

Form **990-PF**
 Department of the Treasury
 Internal Revenue Service

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

▶ **Do not enter social security numbers on this form as it may be made public.**
 ▶ **Go to www.irs.gov/Form990PF for instructions and the latest information.**

OMB No 1545-0052
2018
Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

| | | | |
|--|------------|--|--|
| Name of foundation HELLMAN FOUNDATION | | A Employer identification number 61-1583546 | |
| % LYRA MANAGEMENT LLC | | | |
| Number and street (or P O box number if mail is not delivered to street address) 555 CALIFORNIA STREET Suite 4905 | Room/suite | B Telephone number (see instructions) (415) 391-7545 | |
| City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94104 | | | |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> | |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> | |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <u>522,046,051</u> | | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i> | |
| | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | |

| Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i> | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc., received (attach schedule) | 0 | | | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 2,171,804 | 2,176,060 | | |
| | 4 Dividends and interest from securities | | | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 5,193,344 | | | |
| | b Gross sales price for all assets on line 6a | 86,277,478 | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 4,953,158 | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | 31,748,094 | 308,182 | | | |
| 12 Total. Add lines 1 through 11 | 39,113,242 | 7,437,400 | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0 | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | 12,815 | 0 | 0 | 39,659 |
| | b Accounting fees (attach schedule) | 332,640 | 159,420 | 0 | 159,420 |
| | c Other professional fees (attach schedule) | 2,028,622 | 367,195 | | 1,659,972 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | 159,980 | 22,883 | | 220 |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | 6,055 | | | 6,055 |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 4,910,722 | 11,952 | | 4,658,947 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 7,450,834 | 561,450 | 0 | 6,524,273 |
| | 25 Contributions, gifts, grants paid | 13,309,540 | | | 12,748,250 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 20,760,374 | 561,450 | 0 | 19,272,523 | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | 18,352,868 | | | | |
| b Net investment income (if negative, enter -0-) | | 6,875,950 | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

| Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|--|--|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash—non-interest-bearing | 1,840,554 | 4,106,242 | 4,106,242 |
| | 2 Savings and temporary cash investments | 3,771,520 | 3,200,614 | 3,200,614 |
| | 3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10a Investments—U S and state government obligations (attach schedule) | 1,223,514 | 117,871,591 | 117,871,591 |
| | b Investments—corporate stock (attach schedule) | 68,011,708 | 71,448,491 | 71,448,491 |
| | c Investments—corporate bonds (attach schedule) | | | |
| | 11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | |
| | 12 Investments—mortgage loans | | | |
| | 13 Investments—other (attach schedule) | 121,983,538 | 122,646,803 | 122,646,803 |
| | 14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | |
| 15 Other assets (describe ▶ _____) | 323,290,078 | 202,772,310 | 202,772,310 | |
| 16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 520,120,912 | 522,046,051 | 522,046,051 | |
| Liabilities | 17 Accounts payable and accrued expenses | 180,180 | 454,634 | |
| | 18 Grants payable | 9,275,812 | 9,837,102 | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe ▶ _____) | 521,500 | 334,271 | |
| | 23 Total liabilities (add lines 17 through 22) | 9,977,492 | 10,626,007 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | 510,143,420 | 511,420,044 | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| 29 Retained earnings, accumulated income, endowment, or other funds | | | | |
| 30 Total net assets or fund balances (see instructions) | 510,143,420 | 511,420,044 | | |
| 31 Total liabilities and net assets/fund balances (see instructions) . | 520,120,912 | 522,046,051 | | |

| Part III Analysis of Changes in Net Assets or Fund Balances | | |
|---|----------|-------------|
| 1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 510,143,420 |
| 2 Enter amount from Part I, line 27a | 2 | 18,352,868 |
| 3 Other increases not included in line 2 (itemize) ▶ _____ | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 528,496,288 |
| 5 Decreases not included in line 2 (itemize) ▶ _____ | 5 | 17,076,244 |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . | 6 | 511,420,044 |

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) |
|---|---|---------------------------------------|-----------------------------------|
| 1 a PUBLICLY TRADED SECURITIES | P | | |
| b CAPITAL GAINS FROM PASS-THROUGH ENTITIES | P | | |
| c | | | |
| d | | | |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|--------------------------|---|--|---|
| a 82,394,588 | | 81,324,320 | 1,070,268 |
| b 3,882,890 | | | 3,882,890 |
| c | | | |
| d | | | |
| e | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|--|---|
| (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | 1,070,268 |
| b | | | 3,882,890 |
| c | | | |
| d | | | |
| e | | | |

| | | |
|---|---|-----------|
| 2 Capital gain net income or (net capital loss) | 2 | 4,953,158 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | 3 | |

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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)) |
|--|--|--|---|
| 2017 | 14,134,051 | 307,451,506 | 0 045972 |
| 2016 | 13,097,736 | 246,103,077 | 0 053221 |
| 2015 | 12,331,789 | 143,254,175 | 0 086083 |
| 2014 | 9,619,785 | 59,145,318 | 0 162647 |
| 2013 | 8,673,131 | 46,040,914 | 0 188379 |

| | | |
|---|---|-------------|
| 2 Total of line 1, column (d) | 2 | 0 536302 |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0 10726 |
| 4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5 | 4 | 232,447,967 |
| 5 Multiply line 4 by line 3 | 5 | 24,932,369 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 68,760 |
| 7 Add lines 5 and 6 | 7 | 25,001,129 |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 19,272,523 |

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

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, tax based on investment income, and credits/payments. Total tax due is 30,842.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and other activities. Columns for Yes/No and a third column for additional information.

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-14 regarding controlled entities, distributions, public inspection, and books in care.

Located at 555 CALIFORNIA STREET SUITE 4905 SAN FRANCISCO CA ZIP+4 94104

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here and enter the amount of tax-exempt interest received or accrued during the year.

Table with 3 columns: Question, Yes, No. Row 16 regarding interest in foreign countries.

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.

Main table with 3 columns: Question, Yes, No. Rows 1a-4b regarding Form 4720 exceptions and requirements.

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 |
| HALL CAPITAL PARTNERS LLC ONE MARITIME PLAZA SUITE 600 SAN FRANCISCO, CA 94111 | PORTFOLIO MANAGEMENT | 355,756 |
| HIRSCH & ASSOCIATES LLC 1714 STOCKTON STREET SUITE 400 SAN FRANCISCO, CA 94133 | PROGRAM SERVICES | 1,473,633 |
| CLEAR IMPACT (LEARNING FOR ACTION) 170 CAPP STREET SUITE C SAN FRANCISCO, CA 94110 | CONSULTING | 131,987 |
| LYRA MANAGEMENT LLC 555 CALIFORNIA STREET SUITE 4905 SAN FRANCISCO, CA 94104 | ACCOUNTING SERVICES | 250,000 |
| Total number of others receiving over \$50,000 for professional services. ▶ | | |

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|-----------|
| 1 SEE STATEMENT F | 4,649,276 |
| 2 | |
| 3 | |
| 4 | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 | |
| 2 | |
| All other program-related investments See instructions | |
| 3 | |
| Total. Add lines 1 through 3 ▶ | |

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

| | | | |
|----------|--|-----------|-------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes | | |
| a | Average monthly fair market value of securities. | 1a | 63,830,854 |
| b | Average of monthly cash balances. | 1b | 6,370,275 |
| c | Fair market value of all other assets (see instructions). | 1c | 165,786,655 |
| d | Total (add lines 1a, b, and c). | 1d | 235,987,784 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | 0 |
| 3 | Subtract line 2 from line 1d. | 3 | 235,987,784 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 3,539,817 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. | 5 | 232,447,967 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 11,622,398 |

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

| | | | |
|-----------|--|-----------|------------|
| 1 | Minimum investment return from Part X, line 6. | 1 | 11,622,398 |
| 2a | Tax on investment income for 2018 from Part VI, line 5. | 2a | 137,519 |
| b | Income tax for 2018 (This does not include the tax from Part VI). | 2b | 41,257 |
| c | Add lines 2a and 2b. | 2c | 178,776 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1. | 3 | 11,443,622 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | 11,443,622 |
| 6 | Deduction from distributable amount (see instructions). | 6 | |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. | 7 | 11,443,622 |

Part XII Qualifying Distributions (see instructions)

| | | | |
|----------|--|-----------|------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | | |
| a | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26. | 1a | 19,272,523 |
| 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 | 0 |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | 0 |
| b | Cash distribution test (attach the required schedule). | 3b | 0 |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4. | 4 | 19,272,523 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions. | 5 | |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 19,272,523 |

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 2017 | (c) 2017 | (d) 2018 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2018 from Part XI, line 7 | | | | 11,443,622 |
| 2 Undistributed income, if any, as of the end of 2018 | | | | |
| a Enter amount for 2017 only. | | | 0 | |
| b Total for prior years 2016, 2015, 2014 | | 0 | | |
| 3 Excess distributions carryover, if any, to 2018 | | | | |
| a From 2013. | 6,751,269 | | | |
| b From 2014. | 6,685,722 | | | |
| c From 2015. | 5,177,247 | | | |
| d From 2016. | 814,536 | | | |
| e From 2017. | 6,619,715 | | | |
| f Total of lines 3a through e. | 26,048,489 | | | |
| 4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ <u>19,272,523</u> | | | | |
| a Applied to 2017, but not more than line 2a | | | 0 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | | | |
| c Treated as distributions out of corpus (Election required—see instructions). | | | | |
| d Applied to 2018 distributable amount. | | | | 11,443,622 |
| e Remaining amount distributed out of corpus | 7,828,901 | | | |
| 5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 33,877,390 | | | |
| 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. | | | | |
| d Subtract line 6c from line 6b Taxable amount—see instructions | | 0 | | |
| e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). | | | | |
| 8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions). | 6,751,269 | | | |
| 9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a | 27,126,121 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2014. | 6,685,722 | | | |
| b Excess from 2015. | 5,177,247 | | | |
| c Excess from 2016. | 814,536 | | | |
| d Excess from 2017. | 6,619,715 | | | |
| e Excess from 2018. | 7,828,901 | | | |

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 2018, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

| | Tax year | Prior 3 years | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2018 | (b) 2017 | (c) 2016 | (d) 2015 | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test—enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. | | | | | |
| c "Support" alternative test—enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the foundation 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))
NONE

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
NONE

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. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|--|--------------------------------------|-------------------------------------|------------|
| a <i>Paid during the year</i> STATEMENT D 555 CALIFORNIA STREET SUITE 4905 SAN FRANCISCO, CA 94104 | | PC | STATEMENT D | 12,748,250 |
| | | | | |
| Total ▶ 3a | | | | |
| b <i>Approved for future payment</i> STATEMENT D 555 CALIFORNIA STREET SUITE 4905 SAN FRANCISCO, CA 94104 | | PC | STATEMENT D | 11,682,500 |
| | | | | |
| | | | | |
| Total ▶ 3b | | | | |

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

Part XVII

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

Table with 3 columns: Question, Yes, No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

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) (other than section 501(c)(3)) or in section 527?

Yes 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) is based on all information of which preparer has any knowledge.

Sign Here

2019-05-13

Signature of officer or trustee

Date

Title

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

Paid Preparer Use Only

Table with 5 columns: Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN. Includes fields for Firm's name, Firm's address, and Firm's EIN.

