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

2010

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2010, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

Name of foundation Fleishhacker Foundation		A Employer identification number 94-6051048
Number and street (or P O box number if mail is not delivered to street address) 1016 Lincoln Blvd	Room/suite 12	B Telephone number 415-561-5350
City or town, state, and ZIP code San Francisco, CA 94129-1095		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 14,321,323.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		170.	170.		
4 Dividends and interest from securities		393,562.	393,562.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		203,323.			
b Gross sales price for all assets on line 6a 2,650,324.					
7 Capital gain net income (from Part IV, line 2)			203,323.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		597,055.	597,055.		
13 Compensation of officers, directors, trustees, etc		95,000.	1,900.		93,100.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		15,673.	314.		15,359.
16a Legal fees					
b Accounting fees Stmt 1		5,890.	2,945.		2,945.
c Other professional fees Stmt 2		38,816.	31,129.		7,687.
17 Interest					
18 Taxes Stmt 3		11,505.	4,505.		0.
19 Depreciation and depletion					
20 Occupancy		11,669.	0.		11,669.
21 Travel, conferences, and meetings		14,381.	0.		14,381.
22 Printing and publications					
23 Other expenses Stmt 4		30,565.	0.		30,565.
24 Total operating and administrative expenses. Add lines 13 through 23		223,499.	40,793.		175,706.
25 Contributions, gifts, grants paid		573,450.			573,450.
26 Total expenses and disbursements. Add lines 24 and 25		796,949.	40,793.		749,156.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<199,894.>			
b Net investment income (if negative, enter -0-)			556,262.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	309,408.	393,026.	393,026.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 5	6,725,090.	8,240,910.	9,863,362.
	c Investments - corporate bonds Stmt 6	5,747,563.	3,961,928.	4,063,174.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Deposits)	3,458.	1,761.	1,761.
	16 Total assets (to be completed by all filers)	12,785,519.	12,597,625.	14,321,323.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	12,785,519.	12,597,625.	
	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	12,785,519.	12,597,625.	
	31 Total liabilities and net assets/fund balances	12,785,519.	12,597,625.	

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	12,785,519.
2 Enter amount from Part I, line 27a	2	<199,894.>
3 Other increases not included in line 2 (itemize) ▶ Returned grant	3	12,000.
4 Add lines 1, 2, and 3	4	12,597,625.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,597,625.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Publicly-traded securities			P	Various	Various
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 2,650,324.		2,447,001.	203,323.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			203,323.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	203,323.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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))
2009	623,112.	11,836,910.	.052641
2008	707,069.	14,028,747.	.050401
2007	939,838.	16,654,182.	.056433
2006	911,932.	16,195,355.	.056308
2005	874,658.	15,355,826.	.056959
2 Total of line 1, column (d)			2 .272742
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .054548
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 13,303,898.
5 Multiply line 4 by line 3			5 725,701.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,563.
7 Add lines 5 and 6			7 731,264.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 749,156.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,563.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,563.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	5,563.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	13,630.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	13,630.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,067.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax	11	8,067.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► www.fleishhackerfoundation.org

14 The books are in care of ► The Foundation Telephone no. ► 415-561-5350
 Located at ► 1016 Lincoln Blvd, #12, San Francisco, CA ZIP+4 ► 94129

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? Yes No
16 X

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☒ Yes ☐ No

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

☐ Yes ☒ No

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

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

5b

X

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7		95,000.	8,130.	0.

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

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

Total number of other employees paid over \$50,000

0

Form 990-PF (2010)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2010)

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	13,178,053.
b	Average of monthly cash balances	1b	328,442.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	13,506,495.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	13,506,495.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	202,597.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,303,898.
6	Minimum investment return. Enter 5% of line 5	6	665,195.

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	665,195.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,563.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,563.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	659,632.
4	Recoveries of amounts treated as qualifying distributions	4	12,000.
5	Add lines 3 and 4	5	671,632.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	671,632.

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	749,156.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	749,156.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,563.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	743,593.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				671,632.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007	581,167.			
d From 2008	707,069.			
e From 2009	623,112.			
f Total of lines 3a through e	1,911,348.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 749,156.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	749,156.			
d Applied to 2010 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	671,632.			671,632.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,988,872.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	1,988,872.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008	616,604.			
d Excess from 2009	623,112.			
e Excess from 2010	749,156.			

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Education grants - schedule		Public charity		97,500.
Eureka Fellowship grants - schedule	None	Individual		137,000.
Small arts grants - schedule		Public charity		100,000.
Special arts grants - schedule		Public charity		151,000.
4th generation fund - schedule		Public charity		13,000.
SIB grants - schedule		Public charity		74,950.
Total				573,450.
b Approved for future payment				
Multi-year Eureka Fellowship grants	None	Individual		1,000.
Total				1,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	170.		
4 Dividends and interest from securities			14	393,562.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	203,323.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		597,055.		0.
13 Total. Add line 12, columns (b), (d), and (e)						597,055.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Part XVII

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

- | 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
|----------|--|-------|----|
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

**Sign
Here**

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

Christine Evers
Signature of officer or trustee

8/15/2011
Date

knowledge
Executive Director
CAO, Assistant
Secretaries

**Paid
Preparer
Use Only**

Print/Type preparer's name Sue Fujitani	Preparer's signature <i>Sue Fujitani</i>	Date 08/11/11	Check <input checked="" type="checkbox"/> if self-employed	PTIN P00542703
Firm's name ▶ Sue Fujitani			Firm's EIN ▶	
Firm's address ▶ 3145 Geary Blvd #65 San Francisco, CA 94118			Phone no. 415-566-4619	

Form **990-PF** (2010)

Form 990-PF	Accounting Fees			Statement	1
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Bookkeeping and tax preparation	5,890.	2,945.		2,945.	
To Form 990-PF, Pg 1, ln 16b	5,890.	2,945.		2,945.	

