



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2010

Department of the Treasury  
Internal Revenue Service

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<br><b>THE WALLACE ALEXANDER GERBODE FOUNDATION</b>                                                                                                                                                                             |                                                                                                                                            | A Employer identification number<br><b>94-6065226</b>                                                                                                                        |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>111 PINE STREET</b>                                                                                                                                        | Room/suite<br><b>1515</b>                                                                                                                  | B Telephone number<br><b>415-391-0911</b>                                                                                                                                    |
| City or town, state, and ZIP code<br><b>SAN FRANCISCO, CA 94111</b>                                                                                                                                                                               |                                                                                                                                            | 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<br><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"/><br>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)<br>\$ <b>65,749,257.</b> (Part I, column (d) must be on cash basis)                                                                                            | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
|                                                                                                                                                                                                                                                   |                                                                                                                                            | 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<br>(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) |
|----------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                            | 1 Contributions, gifts, grants, etc., received                                                | 0.                                 |                           | 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                                          | 3,722.                             | 3,722.                    |                         | STATEMENT 1                                                 |
|                                                                                                                                                    | 4 Dividends and interest from securities                                                      | 784,707.                           | 784,707.                  |                         | STATEMENT 2                                                 |
|                                                                                                                                                    | 5a Gross rents                                                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                    | b Net rental income or (loss)                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                    | 6a Net gain or (loss) from sale of assets not on line 10                                      | 1,274,665.                         |                           |                         |                                                             |
|                                                                                                                                                    | b Gross sales price for all assets on line 6a                                                 | 19,024,518.                        |                           |                         |                                                             |
|                                                                                                                                                    | 7 Capital gain net income (from Part IV, line 2)                                              |                                    | 1,274,665.                |                         |                                                             |
|                                                                                                                                                    | 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                                                                                                                                    | 279,601.                                                                                      | 0.                                 |                           | STATEMENT 3             |                                                             |
| 12 Total. Add lines 1 through 11                                                                                                                   | 2,342,695.                                                                                    | 2,063,094.                         |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                              | 13 Compensation of officers, directors, trustees, etc                                         | 193,700.                           | 7,516.                    |                         | 186,184.                                                    |
|                                                                                                                                                    | 14 Other employee salaries and wages                                                          | 224,127.                           | 8,696.                    |                         | 215,431.                                                    |
|                                                                                                                                                    | 15 Pension plans, employee benefits                                                           | 124,897.                           | 4,846.                    |                         | 153,924.                                                    |
|                                                                                                                                                    | 16a Legal fees STMT 4                                                                         | 1,728.                             | 0.                        |                         | 1,728.                                                      |
|                                                                                                                                                    | b Accounting fees STMT 5                                                                      | 31,419.                            | 1,219.                    |                         | 30,200.                                                     |
|                                                                                                                                                    | c Other professional fees STMT 6                                                              | 302,824.                           | 287,796.                  |                         | 15,028.                                                     |
|                                                                                                                                                    | 17 Interest                                                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                    | 18 Taxes STMT 7                                                                               | 92,649.                            | 1,112.                    |                         | 27,537.                                                     |
|                                                                                                                                                    | 19 Depreciation and depletion                                                                 | 4,149.                             | 0.                        |                         |                                                             |
|                                                                                                                                                    | 20 Occupancy                                                                                  | 87,937.                            | 0.                        |                         | 87,937.                                                     |
|                                                                                                                                                    | 21 Travel, conferences, and meetings                                                          | 18,715.                            | 0.                        |                         | 18,715.                                                     |
|                                                                                                                                                    | 22 Printing and publications                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                    | 23 Other expenses STMT 8                                                                      | 68,936.                            | 263.                      |                         | 74,674.                                                     |
|                                                                                                                                                    | 24 Total operating and administrative expenses. Add lines 13 through 23                       | 1,151,081.                         | 311,448.                  |                         | 811,358.                                                    |
|                                                                                                                                                    | 25 Contributions, gifts, grants paid                                                          | 4,813,930.                         |                           |                         | 4,292,442.                                                  |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                           | 5,965,011.                                                                                    | 311,448.                           |                           | 5,103,800.              |                                                             |
| 27 Subtract line 26 from line 12:                                                                                                                  |                                                                                               |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                | <3,622,316.>                                                                                  |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                   |                                                                                               | 1,751,646.                         |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                     |                                                                                               |                                    | N/A                       |                         |                                                             |

| Part II Balance Sheets                                                         |                                                                                      | Attached schedules and amounts in the description column should be for end-of-year amounts only |                |                       |
|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------|-----------------------|
|                                                                                |                                                                                      | Beginning of year                                                                               | End of year    |                       |
|                                                                                |                                                                                      | (a) Book Value                                                                                  | (b) Book Value | (c) Fair Market Value |
| Assets                                                                         | 1 Cash - non-interest-bearing                                                        | 78.                                                                                             | 81.            | 81.                   |
|                                                                                | 2 Savings and temporary cash investments                                             | 109,165.                                                                                        | 977,437.       | 977,437.              |
|                                                                                | 3 Accounts receivable ▶                                                              |                                                                                                 |                |                       |
|                                                                                | Less: allowance for doubtful accounts ▶                                              |                                                                                                 |                |                       |
|                                                                                | 4 Pledges receivable ▶                                                               |                                                                                                 |                |                       |
|                                                                                | Less: allowance for doubtful accounts ▶                                              |                                                                                                 |                |                       |
|                                                                                | 5 Grants receivable                                                                  | 237,875.                                                                                        |                |                       |
|                                                                                | 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                                              | 49,942.                                                                                         | 52,798.        | 52,798.               |
|                                                                                | 10a Investments - U.S. and state government obligations                              |                                                                                                 |                |                       |
|                                                                                | b Investments - corporate stock                                                      |                                                                                                 |                |                       |
|                                                                                | c Investments - corporate bonds                                                      |                                                                                                 |                |                       |
| Liabilities                                                                    | 11 Investments - land, buildings, and equipment basis ▶                              |                                                                                                 |                |                       |
|                                                                                | Less accumulated depreciation ▶                                                      |                                                                                                 |                |                       |
|                                                                                | 12 Investments - mortgage loans                                                      |                                                                                                 |                |                       |
|                                                                                | 13 Investments - other                                                               | STMT 11 64,087,530.                                                                             | 64,113,169.    | 64,113,169.           |
|                                                                                | 14 Land, buildings, and equipment: basis ▶                                           | 105,531.                                                                                        |                |                       |
|                                                                                | Less accumulated depreciation ▶                                                      | 97,095.                                                                                         | 8,436.         | 8,436.                |
|                                                                                | 15 Other assets (describe ▶ STATEMENT 12)                                            | 535,652.                                                                                        | 597,336.       | 597,336.              |
|                                                                                | 16 Total assets (to be completed by all filers)                                      | 65,030,129.                                                                                     | 65,749,257.    | 65,749,257.           |
|                                                                                | 17 Accounts payable and accrued expenses                                             | 142,228.                                                                                        | 141,506.       |                       |
|                                                                                | 18 Grants payable                                                                    | 2,247,374.                                                                                      | 2,764,000.     |                       |
| 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 ▶ STATEMENT 13)                                       | 259,169.                                                                                        | 331,423.       |                       |
|                                                                                | 23 Total liabilities (add lines 17 through 22)                                       | 2,648,771.                                                                                      | 3,236,929.     |                       |
|                                                                                | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>   |                                                                                                 |                |                       |
|                                                                                | 24 Unrestricted                                                                      | 62,143,483.                                                                                     | 62,512,328.    |                       |
| 25 Temporarily restricted                                                      | 237,875.                                                                             | 0.                                                                                              |                |                       |
| 26 Permanently restricted                                                      |                                                                                      |                                                                                                 |                |                       |
| Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> |                                                                                      |                                                                                                 |                |                       |
| 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                                           | 62,381,358.                                                                          | 62,512,328.                                                                                     |                |                       |
| 31 Total liabilities and net assets/fund balances                              | 65,030,129.                                                                          | 65,749,257.                                                                                     |                |                       |

## 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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 62,381,358.  |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | <3,622,316.> |
| 3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10                                                                                           | 3 | 4,895,316.   |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 63,654,358.  |
| 5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT                                                                                          | 5 | 1,142,030.   |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 6 | 62,512,328.  |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>                                                                                               |  | <b>P</b>                                         | <b>VARIOUS</b>                       | <b>VARIOUS</b>                   |
| b                                                                                                                                  |  |                                                  |                                      |                                  |
| c                                                                                                                                  |  |                                                  |                                      |                                  |
| d                                                                                                                                  |  |                                                  |                                      |                                  |
| e                                                                                                                                  |  |                                                  |                                      |                                  |

  

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 19,024,518.         |                                            | 17,749,853.                                     | 1,274,665.                                   |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

  

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 1,274,665.                                                                                      |
| b                         |                                      |                                                 |                                                                                                 |
| c                         |                                      |                                                 |                                                                                                 |
| d                         |                                      |                                                 |                                                                                                 |
| e                         |                                      |                                                 |                                                                                                 |