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (a) Name and address | Title, and average hours per week (b) devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | Expense account, (e) other allowances |
|---|--|---|---|---------------------------------------|
| PATRICIA HELLMAN GIBBS 555 CALIFORNIA STREET SUITE 4905 SAN FRANCISCO, CA 94104 | PRESIDENT/DIRECTOR 3 0 | 0 | 0 | 0 |
| JUDITH HELLMAN 555 CALIFORNIA STREET SUITE 4905 SAN FRANCISCO, CA 94104 | VICE PRESIDENT/DIRECTOR 1 0 | 0 | 0 | 0 |
| JOANNE HAGOPIAN 555 CALIFORNIA STREET SUITE 4905 SAN FRANCISCO, CA 94104 | TREASURER 2 0 | 0 | 0 | 0 |
| SUSAN HIRSCH 555 CALIFORNIA STREET SUITE 4905 SAN FRANCISCO, CA 94104 | SECRETARY 14 0 | 0 | 0 | 0 |
| MARCO W HELLMAN 555 CALIFORNIA STREET SUITE 4905 SAN FRANCISCO, CA 94104 | DIRECTOR 2 0 | 0 | 0 | 0 |
| FRANCES HELLMAN 555 CALIFORNIA STREET SUITE 4905 SAN FRANCISCO, CA 94104 | DIRECTOR 1 0 | 0 | 0 | 0 |

TY 2018 Accounting Fees Schedule**Name:** HELLMAN FOUNDATION**EIN:** 61-1583546

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------------------|---------------|----------------------------------|--------------------------------|--|
| TAX RETURN PREPARATION FEES | 34,640 | 10,420 | | 10,420 |
| AUDIT FEES | 48,000 | 24,000 | | 24,000 |
| ACCOUNTING SERVICES | 250,000 | 125,000 | | 125,000 |

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Depreciation Schedule

Name: HELLMAN FOUNDATION

EIN: 61-1583546

TY 2018 Investments Corporate Stock Schedule**Name:** HELLMAN FOUNDATION**EIN:** 61-1583546

Investments Corporation Stock Schedule

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|----------------------|-------------------------------|--------------------------------------|
| SEE STATEMENT B | 71,448,491 | 71,448,491 |

TY 2018 Investments Government Obligations Schedule**Name:** HELLMAN FOUNDATION**EIN:** 61-1583546**US Government Securities - End
of Year Book Value:**

117,871,591

**US Government Securities - End
of Year Fair Market Value:**

117,871,591

**State & Local Government
Securities - End of Year Book
Value:****State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2018 Investments - Other Schedule**Name:** HELLMAN FOUNDATION**EIN:** 61-1583546**Investments Other Schedule 2**

| Category/ Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|-----------------------|------------------------------|-------------------|--------------------------------------|
| SEE STATEMENT C | FMV | 122,646,803 | 122,646,803 |

TY 2018 Legal Fees Schedule**Name:** HELLMAN FOUNDATION**EIN:** 61-1583546

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---------------------------|---------------|----------------------------------|--------------------------------|--|
| GENERAL CORPORATE COUNSEL | 12,815 | | | 39,659 |

TY 2018 Other Assets Schedule**Name:** HELLMAN FOUNDATION**EIN:** 61-1583546**Other Assets Schedule**

| Description | Beginning of Year - Book Value | End of Year - Book Value | End of Year - Fair Market Value |
|--------------------------------|--------------------------------|--------------------------|---------------------------------|
| STATE TAX REFUND | 340,078 | 340,078 | 340,078 |
| BENEFICIAL INTEREST RECEIVABLE | 322,950,000 | 201,944,317 | 201,944,317 |
| PREPAID EXPENSES | 0 | 43,612 | 43,612 |
| OTHER RECEIVABLE | 0 | 203,255 | 203,255 |
| ACCRUED INTEREST PURCHASE | 0 | 241,048 | 241,048 |

TY 2018 Other Decreases Schedule**Name:** HELLMAN FOUNDATION**EIN:** 61-1583546

| Description | Amount |
|--------------------|---------------|
| UNREALIZED LOSS | 17,076,244 |

TY 2018 Other Expenses Schedule**Name:** HELLMAN FOUNDATION**EIN:** 61-1583546**Other Expenses Schedule**

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---------------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| OFFICE EXPENSES | 383 | | | 383 |
| PORTFOLIO DEDUCTION | 11,952 | 11,952 | | |
| MISC OTHER EXPENSES | 9,105 | | | 9,105 |
| WEBSITE MAINTENANCE | 183 | | | 183 |
| EVENT EXPENSES | 4,889,099 | | | 4,649,276 |

TY 2018 Other Income Schedule**Name:** HELLMAN FOUNDATION**EIN:** 61-1583546**Other Income Schedule**

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|---------------------------------|--------------------------------|-----------------------|---------------------|
| INCOME FROM SCHEDULE K-1S | 293,896 | 308,182 | |
| INCREASE IN BENEFICIAL INTEREST | 31,267,653 | | |
| DEFERRED TAX ADJUSTMENT | 186,545 | | |

TY 2018 Other Liabilities Schedule**Name:** HELLMAN FOUNDATION**EIN:** 61-1583546

| Description | Beginning of Year - Book Value | End of Year - Book Value |
|--------------------------|---|-------------------------------------|
| DEFERRED TAX LIABILITIES | 521,500 | 275,300 |
| ACCRUED PAYROLL TAX | 0 | 58,971 |

TY 2018 Other Professional Fees Schedule**Name:** HELLMAN FOUNDATION**EIN:** 61-1583546

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------------|---------------|----------------------------------|--------------------------------|--|
| PORTFOLIO MANAGEMENT | 367,195 | 367,195 | | |
| PROGRAM SERVICES | 1,473,633 | | | 1,472,178 |
| CONSULTING | 187,794 | | | 187,794 |

TY 2018 Taxes Schedule**Name:** HELLMAN FOUNDATION**EIN:** 61-1583546

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|---------------|----------------------------------|--------------------------------|--|
| FOREIGN TAXES | 22,883 | 22,883 | | |
| FILING FEES | 137,097 | | | 220 |

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

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF
▶ Go to www.irs.gov/Form990 for the latest information

OMB No 1545-0047
2018

Name of the organization
HELLMAN FOUNDATION

Employer identification number
61-1583546

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

| | |
|---|---|
| Name of organization HELLMAN FOUNDATION | Employer identification number 61-1583546 |
|---|---|

Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|---|
| 1 | PATRICIA C HELLMAN ADMINISTRATIVE T 555 CALIFORNIA STREET SUITE 4905 | \$ 133,000,000 | Person <input checked="" type="checkbox"/> |
| | SAN FRANCISCO, CA 94104 | | Payroll <input type="checkbox"/> |
| | | | Noncash <input type="checkbox"/> |
| | | | (Complete Part II for noncash contributions) |
| 2 | PATRICIA C HELLMAN ADMINISTRATIVE T 555 CALIFORNIA STREET SUITE 4905 | \$ 19,273,336 | Person <input checked="" type="checkbox"/> |
| | SAN FRANCISCO, CA 94104 | | Payroll <input type="checkbox"/> |
| | | | Noncash <input checked="" type="checkbox"/> |
| | | | (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> |
| | | | Payroll <input type="checkbox"/> |
| | | | Noncash <input type="checkbox"/> |
| | | | (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> |
| | | | Payroll <input type="checkbox"/> |
| | | | Noncash <input type="checkbox"/> |
| | | | (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> |
| | | | Payroll <input type="checkbox"/> |
| | | | Noncash <input type="checkbox"/> |
| | | | (Complete Part II for noncash contributions) |
| | | \$ | Person <input type="checkbox"/> |
| | | | Payroll <input type="checkbox"/> |
| | | | Noncash <input type="checkbox"/> |
| | | | (Complete Part II for noncash contributions) |

| | |
|---|---|
| Name of organization HELLMAN FOUNDATION | Employer identification number 61-1583546 |
|---|---|

Part II Noncash Property

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (See instructions) | (d) Date received |
|--|--|---|-----------------------------|
| (See instructions) Use duplicate copies of Part II if additional space is needed | | | |
| 2 | publicly traded securities and various partnership interests | \$ 19,273,336 | 2018-12-31 |
| _____ | _____ | \$ _____ | _____ |
| _____ | _____ | \$ _____ | _____ |
| _____ | _____ | \$ _____ | _____ |
| _____ | _____ | \$ _____ | _____ |
| _____ | _____ | \$ _____ | _____ |
| _____ | _____ | \$ _____ | _____ |
| _____ | _____ | \$ _____ | _____ |
| _____ | _____ | \$ _____ | _____ |

| | |
|---|---|
| Name of organization HELLMAN FOUNDATION | Employer identification number 61-1583546 |
|---|---|

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | <hr/> <hr/> | <hr/> <hr/> | <hr/> <hr/> |

| | |
|---------------------------------------|--|
| (e) Transfer of gift | |
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| <hr/> <hr/> | <hr/> <hr/> |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | <hr/> <hr/> | <hr/> <hr/> | <hr/> <hr/> |

| | |
|---------------------------------------|--|
| (e) Transfer of gift | |
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| <hr/> <hr/> | <hr/> <hr/> |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | <hr/> <hr/> | <hr/> <hr/> | <hr/> <hr/> |

| | |
|---------------------------------------|--|
| (e) Transfer of gift | |
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| <hr/> <hr/> | <hr/> <hr/> |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|------------------------|---------------------|-----------------|-------------------------------------|
| | <hr/> <hr/> | <hr/> <hr/> | <hr/> <hr/> |

| | |
|---------------------------------------|--|
| (e) Transfer of gift | |
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| <hr/> <hr/> | <hr/> <hr/> |

HELLMAN FOUNDATION
 EIN 61-1583546
 YEAR END 12/31/2018
 INVESTMENTS CORPORATE STOCK

| FORM 990PF, PART II, LINE 10A - INVESTMENTS - US AND GOV'T OBLIGATIONS | | STATEMENT A | |
|--|--------------------|-------------|--------------------|
| DESCRIPTION | ENDING BOOK | | ENDING FMV |
| | VALUE | | |
| USTB 02 15 19 #2 - HFII/HFII | 19,765 | | 19,765 |
| USTB 03 15 19 - HFII/HFII | 197,945 | | 197,945 |
| FFCB 04 15 19 - HFII/HFII | 195,664 | | 195,664 |
| FFCB 03 25 19 - HFII/HFII | 195,946 | | 195,946 |
| FHLB 05 17 19 - HFII/HFII | 390,779 | | 390,779 |
| FHLB 04 24 19 - HFII/HFII | 97,947 | | 97,947 |
| FHLB 04 24 19 #2 - HFII/HFII | 98,029 | | 98,029 |
| FFCB 11 13 19/F | 1,459,858 | | 1,459,858 |
| USTBill 08 15 19/F | 903,756 | | 903,756 |
| FHLB 04 17 20/F | 2,000,520 | | 2,000,520 |
| USTBill 08 15 19 #2/F | 1,001,625 | | 1,001,625 |
| FHLB 01 02 20/F | 9,196,709 | | 9,196,709 |
| FHLB 09 20 19/F | 4,189,784 | | 4,189,784 |
| USTBill 08 15 19 #3/F | 1,759,690 | | 1,759,690 |
| USTB 09 12 19 - HFII/HFII | 97,509 | | 97,509 |
| USTBill 01 03 19 - HF/HFLLC | 998,275 | | 998,275 |
| USTBill 01 03 19 #2 - HF/HFLLC | 1,997,383 | | 1,997,383 |
| FHLB 10 12 21 - HF/HFLLC | 301,482 | | 301,482 |
| USTBill 01 03 19 #3 - HF/HFLLC | 599,400 | | 599,400 |
| FHLB 10 29 21 - HFII/HFII | 600,000 | | 600,000 |
| FFCB 11 02 21 - HFII/HFII | 300,000 | | 300,000 |
| FFCB 11 02 21 #2 - HFII/HFII | 100,000 | | 100,000 |
| FFCB 11 27 19 - HFII/HFII | 194,575 | | 194,575 |
| FHLB 05 05 21 - HFII/HFII | 300,000 | | 300,000 |
| FHLB 10 12 21 - HFII/HFII | 301,482 | | 301,482 |
| FFCB 11 01 21/F | 9,200,000 | | 9,200,000 |
| FFCB 11 02 21/F | 6,925,000 | | 6,925,000 |
| FFCB 11 02 21 #2/F | 2,375,000 | | 2,375,000 |
| FHLB 11 23 21/F | 6,056,514 | | 6,056,514 |
| FFCB 11 27 19/F | 4,475,229 | | 4,475,229 |
| FHLB 10 12 21/F | 10,652,364 | | 10,652,364 |
| USTBill 03 14 19/F | 74,622 | | 74,622 |
| USTBill 07 18 19 #4/F | 1,183,601 | | 1,183,601 |
| USTBill 12 05 19/F | 1,171,580 | | 1,171,580 |
| USTNote 09 30 19 - BK/HFLLC | 1,488,826 | | 1,488,826 |
| USTNote 11 30 20 - BK/HFLLC | 1,499,373 | | 1,499,373 |
| USTBill 06 13 19 - BK/HFLLC | 1,481,170 | | 1,481,170 |
| USTNote 05 31 19 - BK/HFLLC | 998,461 | | 998,461 |
| USTNote 12 15 19 - BK/HFLLC | 1,489,963 | | 1,489,963 |
| USTNote 08 31 19 - BK/HFLLC | 1,493,965 | | 1,493,965 |
| USTNote 01 31 21 - BK/HFLLC | 1,983,323 | | 1,983,323 |
| USTNote 04 30 20 - BK/HFLLC | 1,993,897 | | 1,993,897 |
| USTNote 04 15 21 - BK/HFLLC | 2,988,285 | | 2,988,285 |
| USTNote 07 15 21 - BK/HFLLC | 2,476,186 | | 2,476,186 |
| USTNote 08 31 20 - BK/HFLLC | 3,600,855 | | 3,600,855 |
| USTNote 11 15 21 - BK/HFLLC | 2,993,649 | | 2,993,649 |
| USTNote 02 15 22 - BK/HFLLC | 2,486,564 | | 2,486,564 |
| USTNote 03 31 19 - BK/HFLLC | 1,121,853 | | 1,121,853 |
| USTNote 02 29 20 - BK/HFLLC | 1,490,818 | | 1,490,818 |
| USTNote 09 15 21 - BK/HFLLC | 3,477,982 | | 3,477,982 |
| USTNote 11 30 20 #2 - BK/HFLLC | 2,124,438 | | 2,124,438 |
| FHLB 01 29 21 - BK/HFLLC | 988,515 | | 988,515 |
| FHLB 09 17 21 - BK/HFLLC | 999,415 | | 999,415 |
| FHLB 10 29 21 - BK/HFLLC | 1,504,695 | | 1,504,695 |
| USTNote 12 15 19 #2 - BK/HFLLC | 493,844 | | 493,844 |
| USTNote 01 31 21 #2 - BK/HFLLC | 1,483,787 | | 1,483,787 |
| USTNote 04 15 21 #2 - BK/HFLLC | 993,689 | | 993,689 |
| USTNote 07 15 21 #2 - BK/HFLLC | 499,664 | | 499,664 |
| USTNote 11 15 21 #2 - BK/HFLLC | 1,021,400 | | 1,021,400 |
| USTNote 10 31 20 - BK/HFLLC | 2,458,906 | | 2,458,906 |
| USTNote 02 29 20 #2 - BK/HFLLC | 995,056 | | 995,056 |
| USTNote 11 30 20 #3 - BK/HFLLC | 1,302,201 | | 1,302,201 |
| Mark to Market Adj 1676 | 21,752 | | 21,752 |
| Mark to Market Adj 3894 | 7,000 | | 7,000 |
| Mark to Market Adj 8289 | 202,143 | | 202,143 |
| FHLB 03 14 19 - HFII/HFII | 97,883 | | 97,883 |
| | 117,871,591 | | 117,871,591 |