Form 990-PF	Other Professional Fees			Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Assistant & other Admin	6,224.	0.		6,224.	
Bank custody fees	3,210.	3,210.		0.	
Investment manager	27,893.	27,893.		0.	
Payroll service	1,320.	26.		1,294.	
Other services	169.	0.		169.	
To Form 990-PF, Pg 1, ln 16c	38,816.	31,129.		7,687.	

Form 990-PF	Taxes			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign taxes withheld	4,505.	4,505.		0.	
Excise tax on net investment income	7,000.	0.		0.	
To Form 990-PF, Pg 1, ln 18	11,505.	4,505.		0.	

Form 990-PF	Other Expenses			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Insurance	818.	0.		818.	
Phone, copies, postage	4,078.	0.		4,078.	
Office supplies	3,161.	0.		3,161.	
Professional dues and subscriptions	8,892.	0.		8,892.	
EFP Panel	11,920.	0.		11,920.	
Other expenses	1,696.	0.		1,696.	
To Form 990-PF, Pg 1, ln 23	30,565.	0.		30,565.	

Form 990-PF	Corporate Stock		Statement	5
Description	Book Value		Fair Market Value	
Schedule	8,240,910.		9,863,362.	
Total to Form 990-PF, Part II, line 10b	8,240,910.		9,863,362.	

Form 990-PF	Corporate Bonds		Statement	6
Description	Book Value		Fair Market Value	
Schedule	3,961,928.		4,063,174.	
Total to Form 990-PF, Part II, line 10c	3,961,928.		4,063,174.	

Form 990-PF Part VIII - List of Officers, Directors Statement 7
 Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Christine Elbel 1016 Lincoln Blvd #12 San Francisco, CA 94129	Executive Director 40.00	95,000.	8,130.	0.
David Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	President 1.00	0.	0.	0.
John Ehrlich Jr. 1016 Lincoln Blvd #12 San Francisco, CA 94129	Vice President 1.00	0.	0.	0.
Mortimer Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	Treasurer 1.00	0.	0.	0.
Deborah Sloss 1016 Lincoln Blvd #12 San Francisco, CA 94129	Secretary 1.00	0.	0.	0.
Delia Ehrlich 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Jodi Ehrlich 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Jeffrey Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
William Fleishhacker 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Lois Gordon 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.
Edie Rindal 1016 Lincoln Blvd #12 San Francisco, CA 94129	Director 1.00	0.	0.	0.

Fleishhacker Foundation

94-6051048

Laura Sloss
1016 Lincoln Blvd #12
San Francisco, CA 94129

Director
1.00

0. 0. 0.

Robin Strawbridge
1016 Lincoln Blvd #12
San Francisco, CA 94129

Director
1.00

0. 0. 0.

Totals included on 990-PF, Page 6, Part VIII

95,000. 8,130. 0.

Form 990-PF	Grant Application Submission Information	Statement	8
	Part XV, Lines 2a through 2d		

Name and Address of Person to Whom Applications Should be Submitted

Christine Elbel, Fleishhacker Foundation
PO Box 29918
San Francisco, CA 941290918

Telephone Number

415-561-5350

Form and Content of Applications

Application form and organizational attachments

Any Submission Deadlines

January 15 and July 15

Restrictions and Limitations on Awards

See attachment. San Francisco Bay Area only. Individual artists' fellowships are considered by nomination only, once every three years, and are for creative time; artists submit resume and slides.

PAR VALUE	FIXED INCOME	DESCRIPTION	COUPON RATE/EST DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
SHARES EQUITIES									

INVESTMENTS
PG 1 OF 6

The Fleishhacker Foundation
94-6051048
December 31, 2010 Appraisal

PAR VALUE FIXED INCOME SHARES EQUITIES	DESCRIPTION	COUPON RATE/EST DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
	<u>PAPER & FOREST PRODUCTS</u>							
	224 DOMTAR CORP	1 000	224	100	22,428	75 920	17,006	257559203
	TOTAL MATERIALS		4,784		206,493		287,337	
	<u>INDUSTRIALS</u>							
	<u>INDUSTRIAL CONGLOMERATES</u>							
	17,400 GENERAL ELECTRIC CO	0.560	9,744	22	380,364	18 290	318,246	369604103
	2,100 TYCO INTERNATIONAL LTD	0 840	1,764	31	65,189	41 440	87,024	H89128104
	<u>MACHINERY</u>							
	900 EATON CORP	2.320	2,088	43	39,000	101 510	91,359	278058102
	<u>COMMERC. SERV. & SUPPLIES</u>							
	2,400 PITNEY BOWES INC	1 460	3,504	30	72,342	24,180	58,032	724479100
	<u>AIR FREIGHT & LOGISTICS</u>							
	2,500 FEDEX CORP	0.480	1,200	26	64,564	93 010	232,525	31428X106
	TOTAL INDUSTRIALS		18,300		621,459		787,186	
	<u>CONSUMER DISCRETIONARY</u>							
	<u>HOUSEHOLD DURABLES</u>							
	6,500 PANASONIC CORP-SPON ADR	0 110	715	11	73,546	14 100	91,650	69832A205
	3,800 SONY CORP-SPONSORED ADR	0.260	988	29	108,840	35 710	135,698	835699307
	<u>MEDIA</u>							
	16,089 COMCAST CORP-CLASS A	0 380	6,114	17	274,794	21,970	353,475	20030N101
	1,920 DIRECTV-CLASS A	0 000		13	24,282	39 930	76,666	25490A101
	2,100 DISH NETWORK CORP-A	0 000		24	50,222	19 660	41,286	25470M109
	2,515 TIME WARNER CABLE	1 600	4,024	32	80,539	66,030	166,065	88732J207

