditional space is needed.	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	489 SHARES UNITED PARCEL SERVICE CLASS B		
		\$49,697	12/06/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	489 SHARES UNITED PARCEL SERVICE CLASS B		
		\$49,697	12/06/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	99 SHARES UNITED PARCEL SERVICE CLASS B		
		\$ 10,037	12/06/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	_
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		-	
		\$	
		Cabadula D./Fa	rm 990 990-E7 or 990-PE

ame of orga	nization		Employer identification number
IFO FO	UNDATION Exclusively religious charitable etc. indiv	idual contributions to section 501/	(c)(7) (8) or (10) organizations that total more than \$1,000 for the
rart III	year. Complete columns (a) through (e) and the total of exclusively religious, charitable, etc. Use duplicate copies of Part III if additions	:., contributions of \$1,000 or less fo	(c)(7), (8), or (10) organizations that total more than \$1,000 for the tions completing Part III, enter for the year. (Enter this information once)
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
		(e) Transfer of gi	gift
-	Transferee's name, address, ar	nd 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
	Transferee's name, address, ar	(e) Transfer of gi	gift 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
-	Transferee's name, address, ar	(e) Transfer of gi	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 gi	gift
	Transferee's name, address, ar	nd ZIP + 4	Relationship of transferor to transferee

323454 10-24-13

FORM 990-PF	CORPORATE STOCK	[STATEMENT	8
DESCRIPTION		BOOK VALUE	FAIR MARKE VALUE	T
DOMESTIC MUTUAL FUND - INTERNATIONAL MUTUAL F TOTAL US SMALL/MID CAR TOTAL EMERGING MARKETS	FUND P EQUITY	347,175. 44,527. 25,000. 137,765.	46,0 30,5	92. 47.
TOTAL TO FORM 990-PF,	PART II, LINE 10B	554,467.	887,4	21.
FORM 990-PF	LIST OF SUBSTANTIAL CONTR PART VII-A, LINE 10		STATEMENT	9
NAME OF CONTRIBUTOR	ADDRESS			
JOHN HARMON	3600, PHILA	NFIELD, 1600 MARKE A, PA IA, PA 19103	ET ST, SUITE	
ELAINE HARMON	3600	NFIELD, 1600 MARKE NA, PA 19103	ET ST, SUITE	
WENDY GIRONDA	3600	NFIELD, 1600 MARKE NA, PA 19103	ET ST, SUITE	
DEBBIE ABDO	3600	NFIELD, 1600 MARKE	ET ST, SUITE	
FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANA	AGERS	STATEMENT	10

NAME OF MANAGER

ELAINE HARMON JOHN J. HARMON DEBRA ABDO WENDY GIRONDA

HFO FOUNDATION EI# 23-6870251 FORM 990-PF, 12/01/13 - 11/30/14

Part XV, Line 3 a

Recipient Name and Address	Foundation <u>Status</u>	Purposes <u>of Grant</u>	<u>Amount</u>
Saint Barnabas Medical Center Foundation 94 Old Short Hills Road Livingston, NJ 07039	Public	General	\$25,000.00
Clyde F. Barker Penn Transplant House 3940 Spruce Street Philadelphia, PA 19104	Public	General	\$50,000.00
Save the Children 501 Kings Highway E. Fairfield, CT 06825	Public	General	\$25,000.00
Homes for Our Troops, Inc. 6 Main Street Taunton, MA 02780	Public	General	\$100,000.00
Adopt A Platoon 25089 Centerline Road San Benito, TX 78586	Public	General	\$50,000.00
Best Friends Animal Society 5001 Angel Canyon Road Kanab, UT 84741	Public	General	\$15,000.00
Hurricane Sandy New Jersey Relief Fund P.O. Box 95 Mendham, NJ 07945-0095	Public	General	\$100,000.00
Special Olympics of New Jersey Development Office 3 Princess Road Lawrenceville, NJ 08648	Public	General	\$25,000.00

\$390,000.00

Total

HFO FOUNDATION EIN: 23-6870251 FORM 990-PF, 12/01/13 - 11/30/14

PART X, LINE 1a - AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES

NOTE: The fair market value of securities (excluding cash) determined by averaging the fair market value of the entire securities portfolio on the first and last days of each month.