HELLMAN FOUNDATION
 EIN 61-1583546
 YEAR END 12/31/2018
 INVESTMENTS CORPORATE STOCK

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

STATEMENT B

| DESCRIPTION | ENDING BOOK | |
|------------------------------------|-------------------|-------------------|
| | VALUE | ENDING FMV |
| Amansa Feeder Ltd | 3,806,723 00 | 3,806,723 00 |
| Blue Harbour Active Offshore Ltd | 6,017,238 00 | 6,017,238 00 |
| Buena Vista Asian Opp Offshore Ltd | 2,972,130 00 | 2,972,130 00 |
| Cevian Capital II Ltd | 6,363,180 00 | 6,363,180 00 |
| Coolsystems, Inc | 2,194 00 | 2,194 00 |
| Coolsystems, Inc Pfd B | 66,705 00 | 66,705 00 |
| Coolsystems, Inc Pfd D | 100,058 00 | 100,058 00 |
| Coolsystems, Inc Pfd E | 56,032 00 | 56,032 00 |
| Coolsystems, Inc Pfd F | 44,025 00 | 44,025 00 |
| Coolsystems, Inc Pfd G | 50,736 00 | 50,736 00 |
| Lone Cedar, Ltd | 6,629,000 00 | 6,629,000 00 |
| Lone Pinon, Ltd | 3,840,000 00 | 3,840,000 00 |
| Magoosh, Inc CS | 68,114 00 | 68,114 00 |
| Mark to Market Adj 1137 | 401,276 00 | 401,276 00 |
| Momo Inc #5 | 143 00 | 143 00 |
| Momo Inc #6 | 833 00 | 833 00 |
| Momo Inc #7 | 508 00 | 508 00 |
| Momo Inc #8 | 2,963 00 | 2,963 00 |
| Pelham Long/Short Fund Ltd | 6,137,168 00 | 6,137,168 00 |
| Ripple Effects, Inc Pfd B | 80,046 00 | 80,046 00 |
| Steadfast International Ltd | 8,552,622 00 | 8,552,622 00 |
| The Canyon Val Realiz (Cayman) Ltd | 19,448,285 00 | 19,448,285 00 |
| Tybourne Equity (Offshore) Fund | 6,808,512 00 | 6,808,512 00 |
| | 71,448,491 | 71,448,491 |

HELLMAN FOUNDATION
 EIN 61 1583546
 YEAR END 12/31/2018
 INVESTMENTS CORPORATE STOCK

| DESCRIPTION | STATEMENT C | |
|--|--------------------|--------------------|
| | ENDING BOOK VALUE | ENDING FMV |
| AACP Investors I LP HF II Unreal G&L/HFII | (11 236) | (11 236) |
| AACP Investors II LP | 2 625 403 | 2 625 403 |
| AACP Investors III LP | 3 114 852 | 3 114 852 |
| AACP Investors LP | 169 575 | 169 575 |
| Abetdare Venture III LP | 52 154 | 52 154 |
| Acacia Comm Inc #6 | 6 764 | 6 764 |
| Acacia Comm Inc #7 | 6 767 | 6 767 |
| Alpme Investors II LP | | |
| Alpme Investors IV LP | 1 189 707 | 1 189 707 |
| Angeleno Inv III Kmematic LP | 59 625 | 59 625 |
| Angeleno Investors II LP | 73 899 | 73 899 |
| Angeleno Investors III LP | 353 768 | 353 768 |
| Asia Alt Capital Ptrs IV LP | 1 038 439 | 1 038 439 |
| Asia Alt Capital Ptrs LP | 105 094 | 105 094 |
| Asia AR Delaware III LLC | 87 088 | 87 088 |
| CapitalDyn Champ Ven II LP | 129 263 | 129 263 |
| CapitalDyn Champ Ven III LP | 303 405 | 303 405 |
| CapitalDyn Champ Ven VI LP | 79 661 | 79 661 |
| CapitalDyn Real Estate III LP | 49 021 | 49 021 |
| Centerbridge Credit Ptrs LP | 176 897 | 176 897 |
| Centerbridge Spec Cr Ptrs IIIAIV I LP | 89 499 | 89 499 |
| Centerbridge Spec Cr Ptrs IIIAIV II LP | 27 918 | 27 918 |
| Centerbridge Spec Cr Ptrs IIIAIV III LP | 172 703 | 172 703 |
| Centerbridge Spec Cr Ptrs IIIAIV IV Cay LP | 21 052 | 21 052 |
| Centerbridge Spec Cr Ptrs III LP | 344 157 | 344 157 |
| Central Valley Fund II SBCL LP | 337 646 | 337 646 |
| Copita LP | 6 814 | 6 814 |
| D N & E Walter & Co CS | 1 004 970 | 1 004 970 |
| Dodge & Cox Global Ssk | 15 254 204 | 15 254 204 |
| Dodge & Cox Inc Fd | 20 139 198 | 20 139 198 |
| E2M Value Added Fd LP | | |
| Farallon Cap F5 Inv I LP | 20 116 994 | 20 116 994 |
| FFL CP III SF LP | 32 159 | 32 159 |
| FFL EP III SF LP | 15 927 | 15 927 |
| FFL Executive Ptrs II LP | 81 069 | 81 069 |
| FFL Executive Ptrs III LP | 337 003 | 337 003 |
| FFL Executive Ptrs LP | 25 726 | 25 726 |
| FFL Parallel Fund II LP | 130 198 | 130 198 |
| Financial Tech Ven II Q LP | 142 336 | 142 336 |
| Fir Tree Intl Value Fd USTE LP | 6 734 703 | 6 734 703 |
| Footprint Ventures LP | 352 704 | 352 704 |
| Friedman Fleischer & Lowe Cap Ptrs III | 629 121 | 629 121 |
| FT Ventures III LP | 245 706 | 245 706 |
| HCP QVP VII Inv LP | 553 747 | 553 747 |
| Housatonic Equity Inv IV LP | 122 950 | 122 950 |
| Housatonic Equity Ptrs A LP | | |
| Housatonic Pledge Fd LLC | 674 | 674 |
| HRI Cap VC VI (Intl) LP | 147 279 | 147 279 |
| Interwest Ptrs VIII LP | 260 320 | 260 320 |
| Labrador Ventures V LP | 163 977 | 163 977 |
| LBA Realty Fund II Inc | 1 366 880 | 1 366 880 |
| LBA Realty Fund III Inc | 951 725 | 951 725 |
| LBA Realty Fund Inc | 100 206 | 100 206 |
| Lone Cascade LP | 8 748 887 | 8 748 887 |
| Lone Cedar Ltd HF Unreal G&L/HFLLC | (421 232) | (421 232) |
| Lone Pimon Ltd HF Unreal G&L/HFLLC | (238 204) | (238 204) |
| Lubert Adler RE Fund VI LP | 195 751 | 195 751 |
| Lubert Adler RE Fund VI A LP | 50 625 | 50 625 |
| Luxor Capital Ptrs LP | 44 066 | 44 066 |
| Magna Real Estate LLC | 288 934 | 288 934 |
| Map 1997 A LP | 167 461 | 167 461 |
| Mark to Mark CS/CS | | |
| Mark to Market Adj 7116 | 163 888 | 163 888 |
| Mark to Market Adj MF 5269 | (1 014 059) | (1 014 059) |
| Matrix Ptrs IX LP | 1 805 207 | 1 805 207 |
| Matrix Partners VII LP | 123 345 | 123 345 |
| Matrix Partners VIII LP | 981 856 | 981 856 |
| Matrix Ptrs China I LP | 3 802 907 | 3 802 907 |
| Matrix Ptrs China II LP | 1 772 167 | 1 772 167 |
| Matrix Ptrs China II A LP | 484 768 | 484 768 |
| Matrix Ptrs India I LLC | 282 855 | 282 855 |
| Matrix Ptrs India II LLC #41 | 373 537 | 373 537 |
| Matrix Ptrs India II LLC #73 | 75 228 | 75 228 |
| Oakmark Gbl Equity LP (Harris Assoc Gbl) | 13 345 398 | 13 345 398 |
| PBCP Feeder LP | 136 312 | 136 312 |
| Poggio LP | 12 736 | 12 736 |
| Pomona Capital IV LP | | |
| Pomona Capital V LP | 66 529 | 66 529 |
| Qiming Ventures Ptrs II LP | 5 073 902 | 5 073 902 |
| Qiming Ventures Ptrs III LP | 1 898 718 | 1 898 718 |
| Qiming Ventures Ptrs LP | 39 491 | 39 491 |
| Rosewood Capital IV LP | | |
| Rosewood Capital V LP | | |
| Sacramento Street Ptrs LLC | 19 464 | 19 464 |
| Sentaku Investors LLC | 19 994 | 19 994 |
| SV Angel II Q LP | 69 982 | 69 982 |
| Sverica Intl Invest Fd I A LP | 410 709 | 410 709 |
| Telegraph Hill Ptrs LP | 322 602 | 322 602 |
| The Varde Fund XII B Fdr LP | 3 517 993 | 3 517 993 |
| Timcum Capital Partners II LP | 43 235 | 43 235 |
| Unilever NV ADR/CS | | |
| Voyager Capital Fd III LP | 462 040 | 462 040 |
| | 122,646,803 | 122,646,803 |