INVESTMENTS
PC 2010

The Fleishhacker Foundation
94-2051048
December 31, 2010 Appraisal

PAR VALUE FIXED INCOME SHARES EQUITIES	DESCRIPTION	COUPON RATE/EST DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
16,700	NEWS CORP-CL A	0.150	2,505	10	165,989	14.560	243,152	65248E104
7,733	TIME WARNER INC	0.850	6,573	30	231,198	32.170	248,771	887317303
	<u>INTERNET & CATALOG RETAIL</u>							
6,600	LIBERTY MEDIA CORP-INTER A	0.000		12	77,119	15.770	104,082	53071M104
	<u>MULTILINE RETAIL</u>							
3,300	MACY'S INC	0.200	660	35	114,542	25.300	83,490	55616P104
	<u>SPECIALTY RETAIL</u>							
4,500	HOME DEPOT INC	0.950	4,275	30	135,905	35.060	157,770	437076102
1,900	CARMAX INC	0.000		17	31,842	31.880	60,572	143130102
	TOTAL CONSUMER DISCRETIONARY		25,854		1,368,818		1,762,677	
	CONSUMER STAPLES							
	<u>FOOD & STAPLES RETAILING</u>							
2,600	WALGREEN CO	0.700	1,820	32	83,375	38.960	101,296	931422109
2,000	WAL-MART STORES INC	1.210	2,420	46	92,279	53.930	107,860	931142103
	<u>BEVERAGES</u>							
500	DIAGEO PLC-SPONSORED ADR	2.360	1,180	68	34,149	74.330	37,165	25243Q205
	TOTAL CONSUMER STAPLES		5,420		209,803		246,321	
	HEALTH CARE							
	<u>HEALTH CARE EQUIP & SUPL</u>							
15,800	BOSTON SCIENTIFIC CORP	0.000		11	170,507	7.570	119,606	101137107
2,150	CAREFUSION CORP	0.000		28	60,391	25.700	55,255	14170T101
1,400	COVIDIEN PLC	0.800	1,120	34	47,485	45.660	63,924	G2554F105
1,400	MEDTRONIC INC	0.900	1,260	37	51,949	37.090	51,926	58505S106

INVESTMENTS
PAGE 30 OF 6

The Fleishhacker Foundation
94 - 205/048
December 31, 2010 Appraisal

PAR VALUE FIXED INCOME SHARES EQUITIES	DESCRIPTION	COUPON RATE/EST DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
	<u>BIOTECHNOLOGY</u>							
4,400	AMGEN INC	0.000		48	210,242	54.900	241,560	031162100
1,200	GILEAD SCIENCES INC	0.000		37	44,544	36.240	43,488	375558103
	<u>PHARMACEUTICALS</u>							
5,900	GLAXOSMITHKLINE PLC-SPON ADR	2.000	11,800	43	255,965	39.220	231,398	37733W105
8,000	MERCK & CO INC.	1.520	12,160	28	224,175	36.040	288,320	58933Y105
4,800	NOVARTIS AG-ADR	1.650	7,920	55	262,851	58.950	282,960	66987V109
14,764	PFIZER INC	0.800	11,811	15	222,903	17.510	258,518	717081103
6,000	SANOFI-AVENTIS-ADR	1.100	6,600	39	232,214	32.230	193,380	80105N105
	TOTAL HEALTH CARE		52,671		1,783,226		1,830,335	
	FINANCIALS							
	<u>COMMERCIAL BANKS</u>							
1,520	HSBC HOLDINGS PLC-SPONS ADR	1.700	2,584	64	97,460	51.040	77,581	404280406
2,000	US BANCORP	0.200	400	24	48,780	26.970	53,940	902973304
10,855	WELLS FARGO & CO	0.200	2,171	35	378,676	30.990	336,396	949746101
2,700	BB&T CORP	0.600	1,620	23	62,275	26.290	70,983	054937107
1,600	SUNTRUST BANKS INC	0.040	64	22	34,699	29.510	47,216	867914103
	<u>CONSUMER FINANCE</u>							
7,200	CAPITAL ONE FINANCIAL CORP	0.200	1,440	36	258,572	42.560	306,432	14040H105
5,100	SLM CORP	0.000		24	124,135	12.590	64,209	78442P106
	<u>CAPITAL MARKETS</u>							
7,500	BANK OF NEW YORK MELLON CORP	0.360	2,700	27	204,850	30.200	226,500	064058100
1,500	LEGG MASON INC	0.240	360	52	77,513	36.270	54,405	524901105
300	GOLDMAN SACHS GROUP INC	1.400	420	148	44,549	168.160	50,448	38141G104
5,900	SCHWAB (CHARLES) CORP	0.240	1,416	16	95,448	17.110	100,949	808513105