  

|                                                                                                                                                                                 |                                                                                   |   |            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|---|------------|
| 2 Capital gain net income or (net capital loss)                                                                                                                                 | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | 2 | 1,274,665. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>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)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2009                                                                 | 5,100,500.                               | 54,062,397.                                  | .094345                                                     |
| 2008                                                                 | 3,912,218.                               | 56,416,560.                                  | .069345                                                     |
| 2007                                                                 | 4,086,034.                               | 83,875,622.                                  | .048715                                                     |
| 2006                                                                 | 3,339,973.                               | 76,564,098.                                  | .043623                                                     |
| 2005                                                                 | 3,418,084.                               | 71,160,382.                                  | .048034                                                     |

|                                                                                                                                                                                                                         |   |             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 Total of line 1, column (d)                                                                                                                                                                                           | 2 | .304062     |
| 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 | .060812     |
| 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5                                                                                                                                          | 4 | 60,255,887. |
| 5 Multiply line 4 by line 3                                                                                                                                                                                             | 5 | 3,664,281.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                            | 6 | 17,516.     |
| 7 Add lines 5 and 6                                                                                                                                                                                                     | 7 | 3,681,797.  |
| 8 Enter qualifying distributions from Part XII, line 4<br>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.<br>See the Part VI instructions. | 8 | 5,103,800.  |

**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.<br>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                         | 17,516. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                             |    | 2                         | 0.      |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                            |    | 3                         | 17,516. |
| 3 Add lines 1 and 2                                                                                                                                                                                                                    |    | 4                         | 0.      |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                          |    | 5                         | 17,516. |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                              |    |                           |         |
| 6 Credits/Payments:                                                                                                                                                                                                                    |    |                           |         |
| a 2010 estimated tax payments and 2009 overpayment credited to 2010                                                                                                                                                                    | 6a | 20,394.                   |         |
| 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                                                                                                                                                                                  |    | 0.R. OVERPAYMENT (56,713) | 7       |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input 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      |
| 11 Enter the amount of line 10 to be: Credited to 2011 estimated tax                                                                                                                                                                   |    | 0. Refunded               | 11      |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                            | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                    |     | X  |
| 1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>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:<br>(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?<br>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?                                                                                                                                                                                                                                                                         | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>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:<br>• By language in the governing instrument, or<br>• 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?<br>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) <u>CA</u>                                                                                                                                                                                                                            |     |    |
| 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  |

Form 990-PF (2010)

**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?<br>Website address <b>▶ HTTP://FDNCENTER.ORG/GRANTMAKER/GERBODE</b>                                                                                                                                                             | 13 | X   |         |
| 14 | The books are in care of <b>▶ CORPORATE OFFICES</b> Telephone no. <b>▶ (415) 391-0911</b><br>Located at <b>▶ 111 PINE STREET, STE 1515, SAN FRANCISCO, CA</b> ZIP+4 <b>▶ 94111</b>                                                                                                                                                                  |    |     |         |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>and enter the amount of tax-exempt interest received or accrued during the year <b>▶ 15</b> 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?<br>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 <b>▶</b> | 16 | Yes | No<br>X |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Yes                                                                 | No |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|----|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                            | <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)?<br>Organizations relying on a current notice regarding disaster assistance check here <b>▶</b> <input type="checkbox"/>                                                                                                                                     | 1b                                                                  | 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?                                                                                                                                                                                                                                                                                                         | 1c                                                                  | X  |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):                                                                                                                                                                                                                                                                                                                  |                                                                     |    |
| a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?<br>If "Yes," list the years <b>▶</b> _____, _____, _____                                                                                                                                                                                                                                                                                      | <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                                                                 | 2b |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br><b>▶</b> _____, _____, _____                                                                                                                                                                                                                                                                                                                                                |                                                                     |    |
| 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                                                                 | 3b |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                |                                                                     | 4a |
| 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?                                                                                                                                                                                                                                                               |                                                                     | 4b |

Form 990-PF (2010)

**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)?

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?**SEE STATEMENT 15**☒ 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?

If "Yes" to 6b, file Form 8870.

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**N/A****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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 14     |                                                           | 291,957.                                  | 89,951.                                                               | 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 |
|--------------------------------------------------------------------------|--------------------------|------------------|
| ATALANTA SOSNOFF<br>101 PARK AVENUE, NEW YORK, NY 10178                  | INVESTMENT<br>MANAGEMENT | 153,327.         |
| CAPITAL GUARDIAN<br>333 SOUTH HOPE STREET, LOS ANGELES, CA 90071         | INVESTMENT<br>MANAGEMENT | 102,190.         |
|                                                                          |                          |                  |
|                                                                          |                          |                  |
|                                                                          |                          |                  |
|                                                                          |                          |                  |
| 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 POPULATION AND REPRODUCTIVE RIGHTS: FUNDS SPENT TO PROVIDE TECHNICAL ASSISTANCE TO POPULATION AND REPRODUCTIVE RIGHTS ORGANIZATIONS, AS WELL AS TO PROMOTE GRANTMAKING                                                                               | 1,412.   |
| 2 HAWAIIAN ISSUES: FUNDS SPENT TO PROVIDE TECHNICAL ASSISTANCE TO HAWAIIAN NONPROFITS AND THE HAWAII COMMUNITY FOUNDATION, AS WELL AS TO PROMOTE AND ASSIST GRANTMAKING IN HAWAII                                                                      | 2,981.   |
| 3 DIRECT SERVICE NONPROFIT SECTOR: FUNDS SPENT ON ACTIVITIES TO STRENGTHEN THE PHILANTHROPIC PROCESS AND THE NONPROFIT SECTOR                                                                                                                          | 10,112.  |
| 4 SPECIAL AWARDS                                                                                                                                                                                                                                       | 17,297.  |

**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 | 60,466,752. |
| b | Average of monthly cash balances                                                                            | 1b | 706,737.    |
| c | Fair market value of all other assets                                                                       | 1c |             |
| d | Total (add lines 1a, b, and c)                                                                              | 1d | 61,173,489. |
| 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  | 61,173,489. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 917,602.    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 60,255,887. |
| 6 | Minimum investment return. Enter 5% of line 5                                                               | 6  | 3,012,794.  |

**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  | 3,012,794. |
| 2a | Tax on investment income for 2010 from Part VI, line 5                                             | 2a | 17,516.    |
| b  | Income tax for 2010. (This does not include the tax from Part VI.)                                 | 2b | 5,829.     |
| c  | Add lines 2a and 2b                                                                                | 2c | 23,345.    |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 2,989,449. |
| 4  | Recoveries of amounts treated as qualifying distributions                                          | 4  | 85,138.    |
| 5  | Add lines 3 and 4                                                                                  | 5  | 3,074,587. |
| 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  | 3,074,587. |

**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 | 5,103,800. |
| 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  | 5,103,800. |
| 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  | 17,516.    |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    | 6  | 5,086,284. |

**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.

Form 990-PF (2010)

**Part XIII** Undistributed Income (see instructions)

|                                                                                                                                                                            | (a)<br>Corpus | (b)<br>Years prior to 2009 | (c)<br>2009 | (d)<br>2010 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2010 from Part XI, line 7                                                                                                                       |               |                            |             | 3,074,587.  |
| 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                                                                                                                                                                | 104,946.      |                            |             |             |
| d From 2008                                                                                                                                                                | 1,118,783.    |                            |             |             |
| e From 2009                                                                                                                                                                | 2,418,707.    |                            |             |             |
| f Total of lines 3a through e                                                                                                                                              | 3,642,436.    |                            |             |             |
| 4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ 5,103,800.                                                                                                 |               |                            |             |             |
| 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)                                                                                            | 0.            |                            |             |             |
| d Applied to 2010 distributable amount                                                                                                                                     |               |                            |             | 3,074,587.  |
| e Remaining amount distributed out of corpus                                                                                                                               | 2,029,213.    |                            |             |             |
| 5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 0.            |                            |             | 0.          |
| 6 Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                          | 5,671,649.    |                            |             |             |
| 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                                                                                              | 5,671,649.    |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| a Excess from 2006                                                                                                                                                         |               |                            |             |             |
| b Excess from 2007                                                                                                                                                         | 104,946.      |                            |             |             |
| c Excess from 2008                                                                                                                                                         | 1,118,783.    |                            |             |             |
| d Excess from 2009                                                                                                                                                         | 2,418,707.    |                            |             |             |
| e Excess from 2010                                                                                                                                                         | 2,029,213.    |                            |             |             |



**Part XV** **Supplementary Information** (continued)

| <b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b> |                                                                                                                    |                                      |                                     |                      |
|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|----------------------|
| Recipient                                                                             | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount               |
| Name and address (home or business)                                                   |                                                                                                                    |                                      |                                     |                      |
| <b>a Paid during the year</b><br><b>SEE STATEMENT A</b>                               |                                                                                                                    |                                      |                                     | <b>4292442.</b>      |
| <b>Total</b>                                                                          |                                                                                                                    |                                      |                                     | <b>▶ 3a 4292442.</b> |
| <b>b Approved for future payment</b><br><b>SEE STATEMENT A</b>                        |                                                                                                                    |                                      |                                     | <b>2764000.</b>      |
| <b>Total</b>                                                                          |                                                                                                                    |                                      |                                     | <b>▶ 3b 2764000.</b> |



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

- |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                  |                   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| <p><b>1</b> 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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p><b>d</b> 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.</p> | <p><b>1a(1)</b></p> <p><b>1a(2)</b></p> <p><b>1b(1)</b></p> <p><b>1b(2)</b></p> <p><b>1b(3)</b></p> <p><b>1b(4)</b></p> <p><b>1b(5)</b></p> <p><b>1b(6)</b></p> <p><b>1c</b></p> | <p><b>Yes</b></p> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|

|       | Yes | No |
|-------|-----|----|
| 1a(1) |     | X  |
| 1a(2) |     | X  |
| 1b(1) |     | X  |
| 1b(2) |     | X  |
| 1b(3) |     | X  |
| 1b(4) |     | X  |
| 1b(5) |     | X  |
| 1b(6) |     | X  |
| 1c    |     | X  |

[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                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

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.