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|-------|----------|--|------------|---------------------------------------|---|-------------------|
| 1 | 11/28/18 | 826 National 44 Gough Street, Suite 206 San Francisco, CA 94103 | | 45,000 | Multi-year grant of \$15k/yr over 3 years | 509a(1) |
| 2 | 2217 | 826 National 44 Gough Street, Suite 206 San Francisco, CA 94103 | 15,000 | | General operating, 1 of 3 | 509a(1) |
| 3 | 05/30/18 | 826 Valencia Street 826 Valencia San Francisco, CA 94110-1737 | | 150,000 | Multi-year grant of \$75k/yr over 2 years - Elementary Lit Prog | 509a(1) |
| 4 | 2083 | 826 Valencia Street 826 Valencia San Francisco, CA 94110-1737 | 75,000 | | Elementary lit prog, 1 of 2 | 509a(1) |
| 5 | 2218 | 826 Valencia Street 826 Valencia San Francisco, CA 94110-1737 | 25,000 | | General op - Tenderloin, 3 of 3 | 509a(1) |
| 6 | 2219 | 826 Valencia Street 826 Valencia San Francisco, CA 94110-1737 | 90,000 | | Mission Bay Capital Campaign | 509a(1) |
| 7 | 04/10/18 | 55 Columbus Avenue Advancing Justice - Asian Law Caucus San Francisco, CA 94111 | | 150,000 | Multi-year grant of \$50k/yr over 3 years | 509a(1) |
| 8 | 2048 | 55 Columbus Avenue Advancing Justice - Asian Law Caucus San Francisco, CA 94111 | 50,000 | | General operating, 1 of 3 | 509a(1) |
| 9 | 2068 | PO Box 410715 San Francisco, CA 94141-0715 | 100,000 | | Growth & Innov Campaign, 3 of 4 | 509a(1) |
| 10 | 2178 | PO Box 410715 San Francisco, CA 94141-0715 | 25,000 | | General operating, 2 of 4 | 509a(1) |
| 11 | 2220 | PO Box 410715 San Francisco, CA 94141-0715 | 10,000 | | Tahoe Truckee support | 509a(1) |
| 12 | 11/28/18 | Alameda County Community Food Bank PO Box 2599 Oakland, CA 94614 | | 90,000 | Multi-year grant of \$30k/yr over 3 years | 509a(1) |
| 13 | 2221 | Alameda County Community Food Bank PO Box 2599 Oakland, CA 94614 | 30,000 | | General operating, 1 of 3 | 509a(1) |
| 14 | 2084 | American Friends of KOLOT 27 West 72nd Street, Apt 702 New York, NY 10023 | 15,000 | | General operating | 509a(1) |
| 15 | 2085 | American Jewish World Service 45 West 36th Street, 11th Floor New York, NY 10018-7904 | 35,000 | | Women's rights project | 509a(1) |
| 16 | 2277 | Americares Foundation, Inc 88 Hamilton Ave Stamford, CT 6902 | 45,000 | | Sulawesi response efforts | 509a(1) |
| 17 | 2086 | Association of Women Surgeons Foundation 225 W Wacker Drive, Suite 650 Chicago, IL 60606 | 25,000 | | AWSF's Low/Mid Inc Countries | 509a(3) |
| 18 | 05/29/18 | At the Crossroads 167 Jessie St San Francisco, CA 94105 | | 30,000 | Multi-year grant of \$10k/yr over 3 years | 509a(1) |

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| 19 | 2087 | At the Crossroads 167 Jessie St San Francisco, CA 94105 | 10,000 | | General operating, 1 of 3 | 509a(1) |
| 20 | 03/07/18 | Bay Area Discovery Museum Fort Baker, 557 McReynolds Rd Sausalito, CA 94965 | | 75,000 | Multi-year grant of \$25k/yr over 3 years | 509a(1) |
| 21 | 2222 | Bay Area Discovery Museum Fort Baker, 557 McReynolds Rd Sausalito, CA 94965 | 50,000 | | Capital Campaign, 3 of 3 | 509a(1) |
| 22 | 2223 | Bay Area Discovery Museum Fort Baker, 557 McReynolds Rd Sausalito, CA 94965 | 25,000 | | Ctr for Childhood, 1 of 3 | 509a(1) |
| 23 | 2069 | Bay Area Urban Debate League 287 17th St, Suite 201 Oakland, CA 94612 | 17,500 | | General operating, 2 of 2 | 509a(1) |
| 24 | 03/06/18 | Berkeley Society For the Pres of Trad Music 2020 Addison Street Berkeley, CA 94704 | | 75,000 | Multi-year grant of \$25k/yr over 3 years | 509a(2) |
| 25 | 2017 | Berkeley Society For the Pres of Trad Music 2020 Addison Street Berkeley, CA 94704 | 25,000 | | General operating, 1 of 3 | 509a(2) |
| 26 | 11/28/18 | Berkeley Society For the Pres of Trad Music 2020 Addison Street Berkeley, CA 94704 | | 45,000 | Multi-year grant of \$15k/yr over 3 years | 509a(2) |
| 27 | 2224 | Berkeley Society For the Pres of Trad Music 2020 Addison Street Berkeley, CA 94704 | 15,000 | | General operating, 1 of 3 | 509a(2) |
| 28 | 2141 | Blue Bear School of Music Fort Mason Center, 2 Marina Blvd Bldg D San Francisco, CA 94123 | 50,000 | | Expansion Campaign, 2 of 2 | 509a(1) |
| 29 | 2142 | Blue Bear School of Music Fort Mason Center, 2 Marina Blvd Bldg D San Francisco, CA 94123 | 10,000 | | General operating, 2 of 3 | 509a(1) |
| 30 | 11/28/18 | Bread and Roses 233 Tarnapolis Drive, Suite 100 Corte Madera, CA 94925 | | 30,000 | Multi-year grant of \$10k/yr over 3 years | 509a(1) |
| 31 | 2225 | Bread and Roses 233 Tarnapolis Drive, Suite 100 Corte Madera, CA 94925 | 10,000 | | General operating, 1 of 3 | 509a(1) |
| 32 | 2227 | California Jazz Conservatory 2087 Addison St Berkeley, CA 94704 | 25,000 | | *Round Midnight Cap Campaign, 2 of 2 | 509a(1) |
| 33 | 11/28/18 | California State Parks Foundation 33 New Montgomery Street, Suite 520 San Francisco, CA 94105 | | 30,000 | Multi-year grant of \$10k/yr over 3 years | 509a(1) |
| 34 | 2226 | California State Parks Foundation 33 New Montgomery Street, Suite 520 San Francisco, CA 94105 | 10,000 | | General operating, 1 of 3 | 509a(1) |
| 35 | 2278 | Californians Together 525 E 7th Street, Suite 215 Long Beach, CA 90813 | 25,000 | | SIRS project support | 509a(1) |
| 36 | 05/29/18 | CALmatters 1017 L Street #261 Sacramento, CA 95814 | | 30,000 | Multi-year grant of \$10k/yr over 3 years | 509a(1) |

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| 37 | 2088 06/22/18 | CAImatters 1017 L Street #261 Sacramento, CA 95814 Camp Kesem PO Box 452 | 10,000 | | General operating, 1 of 3 | 509a(1) |
| 38 | 05/30/18 | Cuiver City, CA 90232 Camp Kesem PO Box 452 | | 60,000 | Multi-year grant of \$20k/yr over 3 years | 509a(1) |
| 39 | 2089 06/22/18 | Cuiver City, CA 90232 Center for Investigative Reporting 1400 65th St, Suite 200 | 20,000 | | General operating, 1 of 3 | 509a(1) |
| 40 | 02/01/18 | Emerystville, CA 94608 Center for Investigative Reporting 1400 65th St, Suite 200 | | 1,000,000 | Multi-year grant of \$1 mil over 3 years (see agreement) | 509a(2) |
| 41 | 2035 03/29/18 | Emerystville, CA 94608 Center for Mind-Body Medicine 5225 Connecticut Ave NW, #4114 | 400,000 | | General operating, 1 of 3 | 509a(2) |
| 42 | 2108 06/22/18 | Washington, DC 20015 Chapter 510 | 20,000 | | General operating | 509a(1) |
| 43 | 11/28/18 | Oakland, CA 94612 Chapter 510 | | 30,000 | Multi-year grant of \$10k/yr over 3 years | 509a(1) |
| 44 | 12/10/18 | Oakland, CA 94612 Chapter 510 | 10,000 | | General operating, 1 of 3 | 509a(1) |
| 45 | 12/10/18 | Oakland, CA 94612 Chronic Season of Sharing P O Box 44740 | 75,000 | | Capital campaign support | 509a(1) |
| 46 | 11/28/18 | San Francisco, CA 94144 Chronic Season of Sharing P O Box 44740 | | 75,000 | Multi-year grant of \$25k/yr over 3 years | 509a(1) |
| 47 | 12/10/18 | San Francisco, CA 94144 Civics | 25,000 | | General operating, 1 of 3 | 509a(1) |
| 48 | 09/14/18 | Oakland, CA 94607 Columbia University 100 Haven Avenue, Suite 29D | 25,000 | | General operating, 2 of 3 | 509a(1) |
| 49 | 06/04/18 | New York, NY 10032 Community Housing Partnership 20 Jones Street, Suite 200 | 10,000 | | Phys&Surgeon Class 1989, Sof5 | 509a(1) |
| 50 | 09/14/18 | San Francisco, CA 94102 Community Initiatives 1000 Broadway, Suite 480 | 30,000 | | General operating, 2 of 3 | 509a(1) |
| 51 | 04/11/18 | San Francisco, CA 94607 Community Initiatives 1000 Broadway, Suite 480 | | 250,000 | Multi-year grant of \$250k over 3 years (see agreement) - Educators for Fair Consideration | 509a(1) |
| 52 | 2049 05/01/18 | San Francisco, CA 94607 Community Initiatives 1000 Broadway, Suite 480 | 50,000 | | Attendance Works, 2 of 2 | 509a(1) |
| 53 | 2050 05/01/18 | San Francisco, CA 94607 Community Initiatives 1000 Broadway, Suite 480 | 25,000 | | Mission Sci Wrksp, 2 of 3 | 509a(1) |
| 54 | 2051 05/01/18 | San Francisco, CA 94607 Community Initiatives 1000 Broadway, Suite 480 | 15,000 | | Mission Sci Wrksp Gen Op, 2 of 2 | 509a(1) |

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| 55 | 2090 06/22/18 | Community Initiatives 1000 Broadway, Suite 480 San Francisco, CA 94607 | 7,500 | | Mission Science Workshop | 509a(1) |
| 56 | 2091 06/22/18 | Community Initiatives 1000 Broadway, Suite 480 San Francisco, CA 94607 | 50,000 | | E4FC - 6293, 1 of 3 | 509a(1) |
| 57 | 2179 11/13/18 | Community Initiatives 1000 Broadway, Suite 480 San Francisco, CA 94607 | 40,000 | | General operating, 2 of 2 Butler Koshland Fellowships | 509a(1) |
| 58 | 2231 12/10/18 | Compass Family Services 1000 Broadway, Suite 480 San Francisco, CA 94607 | 100,000 | | SF Educator Pathway, 2 of 3 | 509a(1) |
| 59 | 05/30/18 | Compass Family Services 37 Grove Street San Francisco, CA 94102 | | 150,000 | Multi-year grant of \$50k/yr over 3 years | 509a(1) |
| 60 | 2145 09/14/18 | Congregation Emanu-El 37 Grove Street San Francisco, CA 94102 | 50,000 | | Compass Clinical Svcs, 1 of 3 | 509a(1) |
| 61 | 2018 03/29/18 | Convergence 2 Lake Street San Francisco, CA 94118 | 15,000 | | General operating | 509a(1) |
| 62 | 2092 06/22/18 | Council on Foreign Relations 1133 19th Street NW, Suite 410 Washington, DC 20036 | 10,000 | | General operating | 509a(1) |
| 63 | 2232 12/10/18 | Crohns & Colitis Fdn of Amer Nor CA 58 East 68th St New York, NY 10065 | 10,000 | | General operating | 509a(1) |
| 64 | 03/01/18 | Crohns & Colitis Fdn of Amer Nor CA 5 Third Street, Suite 815 San Francisco, CA 94103 | | 75,000 | Multi-year grant of \$25k/yr over 3 years | 509a(1) |
| 65 | 2019 03/29/18 | Crohns & Colitis Fdn of Amer Nor CA 5 Third Street, Suite 815 San Francisco, CA 94103 | 25,000 | | General operating, 1 of 3 | 509a(1) |
| 66 | 2093 06/22/18 | Dance - USA 1029 Vermont Avenue NW, Suite 400 Washington, DC 20005 | 15,000 | | Task Force on Dancer Health | 509a(1) |
| 67 | 2233 12/10/18 | Dartmouth College 7 Maynard Street Hanover, NH 3755 | 65,000 | | WISP, 4 of 4 | 509a(1) |
| 68 | 2234 12/10/18 | Destiny Arts Center 970 Grace Avenue Oakland, CA 94608 | 25,000 | | General operating, 3 of 3 | 509a(1) |
| 69 | 10/01/18 | Dolores Street Community Services 938 Valencia Street San Francisco, CA 94110 | | 75,000 | Multi-year grant of \$25k/yr over 3 years | 509a(1) |
| 70 | 2181 11/13/18 | Dolores Street Community Services 938 Valencia Street San Francisco, CA 94110 | 25,000 | | General operating, 1 of 3 | 509a(1) |
| 71 | 2146 09/14/18 | East Bay Asian Youth Center 2025 East 12th Street Oakland, CA 94606 | 10,000 | | General operating, 2 of 3 | 509a(1) |
| 72 | 2182 11/13/18 | East Bay Center for the Performing Arts 339 11th St Richmond, CA 94801 | 10,000 | | General operating, 2 of 2 | 509a(1) |