INVESTMENTS
PG 4 OF 6

SAN FRANCISCO

INVESTMENT MANAGERS

DODGE & COX

The Fleishhacker Foundation
94-6051048
December 31, 2010 Appraisal

PAR VALUE INCOME SHARES	FIXED INCOME EQUITIES	DESCRIPTION	COUPON RATE/EST DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
1,200		CREDIT SUISSE GROUP-SPON ADR	1.784	2,141	40	48,242	40.410	48,492	225401108
INSURANCE									
12,300		AEGON N.V.-NY REG SHR	0.000		6	79,827	6.130	75,399	007924103
900		LOEWS CORP	0.250	225	19	17,177	38.910	35,019	540424108
1,400		TRAVELERS COS INC/THE	1.440	2,016	5	6,732	55.710	77,994	89417E109
TOTAL FINANCIALS						17,557		1,625,963	
INFORMATION TECHNOLOGY									
INTERNET SOFTWARE & SERV.									
1,821		AOL INC	0.000		25	44,768	23.710	43,176	00184X105
6,100		EBAY INC	0.000		25	154,438	27.830	169,763	278642103
IT SERVICES									
2,000		COMPUTER SCIENCES CORP	0.800	1,600	39	77,665	49.600	99,200	205363104
SOFTWARE									
5,400		CADENCE DESIGN SYS INC	0.000		9	47,350	8.260	44,604	127387108
4,900		COMPUWARE CORP	0.000		5	22,382	11.670	57,183	205638109
3,300		SYNOPSYS INC	0.000		24	78,437	26.910	88,803	871607107
1,700		BMC SOFTWARE INC	0.000		17	28,510	47.140	80,138	055921100
7,700		SYMANTEC CORP	0.000		15	116,501	16.740	128,898	871503108
5,000		ELECTRONIC ARTS INC	0.000		17	86,397	16.380	81,900	285512109
COMMUNICATIONS EQUIPMENT									
7,100		ERICSSON (LM) TEL-SP ADR	0.190	1,349	10	72,404	11.530	81,863	294821608
28,400		MOTOROLA INC	0.000		13	364,977	9.070	257,588	620076109
7,500		NOKIA CORP-SPON ADR	0.350	2,625	11	79,381	10.320	77,400	654902204

INVESTMENTS
 PG 5 OF 6

The Fleishhacker Foundation
98-6051042
December 31, 2010 Appraisal

PAR VALUE FIXED INCOME SHARES EQUITIES	DESCRIPTION	COUPON RATE/EST DIVIDEND	ESTIMATED ANNUAL INCOME	UNIT COST	TOTAL COST	MARKET PRICE	MARKET VALUE	CUSIP
	<u>COMPUTERS & PERIPHERALS</u>							
9,593	HEWLETT-PACKARD CO	0.320	3,070	22	213,835	42.100	403,865	428236103
	<u>ELEC. EQ., INSTR. & COMP</u>							
3,000	MOLEX INC -CL A	0.700	2,100	24	72,589	18.870	56,610	608554200
3,500	TYCO ELECTRONICS LTD	0.640	2,240	26	91,769	35.400	123,900	H8912P106
	<u>OFFICE ELECTRONICS</u>							
14,200	XEROX CORP	0.170	2,414	7	97,890	11.520	163,584	984121103
	<u>SEMICONDUCTORS & EQUIPMENT</u>							
5,100	MAXIM INTEGRATED PRODUCTS	0.840	4,284	14	72,709	23.620	120,462	57772K101
	TOTAL INFORMATION TECHNOLOGY		19,682		1,722,002		2,078,937	
	<u>TELECOMMUNICATION SERVICES</u>							
	<u>WIRELESS TELECOM SERV.</u>							
22,500	SPRINT NEXTEL CORP	0.000		9	199,473	4.230	95,175	852061100
6,200	VODAFONE GROUP PLC-SP ADR	1.300	8,060	22	137,455	26.430	163,866	92857W209
	TOTAL TELECOMMUNICATION SERVICES		8,060		336,928		259,041	
	TOTAL EQUITY SECURITIES		169,580		8,240,912		9,863,362	
	TOTAL HOLDINGS				12,202,840			
	ROUNDING				(2)			
					12,202,838		13,926,536	

INVESTMENTS
Pg 6 of 6

FLEISHHACKER FOUNDATION

2011 EDUCATION GRANT GUIDELINES

As of January, 2011 the Fleishhacker Foundation is implementing a new framework for the Precollegiate Education grantmaking program. The only program area that will be funded for the next three years is a **Literacy Initiative** for elementary school students (grades K-5). Grants will be awarded only to Bay Area-based programs whose work is primarily focused on providing literacy services to students.

For the first grant round in 2011, a core group of prior grantees was invited to submit materials for new grant consideration. The application form includes general organizational and financial information; a supplemental narrative description of the literacy program(s) is also required. The applications do not need to be framed in a project-specific manner beyond supporting core literacy activities. A second group of organizations may be invited for the fall grant cycle, depending upon how much funding is available after the spring grants are awarded.

By focusing our limited dollars in one core area, we believe our funding can have more impact on the field. The Foundation will also be able to deepen its expertise in this area and better share knowledge gained through the important work of our grantees.

We are undertaking the Literacy Initiative in recognition of the educational achievement gap of at-risk students, particularly those in large urban school districts with low-income backgrounds. We will be supporting programs that improve early reading readiness, grade-level attainment by the end of third grade, and students leaving 5th grade ready for the more challenging work of middle and high school (including college preparatory courses) – all key markers for future success in school and life. This is a difficult time of diminished resources for public education and great stresses on the system. The Foundation's Education Committee believes that the new focus area is the most effective way at this time to help those who are making a long term difference in the educational lives of disadvantaged children in our community.

Priorities for the new Literacy Initiative include:

- To focus funding on a core competency in elementary school education which affects the future educational and life opportunities of each child;
- To help students who are behind, or in danger of falling behind, improve their reading and writing skills;
- To support disadvantaged students, primarily those attending public schools, in achieving grade-level competency.

Grantmaking Criteria:

- Grants will primarily be made to nonprofit community-based organizations providing direct literacy services to students;
- Priority will be given to school-day, classroom-based programs, and those serving a significant number of students;
- The first round of Literacy Initiative grants will be awarded to organizations that have received prior funding from this Foundation;
- Multi-year grants may be awarded to organizations that demonstrate consistent programmatic strength and the capacity to track efficacy from year-to-year;
- Grants will be awarded to organizations whose primary overall mission is academic support for disadvantaged and/or at-risk students, whose programming is largely concentrated in this area;
- Spring cycle grants will be for the upcoming school year, while fall cycle grants may be used in the current school year.

Exclusions:

Grants will not be made to individual public, independent, or parochial schools. However, nonprofit organizations which raise funds for and provide literacy services to individual schools (in the public or private sectors) may be considered in future grant cycles.