DATE	BEGINNING OF MONTH	ENDING OF MONTH	AVERAGE			
	-					
12/13	1,151,880.90	983,196.06	1,067,538.48			
01/14	983,196.06	948,080.48	965,638.27			
02/14	948,080.48	982,312.59	965,196.54			
03/14	982,312.59	976,898.20	979,605.40			
04/14	976,898.20	891,011.84	933,955.02			
05/14	891,011.84	907,556.88	899,284.36			
06/14	907,556.88	922,495.59	915,026.24			
07/14	922,495.59	906,367.15	914,431.37			
08/14	906,367.15	932,005.78	919,186.47			
09/14	932,005.78	862,982.13	897,493.96			
10/14	862,982.13	871,585.09	867,283.61			
11/14	871,585.09	887,420.73	879,502.91			
TOTAL			11,204,142.61			
Average Fair Market Value of Securities 933,678.55						

HFO FOUNDATION EIN: 23-6870251 FORM 990-PF, 12/01/13 - 11/30/14

PART X, LINE 1b - AVERAGE OF MONTHLY CASH BALANCES

NOTE: The cash balance is determined by averaging the balance on the first and last days of each month.

DATE	BEGINNING OF MONTH	ENDING OF MONTH	AVERAGE
12/13	14,597.20	29,715.17	22,156.19
01/14	29,715.17	29,627.35	29,671.26
02/14	29,627.35	29,753.55	29,690.45
03/14	29,753.55	14,456.69	22,105.12
04/14	14,456.69	40,941.23	27,698.96
05/14	40,941.23	40,941.58	40,941.41
06/14	40,941.58	39,491.91	40,216.75
07/14	39,491.91	39,340.46	39,416.19
08/14	39,340.46	37,740.79	38,540.63
09/14	37,740.79	87,741.21	62,741.00
10/14	87,741.21	60,992.13	74,366.67
11/14	60,992.13	64,993.19	62,992.66
TOTAL		-	490,537.27
Average Monthly	40,878.11		

Part IV Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase (c) Date acquired (d) Date sold (a) List and describe the kind(s) of property sold, e.g., real estate, (mo., day, yr.) (mo., day, yr.) 2-story brick warehouse; or common stock, 200 shs. MLC Co. D - Donation 12/09/13 SHARES UNITED PARCEL SERVICE CLASS B D 12/11/13 482.66 SHARES BBH CORE SELECT CLASS N P VARIOUS c 593.07 SHARES BBH LIMITED DURATION FUND CLASS N P VARIOUS 12/11/13 P VARIOUS 03/28/14 d 693.481 SHARES BBH CORE SELECT CLASS N 12/11/13 P VARIOUS e 1,860.36 SHARES BBH CORE SELECT CLASS N D 03/28/14 1 99 SHARES UNITED PARCEL SERVICE CLASS B P 04/23/14 VARIOUS g 3,656.307 SHARES BBH CORE SELECT CLASS N h 1,177.111 T. ROWE_PRICE INST HIGH YIELD P VARIOUS 04/23/14 SHARES 1 2,208.481 SHARES BBH CORE SELECT CLASS N VARIOUS 09/22/14 P BBH LIMITED DURATION FUND CLASS P VARIOUS 12/11/1 10,919.18 SHARES k CAPITAL GAINS DIVIDENDS m n 0 (g) Cost or other basis (h) Gain or (loss) (f) Depreciation allowed (e) Gross sales price plus expense of sale (e) plus (f) minus (g) (or allowable) 880. 99,189. 100,069 a 10,300. 6,139. 4,161. b 5,996. 148. 6,144. С 8,682. 6,318. 15,000. d 39,700. 23,292. 16,408. е 9,557. 9,646. 89. 45,777. 34,223. 80,000. g 12,378. <748.> 11,630 h 27,650 22,350. 50,000. <655.> 113,778. 113,123 17,810. 17.810. m n 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) but not less than "-0-") (i) F.M.V. as of 12/31/69 over col. (j), if any as of 12/31/69 99,189. a 4,161. b 148. C 6,318. d 16,408. е 9,557. 34,223. g <748.> h 22,350. <655.> 17,810. k ١ m n 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 208,761. 2 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).