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| 73 | 2094 06/22/18 | East Bay Community Foundation 200 Frank Ogawa Plaza Oakland, CA 94612 | 25,000 | | Early Childhood Prog - First 5 | 509a(1) |
| 74 | 2020 03/29/18 | East Oakland Youth Development Center 8200 International Blvd Oakland, CA 94621 | 50,000 | | General operating | 509a(1) |
| 75 | 2235 12/10/18 | Elementary Institute of Science 608 51st Street San Diego, CA 92114 | 35,000 | | General op Doris Anderson, 3 of 3 | 509a(1) |
| 76 | 10/22/18 | Ella Baker Center for Human Rights 1970 Broadway, Suite 1125 Oakland, CA 94612 | | 500,000 | Multi-year grant of \$250k/yr over 2 years | 509a(1) |
| 77 | 2183 11/13/18 | Ella Baker Center for Human Rights 1970 Broadway, Suite 1125 Oakland, CA 94612 | 25,000 | | General operating, 2 of 2 | 509a(1) |
| 78 | 2184 11/13/18 | Ella Baker Center for Human Rights 1970 Broadway, Suite 1125 Oakland, CA 94612 | 250,000 | | Restore Oakland Ctr, 1 of 2 | 509a(1) |
| 79 | 2236 12/10/18 | Exploratorium Piers 17, Suite 100 San Francisco, CA 94111-1455 | 30,000 | | General operating | 509a(1) |
| 80 | 2279 12/10/18 | Fine Arts Museums of San Francisco 50 Hagiwara Tea Garden Drive San Francisco, CA 94118 | 25,000 | | General operating | 509a(1) |
| 81 | 10/09/18 | Food Bank of Contra Costa & Solano PO Box 6324 Concord, CA 94524 | | 75,000 | Multi-year grant of \$25k/yr over 3 years | 509a(1) |
| 82 | 2186 11/13/18 | Food Bank of Contra Costa & Solano PO Box 6324 Concord, CA 94524 | 25,000 | | General operating, 1 of 3 | 509a(1) |
| 83 | 2072 06/04/18 | Friends of San Francisco Public Library 710 Van Ness Avenue San Francisco, CA 94102 | 10,000 | | SF Lib literacy prog, 3 of 3 | 509a(2) |
| 84 | 2121 08/07/18 | Friends of the Oakland Public Library 721 Washington Street Oakland, CA 94607 | 10,000 | | Children's Lit Prog, 3 of 3 | 509a(1) |
| 85 | 11/28/18 | Futures Without Violence 100 Montgomery Street, The Presidio San Francisco, CA 94129 | | 225,000 | Multi-year grant of \$75k/yr over 3 years | 509a(1) |
| 86 | 2280 12/10/18 | Futures Without Violence 100 Montgomery Street, The Presidio San Francisco, CA 94129 | 75,000 | | Disruptive girls mvmt, 1 or 3 | 509a(1) |
| 87 | 05/30/18 | Girls Inc of Alameda County 510 16th St, Suite 100 Oakland, CA 94612 | | 200,000 | Multi-year grant of \$100k/yr over 2 years | 509a(2) |
| 88 | 2095 06/22/18 | Girls Inc of Alameda County 510 16th St, Suite 100 Oakland, CA 94612 | 100,000 | | General operating, 1 of 2 | 509a(2) |
| 89 | 2237 12/10/18 | GirlVentures The Women's Building, 3543 18th Street #18 San Francisco, CA 94110 | 20,000 | | General operating, 3 of 3 | 509a(1) |
| 90 | 10/02/18 | Golden Gate National Parks Conservancy Building 201, Fort Mason San Francisco, CA 94123 | | 75,000 | Multi-year grant of \$25k/yr over 3 years | 509a(2) |

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| 91 | 2165 10/15/18 | Golden Gate National Parks Conservancy Building 201, Fort Mason San Francisco, CA 94123 | 200,000 | | New Presidio Parklands, 5 of 5 | 509a(2) |
| 92 | 2238 12/10/18 | Golden Gate National Parks Conservancy Building 201, Fort Mason San Francisco, CA 94123 | 25,000 | | General operating, 1 of 3 | 509a(2) |
| 93 | 2096 06/22/18 | Golden State Opportunity Foundation 1717 I Street Sacramento, CA 95811 | 25,000 | | Support CalEITC4me | 509a(1) |
| 94 | 2097 06/22/18 | Graduate Theological Union 2400 Ridge Road Berkeley, CA 94709-1212 | 75,000 | | Faculty - Ctr for Jewish Studies | 509a(1) |
| 95 | 2239 12/10/18 | Graduate Theological Union 2400 Ridge Road Berkeley, CA 94709-1212 | 10,000 | | Madrasa/Midrasha prog | 509a(1) |
| 96 | 11/28/18 | Greater Farallones Association The Presidio, P O Box 29386 San Francisco, CA 94129 | | 60,000 | Multi-year grant of \$20k/yr over 3 years | 509a(1) |
| 97 | 2240 12/10/18 | Greater Farallones Association The Presidio, P O Box 29386 San Francisco, CA 94129 | 20,000 | | General operating, 1 of 3 | 509a(1) |
| 98 | 2187 11/13/18 | Greenlining Institute 360 14th Street, 2nd Floor Oakland, CA 94612 | 50,000 | | General operating, 2 of 2 | 509a(1) |
| 99 | 2166 10/15/18 | Hamilton Families 1631 Hayes St San Francisco, CA 94117 | 250,000 | | Heading Home Campaign, 3 of 3 | 509a(1) |
| 100 | 2122 08/07/18 | Hannah Project Pshp for Academic Achievement 3001 Bridgeway, #442 Sausalito, CA 94965 | 10,000 | | Freedom School Marrn, 2 of 3 | 509a(2) |
| 101 | 2021 03/29/18 | Hebrew Union College - Jewish Inst of Religion 3101 Clifton Avenue Cincinnati, OH 45220-2488 | 50,000 | | College Commons project | 509a(1) |
| 102 | 01/12/18 | Heluna Health 13300 Crossroads Parkway N., Suite 450 City of Industry, CA 91746 | | 400,000 | Multi-year grant of \$400k over 3 years - see agreement | 509a(2) |
| 103 | 1994 01/31/18 | Heluna Health 13300 Crossroads Parkway N., Suite 450 City of Industry, CA 91746 | 160,000 | | Food as Medicine, 1 of 3 | 509a(2) |
| 104 | 2241 12/10/18 | Heluna Health 13300 Crossroads Parkway N., Suite 450 City of Industry, CA 91746 | 120,000 | | Food as Medicine, 2 of 3 | 509a(2) |
| 105 | 2281 12/10/18 | Homeward Bound of Marrn 1385 N Hamilton Parkway Novato, CA 94949 | 35,000 | | General op and Mill Street capital | 509a(1) |
| 106 | 11/06/18 | Institute on Aging 3575 Geary Blvd San Francisco, CA 94118 | | 300,000 | One-time grant Enrichment Day Center in the Presidio | 509a(1) |
| 107 | 2188 11/13/18 | Institute on Aging 3575 Geary Blvd San Francisco, CA 94118 | 100,000 | | General operating, 3 of 3 | 509a(1) |
| 108 | 2022 03/29/18 | Intersection of the Arts 901 Mission Street, Suite 306 San Francisco, CA 94103 | 10,000 | | 2018 ArtCare Awards-Rena Bransten | 509a(2) |

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| 109 | 2023 03/29/18 | Jewish Community Federation 121 Steuart St San Francisco, CA 94105 | 100,000 | | General operating | 509a(1) |
| 110 | 09/17/18 | Jewish Family & Community Services East Bay 2484 Shattuck Ave, Ste 210 Berkeley, CA 94704 | | 75,000 | Multi-year grant of \$25k/yr over 3 years | 509a(1) |
| 111 | 2167 10/15/18 | Jewish Family & Community Services East Bay 2484 Shattuck Ave, Ste 210 Berkeley, CA 94704 JVS | 25,000 | | Immigrant legal & mental health, 1 of 3 | 509a(1) |
| 112 | 03/06/18 | 225 Bush Street, Suite 400 San Francisco, CA 94104 JVS | | 75,000 | Multi-year grant of \$25k/yr over 3 years | 509a(1) |
| 113 | 2024 03/29/18 | 225 Bush Street, Suite 400 San Francisco, CA 94104 JVS | 25,000 | | General operating, 1 of 3 | 509a(1) |
| 114 | 2123 08/07/18 | 225 Bush Street, Suite 400 San Francisco, CA 94104 Kevah | 75,000 | | Vision 2020 Campaign, 3 of 5 | 509a(1) |
| 115 | 2025 03/29/18 | 2095 Rose St, Suite 202 Berkeley, CA 94709 KOED, Inc | 15,000 | | Teacher Training Prog. 2 of 3 | 509a(1) |
| 116 | 2168 10/15/18 | 2601 Mariposa Street San Francisco, CA 94110-1426 La Casa de las Madres | 50,000 | | General operating, 2 of 3 | 509a(1) |
| 117 | 11/28/18 | 1663 Mission Street, Suite 225 San Francisco, CA 94103 La Casa de las Madres | | 30,000 | Multi-year grant \$10k/yr over 3 years | 509a(1) |
| 118 | 2242 12/10/18 | 1663 Mission Street, Suite 225 San Francisco, CA 94103 Larkin Street Youth Services | 10,000 | | General operating, 1 of 3 | 509a(1) |
| 119 | 05/30/18 | 134 Golden Gate Avenue San Francisco, CA 94102 Larkin Street Youth Services | | 300,000 | Multi-year grant of \$100k/yr over 3 years | 509a(2) |
| 120 | 2098 06/22/18 | 134 Golden Gate Avenue San Francisco, CA 94102 Libraries Without Borders | 100,000 | | Behavioral Health Svcs, 1 of 3 | 509a(2) |
| 121 | 12/04/18 | 1342 Florida Avenue NW Washington, DC 20009 Lincoln | | 10,000 | One-time grant Oakland WALI pilot program – challenge match | N/A |
| 122 | 05/30/18 | 1266 14th Street Oakland, CA 94607 Lincoln | | 150,000 | Multi-year grant of \$50k/yr over 3 years | 509a(2) |
| 123 | 2147 09/14/18 | 1266 14th Street Oakland, CA 94607 Los Ceniztles Mexican Arts Center | 50,000 | | Mental Health Prog, 1 of 3 | 509a(2) |
| 124 | 2189 11/13/18 | 13108 San Pablo Ave San Pablo, CA 94805 Los Ceniztles Mexican Arts Center | 25,000 | | General operating, 3 of 3 | 509a(2) |
| 125 | 11/28/18 | 13108 San Pablo Ave San Pablo, CA 94805 Los Ceniztles Mexican Arts Center | | 30,000 | Multi-year grant of \$10k/yr over 3 years | 509a(2) |
| 126 | 2243 12/10/18 | 13108 San Pablo Ave San Pablo, CA 94805 | 10,000 | | General operating, 1 of 3 | 509a(2) |