Grants will not be considered for other types of academic support programs (e.g. math or science), arts education, career-development, homework help, study skills, or general after-school enrichment programs.

Future Prospects:

Grants for teacher professional development are not the Foundation's current priority, but may be considered on a case-by-case basis if they are specifically literacy-based and serving a large number of teachers.

While we intend to award 2011 Education Grants to past grantees, we wish to remain open to 501c3 organizations not previously funded and will consider a limited number of these groups for 2012 and 2013 grants.

Any organization that wishes to be considered for future grant rounds, whose work specifically focuses on literacy activities for grades K-5, may submit a 2-page Letter of Inquiry addressed to Christine Elbel, Executive Director, Fleishhacker Foundation, P.O. Box 29918, San Francisco CA 94129-0918. An email letter of inquiry may be sent to info@fleishhackerfoundation.org, with the subject line "Education Grant LOI." Lengthy attachments will not be reviewed.

FLEISHHACKER FOUNDATION

www.fleishhackerfoundation.org

ARTS GUIDELINES & APPLICATION PROCEDURES

HISTORY

In 1988, the Mortimer Fleishhacker Foundation (established in 1947) merged with the Janet and Mortimer Fleishhacker Foundation. The two are now jointly administered as the Fleishhacker Foundation. The two fields the Foundation supports are: **Arts & Culture**, and **Precollegiate Education** (schools and programs at the K-12 level). Assets are approximately \$13 million. Correspondence should be addressed to Christine Elbel, Executive Director.

GRANT PROGRAMS IN THE ARTS

Small Grants in the Arts (see next page)

Eureka Fellowship Program

The Foundation offers an unrestricted fellowship program for visual artists. Artists must be nominated by a local nonprofit arts organization to qualify. Awards of \$25,000 per artist are determined by a review panel of non-Bay Area arts experts. The process of selecting artists for the 2008 – 2010 fellowships has been completed. General applications are not accepted.

Special Arts Grants

Periodically grants which exceed the scope of the Small Grants Program are considered. Applicants must have budgets larger than \$750,000, and be able to clearly demonstrate the project's potential for broad and long-term impact, which might involve: facility access or use; community-wide program initiatives; or exceptional projects of major-budget institutions. Community benefit and enhancement of an arts discipline are primary considerations for grants made in this program. Grants generally do not exceed \$25,000. All potential applicants must contact the Executive Director well in advance of the two annual grant deadlines (see Page 3) to determine the advisability of submitting a proposal. These grant proposals are 4 to 6 pages of narrative, plus attachments (no form is required).

Applications for large capital facility projects (campaigns over \$1 million total) are not considered, though smaller renovation or equipment requests are eligible. Endowment requests are not considered.

BOARD DISCRETIONARY GRANTS

Board members may periodically use limited discretionary funds to support programs of special interest. Such grants are not open to application.

PRECOLLEGIATE EDUCATION

Separate guidelines are available for this program serving K-12 schools. Please request them before preparing an application.

FLEISHHACKER FOUNDATION

SMALL GRANTS IN THE ARTS

Application Guidelines

FUNDING PRIORITIES

The majority of the Foundation's arts grantmaking takes place through this program. The particular emphasis of the Small Grants Program is to support the development and presentation of the work of living Bay Area artists. New work is the first priority, however retrospectives and classical repertory of non-living artists will be considered.

Grants may be awarded for: artists' fees for creative time; production costs for performances or film/video projects; exhibition/installation costs for visual, media, or interdisciplinary arts projects; activities that contribute to overall artistic development; and efforts to strengthen an organization's artistic impact within the community.

The Foundation seeks to fund a broad range of arts groups during the course of each year. It strives to make grants that represent a diversity of arts disciplines, aesthetic sensibilities, and forms of cultural expression. The Foundation generally priorities the proposals that best support working artists. Only nonprofit arts organizations may apply for funding; individual artists are not eligible for grants through this program.

ELIGIBILITY

Applicants must be:

- **arts and cultural organizations incorporated as not-for-profit [501©(3)];**
- **organizations residing and offering programming in the greater San Francisco Bay Area;**
- **able to demonstrate a consistent artistic presence in the Bay Area for at least 3 years;**
- **of budget size between \$100,000 and \$750,000.**

Not eligible are:

- **programs/projects whose fundamental purpose or benefit falls within the social services, health, youth, or community development fields;**
- **individuals (unless conducting a project under the sponsorship of an eligible nonprofit organization – see next page);**
- **organizations based outside the greater San Francisco Bay Area;**
- **deficit financing, endowment campaigns, major capital campaign requests (campaigns over \$10 million).**

DISCIPLINES ELIGIBLE

- Dance
- Music
- Theater
- Visual Arts
- Interdisciplinary Arts
- Film& Video/Media Arts

REVIEW CRITERIA

The most important factors considered in making a grant through this category are:

- How would our grant help advance the body of work being developed by the principal artist(s)?
- Is there an audience for this work?
- What is the contribution to the community at large?
- What is the potential impact on the arts discipline involved?
- How viable is the applying organization?
- Does the applicant use its resources efficiently and well, seeking to collaborate and pool resources when appropriate?
- Is there evidence of a strong Board of Directors and community support for the organization?

FISCAL SPONSORSHIPS

When using a fiscal sponsor, the applicant must have entered into a written agreement with that sponsor which delineates responsibilities for accounting procedures, fiscal oversight, and grant reporting. To be eligible for a grant, the sponsoring nonprofit organization's mission and ongoing programming must correlate with those of the sponsored project.

A letter of sponsorship summarizing the specific nature of this agreement must accompany the application. The budget figures of the sponsor organization go on the application form. Applicants should also attach a simple financial summary of the activities of the last completed year, if they are available. Also attached should be the sponsor's organizational budget, financial report, and board list as noted in the attachments section of Page 3.