N/A

If (loss), enter "-0-" in Part I, line 8

FORM 99	0-PF G	AIN OR (LOSS) F	ROM SALE	OF A	SSETS	1	STATEMENT 1
DESCRIP	(A) TION OF PROPERTY				ANNER QUIRED		ED DATE SOLD
978 SHA	RES UNITED PARCE	— L SERVICE CLASS	В	DO	NATED		12/09/13
	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE SALE	OF	(E) DEPRE		(F) AIN OR LOSS
	100,069.	99,394.		0.		0.	675.
	(A) PTION OF PROPERTY	_		AC	ANNER QUIRED	DATE	ED DATE SOLD
482.66	SHARES BBH CORE			PUR	CHASED	VARIOU	
	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE SALE	OF	(E) DEPRE	C. G.	(F) AIN OR LOSS
	10,300.	6,139.		0.		0.	4,161.
DESCRIF	(A) PTION OF PROPERTY	7			ANNER QUIRED	DATE ACQUIR	ED DATE SOLD
593.07 N	SHARES BBH LIMIT	 PED DURATION FUN	D CLASS	PUR	CHASED	VARIOU	s 12/11/13
	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE SALE	OF	(E) DEPRE		(F) AIN OR LOSS
	6,144.	5,996.		0.		0.	148.

DESCRIP!	` .(A) TION OF PROPERTY				IANNER QUIRED	DATE ACQUIRED	DATE SOLD
693.481	SHARES BBH CORE	- SELECT CLASS 1	1	PUR	CHASED	VARIOUS	03/28/14
	(B) GROSS	(C) VALUE AT		OF	(E)		(F)
-	SALES PRICE	TIME OF ACQ.	SALE		DEPRE	C. GAIN	OR LOSS
	15,000.	8,682.		0.		0.	6,318.
DESCRIP'	(A) TION OF PROPERTY				IANNER CQUIRED	DATE ACQUIRED	DATE SOLD
1,860.3	6 SHARES BBH COR	E SELECT CLASS	N	PUF	CHASED	VARIOUS	12/11/13
	(B) GROSS	(C) VALUE AT		OF	(E) DEPRE		(F) OR LOSS
-	SALES PRICE 39,700.	23,292.		0.	———	0. GAIL	16,408.
DESCRIP'	(A) TION OF PROPERTY				ANNER QUIRED	DATE ACQUIRED	DATE SOLD
99 SHARI	ES UNITED PARCEL	SERVICE CLASS	В	DC	NATED		03/28/14
	(B) GROSS	(C) VALUE AT	(D) EXPENSE	OF	(E)		(F)
-	SALES PRICE 9,646.	10,037.	SALE	0.	DEPRE	0. GAIR	N OR LOSS
	9,040.	10,037.	.				
DESCRIP'	(A) TION OF PROPERTY				MANNER CQUIRED	DATE ACQUIRED	DATE SOLD
3,656.3	07 SHARES BBH CO	 RE SELECT CLAS:	S N	PUF	RCHASED	VARIOUS	04/23/14
	(B) GROSS	(C) VALUE AT	(D) EXPENSE	ŦО	(E)		(F)
	SALES PRICE	TIME OF ACQ.	SALE	-	DEPRE	C. GAII	N OR LOSS
-	80,000.	45,777.		0.		0.	34,223.