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| 127 | 2244 12/10/18 | Lotus Bloom 555 19th Street, Unit 131 Oakland, CA 94612 Mama's Kitchen | 25,000 | | Family Resource Network | 509a(1) |
| 128 | 12/03/18 | 3960 Home Avenue San Diego, CA 92105 Mama's Kitchen | | 30,000 | Multi-year grant of \$10k/yr over 3 years | 509a(1) |
| 129 | 2282 12/10/18 | 3960 Home Avenue San Diego, CA 92105 Mandela Marketplace Inc | 10,000 | | General operating, 1 of 3 | 509a(1) |
| 130 | 11/28/18 | 1364 7th Street Oakland, CA 94607 Mandela Marketplace Inc | | 30,000 | Multi-year grant of \$10k/yr over 3 years | 509a(1) |
| 131 | 2245 12/10/18 | 1364 7th Street Oakland, CA 94607 Margaret Jenkins Dance Company | 10,000 | | General operating, 1 of 3 | 509a(1) |
| 132 | 2026 03/29/18 | 507 Polk Street, Suite 320 San Francisco, CA 94102 Meals on Wheels of SF | 10,000 | | General operating | 509a(1) |
| 133 | 11/28/18 | 1375 Fairfax Avenue San Francisco, CA 94124 Meals on Wheels of SF | | 30,000 | Multi-year grant of \$10k/yr over 3 years | 509a(1) |
| 134 | 2246 12/10/18 | 1375 Fairfax Avenue San Francisco, CA 94124 Medical Missions for Children, Inc | 10,000 | | General operating, 1 of 3 | 509a(1) |
| 135 | 11/28/18 | 600 West Cummings Park, Suite 2850 Woburn, MA 1801 Medical Missions for Children, Inc | | 75,000 | Multi-year grant of \$25k/yr over 3 years | 509a(1) |
| 136 | 2247 12/10/18 | 600 West Cummings Park, Suite 2850 Woburn, MA 1801 Mills College | 25,000 | | Rwanda mission support, 1 of 3 | 509a(1) |
| 137 | 09/17/18 | 5000 MacArthur Blvd , Mills Box 144 Oakland, CA 94613 Mills College | | 300,000 | Multi-year grant of \$60k/yr over 5 years | 509a(1) |
| 138 | 2248 12/10/18 | 5000 MacArthur Blvd , Mills Box 144 Oakland, CA 94613 Mission Child Care Consortium Inc | 60,000 | | Math & Science, 1 of 5 | 509a(1) |
| 139 | 2190 11/13/18 | 4750 Mission St San Francisco, CA 94112 Monterey Bay Aquarium | 10,000 | | General operating, 3 of 3 | 509a(1) |
| 140 | 2249 12/10/18 | 886 Canary Row Monterey, CA 93940 Mujeres Unidas y Activas | 25,000 | | General operating | 509a(1) |
| 141 | 09/17/18 | 3543 18th Street, #23 San Francisco, CA 94110 Mujeres Unidas y Activas | | 75,000 | Multi-year grant of \$25k/yr over 3 years | 509a(1) |
| 142 | 2169 10/15/18 | 3543 18th Street, #23 San Francisco, CA 94110 National Council for Behavioral Health | 25,000 | | General operating, 1 of 3 | 509a(1) |
| 143 | 2191 11/13/18 | 1400 K Street NW, Suite 400 Washington, DC 20005 New Door Ventures | 25,000 | | General operating, 2 of 3 | 509a(2) |
| 144 | 2124 08/07/18 | 3221 20th Street San Francisco, CA 94110 | 25,000 | | General operating, 2 of 3 | 509a(1) |

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|-------|---------------|---|------------|---------------------------------------|--|-------------------|
| 145 | 2138 08/07/18 | Northern California Grantmakers 160 Spear Street, Suite 360 San Francisco, CA 94105 | 8,250 | | NCG dues in excess of \$750 | 509a(2) |
| 146 | 2052 05/01/18 | Oakland Literacy Coalition 120 Linden Street Oakland, CA 94607 | 25,000 | | General operating, 2 of 3 | 509a(2) |
| 147 | 2148 09/14/18 | Oakland Museum of California 1000 Oak St Oakland, CA 94607 | 250,000 | | All In OMCA Campaign, 2 of 4 | 509a(1) |
| 148 | 2099 06/22/18 | Oakland Public Education Fund PO Box 71005 Oakland, CA 94612 | 60,000 | | OUSD's Literacy efforts | 509a(1) |
| 149 | 2125 08/07/18 | Oakland Public Education Fund PO Box 71005 Oakland, CA 94612 | 95,000 | | OUSD Science Next Gen FOSS | 509a(1) |
| 150 | 10/22/18 | Oakland Public Education Fund PO Box 71005 Oakland, CA 94612 | | 500,000 | Multi-year grant of \$125k/yr over 4 years | 509a(1) |
| 151 | 2192 11/13/18 | Oakland Public Education Fund PO Box 71005 Oakland, CA 94612 | 125,000 | | Oakland Promise, 1 of 4 | 509a(1) |
| 152 | 2193 11/13/18 | Oakland Public Education Fund PO Box 71005 Oakland, CA 94612 | 50,000 | | Smart and Strong, 2 of 2 | 509a(1) |
| 153 | 2250 12/10/18 | Oakland Public Education Fund PO Box 71005 Oakland, CA 94612 | 50,000 | | Human Resources support | 509a(1) |
| 154 | 2283 12/10/18 | Oakland Public Education Fund PO Box 71005 Oakland, CA 94612 | 50,000 | | Oakland Promise | 509a(1) |
| 155 | 11/28/18 | 351 Shotwell Street San Francisco, CA 94110 | | 45,000 | Multi-year grant of \$15k/yr over 3 years | 509a(1) |
| 156 | 2251 12/10/18 | 351 Shotwell Street Operation Access San Francisco, CA 94110 | 15,000 | | General operating, 1 of 3 | 509a(1) |
| 157 | 2252 12/10/18 | 1119 Market St Suite 400 Operation Rainbow San Francisco, CA 94103 | 10,000 | | General operating | 509a(1) |
| 158 | 11/28/18 | 4200 Park Blvd PMB 157 Operation Rainbow Oakland, CA 94602 | | 120,000 | Multi-year grant of \$40k/yr over 3 years | 509a(1) |
| 159 | 2253 12/10/18 | 4200 Park Blvd PMB 157 Operation Rainbow Oakland, CA 94602 | 40,000 | | General operating, 1 of 3 | 509a(1) |
| 160 | 2073 06/04/18 | Osher Marin Jewish Community Ctr 200 N San Pedro Road San Rafael, CA 94903 | 50,000 | | Ctr Jewish Peoplehood, 3 of 3 | 509a(1) |
| 161 | 2194 11/13/18 | Outward Bound California 1539 Pershing Drive San Francisco, CA 94129 | 25,000 | | BOUNDLESS, 2 of 4 | 509a(3) |
| 162 | 2254 12/10/18 | Parent Services Project 79 Belvedere St #101 San Rafael, CA 94901 | 25,000 | | General operating | 509a(1) |

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| 163 | 11/28/18 | Partners in Health PO Box 996 Frederick, MD 21705-9942 | | 200,000 | Multi-year grant of \$100k/yr over 2 years | 509a(1) |
| 164 | 2255 | Partners in Health PO Box 996 Frederick, MD 21705-9942 | 100,000 | | General operating, 1 of 2 | 509a(1) |
| 165 | 2053 | Peer Health Exchange, Inc 70 Gold Street San Francisco, CA 94133 | 100,000 | | Capital campaign | 509a(1) |
| 166 | 2195 | Petaluma People Services Center 1500 Petaluma Blvd South Petaluma, CA 94952 | 25,000 | | General operating, 2 of 3 | 509a(1) |
| 167 | 05/23/18 | Philanthropic Ventures Foundation 1222 Preservation Park Way Oakland, CA 94612 | | 120,000 | Multi-year grant of \$60k/yr over 2 years | 509a(1) |
| 168 | 2100 | Philanthropic Ventures Foundation 1222 Preservation Park Way Oakland, CA 94612 | 60,000 | | Healthy Food/Families, 1 of 2 | 509a(1) |
| 169 | 2256 | Philanthropic Ventures Foundation 1222 Preservation Park Way Oakland, CA 94612 | 10,000 | | Teachers Fund | 509a(1) |
| 170 | 2257 | Philanthropic Ventures Foundation 1222 Preservation Park Way Oakland, CA 94612 | 140,000 | | ALL IN Alameda, 2 of 3 | 509a(1) |
| 171 | 2041 | Planned Parenthood Mar Monte 1691 The Alameda San Jose, CA 95126 | 200,000 | | General operating, 1 of 3 | 509a(1) |
| 172 | 2170 | Planned Parenthood Mar Monte 1691 The Alameda San Jose, CA 95126 | 150,000 | | General operating, 2 of 3 | 509a(1) |
| 173 | 2196 | Planned Parenthood Shasta Pacific 2185 Pacheco Street Concord, CA 94520 | 500,000 | | 2nd Century Campaign, 4 of 4 | 509a(2) |
| 174 | 2284 | Planned Parenthood Shasta-Diablo PO Box 97166 Washington, DC 20090-7166 | 20,000 | | El Cerrito clinic support | 509a(2) |
| 175 | 04/11/18 | Point Blue Conservation Science 3820 Cypress Dr., #11 Petaluma, CA 94954 | | 125,000 | Multi-year grant of \$75k/yr over 2 years | 509a(1) |
| 176 | 2054 | Point Blue Conservation Science 3820 Cypress Dr., #11 Petaluma, CA 94954 | 75,000 | | Farallon Islands prog, 1 of 2 | 509a(1) |
| 177 | 04/11/18 | Radio Bilingue 5005 E Belmont Ave Fresno, CA 93727 | | 150,000 | Multi-year grant of \$150k/yr over 3 years | 509a(1) |
| 178 | 2055 | Radio Bilingue 5005 E Belmont Ave Fresno, CA 93727 | 50,000 | | General operating, 1 of 3 | 509a(1) |
| 179 | 05/30/18 | Read Aloud Volunteer Program 13831 San Pablo Ave., Building #5 San Pablo, CA 94806 | | 20,000 | Multi-year grant of \$10k/yr over 2 years | 509a(1) |
| 180 | 2101 | Read Aloud Volunteer Program 13831 San Pablo Ave., Building #5 San Pablo, CA 94806 | 10,000 | | General operating, 1 of 2 | 509a(1) |

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| 181 | 2102 06/22/18 | Reading Partners 180 Grand Ave, Suite 800 Oakland, CA 94612 | 200,000 | | Bay Area general operating | 509a(1) |
| 182 | 2078 06/04/18 | Regents of the University of California at San Diego 9500 Gilman Drive, MC 0176 La Jolla, CA 92093 | 10,000 | | Jr Acad Girl Scholarship, 3 of 3 | 509a(1) |
| 183 | 2027 03/29/18 | Richard de Lone Special Housing Project P O Box 1410 Mill Valley, CA 94942-1410 | 30,000 | | General operating | 509a(1) |
| 184 | Dr 12/13/18 | Richmond Community Foundation 1014 Florida Ave, Ste 200 Richmond, CA 94804 | (53,000) | | Grant rescinded, and reassigned | 509a(1) |
| 185 | 03/06/18 | Richmond District Neighborhood Center 741 30th Avenue San Francisco, CA 94121 | | 30,000 | Multi-year grant of \$10k/yr over 3 years | 509a(1) |
| 186 | 2028 03/29/18 | Richmond District Neighborhood Center 741 30th Avenue San Francisco, CA 94121 | 10,000 | | General operating, 1 of 3 | 509a(1) |
| 187 | 2258 12/10/18 | Rosenberg Foundation 131 Steuart Street, Suite 650 San Francisco, CA 94105 | 260,000 | | Leading Edge Fund, 4 of 4 | 509a(1) |
| 188 | 2197 11/13/18 | RYSE Center 205 41st Street Richmond, CA 94805 | 100,000 | | RYSE Commons Campaign | 509a(1) |
| 189 | 2198 11/13/18 | RYSE Center 205 41st Street Richmond, CA 94805 | 10,000 | | General operating | 509a(1) |
| 190 | 2199 11/13/18 | Safe & Sound 1757 Waller St San Francisco, CA 94117 | 25,000 | | General operating, 3 of 3 | 509a(1) |
| 191 | 06/25/18 | San Francisco Ballet 455 Franklin Street San Francisco, CA 94102 | | 500,000 | Multi-year grant of \$100k/yr over 5 years | 509a(1) |
| 192 | 2126 08/07/18 | San Francisco Ballet 455 Franklin Street San Francisco, CA 94102 | 100,000 | | General operating, 1 of 5 | 509a(1) |
| 193 | 2149 09/14/18 | San Francisco Ballet 455 Franklin Street San Francisco, CA 94102 | 25,000 | | Health Studies | 509a(1) |
| 194 | 05/25/18 | San Francisco Bicycle Coalition Edu Fund 1720 Market Street San Francisco, CA 94102 | | 75,000 | Multi-year grant of \$25/yr over 3 years | 509a(1) |
| 195 | 2103 06/22/18 | San Francisco Bicycle Coalition Edu Fund 1720 Market Street San Francisco, CA 94102 | 25,000 | | General operating, 1 of 3 | 509a(1) |
| 196 | 2104 06/22/18 | San Francisco Campus for Jewish Living 302 Silver Avenue San Francisco, CA 94112 | 10,000 | | General operating | 509a(1) |
| 197 | 01/29/18 | San Francisco General Hospital Fdn P O Box 410836 San Francisco, CA 94141-0836 | | 150,000 | Multi-year grant of \$75k/yr over 2 years - Solid Start | 509a(1) |
| 198 | 2029 03/29/18 | San Francisco General Hospital Fdn P O Box 410836 San Francisco, CA 94141-0836 | 75,000 | | Solid Start Initiative, 1 of 2 | 509a(1) |