Film applicants: please refer to the additional application instruction sheet provided with our guidelines.

APPLICATION PROCESS

Grants are between \$1,000 and \$10,000, and normally in the \$2,500 - \$5,000 range. The grant period is one year from the date of Board of Directors approval. The Small Grants in the Arts program is designed to support a variety of organizations over time, rather than to provide annual funding for a specific group of organizations.

In order to review an application, the Foundation needs the following.

- 1) Completed application form.
- 2) Complete project budget with projected income and expenses.
(If request is project-specific.)
- 3) Current year's organizational budget, separating grants, board, and other contributions, and itemizing expenses.
- 4) Financial statement for the last completed fiscal year, using the California Cultural Data Project format (www.caculturaldata.org),
- 5) Evidence of tax-exempt status.
- 6) Sample film or video clip required for film proposals (of the work for which funding is being sought), with postage-paid return envelope and optional notation of tape's contents. Film clips of performances are optional.
- 7) Filmography is required for film directors; brief artistic biographies are helpful for other project-related applications.
- 8) Board of Directors list with affiliations.
- 9) Copy of Letter of Agreement with Fiscal Sponsor (if applicable).

Note: do not bind or staple application materials, use paper clips, only 12 point type.

The Foundation cannot review extensive proposal packets. Additional materials must be limited, and may include: a brochure or newsletter; performance reviews; letters of support; or video clip of performances. These materials are not required to complete the application, except that a film sample is required of film applicants. Work samples will be returned if a stamped mailing envelope is provided (although the Foundation keeps films it funds).

All applicants will receive written confirmation of receipt of their proposal, and of the action taken on the request. Please allow up to four weeks for each notification. When an applicant is using a fiscal sponsor, all communication is sent to the sponsor organization which in turn communicates with the sponsored project.

There are two grant cycles each year:

Application deadline **January 15** for May decisions;

Application deadline **July 15** for November decisions.

Note: these are postmark deadlines; please mail applications via regular mail.

Note: If deadline falls on weekend or holiday, next business day postmark is accepted.

Christine Elbel, Executive Director, Fleishhacker Foundation, P.O. Box 29918
San Francisco CA 94129-0918 Phone 415/561-5350, Fax (415) 561-5345

www.fleishhackerfoundation.org

FLEISHHACKER FOUNDATION

SPECIAL ARTS GRANTS

Application Guidelines

Due to economic uncertainties, at the current time the Foundation plans to make more limited grants for timely, core needs of arts organizations. Proposals for new programs or expansion activities will not be accepted, unless they are vital to the organization's health (applications from new applicants to the Foundation will be accepted). The main priority for the near future will be mid-sized arts organizations.

Periodically grants which exceed the scope of the Small Grants Program are made to groups with budgets greater than \$750,000. The project must clearly demonstrate potential for broad and long-term impact on the local community and the art form involved. This might involve: facility access or use, community-wide program initiatives, or exceptional artistic projects. Not eligible are capital campaigns over \$1 million and endowment campaigns. Grants normally do not exceed \$25,000.

Applicants to the Special Arts Grants category should submit the application form and required attachments: project budget, organizational budget, last year's financial statement, board list with affiliations, and brief supporting materials.

To apply, contact the Foundation's Executive Director well in advance of the two annual application deadlines -- January 15 and July 15 -- to approve submission of a grant proposal. This contact can be made by phone or email.

As of the July 15, 2009 application deadline, the Fleishhacker Foundation will require applicants to submit financial information through the California Cultural Data Project. Organizations should contact the CCDP at www.caculturaldata.org to register and complete their informational profiles, or call 866 9-CAL-CDP.

FLEISHHACKER FOUNDATION FILM & VIDEO GRANTS

The Fleishhacker Foundation makes grants to film projects through the **Small Grants in the Arts program**. The Foundation is more interested in supporting an *artist's vision* than educational documentaries. The Foundation only funds the *post production* phase of the project (i.e. principal photography is complete and a rough cut of the current work is available). Most grants are in the range of \$1,000 - \$5,000. **Artists may only apply once for any given film project.** Expenses to purchase capital equipment should not be included in the project budget.

Artists may apply at any point in their careers; but **film students are not eligible**. Artists must fill out a Small Grants in the Arts Application for funding to complete a current project, and they must have a nonprofit **fiscal sponsor organization**. A letter from the fiscal sponsor stating the terms of its agreement with the artist must be included with the grant application. Artists who keep annual financial records for their own production company should also attach their most recent financial statement. **Filmmakers should answer only the questions on the application form that pertain to their project and ignore questions not relevant** (those that are applicable to organizational applicants). Applicants may **add a brief additional narrative** (see *application guidelines*).

There are two review cycles per year. **Postmark deadlines are January 15 for late April/early May decisions, and July 15 for late October/early November decisions.** Be sure to review current application guidelines (*available online*) before applying.

The **required attachments** are: a film sample (*see below*), a filmography, and a complete project budget for the film, with post production expenses broken out. Any income received should also be noted. If the fiscal sponsor organization is not the San Francisco Film Society or the Bay Area Video Coalition, then we need the sponsor's organizational materials: annual organizational budget, last year's financial statement, board of directors list, and tax-exempt status letter. In all cases the letter of project sponsorship must be included. Please note that all the Foundation's communication goes through the fiscal sponsor, which is responsible for informing filmmakers of the status of their grant proposals, and for insuring that final grant reports are completed on time.

The arts review committee will assess the project's artistic clarity and craft from the work sample, **a full rough cut of the piece for which funding is sought**. A completed past film in a similar style as that of the proposed project may *also* be submitted. All work samples should be clearly labeled and identified, with a return postage-paid mailer if the artist wants it returned. Applicants may also include an explanation of the work sample if they wish.