**Sign  
Here**

Signature of officer or trustee

Date \_\_\_\_\_

PRESIDENT

Title

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

**Paid  
Preparer  
Use Only**

TAMARA L. BONGI

Firm's name ► HOOD & STRONG LLP

Firm's address ► 100 FIRST STREET, 14TH FLOOR  
SAN FRANCISCO, CA 94105

Firm's EIN ▶

Phone no. 415.781.0793

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

| SOURCE                                         | AMOUNT |
|------------------------------------------------|--------|
| SAVINGS ACCOUNT                                | 3,722. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 3,722. |

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| SECURITIES                       | 784,707.     | 0.                         | 784,707.             |
| TOTAL TO FM 990-PF, PART I, LN 4 | 784,707.     | 0.                         | 784,707.             |

## FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| INCOME FROM PASS-THROUGH INVESTMENTS  | 279,601.                    | 0.                                |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 279,601.                    | 0.                                |                               |

## FORM 990-PF LEGAL FEES STATEMENT 4

| DESCRIPTION                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| OTHER LEGAL ADVICE         | 1,728.                       | 0.                                |                               | 1,728.                        |
| TO FM 990-PF, PG 1, LN 16A | 1,728.                       | 0.                                |                               | 1,728.                        |

---



---

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | ACCOUNTING FEES | STATEMENT | 5 |
|-------------|-----------------|-----------|---|

---

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| AUDIT AND TAX SERVICES       | 31,419.                      | 1,219.                            |                               | 30,200.                       |
| TO FORM 990-PF, PG 1, LN 16B | 31,419.                      | 1,219.                            |                               | 30,200.                       |

---



---



---



---

|             |                         |           |   |
|-------------|-------------------------|-----------|---|
| FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT | 6 |
|-------------|-------------------------|-----------|---|

---

| DESCRIPTION                        | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT FEES                    | 287,796.                     | 287,796.                          |                               | 0.                            |
| MISCELLANEOUS PROFESSIONAL<br>FEES | 6,996.                       | 0.                                |                               | 6,996.                        |
| PROGRAM CONSULTANTS                | 8,032.                       | 0.                                |                               | 8,032.                        |
| TO FORM 990-PF, PG 1, LN 16C       | 302,824.                     | 287,796.                          |                               | 15,028.                       |

---



---



---



---

|             |       |           |   |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 7 |
|-------------|-------|-----------|---|

---

| DESCRIPTION                                | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|--------------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FEDERAL EXCISE TAX ON<br>INVESTMENT INCOME | 64,000.                      | 0.                                |                               | 0.                            |
| PAYROLL TAXES                              | 28,649.                      | 1,112.                            |                               | 27,537.                       |
| TO FORM 990-PF, PG 1, LN 18                | 92,649.                      | 1,112.                            |                               | 27,537.                       |

---



---

| FORM 990-PF                  | OTHER EXPENSES               |                                   |                               | STATEMENT                     | 8 |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |   |
| DUES & PUBLICATIONS          | 1,833.                       | 0.                                |                               | 1,833.                        |   |
| SUPPLIES                     | 2,829.                       | 0.                                |                               | 2,829.                        |   |
| TELEPHONE                    | 7,443.                       | 0.                                |                               | 7,443.                        |   |
| POSTAGE & DELIVERY           | 651.                         | 0.                                |                               | 651.                          |   |
| EQUIPMENT MAINTENANCE        | 2,047.                       | 0.                                |                               | 2,047.                        |   |
| INSURANCE                    | 7,867.                       | 0.                                |                               | 7,867.                        |   |
| MISCELLANEOUS EXPENSES       | 7,680.                       | 0.                                |                               | 7,680.                        |   |
| ACCRUED VACATION             | 6,785.                       | 263.                              |                               | 0.                            |   |
| DIRECT CHARITABLE ACTIVITIES | 31,801.                      | 0.                                |                               | 31,801.                       |   |
| OTHER EXPENSE                | 0.                           | 0.                                |                               | 12,523.                       |   |
| TO FORM 990-PF, PG 1, LN 23  | 68,936.                      | 263.                              |                               | 74,674.                       |   |

| FOOTNOTES | STATEMENT | 9 |
|-----------|-----------|---|
|-----------|-----------|---|

## INVESTMENT HOLDING SUMMARY AS OF 12/31/2010

|                                |             |
|--------------------------------|-------------|
| PRI - WOMEN'S CAPITAL CORP     | 4,165.      |
| DODGE & COX - STOCK (DEFERRED) | 66,751.     |
| DODGE & COX - ALLOWANCE        | 59,018.     |
| DODGE & COX INTL (DEFERRED)    | 179,776.    |
| UNREALIZED D&C INTERNATIONAL   | <11,123.>   |
| ATALANTA COST SCHWAB           | 13,337,728. |
| ATALANTA ALLOWANCE SCHWAB      | 3,285,548.  |
| A&B COST SCHWAB                | 157,028.    |
| A&B ALLOWANCE SCHWAB           | 1,462,378.  |
| BLAIR COST SCHWAB              | 20,968,000. |
| BLAIR ALLOWANCE SCHWAB         | <433,585.>  |
| SCHWAB CASH                    | 64,493.     |
| INVESTMENTS - CAPITAL GUARDIAN | 19,809,084. |
| ALLOWANCE - CAPITAL GUARDIAN   | <914,999.>  |
| VANGUARD BOND FUND             | 5,718,668.  |
| UNREALIZED GAIN VANGUARD       | 271,218.    |
| INVESTMENTS - DANCO            | 89,021.     |

---



---

FORM 990-PF      OTHER INCREASES IN NET ASSETS OR FUND BALANCES      STATEMENT    10

---

| DESCRIPTION                            | AMOUNT     |
|----------------------------------------|------------|
| UNREALIZED GAIN                        | 4,895,010. |
| BOOK/TAX DIFFERENCE FROM PARTNERSHIPS  | 306.       |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 4,895,316. |

---



---



---



---

FORM 990-PF      OTHER INVESTMENTS      STATEMENT    11

---

| DESCRIPTION                            | VALUATION METHOD | BOOK VALUE  | FAIR MARKET VALUE |
|----------------------------------------|------------------|-------------|-------------------|
| CASH MANAGEMENT FUNDS                  | FMV              | 469,371.    | 469,371.          |
| EQUITY SECURITIES                      | FMV              | 17,837,805. | 17,837,805.       |
| MUTUAL FUNDS                           | FMV              | 45,712,807. | 45,712,807.       |
| PARTNERSHIP INTEREST                   | COST             | 93,186.     | 93,186.           |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                  | 64,113,169. | 64,113,169.       |

---



---



---



---

FORM 990-PF      OTHER ASSETS      STATEMENT    12

---

| DESCRIPTION                      | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------|----------------------------|------------------------|-------------------|
| PROGRAM RELATED INVESTMENTS      | 514,643.                   | 576,628.               | 576,628.          |
| ACCRUED INTEREST AND DIVIDENDS   | 21,009.                    | 20,708.                | 20,708.           |
| TO FORM 990-PF, PART II, LINE 15 | 535,652.                   | 597,336.               | 597,336.          |

---



---



---



---

FORM 990-PF      OTHER LIABILITIES      STATEMENT    13

---

| DESCRIPTION                            | BOY AMOUNT | EOY AMOUNT |
|----------------------------------------|------------|------------|
| DEFERRED COMPENSATION                  | 259,169.   | 294,423.   |
| DEFERRED EXCISE TAX                    | 0.         | 37,000.    |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 259,169.   | 331,423.   |