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| 199 | 08/02/18 | San Francisco General Hospital Fdn P O Box 410836 San Francisco, CA 94141-0836 | | 75,000 | Multi-year grant of \$75k paid over 2 years (see agreement) - EatSF | 509a(1) |
| 200 | 2152 | San Francisco General Hospital Fdn P O Box 410836 San Francisco, CA 94141-0836 | 50,000 | | EatSF support, 1 of 2 | 509a(1) |
| 201 | 2259 | San Francisco Museum of Modern Art 151 Third Street San Francisco, CA 94103 | 25,000 | | General operating | 509a(1) |
| 202 | 2260 | San Francisco Parks Alliance 1663 Mission Street, Suite 320 San Francisco, CA 94103 | 750,000 | | Let's PlaySF! 2 of 4 | 509a(1) |
| 203 | 2264 | San Francisco Parks Alliance 1663 Mission Street, Suite 320 San Francisco, CA 94103 | 20,000 | | Shared Schoolyards Project | 509a(1) |
| 204 | 2263 | San Francisco Public Health Foundation 375 Laguna Honda Blvd B 303 San Francisco, CA 94116 | 120,000 | | End Hep C, 2 of 3 | 509a(1) |
| 205 | 2261 | Save the Bay 1330 Broadway, Suite 1800 Oakland, CA 94612-2519 | 15,000 | | General operating | 509a(1) |
| 206 | 2262 | Seacology 1623 Solano Avenue Berkeley, CA 94707 | 25,000 | | General operating, 3 of 3 | 509a(1) |
| 207 | 2150 | SF Planning Bay Area & Urban Research Assoc 654 Mission Street San Francisco, CA 94105 | 50,000 | | Regional Strategy Proj, 2 of 3 | 509a(2) |
| 208 | 2151 | SF Planning Bay Area & Urban Research Assoc 654 Mission Street San Francisco, CA 94105 | 10,000 | | General operating, 2 of 3 | 509a(2) |
| 209 | 10/22/18 | 900 Pennsylvania Avenue SF-Marrin Food Bank San Francisco, CA 94107 | | 1,000,000 | Multi-year grant of \$250k/yr over 4 years - Food For Today | 509a(1) |
| 210 | 10/25/18 | 900 Pennsylvania Avenue SF-Marrin Food Bank San Francisco, CA 94107 | | 100,000 | Multi-year grant of \$25k/yr over 4 years - General Operating | 509a(1) |
| 211 | 2200 | 900 Pennsylvania Avenue SF-Marrin Food Bank San Francisco, CA 94107 | 250,000 | | Food Today Build Tmrv, 1 of 4 | 509a(1) |
| 212 | 2201 | 900 Pennsylvania Avenue SF-Marrin Food Bank San Francisco, CA 94107 | 25,000 | | General operating, 1 of 4 | 509a(1) |
| 213 | 2030 | Shalom Hartman Institute North American 475 Riverside Drive, Suite 1450 New York, NY 10115 | 10,000 | | General operating | 509a(1) |
| 214 | 2114 | Sierra Health Fdn Ctr for Health Program Mgmt 1321 Garden Highway Sacramento, CA 95833 | 75,000 | | San Joaquin Valley Health Fd, 1 of 3 | 509a(1) |
| 215 | 2171 | Sierra Health Fdn Ctr for Health Program Mgmt 1321 Garden Highway Sacramento, CA 95833 | 75,000 | | San Joaquin Valley Health, 2 of 3 | 509a(1) |
| 216 | 2031 | Skidmore College 815 North Broadway Saratoga Springs, NY 12866 | 10,000 | | General operating | 509a(1) |

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| 217 | 2265 12/10/18 | Skidmore College 815 North Broadway Saratoga Springs, NY 12866 | 100,000 | | Creating our Future, 4 of 5 | 509a(1) |
| 218 | 05/30/18 | Soccer Without Borders 9 Waterhouse St Cambridge, MA 2138 | | 30,000 | Multi-year grant of \$30k over 2 years | 509a(1) |
| 219 | 2105 06/22/18 | Soccer Without Borders 9 Waterhouse St Cambridge, MA 2138 | 15,000 | | Bay Area general operating, 1 of 2 | 509a(1) |
| 220 | 2074 06/04/18 | Sonoma County Bicycle Coalition P O Box 3088 Santa Rosa, CA 95402 | 10,000 | | General operating, 2 of 3 | 509a(1) |
| 221 | 05/30/18 | Springboard Collaborative Two Penn Center, Suite 1160, 1500 John F Kennedy Blvd Philadelphia, PA 19102 | | 50,000 | Multi-year grant of \$25k/yr over 2 years | 509a(1) |
| 222 | 2106 06/22/18 | Springboard Collaborative Two Penn Center, Suite 1160, 1500 John F Kennedy Blvd Philadelphia, PA 19102 | 25,000 | | Bay Area general operating, 1 of 2 | 509a(1) |
| 223 | 2115 06/22/18 | Springboard Collaborative Two Penn Center, Suite 1160, 1500 John F Kennedy Blvd Philadelphia, PA 19102 | 25,000 | | Bay Area general operating | 509a(1) |
| 224 | 2056 05/01/18 | St Anthony Foundation 150 Golden Gate Avenue San Francisco, CA 94102 | 10,000 | | Serving Hope Benefit - Michael Parish | 509a(1) |
| 225 | 11/28/18 | St Anthony Foundation 150 Golden Gate Avenue San Francisco, CA 94102 | | 120,000 | Multi-year grant of \$40k/yr over 3 years | 509a(1) |
| 226 | 2266 12/10/18 | St Anthony Foundation 150 Golden Gate Avenue San Francisco, CA 94102 | 40,000 | | General operating, 1 of 3 | 509a(1) |
| 227 | 03/01/18 | Steadman Philippon Research Inst 181 W Meadow Dr, Suite 1000 Vail, CO 81657 | | 30,000 | Multi-year grant of \$10k/yr over 3 years | 509a(1) |
| 228 | 2032 03/29/18 | Steadman Philippon Research Inst 181 W Meadow Dr, Suite 1000 Vail, CO 81657 | 10,000 | | General operating, 1 of 3 | 509a(1) |
| 229 | 03/06/18 | Stratton Mountain School 7 World Cup Circle Stratton Mountain, VT 5155 | | 30,000 | Multi-year grant of \$10k/yr over 3 years | 509a(1) |
| 230 | 2033 03/29/18 | Stratton Mountain School 7 World Cup Circle Stratton Mountain, VT 5155 | 10,000 | | General operating, 1 of 3 | 509a(1) |
| 231 | 2075 06/04/18 | Stratton Mountain School 7 World Cup Circle Stratton Mountain, VT 5155 | 10,000 | | General operating, 5 of 5 | 509a(1) |
| 232 | 2172 10/15/18 | Street Level Health Project 3125 E 15th Street Oakland, CA 94601 | 25,000 | | General operating, 2 of 3 | 509a(1) |
| 233 | 2107 06/22/18 | Sugar Bowl Ski Team & Academy PO Box 68 Norden, CA 95724 | 150,000 | | General operating | 509a(1) |
| 234 | 11/28/18 | Summer Search 360 22nd Street, Suite 305 San Francisco, CA 94612 | | 50,000 | Multi-year grant of \$25k/yr over 2 years | 509a(1) |

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| 235 | 2267 12/10/18 | Summer Search 360 22nd Street, Suite 305 San Francisco, CA 94612 | 25,000 | | Bay Area general op. 1 of 2 | 509a(1) |
| 236 | 03/06/18 | Tahoe Truckee Aim High P O Box 366 Truckee, CA 96160 | | 75,000 | Multi-year grant of \$25/yr for 3 years | 509a(1) |
| 237 | 2076 06/04/18 | Tahoe Truckee Aim High P O Box 366 Truckee, CA 96160 | 25,000 | | General operating. 1 of 3 | 509a(1) |
| 238 | 12/03/18 | Tam Cycling Inc PO Box 875 Kentfield, CA 94914 | | 25,000 | One-time grant Project Tokyo MTB challenge match | 509a(1) |
| 239 | 2077 06/04/18 | Team Swift Junior Development Program P O Box 103 Fulton, CA 95439 | 10,000 | | General operating. 2 of 3 | 509a(1) |
| 240 | 03/06/18 | Tenderloin Neighborhood Dev Corp 201 Eddy Street San Francisco, CA 94102 | | 150,000 | Multi-year grant of \$50k/yr over 3 years | 509a(2) |
| 241 | 2034 03/29/18 | Tenderloin Neighborhood Dev Corp 201 Eddy Street San Francisco, CA 94102 | 50,000 | | General operating. 1 of 3 | 509a(2) |
| 242 | 2268 12/10/18 | The Brookings Institution 1775 Massachusetts Ave, NW Washington, DC 20036 | 10,000 | | General operating | 509a(1) |
| 243 | 2285 12/10/18 | The Crucible 1260 7th Street Oakland, CA 94607 | 50,000 | | General op and Bike Break prog | 509a(1) |
| 244 | 2036 03/29/18 | The Kitchen 600 Montgomery St, Suite 2400 San Francisco, CA 94111 | 10,000 | | General operating. 2 of 3 | 509a(1) |
| 245 | 12/03/18 | The Mosaic Project 478 Santa Clara Ave Ste 200 Oakland, CA 94610 | | 22,500 | One-time grant Santa Rosa expansion match gift | 509a(1) |
| 246 | 2202 11/13/18 | The Mosaic Project 478 Santa Clara Ave Ste 200 Oakland, CA 94610 | 50,000 | | Build our Future Campaign | 509a(2) |
| 247 | 2203 11/13/18 | The Mosaic Project 478 Santa Clara Ave Ste 200 Oakland, CA 94610 | 10,000 | | General operating | 509a(2) |
| 248 | 05/25/18 | The Pardes Institute of Jewish Studies 404 5th Ave, Suite 7013 New York, NY 10018 | | 200,000 | Multi-year grant of \$200k over 3 years | 509a(1) |
| 249 | 2109 06/22/18 | The Pardes Institute of Jewish Studies 404 5th Ave, Suite 7013 New York, NY 10018 | 75,000 | | General operating. 1 of 3 | 509a(1) |
| 250 | 2110 06/22/18 | The Unity Council 1900 Fruitvale Avenue, Suite 2A Oakland, CA 94601 | 70,000 | | Resilient Fruitvale Collaboration | 509a(1) |
| 251 | 05/23/18 | Tides Center 101 Callan Avenue, Suite 230 San Leandro, CA 94577 | | 120,000 | Multi-year grant of \$60k/yr over 2 years | 509a(1) |
| 252 | 2111 06/22/18 | Tides Center 101 Callan Avenue, Suite 230 San Leandro, CA 94577 | 60,000 | | EveryOne Home, 1 of 2 | 509a(1) |