Fleishhacker Foundation, P.O. Box 29918, San Francisco CA 94129-0918

415/561-5350 www.fleishhackerfoundation.org

FLEISHHACKER FOUNDATION

#94-6051048

Year Ended 12/31/10

FLEISHHACKER FOUNDATION 2010 GRANT PAYMENTS

Name	Address	Amount
<u>Education Grants</u>		
Cleo Eulau Center	2483 Old Middlefield Way Ate 208 Mountainview, CA 94043	10,000 00
East Bay Agency for Children	303 Van Buren Avenue Oakland, CA 94610	10,000 00
Jewish Coalition for Literacy	121 Steuart Street, STE 301, San Francisco, CA 94105	10,000 00
Reading Partners	106 Linden Ave , #202 Oakland, CA 94607	10,000 00
826 Valencia	826 Valencia St San Francisco, CA 94110	10,000 00
Aim High	PO Box 410715 San Francisco, CA 94141-0715	10,000 00
Bridge The Gap	PO Box 1390, Sausalito, CA 94965	10,000 00
Community Alliance for Learning	PO Box 6098, Albany, CA 94706	10,000 00
First Graduate	PO Box 29415, The Presidio San Francisco, CA 94129	7,500 00
Partners in School Innovation	1060 Tennessee Street, 2nd Floor San Francisco, CA 94107	10,000 00
<u>Total Education Grants</u>		<u>97,500.00</u>
<u>Eureka Fellowship Grants</u>		
David Gurman	2720 Anza Street San Francisco, CA 94121	12,500 00
Lynn Hershan Leeson	1201 California Street, #302 San Francisco, CA 94109	12,500 00
Mauncio Ancalmo	329 Bryant St Ste 1C San Francisco, CA 94107	12,500 00
Binh Danh	3305 Heritage Estates Drive San Jose, CA 95148	12,500 00
Jenifer Wofford	2939 West St Oakland, CA 94608	500 00
Kota Ezawa	1325 Jackson Street San Francisco, CA 94109	12,500 00
Tauba Auerbach	112 Guerrero Street San Francisco, CA 94103	12,500 00
David Huffman	249 41st Street #25 Oakland, CA 94611	12,500 00
Binh Danh	3305 Heritage Estates Drive San Jose, CA 95148	500 00
Binh Danh	3305 Heritage Estates Drive San Jose, CA 95148	12,000 00
David Huffman	249 41st Street #25 Oakland, CA 94611	12,000 00
Kota Ezawa	1325 Jackson Street San Francisco, CA 94109	12,000 00
Tauba Auerbach	112 Guerrero Street San Francisco, CA 94103	12,000 00
Kota Ezawa	1325 Jackson Street San Francisco, CA 94109	500 00
<u>Total Eureka Fellowship Grants</u>		<u>137,000.00</u>
<u>Small Grants in the Arts</u>		
Bay Area Video Coalition - <i>Hungry</i>	2727 Mariposa Street 2nd Floor San Francisco CA 94110	2,000 00
Company C Contemporary Ballet	2055 N Broadway, Ste B, Walnut Creek, CA 94595	2,000 00
CounterPULSE	1310 Mission Street San Francisco, CA 94103	4,500 00
Epiphany Productions	889 De Haro Street San Francisco, CA 94107	1,750 00
Independent Feature Project - <i>Lost Forever</i>	104 W 29th Street, 12th Floor New York, NY 10001	1,000 00
Intersection for the Arts - <i>Litquake</i>	446 Valencia Street San Francisco, CA 94103-3415	1,000 00
Intersection for the Arts - <i>Mission Creek Music Festival</i>	446 Valencia Street San Francisco, CA 94103-3415	1,750 00
Jewish Theatre of San Francisco	499 Alabama St #127 San Francisco, CA 94110	1,500 00
Kearny Street Workshop	PO Box 14545 San Francisco, CA 94114-0545	1,500 00
PlayGround	268 Bush Street #2912 San Francisco, CA 94104	2,500 00
Playwrights Foundation	131 10th Street, 3rd Floor San Francisco, CA 94103	3,000 00
San Francisco Cinematheque	145 Ninth Street, Suite 240 San Francisco, CA 94103	1,500 00
San Francisco Film Society - <i>Default</i>	39 Mesa Street, Suite 110 San Francisco, CA 94129	1,000 00
San Francisco Film Society	39 Mesa Street, Suite 110 San Francisco, CA 94129	4,000 00
San Francisco Film Society	39 Mesa Street, Suite 110 San Francisco, CA 94129	1,500 00
San Francisco Film Society - <i>Without a Net</i>	39 Mesa Street, Suite 110 San Francisco, CA 94129	4,500 00