---



---

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

| NAME AND ADDRESS                                                   | TITLE AND<br>AVRG HRS/WK | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN<br>CONTRIB | EXPENSE<br>ACCOUNT |
|--------------------------------------------------------------------|--------------------------|-------------------|---------------------------------|--------------------|
| THOMAS LAYTON<br>111 PINE STREET<br>SAN FRANCISCO, CA 94111        | PRESIDENT<br>40.00       | 193,700.          | 58,213.                         | 0.                 |
| MARYANN G. STOCKHOLM<br>111 PINE STREET<br>SAN FRANCISCO, CA 94111 | OFFICER<br>5.00          | 0.                | 0.                              | 0.                 |
| FRANK A. GERBODE, MD<br>111 PINE STREET<br>SAN FRANCISCO, CA 94111 | OFFICER<br>5.00          | 0.                | 0.                              | 0.                 |
| CHARLES M. STOCKHOLM<br>111 PINE STREET<br>SAN FRANCISCO, CA 94111 | OFFICER<br>5.00          | 0.                | 0.                              | 0.                 |
| STACIE MA'A<br>111 PINE STREET<br>SAN FRANCISCO, CA 94111          | VICE PRESIDENT<br>40.00  | 98,257.           | 31,738.                         | 0.                 |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII                       |                          | 291,957.          | 89,951.                         | 0.                 |

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT  
PART VII-B, LINE 5C

STATEMENT 15

GRANTEE'S NAME

ZELLERBACH FAMILY FOUNDATION

GRANTEE'S ADDRESS575 MARKET STREET, #2950  
SAN FRANCISCO, CA 94105

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> | <u>VERIFICATION DATE</u> |
|---------------------|----------------------|------------------------|--------------------------|
| 100,000.            | 07/01/10             | 100,000.               | 12/31/10                 |

PURPOSE OF GRANT

SUPPORT TAX-EXEMPT PUBLIC CHARITY ARTS GROUPS IN THE BAY AREA.

DATES OF REPORTS BY GRANTEE

12/01/2010

ANY DIVERSION BY GRANTEE

NONE

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 16

---

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

---

THOMAS C. LAYTON  
111 PINE STREET, SUITE 1515  
SAN FRANCISCO, CA 84111

TELEPHONE NUMBER

NAME OF GRANT PROGRAM

415-391-0911

FOUNDATION GRANTS AND SPECIAL AWARDS

---

FORM AND CONTENT OF APPLICATIONS

---

THE FOUNDATION IS INTERESTED IN PROGRAMS AND PROJECTS OFFERING POTENTIAL FOR SIGNIFICANT IMPACT. THE PRIMARY FOCUS IS ON THE SAN FRANCISCO BAY AREA AND HAWAII. THE FOUNDATION'S INTERESTS GENERALLY FALL UNDER THE FOLLOWING CATEGORIES:

ARTS AND CULTURE, ENVIRONMENT, REPRODUCTIVE RIGHTS, CITIZEN PARTICIPATION/BUILDING COMMUNITIES/INCLUSIVENESS, STRENGTH OF THE PHILANTHROPIC PROCESS AND THE NONPROFIT SECTOR, FOUNDATION-INITIATED SPECIAL PROJECTS.

PREFERRED FORM OF CONTACT: LETTER OF INQUIRY WITH SHORT DESCRIPTION OF THE PROJECT. INITIAL CONTACT SHOULD NOT INCLUDE MATERIALS (VIDEOTAPES, ETC.) REQUIRING RETURN. IN THE EVENT THAT MATERIALS MUST BE RETURNED, AN EXPLICIT REQUEST FOR THEIR RETURN AND A SELF-ADDRESSED, STAMPED ENVELOPE MUST BE PROVIDED. THE FOUNDATION DOES NOT ACCEPT APPLICATIONS OR UNSOLICITED MATERIALS VIA FAX MACHINE.

---

ANY SUBMISSION DEADLINES

---

APPLICATIONS ARE ACCEPTED ON AN ONGOING BASIS. SPECIAL AWARDS CYCLES ARE USUALLY ANNOUNCED IN MAY.

---

RESTRICTIONS AND LIMITATIONS ON AWARDS

---

TO QUALIFY FOR SUPPORT, AN ORGANIZATION MUST BE A TAX-EXEMPT PUBLIC CHARITY, AS DETERMINED BY INTERNAL REVENUE CODE SECTION 501(C)(3). THE FOUNDATION GENERALLY DOES NOT SUPPORT DIRECT SERVICES, DEFICIT BUDGETS, GENERAL OPERATING FUNDS, BUILDING OR EQUIPMENT FUNDS, GENERAL FUNDRAISING CAMPAIGNS, RELIGIOUS PURPOSES, PRIVATE SCHOOLS, PUBLICATIONS, SCHOLARSHIPS, OR GRANTS TO INDIVIDUALS.

2010

| Organization Name                                                                                                                                                 | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| <b>826 National, Inc.</b><br>826 Valencia Street<br>San Francisco, CA 94110<br>Development of Scholarship Match Program                                           |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>Agape Foundation</b><br>1095 Market Street, Suite 304<br>San Francisco, CA 94103<br>Ignite Project                                                             | 10,000             |         |         | 10,000 |           |            |                    |
| <b>Aging In Place-San Francisco</b><br>3575 Geary Boulevard<br>San Francisco, CA 94118<br>San Francisco Village                                                   | 25,000             |         |         | 25,000 |           |            |                    |
| <b>Alliance for Justice</b><br>11 Dupont Circle, NW, 2nd Floor<br>Washington, DC 20036<br>Program Support                                                         | 15,000             |         |         |        |           |            | 15,000             |
| <b>Alonzo Kings LINES Ballet San Francisco Dance Center</b><br>26 Seventh Street<br>94103, CA<br>New Work with Alonzo King in Collaboration with Christopher Haas | 25,000             |         |         | 25,000 |           |            |                    |
| <b>American Civil Liberties Union Foundation of Northern California</b><br>39 Drumm Street<br>San Francisco, CA 94111<br>Reproductive Rights Project              | 25,000             |         |         |        |           |            | 25,000             |
| <b>Asia Foundation</b><br>1779 Massachusetts Avenue NW # 815<br>Washington, DC 20036<br>Women's Programs                                                          | 25,000             |         |         |        |           |            | 25,000             |
| <b>Asian American Justice Center</b><br>1140 Connecticut Avenue NW, Suite 1200<br>Washington, DC 20036<br>Program Support                                         | 20,000             |         |         | 20,000 |           |            |                    |

STATEMENT A

2010

| Organization Name                                                                                                                                | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|--------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| Asian American-Pacific Islanders in Philanthropy<br>211 Sutter Street, Suite 600<br>San Francisco, CA 94108<br>Civic Engagement Fund             |                    | 25,000  |         | 25,000 |           |            |                    |
| Asian American-Pacific Islanders in Philanthropy<br>211 Sutter Street, Suite 600<br>San Francisco, CA 94108<br>Program Support in 2010           |                    | 15,000  |         | 15,000 |           |            |                    |
| Asian Communities for Reproductive Justice<br>1440 Broadway, Suite 301<br>Oakland, CA 94612<br>Program Support                                   |                    | 50,000  |         | 25,000 |           |            | 25,000             |
| Asian Immigrant Women Advocates, Inc.<br>310 -18th Street, #301<br>Oakland, CA 94607<br>2010 U.S. Census Participation                           | 10,000             |         |         |        | 10,000    |            |                    |
| Asian Law Caucus Inc.<br>55 Columbus Avenue<br>San Francisco, CA 94111<br>Fred T. Korematsu Institute for Civil Rights and Education             | 25,000             |         |         | 25,000 |           |            |                    |
| Asian Law Caucus<br>55 Columbus Avenue<br>San Francisco, CA 94111<br>Program Support                                                             |                    | 50,000  |         | 25,000 |           |            | 25,000             |
| Asian Pacific Environmental Network<br>310 Eighth Street #309<br>Oakland, CA 94607<br>Program Support                                            |                    | 20,000  |         | 20,000 |           |            |                    |
| Aspen Institute, Inc., The<br>One Dupont Circle, NW, Suite 700<br>Washington, DC 20036-1133<br>Agent Orange/Dioxin Advocacy and Exchange Program |                    | 25,000  |         | 25,000 |           |            |                    |

STATEMENT A

2010

| Organization Name                                                                                                                                                     | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| <b>AXIS Dance Company</b><br>1428 Alice Street, Suite 201<br>Oakland, CA 94612<br>New Work by Shinichi Iova-Koga in Collaboration with Joan<br>Jeanrenaud             | 25,000             |         |         | 25,000 |           |            |                    |
| <b>Brava for Women in the Arts</b><br>2781 24th Street<br>San Francisco, CA 94110<br>New Work with Cherrie L. Moraga and Celia Herrera<br>Rodriguez                   | 75,000             |         |         | 50,000 |           |            | 25,000             |
| <b>Breast Cancer Action</b><br>55 New Montgomery Street, Suite 323<br>San Francisco, CA 94105<br>Program Support                                                      | 20,000             |         |         | 10,000 |           |            | 10,000             |
| <b>Cabrillo Festival of Contemporary Music</b><br>147 South River Street, Suite 232<br>Santa Cruz, CA 95060<br>New work with Laura Karpman and The Kitchen Sisters    |                    | 75,000  |         |        |           |            | 75,000             |
| <b>California Advocates for Nursing Home Reform</b><br>650 Harrison Street, 2nd Floor<br>San Francisco, CA 94107<br>Nursing Home Residents Self-Determination Project |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>California College of the Arts</b><br>1111 Eighth Street<br>San Francisco, CA 94107-2247<br>Faculty Professional Development Program                               |                    | 30,000  |         | 15,000 |           |            | 15,000             |
| <b>California Reinvestment Coalition</b><br>474 Valencia Street #230<br>San Francisco, CA 94103<br>Financial Crisis and Community Recovery Project                    | 25,000             |         |         | 25,000 |           |            |                    |
| <b>California Voter Foundation</b><br>P.O. Box 189277<br>Sacramento, CA 95818<br>Program Support                                                                      | 25,000             |         |         | 25,000 |           |            |                    |