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| 253 | 2185 11/13/18 | Tides Center 101 Callan Avenue, Suite 230 San Leandro, CA 94577 Transform | 50,000 | | EveryOne Home, 2 of 2 | 509a(1) |
| 254 | 05/23/18 | 436 14th Street, Suite 600 Oakland, CA 94612 TransForm | | 75,000 | Multi-year grant of \$25k/yr over 3 years | 509a(1) |
| 255 | 2112 06/22/18 | 436 14th Street, Suite 600 Oakland, CA 94612 Trust for Public Land | 25,000 | | Bicycle advocacy work, 1 of 3 | 509a(1) |
| 256 | 2153 09/14/18 | 101 Montgomery Street, Suite 900 San Francisco, CA 94104 Trust for Public Land | 100,000 | | Parks for People/BA, 3 of 3 | 509a(1) |
| 257 | 2204 11/13/18 | 101 Montgomery Street, Suite 900 San Francisco, CA 94104 UC Berkeley Foundation | 50,000 | | Parks Ppl Bay Area, 2 of 2 | 509a(1) |
| 258 | 2037 03/29/18 | 2080 Addison Street, #4200 Berkeley, CA 94720-4200 UC Berkeley Foundation | 10,000 | | Magnes Collection-Jewish Art, 3 of 3 | 509a(1) |
| 259 | 04/11/18 | 2080 Addison Street, #4200 Berkeley, CA 94720-4200 UC Berkeley Foundation | | 150,000 | Multi-year grant of \$50k/yr over 3 years - Undocumented Student Prog | 509a(1) |
| 260 | 2057 05/01/18 | 2080 Addison Street, #4200 Berkeley, CA 94720-4200 UC Berkeley Foundation | 50,000 | | Undocumented Student, 1 of 3 | 509a(1) |
| 261 | 2154 09/14/18 | 2080 Addison Street, #4200 Berkeley, CA 94720-4200 UC Berkeley Foundation | 30,000 | | Biology Scholars, 2 of 3 | 509a(1) |
| 262 | 2269 12/10/18 | 2080 Addison Street, #4200 Berkeley, CA 94720-4200 UC Regents | 60,000 | | MPS faculty excellence - Anonymous | 509a(1) |
| 263 | 2058 05/01/18 | 9500 Gilman Drive MC 0176 La Jolla, CA 92093 UCSF Fdn - Cancer Research Institute | 75,000 | | EBAYS prog, 2 of 2 | 509a(1) |
| 264 | 03/06/18 | San Francisco, CA 94143 UCSF Fdn - Cancer Research Institute | | 150,000 | Multi-year grant of \$50k/yr over 3 years | 509a(1) |
| 265 | 2038 03/29/18 | Box 0248 San Francisco, CA 94143 UCSF Foundation | 50,000 | | Dr Lewy HIV/AIDS Research, 1 of 3 | 509a(1) |
| 266 | 2059 05/01/18 | Box 45339 San Francisco, CA 94145 UCSF Foundation | 10,000 | | Give Breast Cancer The Boot | 509a(1) |
| 267 | 07/30/18 | Box 45339 San Francisco, CA 94145 UCSF Foundation | | 150,000 | Multi-year grant of \$75k/yr over 2 years - Children's Oral Health Proj | 509a(1) |
| 268 | 2155 09/14/18 | Box 45339 San Francisco, CA 94145 UCSF Foundation | 75,000 | | Children's Oral Health Collab, 1 of 2 | 509a(1) |
| 269 | 09/17/18 | Box 45339 San Francisco, CA 94145 UCSF Foundation | | 225,000 | Multi-year grant of \$75k/yr over 3 years - Memory and Aging | 509a(1) |
| 270 | 09/24/18 | Box 45339 San Francisco, CA 94145 UCSF Foundation | | 1,000,000 | Multi-year grant of \$200k/yr over 5 years - Palliative Care Prog | 509a(1) |

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| 271 | 2205 | UCSF Foundation Box 45339 San Francisco, CA 94145 | 75,000 | | Memory & Aging Ctr, 1 of 3 | 509a(1) |
| 272 | 2206 | UCSF Foundation Box 45339 San Francisco, CA 94145 | 500,000 | | Dept Fam&Com Med Chair, 4of4 | 509a(1) |
| 273 | 2207 | UCSF Foundation - DeVay Box 45339 San Francisco, CA 94145 | 100,000 | | Global Anesthesia, 2 of 2 | 509a(1) |
| 274 | 2127 | UCSF Foundation - Palliative Care Prog 220 Montgomery Street, 5th Floor San Francisco, CA 94104 | 200,000 | | Heilman Fam Dist Prof, 9 of 10 | 509a(1) |
| 275 | 2079 | UCSF Foundation - Palliative Care Prog Box 45339 San Francisco, CA 94145 | 300,000 | | Dist Prof Palliative Care, 4 of 5 | 509a(1) |
| 276 | 2173 | UCSF Foundation - Palliative Care Prog Box 45339 San Francisco, CA 94145 | 200,000 | | UCSF Palliative Care Prog, 1 of 5 | 509a(1) |
| 277 | 2080 | UCSF Foundation - That Man May See 10 Koret Way, Box 0352 San Francisco, CA 94143 | 50,000 | | Macular degen & Alzheimer's, 4of5 | 509a(1) |
| 278 | 01/18/18 | University of Nebraska Board of Regents 987835 Nebraska Medical Center Omaha, NE 68198-7835 | | 250,000 | Multi-year grant of \$250k over 3 years (see agreement) | 509a(1) |
| 279 | 2039 | University of Nebraska Board of Regents 987835 Nebraska Medical Center Omaha, NE 68198-7835 | 80,000 | | Rwanda Blood Stream Invec, 1 of 3 | 509a(1) |
| 280 | 2208 | University of Nebraska Board of Regents 987835 Nebraska Medical Center Omaha, NE 68198-7835 | 85,000 | | CABSIR, 2 of 3 | 509a(1) |
| 281 | 2081 | USA Cycling Foundation 210 USA Cycling Point, Suite 100 Colorado Springs, CO 80919 | 25,000 | | General operating, 2 of 3 | 509a(3) |
| 282 | 2270 | USA Cycling Foundation 210 USA Cycling Point, Suite 100 Colorado Springs, CO 80919 | 40,000 | | Women's Endurance, 3 of 4 | 509a(3) |
| 283 | 2060 | Velo Development Foundation 412 Crown Road Kentfield, CA 94904 | 20,000 | | Whole Athlete, 2 of 3 | 509a(1) |
| 284 | 11/28/18 | Velo Development Foundation 412 Crown Road Kentfield, CA 94904 | | (20,000) | Grant rescinded - November 2018 Consent Form Grant Accrual | 509a(1) |
| 285 | 2128 | Waterside Workshops 84 Bolivar Drive Berkeley, CA 94710 | 20,000 | | General operating, 2 of 3 | 509a(1) |
| 286 | 2113 | West Contra Costa Public Edu Fund 217C W Richmond Ave Richmond, CA 94801 | 10,000 | | West County Reads | 509a(1) |
| 287 | 07/12/18 | West Contra Costa Public Edu Fund 217C W Richmond Ave Richmond, CA 94801 | | 20,000 | Multi-year grant of \$10k/yr over 2 years | 509a(1) |
| 288 | 2129 | West Contra Costa Public Edu Fund 217C W Richmond Ave Richmond, CA 94801 | 10,000 | | General operating, 1 of 2 | 509a(1) |

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| 289 | 2286 12/10/18 | West Contra Costa Public Edu Fund 217C W Richmond Ave Richmond, CA 94801 | 53,000 | | Richmond Literacy Coalition | 509a(1) |
| 290 | 2040 03/29/18 | West Contra Costa Uni School District Portable 155625 Sutter Avenue Richmond, CA 94804 Women's Audio Mission | 100,000 | | Nystrom Elementary Math Coach | 509a(1) |
| 291 | 04/18/18 | 542-544 Natoma Street, #C-1 San Francisco, CA 94103 Women's Audio Mission | | 30,000 | Multi-year grant of \$10k/yr over 3 years | 509a(1) |
| 292 | 2209 11/13/18 | 542-544 Natoma Street, #C-1 San Francisco, CA 94103 Young People in Recovery | 10,000 | | General operating, 1 of 3 | 509a(1) |
| 293 | 2210 11/13/18 | 1415 Park Ave W Denver, CO 80205 Youth Employment Partnership | 10,000 | | General operating, 2 of 3 | 509a(1) |
| 294 | 2156 09/14/18 | 2300 International Blvd Oakland, CA 94601 Youth Enrichment Strategies | 25,000 | | General operating, 2 of 3 | 509a(1) |
| 295 | 2271 12/10/18 | 3029 Macdonald Ave Richmond, CA 94804 Youth Radio | 10,000 | | General operating, 3 of 3 | 509a(2) |
| 296 | 2211 11/13/18 | 1701 Broadway Oakland, CA 94612 Youth Speaks, Inc | 100,000 | | General operating, 3 of 3 | 509a(1) |
| 297 | 2272 12/10/18 | 1663 Mission Street, Suite 604 San Francisco, CA 94103 Youth Speaks, Inc | 25,000 | | General operating, 3 of 3 | 509a(1) |
| 298 | 2273 12/10/18 | 1663 Mission Street, Suite 604 San Francisco, CA 94103 Z Space | 25,000 | | General operating | 509a(1) |
| 299 | 11/28/18 | 499 Alabama St #450 San Francisco, CA 94110 Z Space | | 30,000 | Multi-year grant of \$10k/yr over 3 years | 509a(1) |
| 300 | 2274 12/10/18 | 499 Alabama St #450 San Francisco, CA 94110 | 10,000 | | General operating, 1 of 3 | 509a(1) |
| Total | | | 12,748,250 | | | |
| | | | 11,682,500 | | | |

Hellman Foundation – Donor Advised Funds
Form 990-PF, Part IX-A, Line 1
EIN: 61-1583546
2018

STATEMENT F

HARDLY STRICTLY BLUEGRASS IS A FREE ANNUAL PUBLIC EVENT THAT IS RENOWNED AND BELOVED BY THE SAN FRANCISCO COMMUNITY THIS THREE DAY, MULTI STAGE EVENT HOSTS AN ECLECTIC ARRAY OF LIVE BANDS IN GOLDEN GATE PARK

HELLMAN FOUNDATION
 EIN: 61-1583546
 YEAR END: 12/31/2018

STATEMENT G

Part IX-A Summary of Direct Charitable Activities

Schedule of Program Expenses

| | (A) | (B) | (C) = (A) + (B) | (D) | (C) + (D) |
|------------------|---|----------------------------------|------------------|-------------------|--|
| | Direct Charitable Program Expenses | General Operating Expenses | Subtotal | Grants | Total Disbursements For Charitable Purposes |
| Part I, Line 16a | | 39,659 | 39,659 | | 39,659 |
| Part I, Line 16b | | 159,420 | 159,420 | | 159,420 |
| Part I, Line 16c | | 1,659,972 | 1,659,972 | | 1,659,972 |
| Part I, Line 18 | | 220 | 220 | | 220 |
| Part I, Line 21 | | 6,055 | 6,055 | | 6,055 |
| Part I, Line 23 | 4,649,276 | 9,671 | 4,658,947 | | 4,658,947 |
| Part I, Line 25 | | | - | 12,748,250 | 12,748,250 |
| Part I, Line 26 | <u>4,649,276</u> | <u>1,874,997</u> | <u>6,524,273</u> | <u>12,748,250</u> | <u>19,272,523</u> |
| Ratio | 24 1% | 9 7% | 33 9% | 66 1% | 100 0% |

With the inclusion of grant disbursements, charitable expenses totaled \$17,397,526 or 90 3% of total disbursements

HELLMAN FOUNDATION
FORM 990-PF
PART XIII, LINE 3E
EIN: 61-1583546
2018

STATEMENT H

THE FOUNDATION OVER REPORTED THE VALUE OF ITS ASSETS ON ITS 2017 TAX RETURN FOR PURPOSES OF CALCULATING THE MINIMUM INVESTMENT RETURN. THE FOUNDATION HAS RECALCULATED ITS ASSETS FOR THE MINIMUM INVESTMENT RETURN FOR 2017. THE EXCESS DISTRIBUTION CARRYOVER FROM 2017 HAS BEEN INCREASED TO REFLECT THIS CHANGE. THE RECALCULATION OF THE DISTRIBUTABLE AMOUNT DID NOT RESULT IN ANY CHANGE IN THE EXCISE TAX ON THE FOUNDATION'S INVESTMENT INCOME REPORTED ON THE 2017 RETURN.