DESCRIPTI	(A) ON OF PROPERTY				ANNER QUIRED		TE VIRED	DATE SOLD
1,177.111 YIELD	SHARES T. ROW	- E PRICE INST HI	GH	PUR	CHASED	VARI	ous	04/23/14
	(B)	(C)	(D)		(E)			(F)
	GROSS SALES PRICE	VALUE AT TIME OF ACQ.	EXPENSE SALE	OF	DEPRE	C.	GAIN	OR LOSS
	11,630.	12,378.		0.		0.		<748.>
DESCRIPTI	(A) ON OF PROPERTY				ANNER QUIRED		TE VIRED	DATE SOLD
2,208.481	SHARES BBH CO	- RE SELECT CLASS	S N	PUR	CHASED	VARI	OUS	09/22/14
	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE SALE	OF	(E) DEPRE		GAIN	(F)
	50,000.	27,650.		0.		0.		22,350.
DESCRIPTI	(A) ON OF PROPERTY				ANNER QUIRED		TE IRED	DATE SOLD
10,919.18 CLASS N	SHARES BBH LI	MITED DURATION	FUND	PUR	CHASED	VARI	ous	12/11/13
	(B)	(C)	(D)		(E)			(F)
	GROSS SALES PRICE	VALUE AT TIME OF ACQ.	EXPENSE SALE	OF	DEPRE	c.	GAIN	OR LOSS
	113,123.	113,778.		0.		0.		<655.>
CAPITAL O	GAINS DIVIDENDS	FROM PART IV						17,810.
TOTAL TO	FORM 990-PF, P.	ART I, LINE 6A						100,299.

FORM 990-PF INTERE	ST ON SAVIN	GS AND TEM	PORARY (CASH IN	VESTMENTS	STATEMENT	
SOURCE BROWN BROTHERS ACCOUNT #0201 - MONEY MARKET DIVIDENDS		(A REVEI PER BO	NUE	(B) NET INVESTMENT INCOME		(C) ADJUSTED NET INCOME	
			4.	-	4.		
TOTAL TO PART I, LI		4.		4.			
FORM 990-PF	DIVIDENDS	AND INTER	EST FROM	4 SECUR	ITIES	STATEMENT	
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	REV	(A) JENUE BOOKS	(B) NET INVES MENT INCO		
BROWN BROTHERS ACCOUNT #0201 - DIVIDENDS BROWN BROTHERS	9,248.		0.	9,248.	9,24	8.	
ACCOUNT #0201 - LT CAPITAL GAIN	17,810.	17,81	0.	0.		0.	
TO PART I, LINE 4	27,058.	17,81	0.	9,248.	9,24	8.	
FORM 990-PF	LEGAL	LEGAL FEES			STATEMENT 4		
		(A) EXPENSES PER BOOKS	(B) NET IN MENT II	VEST-	(C) ADJUSTED NET INCOM		
SCHNADER HARRISON S LEWIS LLP	EGAL &	9,050.	:	2,715.		6,335	
TO FM 990-PF, PG 1, LN 16A		9,050.		2,715.		6,335	

FORM 990-PF (OTHER PROFES	SIONAL FE	ES	STATEMENT 5			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVES MENT INCO		(C) ADJUSTED NET INCOM			
BROWN BROTHERS FEES	604.		604.			0.	
TO FORM 990-PF, PG 1, LN 16C	604.	604.			0.		
FORM 990-PF	TAX	ES			STATEMENT	6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME		(C) (D) ADJUSTED CHARITA NET INCOME PURPOS			
EXCISE TAX PAID WITH EXTENSION 2014 ESTIMATED EXCISE TAX	10,640. 1,920.		0.			0.	
TO FORM 990-PF, PG 1, LN 18	12,560.	0.				0.	
FORM 990-PF U.S. AND S	STATE/CITY G	OVERNMENT	OBLI	GATIONS	STATEMENT	7	
DESCRIPTION		OTHER T GOV'T BOO		OK VALUE	FAIR MARKE VALUE	FAIR MARKET VALUE	
FIXED INCOME MUTUAL FUNDS				0.		0.	
TOTAL U.S. GOVERNMENT OBLIGAT	TIONS	-					
TOTAL STATE AND MUNICIPAL GOV	JERNMENT OBL	- IGATIONS					
TOTAL TO FORM 990-PF, PART I	·	0.		0.			