STATEMENT A

2010

| Organization Name                                                                                                                                           | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| Catholics for Choice<br>1436 U Street NW #301<br>Washington, DC 20009-3997<br>Program Support                                                               | 100,000            |         |         |        |           |            | 100,000            |
| Center for Asian American Media<br>145 Ninth Street, Suite 350<br>San Francisco, CA 94103                                                                   | 5,000              |         |         | 5,000  |           |            |                    |
| San Francisco International Asian American Film Festival<br>Center for Investigative Reporting, Inc.<br>2130 Center Street, Suite 103<br>Berkeley, CA 94704 |                    | 25,000  |         | 25,000 |           |            |                    |
| Organizational Development<br>Center for Lobbying in the Public Interest<br>1612 K Street, NW, Suite 505<br>Washington, DC 20006                            |                    | 10,000  |         | 10,000 |           |            |                    |
| Program Support for 2010<br>Center for Reproductive Rights, Inc., The<br>120 Wall Street<br>New York, NY 10005                                              |                    | 25,000  |         | 25,000 |           |            |                    |
| International Legal Program<br>Circus Center<br>(aka San Francisco Circus Center)<br>755 Frederick Street<br>San Francisco, CA 94117                        | 75,000             |         |         | 50,000 |           |            | 25,000             |
| New Work with Itamar Moses and Sam Payne & Sandra Feusi<br>City Arts and Lectures, Inc.<br>1955 Sutter Street<br>San Francisco, CA 94115                    |                    | 15,000  |         | 15,000 |           |            |                    |
| Local and National Radio Broadcasts in 2010<br>Common Cause Education Fund<br>1133 - 19th Street, NW, 9th Floor<br>Washington, DC 20036<br>Program Support  | 25,000             |         |         | 25,000 |           |            |                    |

STATEMENT A

2010

| Organization Name                                                                                                                              | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| <b>Commonweal</b><br>205 Camino Alto, #265<br>Mill Valley, CA 94941                                                                            | 50,000             |         |         | 25,000 |           |            | 25,000             |
| <b>Commonwealth Club of California</b><br>Juvenile Justice Policy Reform Initiative<br>595 Market Street, 2nd Floor<br>San Francisco, CA 94105 |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>Communications Consortium Media Center</b><br>Climate One Project<br>401 Ninth Street, N.W., Suite 450<br>Washington, DC 20004              |                    | 50,000  |         | 25,000 |           |            | 25,000             |
| <b>Community Living Campaign</b><br>Agent Orange<br>P.O. Box 460400<br>San Francisco, CA 94146                                                 | 25,000             |         |         | 25,000 |           |            |                    |
| <b>Community Music Center</b><br>Program Support<br>544 Capp Street<br>San Francisco, CA 94110                                                 | 10,000             |         |         | 10,000 |           |            |                    |
| <b>Community Music Center</b><br>Faculty Grants Program<br>544 Capp Street<br>San Francisco, CA 94110                                          |                    | 18,600  |         | 18,600 |           |            |                    |
| <b>CompassPoint Nonprofit Services</b><br>Executive Search Process<br>731 Market Street, Suite 200<br>San Francisco, CA 94103-2005             |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>CompassPoint Nonprofit Services</b><br>Talking About Taxes Initiative<br>731 Market Street, Suite 200<br>San Francisco, CA 94103-2005       |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>Blue Avocado Membership Development.</b>                                                                                                    |                    |         |         |        |           |            |                    |

2010

| Organization Name                                                                                                                                                                 | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| Compassion and Choices<br>P.O. Box 101810<br>Denver, CO 80250<br>Program Support                                                                                                  |                    | 210,000 |         | 35,000 |           |            | 175,000            |
| Contra Costa Interfaith Supporting Community Organization<br>724 Ferry Street<br>Martinez, CA 94553<br>Organizational Development                                                 |                    | 25,000  |         | 25,000 |           |            |                    |
| Corporation of the Fine Arts Museums<br>de Young, 50 Hagiwara Tea Garden Drive<br>San Francisco, CA 94118<br>New work with Sarah Wilson and Aerial Dance Company<br>Catch Me Bird |                    | 75,000  |         |        |           |            | 75,000             |
| Council on Foundations<br>2121 Crystal Drive, Suite 700<br>Arlington, VA 22202<br>Program Support                                                                                 | 8,624              |         |         | 8,624  |           |            |                    |
| David Brower Center<br>2150 Allston Way<br>Berkeley, CA 94704<br>Strategic Planning                                                                                               | 25,000             |         |         | 25,000 |           |            |                    |
| Earth Island Institute<br>2150 Allston Way, Suite 460<br>Berkeley, CA 94704<br>Kaho'olawe story of "Losing Sacred Ground" film series                                             |                    | 25,000  |         | 25,000 |           |            |                    |
| Environment Hawaii<br>72 Kapi'olani Street<br>Hilo, HI 96720<br>Program Support in 2010                                                                                           |                    | 10,000  |         | 10,000 |           |            |                    |
| Environmental Grantmakers Association<br>55 Exchange Place, Suite 405<br>New York, NY 10005<br>Program Support 2010                                                               |                    | 1,105   |         | 1,105  |           |            |                    |

STATEMENT A

2010

| Organization Name                                                                                                                           | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|---------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| <b>Equal Justice Society</b><br>260 California Street, Suite 700<br>San Francisco, CA 94111-4379<br>Program Support                         | 25,000             |         |         | 25,000 |           |            |                    |
| <b>Exhale-An After-Abortion Counseling Talkline</b><br>484 Lake Park Avenue #63<br>Oakland, CA 94610<br>Program Support                     |                    | 15,000  |         | 15,000 |           |            |                    |
| <b>Feminist Majority Foundation</b><br>433 South Beverly Drive<br>Beverly Hills, CA 90212<br>CHOICES Campus Leadership Program              |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>Foundation Center</b><br>312 Sutter Street #606<br>San Francisco, CA 94108<br>San Francisco Library-Learning Center in 2010              |                    | 5,000   |         | 5,000  |           |            |                    |
| <b>Funders Network on Population, Reproductive Health and Rights</b><br>P.O. Box 750<br>Rockville, MD 20848-0750<br>Program Support in 2010 |                    | 1,725   |         | 1,725  |           |            |                    |
| <b>Give2Asia</b><br>P.O. Box 19223<br>San Francisco, CA 94119<br>Beijing Cultural Heritage Protection Fund                                  |                    | 5,000   |         | 5,000  |           |            |                    |
| <b>Global Footprint Network, Inc.</b><br>312 Clay Street, Suite 300<br>Oakland, CA 94607-3510<br>San Francisco Ecological Footprint         |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>Global Fund for Women, Inc.</b><br>222 Sutter Street, Suite 500<br>San Francisco, CA 94108<br>Program Support                            | 25,000             |         |         | 25,000 |           |            |                    |

STATEMENT A

2010

| Organization Name                                                                                                                                | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|--------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| <b>Global Justice Center</b><br>275 Seventh Avenue, Suite 1502<br>New York, NY 10001<br>Program Support                                          |                    | 50,000  |         | 25,000 |           |            | 25,000             |
| <b>Grantmakers in the Arts</b><br>604 West Galer Street<br>Seattle, WA 98119-3253<br>Program Support 2010                                        |                    | 1,500   |         | 1,500  |           |            |                    |
| <b>GreatNonprofits</b><br>P.O. Box 1133<br>Palo Alto, CA 94302-1133<br>Program Support                                                           | 25,000             |         |         | 25,000 |           |            |                    |
| <b>People for Open Space Inc. / Greenbelt Alliance</b><br>631 Howard Street, Suite 510<br>San Francisco, CA 94105<br>Grow Smart Bay Area Project | 100,000            |         |         | 25,000 |           |            | 75,000             |
| <b>Groundspark</b><br>2180 Bryant Street, Suite 203<br>San Francisco, CA 94110<br>Program Support                                                |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>Hastings College of Law</b><br>200 McAllister Street<br>San Francisco, CA 94102-4978<br>Center for WorkLife Law                               |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>Hawaii Community Foundation</b><br>827 Fort Street Mall<br>Honolulu, HI 96813<br>Ho'okele Professional Development Awards                     |                    | 69,000  |         |        |           |            | 69,000             |
| <b>Hawaii Community Foundation</b><br>827 Fort Street Mall<br>Honolulu, HI 96813<br>Hiki No Program                                              |                    | 225,000 |         | 37,500 |           |            | 187,500            |