FLEISHHACKER FOUNDATION

#94-6051048

Year Ended 12/31/10

Name	Address	Amount
SF Theater Festival	21 Columbus AVE, STE 233 San Francisco, CA 94111	2,500 00
Shotgun Players, Inc	434 36th Street Oakland, CA 94609	2,000 00
Moenkopi Group - <i>From Ghost Town to Havana</i>	1515 Hopkins Street Apt 3, Berkeley CA 94707	4,000 00
Yerba Buena Arts & Events	760 Howard Street San Francisco, CA 94103	1,500 00
African American Shakespeare Company	762 Fulton St , STE 305 San Francisco, CA 94102	4,000 00
Artspace	934 Brannan Street San Francisco, CA 94103	4,000 00
Cartoon Art Museum	San Francisco, CA 94105-4126	3,000 00
Center for Asian American Media - <i>Bonesetter's Daugh</i>	145 Ninth Street, Ste 350 San Francisco, CA 94103	4,000 00
Center for Independent Documentary - <i>Patagonia Rising</i>	680 South Main Street Sharon, MA 02067	3,000 00
Center for Independent Documentary - <i>Turkey Creek</i>	680 South Main Street Sharon, MA 02067	4,500 00
Dance Brigade	3316 24th Street San Francisco, CA 94110	2,000 00
Dancers' Group	1360 Mission Street #200, San Francisco, CA 94103	2,000 00
Friends of Olympia Station	P O Box 633 Santa Cruz, CA 95061	4,000 00
Friends of San Francisco Chamber Music	3701 Sacramento Street, PMB 357 San Francisco, CA 94118	1,500 00
Ives Quartet	P O Box 60464 Palo Alto, CA 94306-0464	1,500 00
Livermore Valley Opera	PO Box 1002 Livermore, CA 94551	1,900 00
Open Eye Pictures - <i>Forget Me Not</i>	2656 Bridgeway Ste 202 Sausalito, CA 94965	4,000 00
Shawl Anderson Dance Center - <i>Izzies Awards</i>	2704 Alcatraz Avenue Berkeley, CA 94705	3,000 00
The Marsh - <i>Charlie Varon</i>	1062 Valencia Street San Francisco, CA 94110	4,000 00
Ensemble Parallele	50 Oak Street San Francisco, CA 94102	3,600 00
Northern California Grantmakers - <i>Arts Loan Fund</i>	625 Market Street, 3rd Floor, San Francisco, CA 94105-3316	5,000 00
Total Small Grants in the Arts		100,000.00

Special Arts Grants

Headlands Center for the Arts	944 Fort Barry Sausalito, CA 94965	10,000 00
Intersection for the Arts	446 Valencia Street San Francisco, CA 94103-3415	15,000 00
Lehrhaud Judaica	2736 Bancroft Way Berkeley, CA 94704	5,000 00
Maybeck Foundation	3200 Washington Street San Francisco, CA 94115	5,000 00
ODC Theater	351 Shotwell St San Francisco, CA 94110	8,000 00
Theatre Bay Area	870 Market Street, ste 375, San Francisco, CA 94102	8,000 00
Z Space Studio	499 Alabama St #450 San Francisco, CA 94110	10,000 00
Berkeley Symphony	1942 University Avenue, Suite 207 Berkeley, CA 94704	10,000 00
California Cultural Data Project	2005 Market Street, Suite 1700 Philadelphia, PA 19103-7077	10,000 00
Joe Goode Performance Group	1007 General Kennedy Ave , #209 San Francisco, CA 94129	20,000 00
La Pena Cultural Center	3105 Shattuck Avenue Berkeley, CA 94705	20,000 00
Magic Theatre	Ft Mason Center Landmark Bldg D San Francisco, CA 94123	20,000 00
Smuin Ballets/SF	300 Brannan ST, STE 407 San Francisco, CA 94107	10,000 00
Total Special Arts Grants		151,000.00

Fourth Generation Fund Grants

San Francisco Conservation Corps	241 Fifth Street San Francisco, CA 94103	13,000 00
Total Fourth Generation Fund Grants		13,000.00

SIB Grants

American Conservatory Theater	30 Grant Avenue San Francisco, CA 94108-5800	5,000 00
First Graduate	PO Box 29415, The Presidio San Francisco, CA 94129	5,000 00
Katherine Delmar Burke School	7070 California Street San Francisco, CA 94121-1798	1,000 00
San Francisco Ballet	455 Franklin Street San Francisco, CA 94102	5,000 00
UCSF Foundation	220 Montgomery Street, 5th floor, San Francisco, CA 94104	2,000 00

FLEISHHACKER FOUNDATION

#94-6051048

Year Ended 12/31/10

Name	Address	Amount
SF Symphony Youth Orchestra	210 Van Ness Avenue San Francisco, CA 941012	5,000 00
United Way of the Bay Area	221 Main Street, STE 300 San Francisco, CA 94105	2,000 00
Magic Theatre	Ft Mason Center Landmark Bldg D San Francisco, CA 94123	4,000 00
American Conservatory Theater	30 Grant Avenue San Francisco, CA 94108-5800	2,000 00
Berkeley Repertory Theater	999 Harrison Street Berkeley, CA 94710	2,000 00
San Francisco Opera	301 Van Ness Avenue San Francisco, CA 94102	4,950 00
SF MOMA	151 Third Street San Francisco, CA 94103	2,000 00
SF Symphony	210 Van Ness Avenue San Francisco, CA 941012	2,000 00
San Francisco Conservatory of Music	50 Oak Street San Francisco, CA 94102-6011	2,500 00
Fine Arts Museums of San Francisco	50 Hagiwara Tea Garden Drive San Francisco CA 94118	2,000 00
Magic Theatre	Ft Mason Center Landmark Bldg D San Francisco, CA 94123	500 00
San Francisco Ballet	455 Franklin Street San Francisco, CA 94102	3,000 00
American Conservatory Theater	30 Grant Avenue San Francisco, CA 94108-5800	15,000 00
Greenbelt Alliance	631 Howard Street, Ste 510 San Francisco, CA 94104	10,000 00
<u>Total SIB Grants</u>		<u>74,950.00</u>
<u>TOTAL GRANTS PAID</u>		<u>573,450.00</u>

Section 4942(h)(2) Election
as to the Treatment of Qualifying Distributions

Name: Fleishhacker Foundation
Address: 1016 Lincoln Blvd, 12
San Francisco, CA 94129
Federal ID No: 94-6051048
Year Ending: December 31, 2010

Pursuant to IRC Section 4942(h)(2) and Regulation 53.4942(a)-3(d)(2), the above referenced foundation hereby elects to treat \$749,156 of current-year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of (check one):

☐ Undistributed income from the tax year(s) ending:

<u>Tax Year</u>	<u>Amount</u>
_____	_____
_____	_____

☒ Corpus.

Cristine Elmer
Signature

8/15/2011
Name

Executive Director, CAO /
Title Assistant Secretary