STATEMENT A

2010

| Organization Name                                                                                                                  | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| Hawaii Community Foundation<br>827 Fort Street Mall<br>Honolulu, HI 96813                                                          | 15,000             |         |         | 15,000 |           |            |                    |
| Hawaii Environmental Funders Group<br>Hawaii Community Foundation<br>827 Fort Street Mall<br>Honolulu, HI 96813                    | 29,750             |         |         | 29,750 |           |            |                    |
| Ho'okele Professional Development Awards<br>Hawaii Friends of Civic and Law Related Education<br>P.O. Box 489<br>Waialua, HI 96791 | 25,000             |         |         | 25,000 |           |            |                    |
| Restorative Justice Project<br>Hawaii Nature Center<br>2131 Makiki Heights Drive<br>Honolulu, HI 96822                             |                    | 25,000  |         | 25,000 |           |            |                    |
| Organizational Development<br>Hawaii Public Television Foundation<br>dba PBS Hawaii<br>2350 Dole Street<br>Honolulu, HI 96822      |                    | 225,000 |         |        | 225,000   |            |                    |
| Hiki No Programming<br>Heyday Institute<br>P.O. Box 9145<br>Berkeley, CA 94709                                                     |                    | 15,000  |         | 15,000 |           |            |                    |
| Program Support<br>Hispanics in Philanthropy<br>55 Second Street, Suite 1500<br>San Francisco, CA 94105                            |                    | 5,000   |         | 5,000  |           |            |                    |
| Program Support in 2010<br>Honolulu Academy of Arts<br>900 S. Beretania Street<br>Honolulu, HI 96814-1495                          |                    | 25,000  |         | 25,000 |           |            |                    |
| Merger Process with The Contemporary Museum Honolulu                                                                               |                    |         |         |        |           |            |                    |

2010

| Organization Name                                                                                                                         | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| Honolulu Academy of Arts<br>900 S. Beretania Street<br>Honolulu, HI 96814-1495<br>Director of Communications Staff Position               | 25,000             |         |         | 25,000 |           |            |                    |
| Ibis Reproductive Health Inc.<br>1330 Broadway, Suite 1100<br>Oakland, CA 94612<br>Reproductive Healthcare for Women in the US Military   |                    | 25,000  |         | 25,000 |           |            |                    |
| Ibis Reproductive Health Inc.<br>1330 Broadway, Suite 1100<br>Oakland, CA 94612<br>Work on Reproductive Health of Latinas in California   |                    | 25,000  |         | 25,000 |           |            |                    |
| Immigrant Legal Resource Center<br>1663 Mission Street, Suite 602<br>San Francisco, CA 94103<br>Program Support                           |                    | 25,000  |         | 25,000 |           |            |                    |
| Independent Sector<br>1602 L Street, NW, Suite 900<br>Washington, DC 20036<br>Program Support 2010                                        | 4,000              |         |         | 4,000  |           |            |                    |
| Internews Networks<br>Internews Network Administrative Headquarters<br>P.O. Box 4448<br>Arcata, CA 95518-4448<br>Earth Journalism Network |                    | 25,000  |         | 25,000 |           |            |                    |
| Intersection<br>925 Mission Street, Suite 109<br>San Francisco, CA 94103<br>Intersection 5M                                               |                    | 15,000  |         | 15,000 |           |            |                    |
| Intersection<br>925 Mission Street, Suite 109<br>San Francisco, CA 94103<br>New Work with Sean San José and Richard Montoya               | 75,000             |         |         | 50,000 |           |            | 25,000             |

2010

| Organization Name                                                                                                                                                                                 | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| Japanese Cultural and Community Center of Northern California<br>1840 Sutter Street, Suite 201<br>San Francisco, CA 94115<br>National Asian American Pacific Islander Historic Preservation Forum |                    | 5,000   |         | 5,000  |           |            |                    |
| Jess Curtis/Gravity Inc.<br>1310 Mission Street<br>San Francisco, CA 94103<br>New Work by Jess Curtis in Collaboration with Guillermo Gómez-Peña                                                  | 25,000             |         |         | 25,000 |           |            |                    |
| Jewish Community Center of San Francisco<br>3200 California Street<br>San Francisco, CA 94118<br>New work with Mark Izu and Kimi Okada                                                            |                    | 75,000  |         |        |           |            | 75,000             |
| Law Students for Reproductive Justice<br>1730 Franklin Street, Suite 212<br>Oakland, CA 94612<br>Program Support                                                                                  | 25,000             |         |         | 25,000 |           |            |                    |
| Lawyers' Committee for Civil Rights of the San Francisco Bay Area<br>131 Steuart Street, Suite 400<br>San Francisco, CA 94105-1243<br>California Coalition for Civil Rights                       |                    | 25,000  |         | 25,000 |           |            |                    |
| Lawyers Committee for Civil Rights of the San Francisco Bay Area<br>131 Steuart Street, Suite 400<br>San Francisco, CA 94105<br>Organizational Development                                        |                    | 25,000  |         | 25,000 |           |            |                    |
| Legal Community Against Violence<br>268 Bush Street #555<br>San Francisco, CA 94104<br>Organizational Development                                                                                 |                    | 210,000 |         | 70,000 |           |            | 140,000            |

STATEMENT A

2010

| Organization Name                                                                                                                        | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| <b>Literacy for Environmental Justice</b><br>1329 Evans Ave.<br>San Francisco, CA 94124<br>Program Support                               |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>Lorraine Hansberry Theatre</b><br>777 Jones Street<br>San Francisco, CA 94109<br>New Work with Jeannie Barroga and Alleluia Panis     | 75,000             |         |         |        | 75,000    |            |                    |
| <b>Maplight</b><br>(aka MapLight.org)<br>2223 Shattuck Avenue<br>Berkeley, CA 94704<br>Program Support                                   |                    | 100,000 |         |        |           |            | 100,000            |
| <b>Maplight</b><br>(aka MAPLight.org)<br>2223 Shattuck Avenue<br>Berkeley, CA 94704<br>Program Support                                   | 25,000             |         |         | 25,000 |           |            |                    |
| <b>Maui Coastal Land Trust</b><br>2371 Vineyard Street<br>Wailuku, HI 96793<br>Hawaiian Islands Land Trust                               |                    | 100,000 |         |        |           |            | 100,000            |
| <b>Medical Students for Choice</b><br>P.O. Box 40188<br>Philadelphia, PA 19106<br>Program Support                                        |                    | 24,500  |         | 24,500 |           |            |                    |
| <b>Mexican American Legal Defense and Education Fund</b><br>145 Ninth Street<br>San Francisco, CA 94103<br>Program Support in California |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>Mobility Fitness</b><br>64 Alejandra Avenue<br>Atherton, CA 94027<br>Program Support                                                  |                    | 10,000  |         | 10,000 |           |            |                    |

2010

| Organization Name                                                                                                                        | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| <b>Movimiento de Arte Y Cultura Latino Americana de San Jose Incorporated</b><br>510 S. First Street<br>San Jose, CA 95113               |                    | 75,000  |         |        |           |            | 75,000             |
| <b>Musical Traditions-The Paul Dresher Ensemble</b><br>333 Valencia Street, Suite 301<br>San Francisco, CA 94103                         | 25,000             |         |         | 25,000 |           |            |                    |
| <b>NARAL Pro-Choice California Foundation</b><br>New Composition by Ryan Brown<br>111 Pine Street, Suite 1500<br>San Francisco, CA 94111 |                    | 10,000  |         | 10,000 |           |            |                    |
| <b>NARAL Pro-Choice America Foundation</b><br>Program Support<br>111 Pine Street, Suite 1500<br>San Francisco, CA 94111                  |                    | 20,000  |         | 20,000 |           |            |                    |
| <b>Na Lei Hulu I Ka Wekiu Hula Halau</b><br>Program Support<br>1527 - 20th Street<br>San Francisco, CA 94107-2808                        | 7,500              |         |         | 7,500  |           |            |                    |
| <b>National Committee for Responsive Philanthropy</b><br>Program Support<br>1331 H Street NW, Suite 200<br>Washington, DC 20005          |                    | 50,000  |         | 25,000 |           |            | 25,000             |
| <b>National Women's Law Center</b><br>Program Support<br>11 Dupont Circle, Suite 800<br>Washington, DC 20036                             |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>Native Americans in Philanthropy</b><br>Program Support<br>2801 - 21st Avenue South, Suite 132D<br>Minneapolis, MN 55407              |                    | 1,000   |         | 1,000  |           |            |                    |
| Program Support in 2010                                                                                                                  |                    |         |         |        |           |            |                    |

2010

| Organization Name                                                                                                               | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|---------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| <b>Nature Conservancy Inc.</b><br>923 Nu'uuanu Avenue<br>Honolulu, HI 96817<br>Local environmental and conservation work        |                    | 50,000  |         |        |           |            | 50,000             |
| <b>New Leaders Council</b><br>1068 Jackson Street<br>San Francisco, CA 94133<br>Program Support                                 |                    | 50,000  |         | 25,000 |           |            | 25,000             |
| <b>Nonprofits' Insurance Alliance of California</b><br>PO Box 8507<br>Santa Cruz, CA 95061-8507<br>Credit Union for Non-profits |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>North East Exchange Team San Francisco (NEXT SF)</b><br>2031 Powell Street<br>San Francisco, CA 94133<br>Program Support     |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>Northern California Community Loan Fund</b><br>870 Market Street, Suite 677<br>San Francisco, CA 94102<br>Program Support    |                    | 200,000 |         | 50,000 |           |            | 150,000            |
| <b>Northern California Grantmakers</b><br>625 Market Street, 3rd Floor<br>San Francisco, CA 94105<br>Program Support in 2010    |                    | 7,888   |         | 7,888  |           |            |                    |
| <b>Nursing Students for Choice</b><br>2300 Myrtle Street<br>Suite 120<br>St Paul, MN 55114<br>Program Support                   |                    | 20,000  |         | 20,000 |           |            |                    |
| <b>ODC Theater</b><br>351 Shotwell Street<br>San Francisco, CA 94110<br>New Work with Julie Herbert and Deborah Slater          | 75,000             |         |         | 50,000 |           |            | 25,000             |

STATEMENT A

2010

| Organization Name                                                                                                                | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|----------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| <b>Our Family Coalition</b><br>1385 Mission Street, Suite 340<br>San Francisco, CA 94103<br>Program Support                      |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>PATH Program for Appropriate Tech</b><br>1455 NW Leary Way<br>Seattle, WA 98107-5756<br>Global Health Ventures                |                    |         | 138     |        |           | 138        |                    |
| <b>PATH Program for Appropriate Tech</b><br>PO Box 900922<br>Seattle, WA 98109                                                   |                    | 25,000  |         | 25,000 |           |            |                    |
| Family Planning & Safe-Abortion Services in the Bangkok Area                                                                     |                    |         |         |        |           |            |                    |
| <b>Pacific Links Foundation</b><br>Sobrato Center for Nonprofits<br>534 Valley Way<br>Milpitas, CA 95035<br>Program Support      |                    | 20,000  |         | 20,000 |           |            |                    |
| <b>Pacific News Service</b><br>275 Ninth Street, 3rd Floor<br>San Francisco, CA 94103                                            |                    | 25,000  |         | 25,000 |           |            |                    |
| New America Media : "Communities Left Behind by Recovery"                                                                        |                    |         |         |        |           |            |                    |
| <b>Peoples Fund</b><br>949 Kapiolani Blvd. Suite 100<br>Honolulu, HI 96814<br>Program Support                                    |                    | 15,000  |         | 15,000 |           |            |                    |
| <b>Physicians for Reproductive Choice and Health</b><br>55 West 39th Street, Suite 1001<br>New York, NY 10018<br>Program Support |                    | 15,000  |         | 15,000 |           |            |                    |
| <b>Planet Drum Foundation</b><br>P.O. Box 31251<br>San Francisco, CA 94131<br>Program Support                                    |                    | 10,000  |         | 10,000 |           |            |                    |

2010

| Organization Name                                                                                                                                                                 | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| Planned Parenthood Federation of America, Inc.<br>434 West 33rd Street<br>New York, NY 10001<br>Program Support                                                                   | 25,000             |         |         | 25,000 |           |            |                    |
| Prison University Project, Inc.<br>P.O. Box 492<br>San Quentin, CA 94964<br>Public Education Work                                                                                 | 15,000             |         |         | 15,000 |           |            |                    |
| Public Design Studio (aka Public Architecture)<br>1211 Folsom Street, 4th Floor<br>San Francisco, CA 94103-3816<br>Program Support                                                | 25,000             |         |         |        |           |            | 25,000             |
| Regents of the University of California<br>School of Social Welfare<br>120 Haviland Hall #7400<br>Berkeley, CA 94720                                                              | 150,000            |         |         | 50,000 |           |            | 100,000            |
| Gerbode Foundation Professional Development Program<br>Regents of the University of California<br>School of Social Welfare<br>120 Haviland Hall #7400<br>Berkeley, CA 94720       | 60,000             |         |         | 20,000 |           |            | 40,000             |
| Administration of the Gerbode Foundation Professional<br>Development<br>Regents of the University of California<br>2850 Telegraph Avenue, Suite 500<br>Berkeley, CA 94720         |                    | 24,750  |         | 24,750 |           |            |                    |
| "Follow the Money" Understanding Criminal Justice Financing<br>in CA<br>Reproductive Health Technologies Project, Inc.<br>1020 19th Street, NW, Suite 875<br>Washington, DC 20036 |                    | 25,000  |         | 25,000 |           |            |                    |
| Fulfilling the Promise & Expanding Options for Women                                                                                                                              |                    |         |         |        |           |            |                    |

2010

| Organization Name                                                                                                                                                                                              | Unpaid<br>12/31/09 | Awarded | Refunds | Paid    | Cancelled | Reductions | Unpaid<br>12/31/10 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|---------|-----------|------------|--------------------|
| <b>Rose Foundation for Communities and the Environment</b><br>6008 College Ave., Suite 10<br>Oakland, CA 94618                                                                                                 |                    | 100,000 |         |         |           |            | 100,000            |
| <b>Rutgers University Foundation</b><br>Bay Area Environmental Health Collaborative<br>Center for American Women and Politics<br>191 Ryders Lane<br>New Brunswick, NJ 08901-1242<br>Women and Politics Program |                    | 50,000  |         | 25,000  |           |            | 25,000             |
| <b>San Francisco Bicycle Coalition</b><br>833 Market Street, 10th Floor<br>San Francisco, CA 94103-1830<br>Great Streets Project                                                                               | 25,000             |         |         | 25,000  |           |            |                    |
| <b>San Francisco Film Society</b><br>39 Mesa Street, Suite 110<br>The Presidio<br>San Francisco, CA 94129<br>Heartbreak and Heroism. Stories from the Plague Years in<br>San Francisco                         |                    | 25,000  |         | 25,000  |           |            |                    |
| <b>San Francisco Film Society</b><br>39 Mesa Street, Suite 110<br>The Presidio<br>San Francisco, CA 94129<br>San Francisco International Children's Film Festival                                              |                    | 20,000  |         | 20,000  |           |            |                    |
| <b>San Francisco Foundation</b><br>225 Bush Street #500<br>San Francisco, CA 94104<br>Donor Advised Fund - Shaw Fund                                                                                           |                    | 500,000 |         | 500,000 |           |            |                    |
| <b>San Francisco Foundation</b><br>225 Bush Street #500<br>San Francisco, CA 94104-4224<br>Great Communities Collaborative                                                                                     | 100,000            |         |         | 100,000 |           |            |                    |

STATEMENT A

2010

| Organization Name                                                                                      | Unpaid<br>12/31/09 | Awarded | Refunds | Paid    | Cancelled | Reductions | Unpaid<br>12/31/10 |
|--------------------------------------------------------------------------------------------------------|--------------------|---------|---------|---------|-----------|------------|--------------------|
| San Francisco Girls Chorus Inc.<br>44 Page Street, Suite 200<br>San Francisco, CA 94102                |                    | 75,000  |         |         |           |            | 75,000             |
| New work with Gabriela Lena Frank and Nilo Cruz                                                        |                    |         |         |         |           |            |                    |
| San Francisco Planning and Urban Research Association<br>654 Mission Street<br>San Francisco, CA 94105 | 50,000             |         |         | 50,000  |           |            |                    |
| Program Support                                                                                        |                    |         |         |         |           |            |                    |
| San Francisco Planning and Urban Research Association<br>654 Mission Street<br>San Francisco, CA 94105 |                    | 100,000 |         |         |           |            | 100,000            |
| Regional Planning Program                                                                              |                    |         |         |         |           |            |                    |
| San Jose Stage Company<br>490 South First Street<br>San Jose, CA 95113                                 |                    | 75,000  |         | 50,000  |           |            | 25,000             |
| New Work with Jeannie Barroga and Alleluia Panis                                                       |                    |         |         |         |           |            |                    |
| Seacology<br>1623 Solano Avenue<br>Berkeley, CA 94707                                                  |                    | 5,000   |         | 5,000   |           |            |                    |
| Program Support                                                                                        |                    |         |         |         |           |            |                    |
| Silicon Valley Community Foundation<br>2440 West El Camino Real, Suite 300<br>Mountain View, CA 94040  |                    | 500,000 |         | 500,000 |           |            |                    |
| Donor Advised Fund - TBD Gerbode                                                                       |                    |         |         |         |           |            |                    |
| Sonoma Ecology Center<br>PO Box 1486<br>Eldridge, CA 95431                                             |                    | 25,000  |         | 25,000  |           |            |                    |
| SF Bay Area Conservation Commons                                                                       |                    |         |         |         |           |            |                    |
| Team Up for Youth<br>310 Eighth Street, Suite 300<br>Oakland, CA 94607                                 |                    | 50,000  |         | 50,000  |           |            |                    |
| Program Support                                                                                        |                    |         |         |         |           |            |                    |

STATEMENT A

2010

| Organization Name                                                                                                                                                              | Unpaid<br>12/31/09 | Awarded | Refunds | Paid   | Cancelled | Reductions | Unpaid<br>12/31/10 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------|---------|--------|-----------|------------|--------------------|
| <b>Tides Center</b><br>PO Box 29907<br>San Francisco, CA 94129-0907<br>LeaderSpring Program                                                                                    |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>Tides Foundation</b><br>PO Box 29903<br>San Francisco, CA 94129-0903<br>Catalyst Fund: Resources for Women of Color in Reproductive<br>Justice                              |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>TransForm</b><br>436 14th Street, Suite 600<br>Oakland, CA 94612<br>Organizational Development                                                                              |                    | 50,000  |         | 25,000 |           |            | 25,000             |
| <b>A Traveling Jewish Theatre</b><br>(aka The Jewish Theatre San Francisco)<br>499 Alabama Street, #127<br>San Francisco, CA 94110<br>New Work with Corey Fischer and Sam Ball | 75,000             |         |         | 50,000 |           |            | 25,000             |
| <b>Tri-Isle Resource Conservation &amp; Development Council</b><br>77 Hookele Street, Suite 202<br>Kahului, HI 96732-3516<br>Malama Maunaloa Program                           |                    | 25,000  |         | 25,000 |           |            |                    |
| <b>Tri-Isle Resource Conservation and Development Council</b><br>77 Hookele Street, Suite 202<br>Kahului, HI 96732-3516<br>Hawaii Association of Watershed Partnerships        |                    | 7,500   |         | 7,500  |           |            |                    |
| <b>Trust for Public Land</b><br>1136 Union Mall, Suite 202<br>Honolulu, HI 96813<br>Hawaiian Islands Program                                                                   | 112,500            |         |         | 75,000 |           |            | 37,500             |
| <b>Urban Habitat Program</b><br>436 14th Street, Suite 1205<br>Oakland, CA 94612<br>Executive Transition                                                                       |                    | 5,000   |         | 5,000  |           |            |                    |

2010

| Organization Name                                                                                                                                                | Unpaid<br>12/31/09 | Awarded          | Refunds    | Paid             | Cancelled      | Reductions | Unpaid<br>12/31/10 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|------------------|------------|------------------|----------------|------------|--------------------|
| <b>Urban Habitat</b><br>436 14th Street, Suite 1205<br>Oakland, CA 94612<br>Organizational Development                                                           |                    | 25,000           |            | 25,000           |                |            |                    |
| <b>Voices of Music Inc.</b><br>333 Grant Avenue #601<br>San Francisco, CA 94108<br>Charity Concert                                                               |                    | 6,500            |            | 6,500            |                |            |                    |
| <b>Womens Link Worldwide</b><br>P.O. Box 415<br>Northfield, VT 05663<br>Program Support                                                                          |                    | 25,000           |            | 25,000           |                |            |                    |
| <b>Yerba Buena Center for the Arts</b><br>701 Mission Street<br>San Francisco, CA 94103-3138<br>New Work by Sara Shelton Mann in Collaboration with David Szlasa | 25,000             |                  |            | 25,000           |                |            |                    |
| <b>Youth Radio</b><br>1701 Broadway<br>Oakland, CA 94612<br>Organizational Development                                                                           |                    | 25,000           |            | 25,000           |                |            |                    |
| <b>Z Space Studio</b><br>499 Alabama Street #450<br>San Francisco, CA 94110<br>New work with Marcus Shelby and Margo Hall                                        |                    | 75,000           |            |                  |                |            | 75,000             |
| <b>Zellerbach Family Foundation</b><br>575 Market Street, Suite 2950<br>San Francisco, CA 94105<br>Community Arts Distribution Committee                         | 300,000            |                  |            | 100,000          |                |            | 200,000            |
| <b>Zero Divide</b><br>Renaissance Journalism Center<br>425 Bush Street, #300<br>San Francisco, CA 94108<br>Renaissance Journalism Center                         |                    | 150,000          |            | 50,000           |                |            | 100,000            |
| <b>Total grants listed: 157</b>                                                                                                                                  | <b>2,242,374</b>   | <b>5,124,068</b> | <b>138</b> | <b>4,292,442</b> | <b>310,000</b> | <b>138</b> | <b>2,764,000</b>   |

STATEMENT A

The Wallace Alexander Gerbode Foundation  
EIN: 94-6065226  
Tax Year: 2010  
Form: 990PF

Form 990-PF, Parts I and XII, Charitable Expenses

Expenses have been allocated based upon time spent, space utilized or expenses incurred in furtherance of charitable, as opposed to, investment purposes.

Form 990-PF, Parts I and XV, Contributions, Gifts and Grants Paid

Grants per books in the amount of \$4,813,930 consist of grants approved, but not necessarily paid in 2010.

|                                                                  |                             |
|------------------------------------------------------------------|-----------------------------|
| Grants paid during the year (990-PF Part I, line 25, column (d)) | \$ 4,292,442                |
| Grants Payable, beginning of the Year                            | (2,242,374)                 |
| Grants Payable, end of the Year                                  | 2,764,000                   |
| Grants Adjustment                                                | <u>(138)</u>                |
| <br>Total Grants per books (990-PF Part I, Line 25, col. (a))    | <br><u><u>4,813,930</u></u> |

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on **e-file for Charities & Nonprofits**.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

|                                                               |                                                                                                                            |                                |
|---------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| Type or print                                                 | Name of exempt organization                                                                                                | Employer identification number |
|                                                               | <b>THE WALLACE ALEXANDER GERBODE FOUNDATION</b>                                                                            | <b>94-6065226</b>              |
| File by the due date for filing your return. See instructions | Number, street, and room or suite no. If a P.O. box, see instructions<br><b>111 PINE STREET, NO. 1515</b>                  |                                |
|                                                               | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br><b>SAN FRANCISCO, CA 94111</b> |                                |

Enter the Return code for the return that this application is for (file a separate application for each return)

| Application Is For                       | Return Code | Application Is For       | Return Code |
|------------------------------------------|-------------|--------------------------|-------------|
| Form 990                                 | 01          | Form 990-T (corporation) | 07          |
| Form 990-BL                              | 02          | Form 1041-A              | 08          |
| Form 990-EZ                              | 03          | Form 4720                | 09          |
| Form 990-PF                              | 04          | Form 5227                | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069                | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870                | 12          |

## CORPORATE OFFICES

- The books are in the care of ► **111 PINE STREET, STE 1515 - SAN FRANCISCO, CA 94111**  
Telephone No. ► **(415) 391-0911** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2010** or  
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return  
☐ Change in accounting period

|                                                                                                                                                                                       |    |    |                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|----------------|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                   | 3a | \$ | <b>20,000.</b> |
| b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | \$ | <b>54,607.</b> |
| c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.             | 3c | \$ | <b>0.</b>      |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

*filed*

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

|                                                                                                                 |                                                                                                 |
|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <b>Part II Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed). |                                                                                                 |
| <b>Type or print</b>                                                                                            | <b>Name of exempt organization</b>                                                              |
| File by the extended due date for filing your return. See instructions.                                         | <b>THE WALLACE ALEXANDER GERBODE FOUNDATION</b>                                                 |
|                                                                                                                 | <b>Employer identification number</b>                                                           |
|                                                                                                                 | <b>94-6065226</b>                                                                               |
|                                                                                                                 | <b>Number, street, and room or suite no. If a P.O. box, see instructions.</b>                   |
|                                                                                                                 | <b>111 PINE STREET, NO. 1515</b>                                                                |
|                                                                                                                 | <b>City, town or post office, state, and ZIP code. For a foreign address, see instructions.</b> |
|                                                                                                                 | <b>SAN FRANCISCO, CA 94111</b>                                                                  |

Enter the Return code for the return that this application is for (file a separate application for each return)

04

| Application Is For                       | Return Code | Application Is For | Return Code |
|------------------------------------------|-------------|--------------------|-------------|
| Form 990                                 | 01          |                    |             |
| Form 990-BL                              | 02          | Form 1041-A        | 08          |
| Form 990-EZ                              | 03          | Form 4720          | 09          |
| Form 990-PF                              | 04          | Form 5227          | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069          | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870          | 12          |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

### CORPORATE OFFICES

- The books are in the care of **111 PINE STREET, STE 1515 - SAN FRANCISCO, CA 94111**  
Telephone No. **(415) 391-0911** FAX No. \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2011.**
- 5 For calendar year **2010**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension  
**THE TAXPAYER'S FINANCIAL MATTERS ARE QUITE COMPLEX. ADDITIONAL TIME IS REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.**

|                                                                                                                                                                                                                                            |           |    |                |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----|----------------|
| <b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                                                                 | <b>8a</b> | \$ | <b>21,088.</b> |
| <b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | <b>8b</b> | \$ | <b>54,607.</b> |
| <b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.                                                           | <b>8c</b> | \$ | <b>0.</b>      |

### Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title **CPA FOR CLIENT** Date

Form 8868 (Rev. 1-2011)

*efila*